



ROLLING HILLS PRESCHOOL

CONSTITUTION

CONSTITUTION TABLE OF CONTENTS

1. Name
2. Interpretation
3. Membership
4. Register of Members
5. Finance
6. Authorisation to Trade
7. Resignation of a Member
8. Expulsion of a Member
9. Grievance Procedure
10. General Meeting
11. Annual General Meeting
12. Special General Meeting
13. Notice of General Meetings
14. Notices
15. Proceedings at General Meetings
16. Voting at General Meetings
17. Committee of Management
18. Election of Committee of Management
19. Removal of a Member of the Committee
20. Proceedings of Committee Meetings
21. Sub-Committees
22. Roles of Office Bearers
23. Public Officer
24. Treasurer
25. Payments
26. Distribution of Assets
27. Seal and Association Registration Number
28. Alteration of Rules and Statement of Purpose
29. Winding up
30. Annual Returns
31. Custody of Records
32. Auditors

STATEMENT OF PURPOSE

FOR

ROLLING HILLS PRESCHOOL INC.

As passed at the Annual General Meeting, November 2021

1. The name of the Incorporated Association is:

Rolling Hills Preschool Inc.

2. The purposes for which the incorporated Association is established are:

- (i) To provide a preschool program and/or other children's services which will function in accordance with the guidelines and requirements of the Department of Human Services or such other government authority or department as from time to time carries out those functions.
- (ii) To take over the funds and other assets and liabilities of the present Association(s) known as Rolling Hills Preschool Inc. solely for the intention of carrying out the above mentioned purposes and not otherwise.
- (iii) The predominant purpose of this Association is charitable. No individual member of the Association will take personal profit merely from membership of the Association.

Standard Rules

1. Name

The name of the Association is Rolling Hills Preschool Inc.

2. Interpretation

2.1 In these Rules unless the contrary intention appears:

'Association' means Rolling Hills Preschool Incorporated.

'Department' means the Department of Human Services or such other government department or agency as from time to time monitoring 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 30 September.

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

'Member' means a member of the Association.

'The Act' means the Associations Incorporation Act 1981.

'The Regulations' means the Regulations under the Act.

'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.

2.2 The Public Officer shall be the Secretary of the Association elected in accordance with these Rules or such other person as appointed by the Committee.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

3. Membership

The members of the Association shall comprise:

- (a) the parents or legal guardians of the children attending the children's service managed by the Association or on the waiting list; and
- (b) any interested citizen approved by the Committee of Management who pays an annual subscription of not less than one dollar and is approved for membership by the Committee for the current financial year. Renewal of this membership is at the discretion of the Committee. This annual subscription and entrance fees if any may be set by the committee at an committee meeting (Refer to note 2)

4. Register of Members

The Enrolment Officer (or in the absence of an Enrolment Officer, the Secretary) shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member. At the written request of a member a list of member names shall be available for inspection from the Public Officer. However, further details shall only be made available at the discretion of the Committee.

5. Finance

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

6. Authorisation to Trade

The Association is authorised to trade in accordance with Section 51(4) of the

7. Resignation of a Member

7.1 A member of the Association who has paid all fees or other monies due and payable by that person to the Association may resign from the Association by giving two weeks notice in writing to the Secretary of the member's intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.

7.2 Upon the expiration of a notice given under Rule 7.1, the Enrolment Officer (or Secretary) shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

7.3 A member of the Association under Rule 3(a) who no longer has a child/children attending the preschool location or on the waiting list and who has not paid the annual subscription within one month following the annual general meeting shall be deemed to have resigned and the Enrolment Officer (or Secretary) shall make in the register of members an entry recording the date in which the member has ceased to be a member.

7.4 A member of the Association under Rule 3(b) who has not paid the annual subscription within one month following the annual meeting shall be deemed to have resigned and the Enrolment Officer (or Secretary) shall make in the register of members an entry recording the date on which the member has ceased to be a member.

8. Expulsion of a Member

8.1 Subject to these Rules, the Committee may by resolution:

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the regulations not more than twenty dollars, if the Committee is of the opinion that the member has refused or neglected to comply with these Rules, or has been guilty of conduct that is unbecoming of a member or prejudicial to the interests of the Association.

8.2 Upon the passing of a resolution by the Committee under Rule 8.1, the Secretary shall, as soon as is practicable, ensure that the member is served with a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in a general meeting against the resolution.

8.3 A resolution of the Committee under Rule 8.1 does not take effect unless: (a) the Committee, at a meeting held not earlier than fourteen and not later than 28 days after the service on the member of a notice under Rule 8.2, confirms the resolution in

accordance with this clause; and

(b) the Association confirms the resolution in accordance with this clause, in cases in which the member exercises a right of appeal to the Association under this clause.

8.4 At a meeting of the Committee held in accordance with Rule 8.3, the Committee shall: (a) give to the member an opportunity to be heard; (b) give consideration to any written statement submitted by the member; and (c) determine by resolution whether to confirm or to revoke the resolution.

8.5 Upon receipt by the Secretary of a member's notice under Rule 8.2(d)(iii), the Secretary shall notify the Committee. The Committee shall convene a general meeting of the Association to be held within 28 days after the date on which the Secretary receives the notice.

8.6 At a general meeting of the Association convened under Rule 8.5: (a) no business other than the question of the appeal shall be transacted; (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; (c) the member shall be given an opportunity to be heard; and (d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

8.7 If at the general meeting:

(a) a minimum of two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
(b) in any other case, the resolution is revoked.

9 Grievance Procedure

9.1 Objective:

The objective of the Grievance Procedure is to resolve any disputes under the Rules between:

(a) a member and another member, or
(b) a member and the incorporated association.

9.2 Grievance Sub Committee:

A Grievance Sub Committee will be established to investigate and facilitate the resolution of any disputes of the nature described above. The Grievance Sub Committee shall comprise three persons drawn from the Committee of which one will be the President. The Committee may change the composition of the Sub Committee at any time provided the Sub Committee remains constituted by Committee members.

9.3 A Grievance Officer will be appointed from the Grievance Sub Committee. The role of the Grievance Officer is to receive any grievances submitted to the Committee and to ensure the Procedure described below is carried out.

9.4 Procedure:

A member may initiate a grievance in respect of a dispute of a type described above by reducing the grievance to writing and lodging it with the Grievance Officer.

Upon receipt of the grievance, the Grievance Officer must call a meeting of the Grievance Sub Committee within 14 days.

Prior to the meeting the Grievance Officer must investigate the grievance including interviewing any persons whom may be the subject of the grievance or have some

knowledge relevant to it.

The Grievance Sub Committee must offer the member who lodged the grievance and any member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

If the parties are unable to resolve the dispute at the meeting, or if the party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be a person chosen by agreement between the parties.

The Grievance Sub Committee must decide whether any action under the Rules or otherwise should be taken arising from the grievance and advise the Committee of such action.

The Committee at the next scheduled meeting, may confirm, modify, or reject the decision of the Grievance Sub Committee. The decision of the Committee will be final.

All parties to the dispute including the member who lodged the grievance must be advised in writing of the Committee's decision.

9.5 Proviso:

This Procedure is not intended to alter a member's right arising out of any other Rules under the Constitution.

10. General Meeting

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

11. Annual General Meeting

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

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

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

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

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee written reports upon the activities and operations of the Association during the last preceding financial year;
- (c) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act. This statement contains particulars of the Association's income and expenditure; assets and liabilities; mortgages, charges and securities; and trusts. The statement must give a true and fair view of the financial position of the incorporated association during and at the end of its last financial year, and be accompanied by the auditor's report referred to

in Rule 32.5.

(d) to elect members of the Committee.

(e) to confirm the Public Officer (usually the Secretary).

11.5 The annual general meeting may transact special business of which notice is given in accordance with Rule 13.

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

11.7 Ten members (Refer to Note 3) personally present, being members entitled to vote at a general meeting as defined by Rule 16.7, constitute a quorum for the transaction of business at the annual general meeting.

12. Special General Meeting

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

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

12.3 The request for a special general meeting must:

(a) state the objectives of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

12.4 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 address of 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.

12.5 A special general meeting convened by members in accordance with Rule 12.4 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee. The Association shall refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

13. Notice of General Meetings

13.1 All annual general and special general meetings of the Association shall be advertised by the Secretary at least 21 days before the date fixed for holding such meeting. Advertisement/notice shall be in a newspaper circulating generally in the district and/or by any other appropriate means. The advertisement/notice shall state the place, date, and time of the meeting and the nature of the business to be transacted at the meeting.

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

13.3 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 advertisement/notice calling the next general meeting after the receipt of the notice.

14. Notices

14.1 With the exception of the provisions of Rule 13.1 and Rule 20.9, all notices shall be served by or on behalf of the Association upon any member either personally, via the families allocated pigeon holes located at the Preschool or by sending it by post to the member at their address as shown in the register of members.

14.2 In the case of a document being properly addressed, pre-paid and posted 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.

15. Proceedings at General Meetings

15.1 All business that is transacted at either a special general meeting or the annual general meeting, with the exception of business specifically referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business. This business shall be made known to members as such, in accordance with Rule 13.

15.2 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.

15.3 Eight members (refer to Note 3) personally present, being members entitled under Rule 16.7 to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

15.4 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 seven) shall constitute a quorum.

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

15.6 If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

15.7 The Chairperson of the general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting 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.

15.8 In the case of Rules 15.4 and 15.7, 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 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

16. Voting at General Meetings

16.1 A question arising at a general meeting of the Association shall be determined by a resolution being moved and seconded by members of the Association, then 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 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.

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

16.3 All votes shall be given personally. There shall be no votes cast by proxy at any general meeting of the Association.

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

16.5 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.

16.6 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.

16.7 A member is not entitled to vote at any general meeting unless all monies due and payable by that person to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Committee of Management

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

17.2 The Committee:

- (a) shall control and manage the business and affairs of the Association; (b) may, subject to these Rules, the Regulations and the Act, exercise all the powers and functions available to the Association with the exception of those powers and functions that are required by these Rules to be exercised by general meetings of members of the Association;
- (c) has power, subject to these Rules, the Regulations and the Act, to perform all such acts and things that appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
- (d) shall prepare an annual report containing an account of the activities and operations of the Association during the financial year. This report shall be submitted in writing to the annual general meeting.

17.3 The Committee of Management shall consist of

- a) a President; (Executive)
- b) a Vice President; (Executive)
- c) a Treasurer; (Executive)
- d) a Secretary; (Executive)
- e) an Enrolment Officer (Executive)
- f) a Fees Officer (Executive)
- g) a Fundraising Coordinator
- h) a Maintenance Officer
- i) and additional ordinary members as necessary.
- j)

NOTE: Roles and responsibilities may be shared by two nominees if agreed and voted in acceptance at the AGM - or by current Executive Committee approval.

Rule 2.2 refers to the appointment of a Public Officer.

17.4 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election. Office bearers may hold the same Office for no more than two consecutive years, ordinary members for no more than five consecutive years or at the discretion of the Committee.

17.5 A member or former member of the Committee of an Incorporated Association 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.

17.6 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 (refer to Note 4).

17.7 For the purposes of Rule 17(6) "temporary relief" shall mean an appointment not exceeding a maximum of six 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, (refer to Note 4).

17.8 No member of the Committee shall directly or indirectly supply goods or services to the Association in the case of such goods or services being satisfactorily obtained elsewhere locally.

17.9 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.

17.10 Failure of a member to reveal a financial interest in any contract or arrangement with the Association may result in the implementation of Rule 8.1 by the Committee. No member of the Committee shall vote on any contract or arrangement in which they are interested. If the member does so vote, that person's vote shall not be counted.

18. Election of Committee of Management

18.1 All members of the Committee shall be elected at the annual general meeting. They shall be elected for a period of one year and shall retire at the annual general meeting next following. However, members shall be eligible for re-election.

18.2 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.

18.3 If the number of nominations for a specific office exceeds one, a ballot shall be held.

18.4 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in a systematic and proper manner, as directed by the Committee.

18.5 A nomination of a candidate for election under this Rule is still valid if that candidate has been nominated for another office at the same election. However, that candidate is only eligible to hold one office, and must choose or be assigned to one or another of the offices, as directed by the Committee.

18.6 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 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.

18.7 In the event of a casual vacancy occurring during the year, the Committee shall have the power to appoint a new member from the members of the Association. Any person so appointed shall hold office until the next annual general meeting only, but shall be eligible for election to that office at that time.

19. Removal of a Member of the Committee

19.1 The Association in general meeting may by resolution remove any member of the Committee 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.

19.2 A Committee member to whom a proposed resolution refers in Rule 19.1 may choose to make representations in writing to the Secretary or President 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 or the President 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.

20. Proceedings of Committee Meetings

20.1 The Committee shall meet at least once each calendar month taking into consideration school holiday periods, at the Preschool location or at a place otherwise determined by the Committee.

20.2 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 24 hours' notice if a quorum is present.

20.3 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.

20.4 Any 4 members of the Committee constitute a quorum (refer to Note 3) for the transaction of the business of a meeting of the Committee. Subject to this, the Committee may act regardless of any vacancy on the Committee.

20.5 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.

20.6 At 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.

20.7 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.

20.8 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.

20.9 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.

21. Sub-Committees

21.1 The Committee may appoint Sub-Committees, whose membership shall be drawn from members of the Committee, members of the Association or other interested persons. Sub-Committees may be appointed for staff selection, fund raising, social and any other activity deemed necessary. Members of such

sub-committees shall have voting rights only within the Sub-Committees to which they have been appointed or elected.

21.2 The quorum for meetings of a sub-committee shall be one-third of its members, but no less than two. The Committee will determine the Chairperson and powers of delegation of each Sub Committee.

21.3 The members of the Staffing Sub Committee shall be appointed with the consultation of the current staff members.

22. Role of Office Bearers

22.1 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 books 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; and
- (e) correspondence in and out is recorded.

22.2 President

The role of the President is to:

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

23. Public Officer

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

- (a) notifying the Registrar of Incorporated Associations of:
 - (i) their appointment to the position of Public Officer, within 14 days of the appointment;
 - (ii) a change of address of the Public Officer, within 14 days;
 - (iii) any amendments to the Rules or Statement of Purposes of the Association, within one month of the ratification of the proposed amendments by the Association in a general meeting;
 - (iv) the passing of a special resolution by the Association regarding the disposal of surplus assets after winding-up in accordance with the Act, within one month of the passing of the resolution.
- (b) applying to the Registrar of Incorporated Associations for approval of any desired change of name, in accordance with the Regulations;
- (c) lodging with the Registrar:
 - (i) the documents required in respect of the annual general meeting, within one month of the date of the meeting (unless further time is granted by the Registrar);
 - (ii) details about any trust and a copy of any deed or other instrument creating or embodying that trust, upon the Association becoming a

- trustee of that trust, within 14 days;
- (d) producing any book for the Registrar or his/her authorised officer on being required to do so, and telling the Registrar or his/her authorised officer where a book is at the time a request is made;
 - (e) ensuring that the Registrar or his/her authorised officer is not hindered or obstructed in any way while that person is making an inspection of any part of the Association, in accordance with the Act.

24. Treasurer

24.1 The Treasurer of the Association shall be responsible for:

- (a) overseeing the collection and receipt of all monies due to the Association and the issue of official receipts;
- (b) the deposit, without delay, of all monies collected and received, to the credit of the Association in a financial institution determined from time to time by the Committee;
- (c) the payment of all accounts;
- (d) a proper record of all receipts and payments;
- (e) forwarding of all financial records to the Bookkeeper; and
- (e) the submission of a financial report to each monthly Committee meeting.

24.2 The Treasurer shall keep correct accounts and books showing the financial affairs of the Association, with full details of all receipts and expenditure connected with the activities of the Association.

24.3 The accounts and books referred to in Rule 24.2 shall be available for inspection by members upon written request.

24.4 The Treasurer shall engage the services of an independent and appropriately qualified Bookkeeper, with Committee approval and liase with them accordingly to ensure they have all the required and relevant information they need.

25. Payments

25.1 All payments must be made by cheque, electronic funds transfer, or periodic debit and payment shall only be made with the authority of the Committee.

25.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following five positions: President, Treasurer, Secretary, Payroll Officer and Vice President, a minimum of four of which will be registered with the financial institution. The payee of all cheques shall be designated before the cheque is signed.

26. Distribution of Assets

26.1 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.

26.2 The Association shall charge in favour of the Secretary to the Department of Human Services of the State of Victoria all assets it acquires using funds provided by the Department of Human Services of the State of Victoria, and, where there is provision, shall register that charge as provided by law.

27. Seal and Association Registration Number

27.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

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 either two, members of the Committee or of one member of the Committee and of the Public Officer of the Association.

27.3 The name of an Incorporated 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 an Incorporated 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 of 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 6 or 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 75% of those present at a special general meeting of 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 11.4 (b) and (c) and a list of the names and addresses of the members of the Committee elected under Rule 11.4(d) to the regional Children's Services Adviser, as a representative of the Department; and
- (b) a copy of the statement received under Rule 11.4 (c) to the Registrar of Incorporated Associations in accordance with the Act.

31. Custody of Records

31.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

31.2 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

32.1 The Committee of Management may choose to elect to engage the services of an Auditor.

32.2 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.

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

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

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

32.6 The Auditor may, if he/she considered it desirable to do so, make a report direct to the members in general meeting and to the relevant government departments on any other matter coming within the scope of his/her duties. If the Auditor makes such a report, he/she shall at the same time submit a copy thereof to the Committee for

their information.