

1. NAME

The name of the Association shall be the “MITCHELTON COMMUNITY PRE-SCHOOL ASSOCIATION” (in this Constitution called “the Association”).

2. VISION

To be recognised as a Centre of Excellence operating a modern, efficient and sustainable early childhood learning centre that provides parents, children and employees with a safe and happy environment.

3. OBJECTS

The objects of the Association shall be:

- (1) To establish and maintain and conduct educational and developmental centres for children (including, without limiting the generality of the foregoing, pre-school, kindergarten activities; and any other educational and caring activities for children).
- (2) To disseminate knowledge of child care and early childhood principles and to promote proper guidance and care of children.
- (3) To encourage, maintain and aim for a high standard of building construction and design in the centres controlled from time to time for the Association.
- (4) To maintain and purchase and acquire equipment apparatus and requisites for the child care and early childhood centres of the highest possible quality and standard.
- (5) To co-ordinate, promote and encourage participation in the child care and early childhood centres by all sections of the community for the benefit of early childhood children and their education.
- (6) To encourage, assist and support research into child care and early childhood education and the guidance, welfare and care of early childhood children.
- (7) To promote and maintain interchange of information between other child care and early childhood or educational associations and other interested associations, societies, groups or persons in relation to all matters concerning child care and early childhood education and the guidance, welfare and care of child care and early childhood children.
- (8) To affiliate or collaborate with any association, society, institution or body the objects of which are similar or concordant with those of the Association.
- (9) To liaise with government departments and instrumentalities and all organizations, associations, bodies or groups within the Commonwealth of

Australia or elsewhere in relation to all matters touching and concerning child care and early childhood education, and the care and welfare of early childhood children.

- (10) To conduct, promote and co-ordinate all types of fund raising activities for the purpose of the Association.
- (11) To accept or refuse any gift, subscription, donation, endowment, grant or bequest offered, given or granted to the Association subject to conditions or trust or otherwise.
- (12) To invest the moneys and funds of the Association not immediately required for its objects in any fund or investment approved from time to time under the law of Queensland as a trustee investment and to deposit moneys in any bank or building society with or without interest accruing thereon.
- (13) To purchase, take on lease or exchange or otherwise acquire for the purpose of the Association in real and personal estate.
- (14) To sell, improve, manage, develop, exchange, lease hire, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (15) To print or publish any newspapers, booklets, leaflets or newsletters that the Association may from time to time think desirable for the promotion of its objects.
- (16) To institute, conduce, defend or compromise proceedings either at law in equity by or against the Association and in cases where the Association seems fit against officers or employees thereof.
- (17) To do all things incidental to the attainment of any of the above objects and in particular to act and carry on the functions and business of kindergarten, early childhood centre and day care centre. And to carry out any of the acts, matters or things which the Board of Directors of the Association shall be empowered to do in accordance with the terms of this Constitution.

4. ETHICS

The Association exists to service the community in which we live and in order to promote our high standard in that community it is essential we follow the following high ethical principles:-

- (1) Competence and Care: Continually strive to improve knowledge, provide up to date service and care about the quality of the Associations activities.

- (2) **Public Interest:** Safeguard the interests of the Association and its clients, to ensure no conflict with the duties and loyalties owed to the community, its laws and social and political institution.
- (3) **Integrity:** Observance of accepted norms of honesty and integrity must underlie all decisions and actions so as not to breach public trust in a non-professional or other manner.
- (4) **Confidentiality:** Information obtained in the course of Association activities must not be disclosed or used to personal advantage or to the advantage of any third party.
- (5) **Professional Image:** Always promote an excellent professional image and good name of the Association and the people within its activities.
- (6) **Objectivity and Independence:** An objective and impartial manner in the performance of duties is essential so that one is independent and seen to be independent.
- (7) **Accountability:** Money and assets entrusted to the Association and its people should be:
 - kept separate from private moneys;
 - used for the purpose it was entrusted, and
 - be able to be accounted for.
- (8) **Incompatible Practices:** No incompatible business, conflicts of interest, improper benefit by way of commission, waiver of dues or gifts made that would bring the Association into disrepute.
- (9) **Goodwill:** It is essential to have and promote personal and organizational goodwill to all persons and other organizations with whom we within the Association interact.

5. POWERS

The powers of the Association are:

- (1) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of section 25(9);

- (2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To appoint, employ, remove or suspend such early childhood educators or care givers, managers, clerks, secretaries, and other persons as may be necessary or convenient for the purposes of the Association;
- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;
- (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit within clear guidelines from the Board and any delegations therewith;
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

- (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account of overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in sub-section (4);
- (16) To undertake and execute any Trusts, the undertaking whereof may seem desirable either gratuitously or otherwise;
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Section 23 (10);
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- (25) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (26) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property and any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities.

- (27) The Board of the Association is to have all of the above powers and may exercise them on behalf of the Association and may delegate any of those powers to a person or persons or a position or positions by whoever it is from time to time occupied or a group of people who may form a delegated committee to exercise the delegations in the manner specified in the delegation.

6. MEMBERSHIP

- (1) Members shall be any parent or parents or lawful custodian or lawful custodians of a child or children enrolled at a centre conducted by the Association and who have paid all fees and charges within the time required.
- (2) A financial member of the Association at any material time is a member who is not then indebted to the Association in respect of any annual subscription or levy or other payment whatsoever.
- (3) At every meeting of the members of the Association, whether annual, general or otherwise designated, only those members who are financial at the time the meeting is held shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon a motion.

7. FEES AND CHARGES

- (1) The fees and charges for members or for other services shall be such sum as the Board shall from time to time so determine and shall be payable at such time and in such manner as the Board advises in such determination. Any action under this Constitution may have a fee or a charge levied and no limitation on the nature of fees and charges is imposed.
- (2) Fees and charges payable in accordance with section 7(1) should be paid by direct deposit into the bank account of the Association (as notified by the Treasurer upon request), or credit card. Fees and charges may be payable by other methods of payment if prior approval from the General Manager is granted.

8. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Association at any time by giving notice in writing to the Vice President acting on behalf of the Board. Such resignation shall take effect at the time such notice is received by the Vice President acting on behalf of the Board unless a later date is specified in the notice when it shall take effect on that later date.

- (2) If a member –
 1. is convicted of an indictable offence; or
 2. has conduct in a manner considered to be injurious or prejudicial to the character, interests or ethics of the Association, the Board shall consider whether that persons membership shall be terminated;
 3. fails to comply with any of the provisions of this Constitution; or
 4. has fees and charges in arrears for a period of two months or more; and
 5. fails to be eligible under the section6.
- (3) The member concerned shall be given a full and fair opportunity of presenting their case and if the Board resolves to terminate their membership it shall instruct the Secretary acting on behalf of the Board to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board. The persons rights as a member remain suspended until the appeal is determined.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by that person of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Board or those members thereof who rejected the application of membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose membership is terminated, does not appeal against the decision of the Board within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Treasurer shall forthwith refund the amount determined by the Board of any fee paid.

10. REGISTER OF MEMBERS

- (1) The Board shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission. This need not be separate to any fee and charges register if that record serves the same purpose.
- (2) Particulars shall also be entered into the Register regarding any deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11. MEMBERSHIP OF BOARD

- (1) The Board of the Association shall consist of a President, Vice President, Treasurer, and Secretary all of whom shall be members of the Association, and such number of other members as the members of the Association at any Annual General Meeting may from time to time elect or appoint.
- (2) Each Board Member will hold office for a period of two years from the date of his or her election.
- (3) Notwithstanding section 11(1), the members of the Association may appoint a community member (that is not a member of the Association), to the position of Board Member (**Community Board Member**). Membership of the Board may consist of a maximum of two Community Board Members at any time.
- (4) The Community Board Member will remain in position as a Board member for a maximum period of three years, unless otherwise removed by the members of the Association at a general meeting of the Association.
- (5) At the Annual General Meeting of the Association, the following Board Members must retire from office:
 1. each Board Member (other than the Community Board Member) who would otherwise have held office (without re-election) beyond the second Annual General Meeting following the Board Member's appointment, or for at least two years, whichever is the longer period;

2. each Board Member who was appointed by the Board Members to fill a casual vacancy of the Board; and
 3. without limiting section 11(4), each Community Board Member who would otherwise have held office (without re-election) beyond the third Annual General Meeting following the Community Board Members' appointment, or for at least three years, whichever is the longer period,

but shall be eligible upon nomination for re-election.
- (6) The election of officers and other members of the Board shall take place in the following manner:
1. Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Board;
 2. The nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the Secretary between 7 and 14 days before the Annual General Meeting at which the election is to take place;
 3. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be communicated to members of the Association for at least five days immediately preceding the Annual General Meeting;
 4. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present in person or via proxy or attorney at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 5. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (7) No employee or spouse of an employee, son or daughter of an employee of the Association shall be eligible for election to the Board of Directors or to any sub-committee of the Association. Employees or their relatives (ie spouse, son or daughter) may participate with the Board, its sub-committees, person or persons in any activities to further the Associations benefit in compliance with all aspects of this Constitution. However, in relation thereto employees shall have no voting rights.

- (8) Members of the Board who would cease to be eligible as members under Section 6 of the Association prior to the Annual General Meeting may continue as poll members of the Board until such Annual General Meeting to ensure the proper management of the Association unless removed under the provision of this Constitution.

12. RESIGNATION AND/OR REMOVAL OF BOARD MEMBERS

Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Vice President but such resignation shall take effect at the time such notice is received by the Vice President acting on behalf of the Board unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

13. VACANCIES ON BOARD

- (1) The Board shall have power at any time to appoint any members of the Association to fill any casual vacancy on the Board until the conclusion of the next Annual General Meeting unless the member is ineligible under any provision of this Constitution. Any person so appointed shall have the full rights of the position to which they have been co-opted.
- (2) The continuing members of the Board may act notwithstanding any casual vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS OF BOARD

- (1) Except as otherwise provided by this Constitution and subject to resolutions of the members of the Association carried at any general meeting, the Board:
 1. shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 2. shall have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- (2) The Board may exercise all the powers of the Association.

15. MEETINGS OF BOARD

- (1) The Board shall meet at least once every calendar month to exercise its functions.
- (2) A meeting of the Board shall be convened by the Secretary on the requisition of any two Board members, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat
- (3) At every meeting of the Board, one third of the number of members presently on the Board, shall constitute the quorum. If one third of the number of members of the Board would constitute less than three members of the Board, quorum will be three.
- (4) The Board may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the Chairman shall have a second or casting vote.
- (5) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if the person does so vote that vote shall not be counted, unless the Board, having complete knowledge of the situation, so authorises.
- (6) A Board member may vote in person and on a show of hands every person present who is a Board member or a representative of a Board member, shall have one vote for each such Board member and in a secret ballot every Board member present in person shall have one vote;
- (7) The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting they are not present with 10 minutes after the time appointed for holding the meeting, the Vice President shall be Chairperson or if the Vice President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the meeting shall lapse.

- (9) Any member of the Board of Directors must not absent themselves from any three monthly Board Meetings in the period between Annual General Meetings, unless prior agreement is given by a majority of the Board, or that member is automatically expelled from the Board of Directors. In the case of a co-opted member, the number of absent Board Meetings allowed will be reduced by one for every four scheduled monthly meetings since the Annual General Meeting that have elapsed until the meeting that person was co-opted. If that number is exceeded then the co-opted member is automatically expelled from the Board of Directors.

16. DELEGATION OF BOARD POWERS

- (1) The Board may delegate any of its powers to a sub-committee consisting of such members or non-members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board or this Constitution.
- (2) In the absence or abstention from the position of Chairperson of the President or subsequently the Vice President from a committee, then that committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present with 10 minutes after the time appointed for holding the meeting, the members of the sub-committee present may choose one of their number to be Chairperson of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

17. BOARD DECISIONS

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

18. NOTICE OF RESOLUTION

A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided each member is; either, by personal contact or; delivered to the membership address for correspondence, including email address; provided with the contents of such resolution. Any such unanimous resolution may consist of several documents in like form, each signed by one or more members of the Board to confirm the resolution.

19. SUCCESSION PLAN

- (1) The incoming President must prepare a plan of succession for Board Members (Succession Plan) within one month following the Annual General Meeting.
- (2) The Succession Plan is to outline which Board Members are in office for their final year and any other considerations the Board thinks necessary.
- (3) The Succession Plan may be up dated from time to time as required, by approval of the majority of the Board.

20. ANNUAL GENERAL OR GENERAL MEETINGS**(1) Annual General Meeting**

1. The Annual General Meeting shall be held within four months of the close of the previous financial year.
2. The business to be transacted at every Annual General Meeting shall be –
 - a. the receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - b. the receiving of the auditor's report upon the books and accounts for the preceding financial year and the certified financial statements;
 - c. the election of members of the Board;
 - d. the appointment of an auditor; and
 - e. other business as determined by the Board or in accordance with this Constitution.

(2) General Meeting

1. The Secretary shall convene a General Meeting:
 - a. when directed to do so by the Board; or
 - b. on the requisition of no less than three members of the Association. Such requisition shall clearly state the reasons why such general meeting is being convened and the nature of the business to be transacted thereat; or
 - c. on being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

(3) General Meeting

1. At the Annual General Meeting or any general meeting, the quorum will constitute one third of the number of current members of the Board, or no less than 3 members. Two of these members must not be Board Members.
2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
3. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
4. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5. The Secretary shall convene all general meetings of the Association by giving not less than 21 days' notice of any such meeting to the members of the Association.
6. The manner by which such notice shall be given shall be determined by the Board: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

Unless otherwise provided by this Constitution, at every general meeting:

7. The President shall preside as Chairperson, or if there is no President, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson or if the Vice President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting;
8. The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
9. Every question, matter or resolution shall be decided by a majority of votes of the members present;
10. Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received;
11. Every member present, or their appointed proxy, attorney or representative, shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall have a second or casting vote: Provided that no member, proxy or attorney, shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting;
12. Voting shall be in person by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded;

13. Unless a poll is demanded, a declaration by the chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against;
14. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson is entitled to a second or casting vote.
15. Subject to sub-section 13 above, the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting, general meeting and Annual General Meeting, to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting will be approved as a true and accurate record at the next subsequent Board meeting. The minutes of every general meeting and the Annual General Meeting will be approved as a true and accurate record at the next subsequent general meeting by the Chairperson or a member in attendance at that meeting.
16. A member may vote in person or by proxy, attorney or representative and every member present in person or by proxy, attorney or representative has one vote.
17. A member may only appoint one proxy for a particular meeting.
18. The proxy must be a member of the Association.

- 19. A document appointing a proxy:
 - a. must be signed by the appointor or their attorney;
 - b. must state the proxy’s name or the name of the office held by the proxy and the meetings at which the proxy may be used:
 - c. may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
 - d. must be in a form similar to the following form:

Mitchelton Community Preschool Association

I/we, _____, of _____,

being a member/members of the Association, appoint _____ of _____ or, in their absence, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Association to be held on _____ 2015 and at any adjournment of that meeting.

+This form to be used *in favour of/*against the resolution.

Signed _____ 2015 .

*Strike out whichever is not desired

+To be inserted if desired.

- 20. An instrument appointing a proxy is not valid unless the instrument, and the original or certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 24 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

The power of attorney or copies must be deposited at the address specified for that purpose in the notice convening the meeting.

21. For the purpose of sub-section 20, a document is taken to be deposited at the registered office of the Association if a true copy of a document is received on a facsimile machine located at the registered office or any email address specified for that purpose in the notice convening the meeting.
22. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- a. the previous death or impaired capacity of the principal; or
 - b. the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;
- if no intimation in writing of any of those events has been received by the Association before the meeting at which the proxy is used or the power is exercised.

21. MEETINGS USING TECHNOLOGY

- (1) A Board meeting or meetings of members of the Association may be called or held using any technology consented to by all the Directors.
- (2) This Constitution allows for the use of technology at Board meetings and meetings of members of the Association.

22. BY-LAWS

The Board may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

23. ALTERATION OF CONSTITUTION

This Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

24. COMMON SEAL

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Vice President or by a second member of the Board or by some other person appointed by the Board for the purpose.

25. FUNDS AND ACCOUNTS

- (1) The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the Board may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All expenditure or investments shall be in accordance with guidelines issued by the Board.
- (5) All payments are to be made via electronic transaction (including BPay and eftpos), except for petty cash reimbursement or as otherwise approved by the Board.
- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
 1. the income and expenditure for the financial year just ended; and
 2. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (8) All such statements shall be examined by the auditor who shall present their report upon such audit to the Treasurer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made and will provide a certificate to the financial statements in a form determined by the auditor in accordance with Australian Accounting and Audit Standards issued by the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia.

- (9) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by that person to the Association or otherwise owing by the Association to that person or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

26. REMUNERATION OF BOARD MEMBERS

- (1) Subject to sub-section 26(2) below, the Community Board Members may be paid reasonable remuneration, at a rate not more than market rate, for their services to the Association as a Board Member.
- (2) The remuneration of Community Board Members must be authorized by a majority of the members of the Association at a general meeting.

27. DOCUMENTS

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

28. INDEMNITY

- (1) Every officer of the Association is indemnified out of the assets of the Association against any liability incurred by the person as officer except where the Association is prohibited from indemnifying the person under any applicable law.
- (2) The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- (3) The Association may pay premiums in respect of contracts insuring current and past officers of the Association against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Association is prohibited from doing so under any applicable law.

- (4) An officer of the Association is not liable for:
1. the act, neglect or default of any other officer;
 2. any loss or expenses incurred by the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association;
 3. the insufficiency or deficiency of any security in or upon which any of the moneys of the Association are invested;
 4. any loss or damage arising from the insolvency or tortious act of any person with whom any moneys, securities or effects are deposited or left;
or
 5. for any other loss or damage that happens in the execution of the duties of their office,

unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.

29. FINANCIAL YEAR

The financial year of the Association shall close on the last calendar day of December in each year.

30. REGISTRATION WITH THE ACNC

If the Association is registered with the ACNC and a provision in this Constitution is inconsistent with a law applicable to the Association due to its registration with the ACNC, the relevant law overrides the provisions of this Constitution to the extent of any inconsistency.

31. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or instructions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Section 25(9), such institution or institutions to be determined by the members of the Association at a general meeting.

Agreed forward to Justice:	TGM June 1991
Justice Department reply:	30 October 1991
Discussions with Justice:	early November 1991
Printed with suggestions:	14 November 1991
Reviewed by Board:	November 1991 Board Meeting
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Resolution proposed:	25 March 2015