



OSHCsa

Out of School Hours Care (SA) Association Inc. Constitution

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OUT OF SCHOOL HOURS CARE (SA) ASSOCIATION INCORPORATED
CONSTITUTION

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OUT OF SCHOOL HOURS CARE (SA) ASSOCIATION INCORPORATED CONSTITUTION

1. **NAME**

The name of the Association shall be the Out of School Hours Care (SA) Association Inc. referred to herein as "OSHCsa".

2. **DEFINITIONS**

In this constitution unless the contrary intention appears -

- 2.1 'Act' means the Associations Incorporation Act, 1985;
- 2.2 'Board' means the Board of Management of OSHCsa;
- 2.3 'Meeting' means a meeting of the Board;
- 2.4 'General Meeting' means a meeting of all members of OSHCsa.

3. **OBJECTS**

- 3.1 Promote practices and programs that will assist in enriching the lives of children in OSHC.
- 3.2 Support families and invite their input into OSHC service practices.
- 3.3 Promote, resource and support OSHC services, their staff, management and governance.
- 3.4 Highlight the positive attributes and the potential of OSHC services for enhancing children's development.
- 3.5 Bring recognition of OSHC as a rewarding place of employment.

4. **POWERS**

- 4.1 OSHCsa has the powers of an individual.
- 4.2 The powers of OSHCsa shall be the powers contained in the Associations Incorporation Act and without limiting these powers OSHCsa shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 4.3 The Board shall be entitled to exercise the full powers of OSHCsa, and without limiting those powers shall have the management and control of the funds and other property of OSHCsa, provided that OSHCsa must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of OSHCsa.

5. **MEMBERSHIP**

- 5.1 **Members** shall be OSHC services that have agreed to support the above objects and who have paid the membership fee (as per subscription schedule).
 - 5.1.1 Members are entitled to one vote at meetings.

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5.2 **Associate members** shall be organisations which have applied in writing for membership, express support for the above objects and paid the prescribed membership fee if any.

5.2.1. An associate member may appoint from its personnel a representative who may speak and vote on its behalf.

5.3 **Concessional memberships** are available for OSHC services with fewer than 20 Child Care Benefit places, stand alone vacation care services or those services that have been operating for less than 12 months.

5.4 **Life memberships** may be granted by the Board in recognition of service to the sector. Life members may be nominated by Board members or individuals may apply in writing for life membership.

6. **SUBSCRIPTIONS**

6.1 The subscriptions will be reviewed annually in accordance with the operational budget and the fee schedules for the year approved with the budget at the final meeting of the Board for each calendar year.

6.2 Subscriptions fall due on the 1st February each year and a general reminder sent out in January and posted on the website.

6.3 Any member whose subscription is outstanding for greater than three (3) months after the due date for payment shall cease to be a member until such time as that the subscription is renewed.

7. **RESIGNATION**

7.1 A member may resign from membership of OSHCsa by giving written notice delivered to OSHCsa;

or by

7.2 Non renewal of membership within three (3) months of expiry.

8. **SUSPENSION OF MEMBERSHIP**

8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to suspend membership of a member upon a charge of conduct detrimental to the interests of OSHCsa.

8.2 Such suspension may only occur where the resolution is carried by not less than two-thirds majority vote at a Board or General Meeting.

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8.3 Any member suspended may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting.

9. **REGISTER OF MEMBERS**

9.1 A register of members will be maintained and will contain:

- (i) Name and email address of each member
- (ii) Date on which the membership was approved
- (iii) Expiry date of membership

9.2 Members will be responsible for ensuring that their contact details are updated as required.

10. **THE BOARD**

10.1 The affairs of OSHCsa shall be managed and controlled exclusively by the Board of Management which in addition to any powers and authorities conferred by this constitution may exercise all such powers and do all such things as are within the objects of OSHCsa, and are not by the Act or by this constitution required to be done by OSHCsa at a general meeting of members.

10.2 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of OSHCsa, and may discuss or delegate any of its powers to such officers or employees.

10.3 The Board shall be comprised of not less than six (6) members or more than 15 full (voting) members of OSHCsa elected at the Annual General Meeting. Associate members may also sit on the Board but they have no voting rights.

10.4 Persons who are insolvent under administration or who have been convicted of certain offences are precluded from being members of the Board in accordance with the requirements of Section 30 of the Act.

10.5 The Board may fill casual vacancies by inviting members for the unexpired remainder of the term.

10.6 The office bearers (executive) of the Board shall be the Chair, Deputy Chair, Treasurer and Secretary who shall be chosen by the Board from its members within 4 weeks of the Annual General Meeting. These positions maybe shared or combined but there must be a minimum of four (4) people on the executive.

10.7 An office bearer or member of the Board shall cease to hold such office upon:

10.7.1. Resignation in writing;

10.7.2. Suspension as a member of OSHCsa;

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- 10.7.3. Absence from three successive Board meetings without explanation acceptable to the Board.
- 10.8 The Board shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board.
- 10.9 Board members shall upon election or nomination become members in their own right. They may express the views and interests of any organisation which they represent, but must vote in the interests of OSHCsa and to carry out its objects.
- 10.10 Board members must not vote in any decision in which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves, or for a close associate.
- 10.11 No Office Bearer shall hold the same office for more than five (5) successive years.

11. **BOARD MEETINGS**

- 11.1 The Board shall meet as often as may be required to conduct the business of OSHCsa and not less than 6 times each calendar year.
- 11.2 Dates and times of Meetings will be advertised and financial members of OSHCsa and observers are welcome to attend meetings. Only elected full members may vote at Board meetings.
- 11.3 The quorum shall be not less than five (5) and at least two of these should be executive members.
- 11.4 Board members who are also employees shall not take part in decisions relating to their employment and at the request of a majority of the Board shall remain absent from deliberations relating to any employee.
- 11.5 The Chairperson or two other members of the Board shall have power to call a meeting of the Board.
- 11.6 Notice of meetings shall be given at the previous Board meeting or by 7 days' written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the Board.
- 11.7 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below 5.
- 11.8 The Board may appoint committees of members and non-members for specific purposes who shall meet as directed by the Board, and who shall report to the Board at subsequent Board meetings.

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11.9 The Board may appoint an Executive of the office bearers who shall meet to carry out the day-to-day business delegated by the Board and who shall report to the subsequent Board meeting.

12 APPOINTMENT OF AUDITOR

12.1 The auditor of OSHCsa, who shall be subject to the requirements of the Act, shall be appointed by a majority vote at a meeting of the Board, or a general meeting of members.

13. GENERAL MEETINGS

13.1 The Annual General Meeting shall be held no later than the 30th April in each calendar year

13.2 The business of the Annual General Meeting shall be:

13.2.1 To confirm the minutes of the preceding Annual General Meeting;

13.2.2 To receive the Chair's report for the previous year

13.2.3 To receive the Treasurer's report and the audited financial statements for the previous operational year which shall be prepared in accordance with the requirements of the Act as amended;

13.2.4 To elect or re-elect the Board Members who must consent in person or in writing;

13.2.5 To conduct any other business placed on the agenda before the commencement of the meeting.

13.2.6 Written notice of not less than 21 days of all General Meetings will be electronically distributed to all members. The notice will set out the time and venue for the meeting as well as particulars of the nature and order of the business to be transacted at the meeting

13.2.7 Members shall each be entitled to one vote at any General Meeting.

13.2.8 A quorum at any General Meeting shall be 10 members or two-thirds of the members whichever is less.

13.2.9 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.

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13.2.10 A Special General Meeting shall be called by the Chair within 40 days of receipt of a directive of the Board or a written request of 3 Board members or 6 members specifying the business to be conducted at the meeting.

14. VOTING

14.1 Voting shall be by a show of hands or by proxy where this option specified in the notice of meeting (refer appendix 1) except that:

14.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;

14.1.2 The meeting or General Meeting may, by show of hands, require any other vote to be by secret ballot.

14.1.3 Resource persons with special interests or knowledge relevant to OSHCSa may be invited to attend any meeting and to speak at the discretion of the Chair but such persons may not vote.

15. PROXIES

15.1 A member shall be entitled to appoint in writing the Chairperson to be their proxy and vote at any general meeting of OSHCSa. Refer Appendix 1

16. CHAIR

16.1 The Chair shall be responsible for the safekeeping of the Common Seal which shall be affixed only by resolution of the Board or of a General Meeting and in the presence of two Board members including at least one office bearer. Every use of the Common Seal shall be recorded in the formal minutes of OSHCSa.

16.2 The Chair at any meeting shall not have a personal deliberative vote, but shall have a casting vote if votes are equal.

16.3 The Chair shall chair Executive, Board and General Meetings except that in the absence of the Chair or at the request of the Chair or of a majority of the meeting another member may be elected as the meeting's Chair.

16.4 The Chair together with the Secretary shall prepare the agenda for Board and General Meetings.

16.5 The Chair shall ensure that notice of meetings is given in accordance with the provisions in this constitution.

16.6 The Chair shall ensure that records are kept of OSHCSa including the constitution and policies, records of members, a register of minutes

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of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of OSHCsa.

16.7 The Chair shall encourage full balanced participation in meetings by all members and shall decide on matters of order.

16.8 The Chair shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least 2 members of the Board.

17. **TREASURER**

17.1 The Treasurer shall cause monies received to be paid into an account authorised by the Board in the name of OSHCsa. Payments shall be as petty cash or by cheque signed by 2 authorised signatories, of whom there shall be not more than 5 appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.

17.2 The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.

17.3 The Treasurer shall cause to be prepared financial statements and shall submit a report on the finances to each Board Meeting.

17.4 The Treasurer shall present audited accounts to the Annual General Meeting.

18. **SECRETARY**

18.1 The Secretary shall give notice of meetings in accordance with the provisions of this constitution.

18.2 The Secretary shall cause records to be kept of OSHCsa including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of OSHCsa.

18.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting, another member shall be elected as minute secretary.

19. **MINUTES**

19.1 Proper minutes of General Meetings and Board meetings must be entered into books kept for that purpose.

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19.2 The minutes kept pursuant to this rule shall be confirmed by members at a subsequent General or Board meeting.

19.3 The minutes kept pursuant of this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson at the meeting at which the minutes are confirmed.

19.4 The books containing the minutes of General Meetings must be made available for inspection by any member.

20. AMENDMENT OF CONSTITUTION & RULES

20.1 This constitution may be repealed or amended by special resolution of not less than three-quarters of those members who are present and who are voting at a General Meeting, of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution has been distributed to all members.

20.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Board Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 21 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

21. FINANCES & PROPERTY

21.1 Persons who with the authority of the Board incur any debt or liability on behalf of OSHCsa shall have such liability met by OSHCsa so that they incur no personal loss.

21.2 The income, property and funds of OSHCsa shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of OSHCsa and without undue preference.

21.3 OSHCsa shall not be dissolved except by approval of not less than three quarters of those members who are present and who are voting at a meeting called for that purpose, of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

21.4 On dissolution all property, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by OSHCsa provided that:

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- 21.4.1 Such other body shall also prohibit the distribution of income and property to the members, to the extent stated herein; if OSHCs shall have been approved pursuant to Division 30 of the Income Tax Assessment Act, then such other body shall also be so approved.