

Constitution of

the **NANYIMA**  
centre

Incorporated





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## 1 Name

The name of the Association shall be 'The Nanyima Centre Incorporated' (referred to in these rules as 'the Association').

## 2 Objects

The objects of the Association shall be:

- 2.1 to provide quality out of school hours care to children in Years Kindergarten to 6
- 2.2 to provide a community based, non-profit service
- 2.3 to structure the fees to assist disadvantaged members of the community
- 2.4 to remain totally non-political and sectarian
- 2.5 to do all such things as is conducive or incidental to the attainment of the above objects.

## 3 Membership

- 3.1 Membership shall be open to all parents/guardians of all children enrolled at the centre and other persons that the committee may consider be able to assist the Association in achieving its objectives.
- 3.2 Individuals and organisations wishing to become members of the Association shall apply to the Committee for membership.
- 3.3 The committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- 3.4 Members shall pay such fees as are determined by the Association at a general meeting.
- 3.5 A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member.
- 3.6 Membership shall cease upon resignation, expulsion, or failure to pay outstanding fees within three months of the due date.
- 3.7 Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1st January to December 31st, or other such period as determined by the committee.

## 4 Member's Liability

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of unpaid membership fees.

## 5 Disciplining of Members

- 5.1 The procedure for disciplining of members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.
- 5.1 Disputes between members of the Association, and between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

## 6 Management Committee

- 6.1 The Association shall have its affairs controlled and managed by the office bearers and the other members known as the committee.
- 6.2 The office bearers shall be a President, Secretary, and Treasurer. There shall be up to five other members of the committee.
- 6.3 The office bearers and the other members of the Committee shall be elected at each Annual General Meeting. A member appointed by the Committee may fill any casual vacancy occurring in the Committee.
- 6.4 Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next Annual General Meeting.
- 6.5 Retiring members of the Committee are eligible for re-election, but an officer cannot be re-elected for the same executive position on the Committee beyond two consecutive years.
- 6.6 Membership of the Committee shall be restricted to one member of a family at any one time.
- 6.7 The Committee shall meet once per month to conduct the business of the Association.
- 6.8 The quorum for meetings of the Committee shall be three members.
- 6.9 Notice of Committee meetings shall be given at the previous meeting or by such other means as the committee may determine.

- 6.10** A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three consecutive meetings without approval by the committee.
- 6.11** The Committee may function validly provided it's numbers are not below the quorum. Should committee numbers fall below the quorum, the remaining committee members may act only to appoint new members.
- 6.12** Questions arising at any meetings of the Committee shall be decided by the majority of votes of those present who are entitled to vote. In case of equality of votes the person appointed to chair the meetings should have a second or casting vote.
- 6.13** If within fifteen minutes of the time appointed for a Committee meeting a quorum is not present, the meetings shall be dissolved.
- 6.14** Additional meetings of the Committee may be convened by the President or any two members of the Committee.

## **7** General Meetings

- 7.1** With the exception of the first Annual Meeting of the Association, the Association shall at least once in each calendar year, and within six months after the conclusion of each financial year of the Association convene an Annual General Meeting of it's members.
- 7.2** The Committee may, whenever it thinks fit, convene a special general meeting of the Association. The Committee must convene a special general meeting of the Association within three months of receiving a request to do so from at least five per cent of the membership of the Association.
- 7.3** At least 14 days notice shall be given for all general meetings. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- 7.4** In the case of an Annual General Meeting the following business shall be transacted:
  - a) Confirmation of the minutes of the previous Annual General Meeting
  - b) Receipt of the committee's report upon the activities of the Association in the last financial year
  - c) Election of office bearers and other members
  - d) Receipt and consideration of a statement from the committee which is not misleading and give a true and fair view for the last financial year of the Association's:
    - income and expenditure
    - assets and liabilities

- 7.5** The quorum for a general meeting shall be five members present in person. If within fifteen minutes of the time appointed for a general meeting, a quorum is not present the meeting shall be dissolved.
- 7.6** Voting at a general meeting shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters, which must be decided by a special resolution, where a three-quarter majority vote is required.
- 7.7** Voting shall be given personally, there shall be no voting by proxy.
- 7.8** Nominations of candidates for election as office bearers or other committee members shall be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- 7.9** Written notice of all general meetings shall be given to members either personally or by post.

## **8** Office Bearers

- 8.1** The President shall chair each general meeting of the Association.
- 8.2** If the President is absent, the other members present may elect a member to chair the meeting.
- 8.3** The Secretary shall ensure that the records of the business of the Association, including the rules, register of members, minutes of all general meetings are kept. These records shall be available for inspection by any member free of charge.
- 8.4** The Treasurer shall ensure that all money received by the Association shall be deposited into an account in the Association's name. Payments shall be made to a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee.
- 8.4** The Treasurer shall ensure that correct books and accounts are kept, showing the financial affairs of the Association. These records shall be available for inspection free of charge, by any member of the Association. These records shall be held in the custody of the Treasurer.

## 9 Special Resolutions

- 9.1** A special resolution must be passed by a general meeting of the Association to effect the following changes:
- a) A change of the Association's name
  - b) A change of the Association's rules
  - c) A change of the Association's objects
  - d) An amalgamation with another incorporated Association
  - e) To voluntarily wind up the Association and distribute its assets
  - f) To pass on management and or ownership to private persons.
- 9.2** A special resolution shall be passed in the following manner:
- a) A notice must be sent to all members advising that a general meeting be to be held to consider a special resolution
  - b) The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting
  - c) A quorum must be present at the meeting
  - d) At least three quarters of those present (who are entitled to vote) must vote in favour of the resolution
  - e) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

## 10 Public Officer

- 10.1** The Committee shall ensure that a person is appointed as Public Officer.
- 10.2** The Committee may at any time remove the Public Officer and appoint a new Public Officer, provided that the person appointed is 18 years of age and a resident of New South Wales.
- 10.3** The Public Officer shall be deemed to have vacated their position in the following circumstances:
- a) Death
  - b) Resignation
  - c) Removal by the committee
  - d) Bankruptcy or financial insolvency
  - e) Mental illness
  - f) Residency outside of NSW.

- 10.4** When a vacancy occurs in the position of Public Officer, the committee shall within 14 days, notify the Department of Consumer Affairs by the prescribed form, and appoint a new Public Officer.
- 10.5** The Public Officer is required to notify the Department of Consumer Affairs by the prescribed form in the following circumstances:
- a) Appointment (within 14 days)
  - b) A change of residential address (within 14 days)
  - c) A change of the Association's objects or rules (within 1 month)
  - d) Of the Association's financial affairs (within 1 month after the Annual general Meeting).
- 10.6** The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

## 11 Miscellaneous

- 11.1** The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- 11.2** The funds of the Association shall be derived from fees of members, Government grants, fundraising, donations and such other sources approved by the Association. Such funds shall be used in pursuance of the objects of the Association in such manner as the committee determines, subject to any special resolution passed by the Association in a general meeting.
- 11.3** The common seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The signature of two members of the Committee shall witness the stamping of the common seal.
- 11.4** The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- 11.5** Service of documents on the Association is effected by serving them on the Public Officer, or on any two members of the Committee.
- 11.6** Notices sent by post shall be deemed to have been received two days after the date of posting.
- 11.7** The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.

- 11.8** An Auditor shall be elected at the Annual General Meeting. The auditor shall examine all accounts, vouchers, receipts, books, etc and furnish a report to the Committee members at the Annual General Meeting.
- a) Audits shall be conducted at regular intervals of not more than 12 months
  - b) Notice of intention to nominate an auditor or to replace the current auditor shall be given to the Secretary at least seven days prior to the Annual General Meeting. The current auditor shall be entitled to attend and be heard at the Annual General Meeting
  - c) Should the current auditor submit a resignation or notifies the Secretary of intention not to seek re-election, the above procedure does not apply.