

Out of
School
Hours Care
(SA)
Association

Constitution

OUT OF SCHOOL HOURS CARE (SA) ASSOCIATION INCORPORATED
CONSTITUTION

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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 "the Association".

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 the Association;
- 2.3 'Meeting' means a meeting of the Board;
- 2.4 'General Meeting' means a meeting of all members of the Association.

3. **OBJECTS**

The objects of the Association shall be:

- 3.1 To promote, resource and support non-profit out of school hours care (before, after school and vacation care), staff and management committees.
- 3.2 To be a peak consultative body and to be put forward policy recommendations to all levels of government.
- 3.3 To assist and advise in the establishment of non-profit out of school hours care services.
- 3.4 To inform, educate and promote public awareness of the positive aspects of school hours care.
- 3.5 To protect the interests of members by advocacy on their behalf and by promoting their general interests and welfare.
- 3.6 To do all such other things as may be incidental to the attainment of such objects.

4. **POWERS**

- 4.1 The powers of the Association shall be the powers contained in the Associations Incorporation Act and without limiting these powers the Association 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.

- 4.2 The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

5. **MEMBERSHIP**

- 5.1 Members shall be persons who have agreed to support the above objects and who have paid the membership fee, if any, and are:

5.1.1. Persons who have paid the prescribed membership fee (if any)

5.1.2. Organisation 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.

5.1.3. An organisation member may appoint from its members a representative who may speak and vote on its behalf.

6. **RESIGNATION**

- 6.1 A member may resign from membership of the Association by giving written notice delivered to the Association;

or by

- 6.2 Non renewal of membership within two months of expiry.

7. **SUSPENSION OF MEMBERSHIP**

- 7.1 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 the Association.

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- 7.2 Such suspension may only occur where the resolution is carried by not less than two-thirds majority vote at a Board or General Meeting.
- 7.3 Any member suspended may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting.

8. **THE BOARD**

- 8.1 The affairs of the Association 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 the Association, and are not by the Act or by this constitution required to be done by the Association at a general meeting of members.
- 8.2 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, and may discuss or delegate any of its powers to such officers or employees.
- 8.3 The Board shall be comprised of not less than 6 members nor more than 12 members of the Association elected at the Annual General Meeting.
- 8.4 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.
- 8.5 The Board may fill casual vacancies by inviting members for the unexpired remainder of the term.
- 8.6 The office bearers 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.
- 8.7 An office bearer or member of the Board shall cease to hold such office upon:
- 8.7.1. Resignation in writing;

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- 8.7.2. Suspension as a member of the Association;
- 8.7.3. Absence from three successive Board meetings without explanation acceptable to the Board.
- 8.8 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.
- 8.9 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 the Association and to carry out its objects.
- 8.10 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.
- 8.11 No Office Bearer shall hold the same office for more than 3 successive years.

9. **BOARD MEETINGS**

- 9.1 The Board shall meet as often as may be required to conduct the business of the Association and not less than 6 times each calendar year.
- 9.2 The quorum shall be not less than half the number of Board members.
- 9.3 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.
- 9.4 The Chairperson or two other members of the Board shall have power to call a meeting of the Board.
- 9.5 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.

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- 9.6 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below 5.
- 9.7 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.
- 9.8 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.

10. APPOINTMENT OF AUDITOR

- 10.1 The auditor of the Association, 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.

11. GENERAL MEETINGS

- 11.1 The Annual General Meeting shall be held at least once in each calendar year and not more than five months after the close of the financial year.

- 11.2 The business of the Annual General Meeting shall be:

- 11.2.1 To confirm the minutes of the preceding Annual General Meeting;
- 11.2.2 To receive the Chair's report for the previous financial year;
- 11.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year which shall be prepared in accordance with the requirements of the Act as amended;
- 11.2.4 To elect or re-elect the Board Members who must consent in person or in writing;
- 11.2.5 To conduct any other business placed on the agenda before the commencement of the meeting.

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- 11.2.6 Written notice of not less than 21 days of all General Meetings and distributed to all members.
- 11.2.7 Members shall each be entitled to one vote at any General Meeting at which they are present.
- 11.2.8 A quorum at any General Meeting shall be 10 members or two-thirds of the members whichever is less.
- 11.2.9 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.
- 11.2.10 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.

12. VOTING

- 12.1 Voting shall be by a show of hands except that:
 - 12.1.1 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
 - 12.1.2 The meeting or General Meeting may, by show of hands, require any other vote to be by secret ballot.
 - 12.1.3 Resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chair but such persons may not vote.

13. CHAIR

- 13.1 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.

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- 13.2 The Chair at any meeting shall not have a personal deliberative vote, but shall have a casting vote if votes are equal.
- 13.3 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.
- 13.4 The Chair together with the Secretary shall prepare the agenda for Board and General Meetings.
- 13.5 The Chair shall ensure that notice of meetings is given in accordance with the provisions in this constitution.
- 13.6 The Chair shall ensure that records are kept of the Association 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 the Association.
- 13.7 The Chair shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 13.8 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.

14. **TREASURER**

- 14.1 The Treasurer shall cause monies received to be paid into an account authorised by the Board in the name of the Association. 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.

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- 14.2 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.
- 14.3 The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Board Meeting.
- 14.4 The Treasurer shall present audited accounts to the Annual General Meeting.

15. **SECRETARY**

- 15.1 The Secretary shall give notice of meetings in accordance with the provisions of this constitution.
- 15.2 The Secretary shall cause records to be kept of the Association 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 the Association.
- 15.3 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.

16. **MINUTES**

- 16.1 Proper minutes of General Meetings and Board meetings must be entered into books kept for that purpose.
- 16.2 The minutes kept pursuant to this rule shall be confirmed by members at a subsequent General or Board meeting.
- 16.3 The books containing the minutes of General Meetings must be made available for inspection by any member.

17. **AMENDMENT OF CONSTITUTION & RULES**

- 17.1 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.

- 17.2 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.

18. FINANCES & PROPERTY

- 18.1 Persons who with the authority of the Board incur any debt or liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 18.2 The income, property and funds of the Association 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 the Association and without undue preference.
- 18.3 The Association 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.
- 18.4 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 the Association provided that:
- 18.4.1 Such other body shall also prohibit the distribution of income and property to the members, to the extent stated herein; If the Association shall have been approved pursuant to Division 30 of the Income Tax Assessment Act, then such other body shall also be so approved.