



CONSTITUTION
of
GRAYS POINT ACTIVITY CENTRE INCORPORATED
A Not-for-Profit Community Association
(ASIC Registration Number: Y2709414)

2019 Version 2.3

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(this constitution replaces any earlier versions of the constitution)

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Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Ordinary member means a member of the committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under these rules as Secretary of the association, or
- (b) if no such person holds that office – the public officer of the association

Special general meeting means a general meeting of the association other than an Annual General Meeting

the Act means the *Associations Incorporation Act 2009*

the Regulation means the *Associations Incorporation Regulation 2010*

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect this constitution in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 –Purpose

2. Objects

The objects of Grays Point Activity Centre Incorporated are:-

- (a) To operate as a not-for-profit community-based association.
- (b) To provide an outside school hours care (OSHC) service within Grays Point which meets the collective needs of parent demand in the local community.

- (c) To extend the play, creative and community engagement opportunities for children in our local community in their leisure time (outside school hours).
- (b) To collaborate with the local community and other agencies to address the varying needs and issues of the children and their families who attend the service, including children with a disability, children of different cultural, social, linguistic and economic backgrounds and those in isolated circumstances, all within a framework of social justice and reconciliation with Aboriginal and Torres Strait Islander communities.
- (c) To promote and support the provisions of the United Nations Convention of the Rights of the Child, in particular Article 12 (The child's right to express their opinion.) and Article 31 (The Child's Right to Play and Leisure opportunities).
- (d) To work closely with Grays Point Public School (GPPS) and associated Parent and Community (P&C) Association to ensure outside school hours care (OSHC) services are an integral component of the overall school.
- (e) To provide an affordable service to parents while ensuring that OSHC centre is responsibly managed and financially self-sufficient.
- (f) To invest in the development of appropriate outside school hours care (OSHC) facilities and assets required to provide the above OSHC services

Article 12 States Parties shall assure to the child who is capable of forming his or her own views the right to express those views freely in all matters affecting the child, the views of the child being given due weight in accordance with the age and maturity of the child.

Article 31 States Parties recognize the right of the child to rest and leisure, to engage in play and recreational activities appropriate to the age of the child and to participate freely in cultural life and the arts.

Part 3 – Membership

3. Membership eligibility

(1) A person is eligible to be a member of the association if:

(a) they are a family member or legal guardian of a child/children who wishes to attend Grays Point Activity Centre Incorporated Service, or are a member of the community with an interest in the same.

4. Membership application

(1) An eligible person can apply for membership of the association by:(a) completing the Grays Point Activity Centre

Incorporated application form and enclosing the sum payable under these rules by a member as an application fee.

- (b) lodging the application form with the association at its principal place of operation.

5. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association an amount determined by the committee.
- (2) In addition, a member of the association must pay to the association an annual membership fee determined by the committee, which shall accompany the annual re- enrolment of their child/children into the service.

6. Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 5.

7. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Cessation of membership

(1) A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association.
- d) does not renew their annual membership.

9. Membership entitlements not transferable

(1) A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

10. Internal disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has willfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub clause (1), the Secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under sub clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed by the majority of votes.

Part 4 – The committee

13. Functions of the committee

(1) The committee of the association, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Committee members

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the association, and
- (b) optionally three ordinary members, each of whom is to be elected at the Annual General Meeting of the association.
- (c) optionally two other individuals who may be paid employees of the association and/or members of the community who may be appointed at the invitation and discretion of the office bearers.

(2) The office-bearers of the association are to be:

- (a) the President
- (b) the Vice-President (optional)
- (c) the HR Director (optional)
- (d) the Operations Director (optional)
- (e) the Treasurer, and
- (f) the Secretary.

(3) A member is not eligible to hold office if the member;

- (a) has personal relationships and/or interests that constitute a conflict of interest with the association
- (b) has business interests that constitute a conflict of interest with the association.

(4) The office-bearers of the association must comprise of at least three separate members

(5) Members can hold multiple office-bearing roles.

(6) No more than one quarter of the office-bearing roles and no more than one quarter of the members of the full committee, are to be held by paid employees of the association.

(7) Each member of the committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

(8) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

15. President

(1) It is the duty of the President of the association to:

- (a) Act as the chairperson for the association's business.
- (b) Act as the presider, the chairperson, at each meeting of the association.

16. Secretary

(1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

(1) It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (a) must be made by two members of the association and accompanied by the consent of the candidate, and
 - (b) must be delivered to the Secretary of the association at the Annual General Meeting at which the election is to take place.
- (2) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

19. Term of office

- (1) The normal term of office for committee members, commences at the Annual General Meeting they are elected and concludes at the next Annual General Meeting when all committee roles are spilled.

20. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

21. Removal of committee member

- (1) The association in general meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

Part 5 – Meetings

22. Types of general meetings

(1) The association has three types of general meetings that are used to conduct its business:

- (a) Annual General Meetings (AGM)
- (b) Meetings of the committee
- (c) Special general meetings

(2) All association members are entitled to attend all three types of general meeting.

23. Annual General Meetings

(1) The Annual General Meeting of the association is, subject to the Act.

(2) The business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
- (c) to elect office-bearers of the association and ordinary members of the committee,
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

24. Meetings of the committee

(1) Regularly convened meetings of the committee which are used to discuss and transact association business.

25. Special general meetings

(1) A special general meeting of the association is convened when there is a specific important matter to be discussed by the association.

(2) A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the Secretary

26. Calling of general meetings

(1) Annual General meetings (AGM)

(a) The association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an Annual General Meeting of its members.

(2) Meetings of the committee

(a) The committee must meet at least four times (includes special general meetings and Annual General Meetings) in each period of 12 months at such place and time as the committee may determine.

(b) The committee must meet at a minimum of 4 month intervals.

(3) Special general meetings

(a) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(b) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.

27. Notice of general meetings

(1) Oral, written or electronic notice of general meetings must be given by the Secretary to each member of the association:

(a) at least 5 working days before the date appointed for the holding of meetings of the committee.

(b) at least 14 days before the date appointed for the holding of an Annual General Meeting or a special general meetings of the committee; where no special resolutions of the association are required.

(c) at least 21 days before the date appointed general meeting where special resolutions of the association are required.

(2) The notice of a general meeting to be given must specify the general nature of the business to be transacted at the meeting.

28. Procedure at general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item:

(a) Any five members of the association constitute a quorum; as long as at least two members of the general meeting are committee members; or

(b) Any three members of the committee constitute a quorum for the transaction of business at any general meeting.

(2) If a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(3) At a general meeting of the association:

- (a) the President or, in the President's absence, the Vice-President is to preside, or
- (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

Part 6 – Decision making

29. Types of decisions

(1) There are three types of decisions that that the association can make to conduct its business:

- (a) Operational decisions
- (b) Ordinary resolutions
- (c) Special resolutions

30. Operational decisions

(1) Operational decisions relate to the operational running and administration of before and after school care provision.

Operational decisions are unlikely to be of any material significance and/or have no significant consequence to members.

(2) Operational decisions can be made by any appropriate committee member/s and/or the association's nominated coordinator within or outside of general meetings.

31. Ordinary resolutions

(1) Ordinary resolutions are decisions on matters that affect the running of the association and may have consequences for members.

(2) An ordinary resolution is passed by a majority which comprises at least half of the members of the quorum of a general meeting of the association.

32. Special resolutions

(1) Special resolutions are decisions on matters that affect the purpose of the Association and/or have significant/substantial consequences for all members.

(2) A special resolution may only be passed by the association in accordance with section 39 of the Act.

(3) A special resolution is passed by a majority which comprises at least three-quarters of the members of the quorum of a general meeting of the association.

33. Voting

(1) Decisions arising at a general meeting of the association are to be determined by a majority of the votes of association members present at the meeting.

- (a) On any decision arising at a general meeting of the association a member has one vote only.
- (b) A member is not entitled to vote at any general meeting of the association unless all money due has been paid.
- (c) Prior to considering any questions the making of decisions members must declare potential conflicts of interest, whether real or perceived and excuse themselves from the voting
- (d) All votes must be given personally or by proxy but no member may hold more than two proxies.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) An entry in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against a resolution.

34. Appointment of proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.

Form for appointment of proxy can be found on page 16 of this constitution.

35. Postal ballots

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 7 – Governance

36. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37. Insurance

The association must effect and maintain all necessary insurances including public risk and workers compensation insurance.

38. Financial Year

The financial year of the association is:

- (a) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

39. Funds – source

- (1) The funds of the association are to be derived from government subsidies, child attendance fees and annual enrolment fees of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, direct debits, bank transfers, drafts, bills of exchange, promissory notes and other negotiable instruments of over \$10,000 must be approved by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) Management of funds required to administer operational requirements must be approved by two touch points of approval authority, either GPAC employees or committee members. Cashing of cheques for petty cash requirements for example must always have two signatories.

41. Custody of books

The public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

42. Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.



FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (Annual General Meeting or special general meeting, as the case may be) to be held on the.....day of..... and at any adjournment of that meeting.
(month and year)

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
* to be inserted if desired.

.....
Signature of member appointing proxy Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.