



Constitution of Playgroup WA (Inc)

Amended: 17 October 2018

**CONSTITUTION OF
PLAYGROUP WA (INC)**

TABLE OF PROVISIONS

PART I – PRELIMINARY

Name	1
1. Interpretation	1
2. Objects.....	1

PART II – MEMBERSHIP

3. Membership qualifications	3
4. Application for membership.....	3
5. Membership entitlements not transferable	3
6. Cessation of membership	3
7. Resignation of membership	3
8. Fee, subscriptions, etc.....	4
8A. Register of members	4
9. Members' liabilities.....	4
10. Disciplining of members.....	4
11A. Resolving disputes.....	5
11B. Parties to attempt to resolve dispute, grievance procedure.....	5
11C. Determination of dispute by Board.....	6
11D. Mediation.....	6

PART III – THE BOARD

12. Powers of the Board	8
13. Constitution and membership	8
14. Election of Board members.....	8
15. President	9
15A. Record of office holders	9
16. Vice President	9
17. Treasurer	10
18. Vacancies	10
19. Removal of Board members	10
20. Board meetings and quorum.....	10
21. Delegation by Board to Sub-Committee.....	11
22. Voting and decisions.....	11

PART IV – GENERAL MEETINGS

23. Annual General Meetings – holding and calling of	13
24. Annual General Meetings – business at.....	13
25. Special General Meetings – holding and calling of.....	13
26. Notice	14
27. Special General Meetings – procedure and quorum	14
28. Presiding member.....	14
29. Adjournment	14
30. Making of decisions	15
31. Voting	15
32. Appointment of proxies	15

PART V – MISCELLANEOUS

33. Funds – source	16
34. Funds – management.....	16
34A. Financial statements and financial reports	16
35. Alteration of Constitution.....	17
36. Common Seal.....	17
37. Custody of books	17
38. Inspection of books.....	17
39. Service of notices	17
40. Dissolution	18
41. Indemnity.....	18
42. Liability of members and officers.....	18

PART VI – PERSONNEL

43. Chief Executive Officer and other staff.....19

PART VII – PLAYGROUP WA (INC) PUBLIC FUND

44. Public Fund.....20

Appendix

A. Proxy Voting Form21

PART I – PRELIMINARY

Name

The name of the Association shall be Playgroup WA (Inc).

1. Interpretation

In this Constitution, unless a contrary intention appears –

"Act" means the Associations Incorporation Act 2015 as amended or replaced;

"Association" means Playgroup WA (Inc);

"Board" means the Board of the Association as described in Clause 13;

"Board member" means a member of the Board;

"Board Policies" mean any policy determined in accordance with the constitution by the Board from time to time;

"Constitution" means the rules of the Association as detailed in the Constitution of Playgroup WA (Inc);

"family" means a child or children and that child or children's parents legal guardians and/or caregivers;

"financial member" is a person who has paid their annual fee in accordance with Clause 8;

"financial records" includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

"financial report", of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

"financial statements" means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

"financial year" means the period commencing on 1 July each year and ending on 30 June the subsequent year;

"the Fund" means the Playgroup WA (Inc) Public Fund as described in Part VII Clause 44;

"Governing Committee" is the committee charged with administering the Public Fund;

"member" means a member of the Association, as described in Clauses 3 and 4. In Clauses 11A to 11D (inclusive), in relation to a member who is expelled from the Association, the term "member" includes a former member;

"Objects" refers to the objects of the Association as set out in Clause 2;

"parents" means parents, legal guardians and/or caregivers, including lesbian, gay, bisexual, transgender and intersex (LGBTI) individuals;

"playgroup" means a group of:

- (a) parents or carers;
- (b) with young children; and
- (c) who meet regularly for play experiences and social interactions;

"register of members" means the register of members referred to in section 53 of the Act;

"tier 1 association" means an incorporated association to which section 64(1) of the Act applies;

"tier 2 association" means an incorporated association to which section 64(2) of the Act applies; and

"tier 3 association" means an incorporated association to which section 64(3) of the Act applies.

2. Objects

(1) To provide services in keeping with and to promote the values of the Association and the philosophy of playgroup, which are –

- (a) to provide parents and children with opportunities to play and have fun together in a stimulating, creative and secure environment which encourages the children's natural curiosity and social, emotional, cognitive and physical development; and

- (b) to provide positive social interaction experiences which assist in the development of self confidence and self esteem of both parents and children; and
 - (c) to promote parents' understanding of their child's developmental needs; and
 - (d) to provide the opportunity for parents to develop support networks and gain more enjoyment, confidence and skills in their role as parents.
- (2) To promote the formation and development of playgroups.
 - (3) To enhance public awareness of playgroups.
 - (4) To be an advocate for the welfare of young children and families with young children.
 - (5) To provide –
 - (a) assistance and advice for playgroups in Western Australia such as the setting up of new groups, ideas for play and activities, organisation suggestions and other such guidance as may be requested to assist the running of playgroups, consistent with the Objects; and
 - (b) publications, workshops and all other means thought appropriate for the exchange of ideas in respect of the family and pre-school activities in general and playgroups in particular.
 - (6) To liaise with government departments and other organisations and agencies to further these Objects.
 - (7) To provide and maintain suitable premises and equipment for the purposes of the Association.
 - (8) To raise money by such means as may from time to time be approved by the Board, such monies to be expended on these Objects.

PART II – MEMBERSHIP

3. Membership qualifications

- (1) A person or organisation is qualified to be a member if the person or organisation –
 - (a) has applied for membership in accordance with Clause 4(1); and
 - (b) is a member of a playgroup; and
 - (c) supports the Objects of the Association and any other membership conditions determined by the Board.
- (1A) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.
- (2) A person currently in paid employment with the Association, meeting the qualification of Clause 3(1)(a) and (b), may become a member enjoying all benefits and privileges with the exceptions of the right to vote, the right to nominate Board members, and in accordance with Clause 14(6)(b)(ii), the right to stand as a Board member.
- (3) Board members who do not attend a playgroup, meeting the qualification of Clause 3(1)(b), will be deemed Honorary members with the right to vote and nominate Board members.
- (4) Life membership is open to any person elected to life membership at the Annual General Meeting on the recommendation of the Board and in accordance with the criteria and benefits as established by the Board. Life members do not have the right to vote or nominate Board members except where a life member is elected to the Board, Honorary membership will apply.

4. Application for membership

- (1) An application of a person or organisation for membership of the Association –
 - (a) shall be made in writing on the Association's current membership form or portal; and
 - (b) shall be accompanied by the annual membership fee; and
 - (c) shall be lodged with the Association.
- (2) Upon receipt of an application in accordance with Clause 4(1) and subject to any consideration of the application under Clause 4(3), the name of the applicant will be entered in the register of members and, upon the name being so entered, the applicant shall become a member.
- (3) At all times, the Board shall, at its absolute discretion, be empowered hereunder to accept or refuse membership applications and to establish the criteria relating thereto, consistent with the Objects.
- (4) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (5) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

5. Membership entitlements not transferable

- A right, privilege or obligation which a person or organisation has by reason of being a member -
- (a) is not capable of being transferred or transmitted to another person or organisation; and
 - (b) terminates upon cessation of the person's or organisation's membership or upon the person or organisation falling into arrears as regards membership fees.

6. Cessation of membership

- A person or organisation ceases to be a member if the person or organisation –
- (a) resigns from membership or is not eligible for membership in accordance with Clause 3(1);
 - (b) is expelled from the Association;
 - (c) fails to renew membership of the Association; or
 - (d) in the case of a body corporate, is wound up or is otherwise insolvent.

7. Resignation of membership

- (1) A member is not entitled to resign from membership except in accordance with this Clause.

- (2) A member who provides notice in writing of resignation from the Association to the Board or Chief Executive Officer ceases from the receipt of the notice to be a member.
- (3) A person or organisation who ceases to be a member for any reason remains liable to pay to the Association the amount of any monies due and payable by that person or organisation to the Association but unpaid at the date of cessation.
- (4) Where a person or organisation ceases to be a member, an appropriate entry in the register of members will be made.

8. Fee, subscriptions etc.

- (1) The Board shall determine the amount of the annual membership fee or subscription to be paid by each member.
- (2) The annual membership fee or subscription is payable –
 - (a) before 31 March each year;
 - (b) when an application is received in accordance with Clause 4 on or after 31 March each year, and then before 31 March in each succeeding year.
- (3) A member whose membership fee or subscription is not paid by 31 March ceases to be a financial member, unless the Board decides otherwise, except for new members as described in Clause 8(2)(b).

8A. Register of members

- (1) The President, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the offices of the Association, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the President to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
 the President may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

9. Members' liabilities

The liability of a member 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 8.

10. Disciplining of members

- (1) Where the Board is of the opinion that a member –
 - (a) has refused or neglected to comply with a provision of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association,
 the Board may, by resolution –
 - (c) expel the member from the Association; or
 - (d) suspend the member from such rights and privileges of membership of the Association as the Board may determine for a specified period.
- (2) A resolution of the Board under Clause 10(1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause 10(3), confirms the resolution in accordance with this Clause.
- (3) Where the Board passes a resolution under Clause 10(1), the Board shall as soon as practicable, cause a notice in writing to be served on the member –

- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days 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 the member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Board mentioned in Clause 10(2), the Board shall –
- (a) give to the member mentioned in Clause 10(1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under Clause 10(1).
- (5) Where the Board confirms a resolution under Clause 10(4)(c), the Board shall, within seven days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right to dispute the resolution of the Board in accordance with the grievance procedure.
- (6) A resolution confirmed by the Board under Clause 10(4)(c) does not take effect –
- (a) until the expiration of the period within which the member is entitled to refer the matter to mediation under Clause 10(7), where the member does not do so; or
 - (b) if the member refers the matter to mediation, until the conclusion of the mediation (except where the matter is otherwise resolved by mediation).
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after a resolution confirmed by the Board under Clause 10(4)(c) takes effect, refer the matter to mediation under Clause 11D.

11A. Resolving disputes

- (1) In this Constitution -
- (a) “grievance procedure” means the procedures set out in 11A, 11B, 11C and 11D;
 - (b) “party to a dispute” includes a person –
 - (i) who is a party to the dispute; and
 - (ii) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (2) The grievance procedure applies to disputes –
- (a) between members; or
 - (b) between one or more members and the Association.
- (3) Clauses 11B and 11C shall not apply to a resolution confirmed by the Board under Clause 10(4)(c).

11B. Parties to attempt to resolve dispute, grievance procedure

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 11B(1), any party to the dispute may start the grievance procedure by giving written notice to the President of –
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (3) Within 28 days after the President is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (4) The President must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (5) The notice given to each party to the dispute must state –
- (a) when and where the Board meeting is to be held; and

- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (6) If —
- (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the President stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under Clause 11D,
 the Board must not determine the dispute.

11C. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must—
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under Clause 11C(1)(c), give written notice to the President requesting the appointment of a mediator under Clause 11D.
- (4) If notice is given under Clause 11C(3), each party to the dispute is a party to the mediation.

11D. Mediation

- (1) This Clause 11D applies if written notice has been given to the President requesting the appointment of a mediator —
 - (a) by a member under Clause 10(7); or
 - (b) by a party to a dispute under Clause 11B(6)(a)(ii) or 11C(3).
- (2) If this Clause 11D applies, a mediator must be chosen or appointed under Clause 11D(3) to 11D(6)(inclusive).
- (3) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under Clause 10(7) — by agreement between the member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under Clause 11B(6)(a)(ii) or 11C(3) — by agreement between the parties to the dispute.
- (4) If there is no agreement for the purposes of Clause 11D(3)(a) or (b), then, subject to Clause 11D(5) and (6), the Board must appoint the mediator.
- (5) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under Clause 10(7); or
 - (b) a party to a dispute under Clause 11B(6)(a)(ii); or
 - (c) a party to a dispute under Clause 11C(3) and the dispute is between one or more members and the Association.
- (6) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.
- (7) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (8) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (9) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard;

- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (10) The mediator cannot determine the matter that is the subject of the mediation.
- (11) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (13) If —
 - (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association refers the matter to mediation under Clause 10(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.
- (14) Playgroup members will be informed of the outcome of any disciplinary proceedings in accordance with Board Policies.

PART III – BOARD

12. Powers of the Board

The Board, subject to the Act, to any other relevant State or Federal legislation, to this Constitution, and to any resolution passed by the Association in Special General Meeting –

- (a) is the legal authority for the Association; and
- (b) shall govern the affairs of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper governance or management of the affairs of the Association.

13. Constitution and membership

- (1) The Board shall consist of between five to nine persons. No fewer than 50% of Board members must be actively attending a playgroup on a regular basis.
- (2) The Board shall comprise:
 - (a) the President
 - (b) the Vice President
 - (c) the Treasurer
 - (d) and between two and six ordinary members
- (3) The President shall hold office for a period of one year and the Vice President and Treasurer shall hold office for a two-year period following the Annual General Meeting in 2004 and thereafter for a period of two years. Commencing with the 2005 Annual General Meeting, the position of President will therefore be vacated every odd numbered year and the positions of Vice President and Treasurer will be vacated every even numbered year.
- (4) The two to six ordinary members shall hold office for a two year period with the exception that at the Annual General Meeting in 2004 two such members are to be elected for a one year period and thereafter all such members are to be elected for a two year period.
- (5) All Board members are eligible for re-election, and in the event of a vacancy in the membership of the Board the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting at which the position becomes vacant. In such instances, the term of office will be in accordance with Clauses 13(3) and 13(4).
- (6) When the offices of President, Vice President and Treasurer become vacant, depending on the situation described in Clause 13(3), those offices will be filled at the next Board meeting, which will be held not more than fourteen days after the vacancy arises.
- (7) When the term of office for the President, Vice President or Treasurer expires, the incumbent President, Vice-President or Treasurer will act in that capacity until such time as the office is filled in accordance with Clause 13(6), and as such shall continue all duties of the President, Vice President or Treasurer as described in Clauses 15, 15A, 16, 17 or 34B respectively.
- (8) Subject to the requirement for a quorum under Clause 20, the Board may continue to act despite any vacancy in its membership.
- (9) If there are fewer members of the Board than required for a quorum under Clause 20, the Board may act only for the purpose of appointing members of the Board or convening a general meeting.

14. Election of Board members

- (1) Subject to Clause 3(2) and 3(4) nominations of candidates for election as Board members –
 - (a) shall be 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 nomination form); and
 - (b) shall be delivered -
 - (i) to the President of the Association not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place; or
 - (ii) if insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

- (2) If insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies and may be filled in terms of Clause 13(5).
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (5) The ballot for the election of Board members shall be conducted at the Annual General Meeting in such manner as the Board may direct.
- (6) A person is not eligible –
 - (a) to simultaneously hold more than one position on the Board;
 - (b) to nominate for election as a Board member if -
 - (i) they have ceased to be a member of the Association; and/or
 - (ii) are currently in paid employment with the Association; and/or
 - (iii) there is a conflict of interest according to Board Policies.

15. President

The role of the President is to lead the Board and to liaise with the Chief Executive Officer between Board Meetings. The President will –

- (a) determine the content of business for Board Meetings;
- (b) chair meetings;
- (c) ensure all Board Policies are adhered to;
- (d) lead the Board to develop annual work plans and to undertake effectiveness reviews of the work achieved by the Board;
- (e) ensure all Board documents are up-to-date including records of meetings and policies;
- (f) ensure that Minutes of meetings are kept and include –
 - (i) accurate record of all elections and appointments of office-bearers and ordinary Board members;
 - (ii) the names of members of the Board present at a Board meeting or a Special General Meeting; and
 - (iii) all proceedings at Board meetings and Special General Meetings;
- (g) ensure that the Minutes of proceedings at meetings shall be approved at the next succeeding meeting;
- (h) hold the position of President in a caretaker capacity after the Annual General meeting, and chair the first meeting after the Annual General Meeting until such time as the President is elected in accordance with Clause 13(6);
- (i) unless another member or employee of the Association is authorised by the Board to do so (in which case such other person shall), maintain on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (j) unless another member or employee is authorised by the Board to do so (in which case such other person shall), maintain on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act; and
- (k) unless another member or employee is authorised by the Board to do so (in which case such other person shall), maintain on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act.

15A. Record of office holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the President's custody or under the Vice President's control.

16. Vice President

The role of the Vice President is to support the President in all presidential responsibilities and to officiate in the absence of the President.

17. Treasurer

The role of the Treasurer is to liaise with the auditor on behalf of the Board. Unless another member or employee is authorised by the Board to do so, the Treasurer (or such other person) will

- (a) present the annual financial report in accordance with the Act to the Board and Annual General Meeting; and
- (b) receive and seek reports from the auditor; and
- (c) report advice received from the auditor to the Board; and
- (d) assist the Board to determine whether the auditor has complied with Board requests for checks, reports and advice.

18. Vacancies

For the purposes of this Constitution, a vacancy in the office of a member of the Board occurs if the member –

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns the office;
- (d) is removed from office pursuant to Clause 19;
- (e) becomes ineligible to accept office or act as a member of the Board under section 39 of the Act;
- (f) suffers from mental or physical incapacity that in the opinion of the Board results in the Board member being unable to adequately discharge his or her obligations as a Board member; or
- (g) fails to attend three consecutive meetings, of which the member has been given notice, without having notified the Committee that the member will be unable to attend.

19. Removal of Board members

The Association may remove any member of the Board from the office of member of the Board before the expiration of the member's term of office using the same process as described in Clause 10 of this Constitution. A Board member so disciplined shall have the right to refer the matter to mediation in accordance with Clauses 10 and 11D of this Constitution.

20. Board meetings and quorum

- (1) The Board shall meet at least six times in each financial year at such place and time as the Board may determine.
- (2) The President will ensure that Board meetings –
 - (a) are based on a pre-prepared agenda, the preparation of which is the responsibility of the President. Such an agenda should reflect the Board's governing role, which at all times focuses the Board's attention on the governing process, addressing Board ends rather than involving it in means;
 - (b) are held with the expectation that members have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board;
 - (c) are run with the expectation that Board members are expected to attend meetings punctually and commit themselves to the notified timeframe of the meeting; and
 - (d) are run punctually and expeditiously.
- (3) Meetings may be run utilising instantaneous communication devices such as, but not limited to, telephone, television, computer and any other audio or audio-visual device which permits contemporaneous linking.
- (4) Three members of the Board, one of which must be the President, Vice President or Treasurer, constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted by the Board at a meeting unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to an agreed time and place. All Board members are to be notified of the time and place of the adjourned meeting.
- (6) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (7) At meetings of the Board –
 - (a) the President or in the absence of the President, the Vice President shall preside, or

- (b) if the President and the Vice President are absent, one of the remaining members of the Board may be chosen by the members present to preside.
- (8) Meetings shall be run in accordance with Board Policies.
- (9) The following applies in relation to the keeping of records of Board meetings and circular resolutions:
 - (a) The Board must ensure that minutes are taken and kept of each Board meeting.
 - (b) The minutes must record the following —
 - (i) the names of the Board members present at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any motion on which a vote is taken at the meeting and the result of the vote.
 - (c) The minutes must be entered in the Association's minute book within 30 days after the meeting is held.
 - (d) The Board member presiding over the Board meeting must ensure that the minutes are reviewed and approved at the next succeeding meeting;
 - (e) When the minutes have been approved they are, until the contrary is proved, evidence that —
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made; and
 - (f) the Board must ensure that a copy of each circular resolution is taken and kept.

21. Delegation by Board to Sub-Committee

- (1) The Board may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than —
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other State or Federal legislation, or by resolution of the Association in Special General Meeting.
- (2) A function, the exercise of which has been delegated to a Sub-Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the Board in accordance with the terms of the delegation.
- (3) A delegation under this Clause may be made subject to —
 - (a) such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation;
 - (b) in the absence of written advice to the contrary, the Sub-Committee quorum being equal to a majority of appointees to the Sub-Committee.
- (4) Notwithstanding any delegation under this Clause, the Board may continue to exercise any function delegated.
- (5) Unless explicitly empowered by the Board in writing, Sub-Committees cannot make binding Board decisions. For the most part the function of Sub-Committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) From time-to-time the Board may appoint members of the community with relevant expertise to advise Sub-Committee members. Such members of the community shall have no voting rights.

22. Voting and decisions

- (1) Questions arising at a meeting of the Board shall, subject to a quorum being present, be resolved by a majority of the votes of members of the Board present at the meeting.
- (2) Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

- (4) The Board may make a decision by circular resolution, as follows:
 - (a) the President or Vice President shall circulate a proposed motion by email to each of the members of the Board;
 - (b) each of the members of the Board shall reply by email to all recipients of the email sent under Clause 22(4)(a), stating whether they vote in favour of or against the motion or abstain from voting;
 - (c) if all members of the Board vote in favour of the motion, the motion is passed as a circular resolution, effective at the time the last member of the Board votes;
 - (d) a circular resolution has the same validity and effect as a resolution made at a meeting of the Board.
- (5) The Board speaks with one voice, and no one member shall publicly express his or her opinion should this deviate from an agreed Board position or decision.

PART IV – GENERAL MEETINGS

23. Annual General Meetings – holding and calling of

- (1) The Association shall, 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, in accordance with Section 50 of the Act.
- (2) Notice of the Annual General Meeting shall be sent to each member at the address appearing in the register of members, at least 28 days prior to the date fixed for the Annual General Meeting. Notice may be sent by email to a member whose email address appears in the register of members.
- (3) The Annual General Meeting may be run utilising instantaneous audio-visual communication devices such as, but not limited to, television, computer and any other audio-visual device which permits contemporaneous linking.

24. Annual General Meetings – business at

- (1) The Annual General Meeting of the Association shall, subject to Section 50 of the Act, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
 - (a) to confirm the minutes of the last preceding Annual General Meeting;
 - (b) to receive from the Board and/or Chief Executive Officer reports on the activities of the Association during the last preceding financial year;
 - (c) to elect members of the Board;
 - (d) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year;
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report; and
 - (e) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (3) If a member wishes any other business to be transacted at an Annual General Meeting, the President must be notified of that business in writing not less than 14 days prior to the Annual General Meeting.
- (4) An Annual General Meeting shall be conducted in accordance with Clauses 27 to 32 inclusive.

25. Special General Meetings – holding and calling of

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than 5% of the members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the President; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a Special General Meeting within 30 days of the President's receipt of the written request, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after the President's receipt of the written request.

- (5) A Special General Meeting convened by a member or members referred to in Clause 25(4) shall be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.
- (6) A Special General Meeting may be run utilising instantaneous audio-visual communication devices such as, but not limited to, television, computer and any other audio-visual device which permits contemporaneous linking.

26. Notice

- (1) The President shall, at least 14 days before the date fixed for the holding of the Special General Meeting, cause to be sent by post or by email to each member at the address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Notice may be sent by email to a member whose email address appears in the register of members.
- (2) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting except, in the case of a Special General Meeting, business which may be transacted pursuant to Clause 26(3), or in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 24(3).
- (3) When members have been notified of a Special General Meeting in accordance with Clause 26(1), a member may bring further business before the Special General Meeting if –
 - (a) the requisition for the business to be added to the agenda of the Special General Meeting is requested in writing by not less than 300 members;
 - (b) the notice is given in accordance with Clause 25(3); and
 - (c) the notice is lodged with the President not less than 14 days prior to the date fixed for the Special General Meeting.
- (4) Upon receipt of additional Special General Meeting agenda items per Clause 26(3), the President will notify playgroups and/or other members (as determined by the Board) of those agenda items if so directed by the Board.

27. Special General Meetings – procedure and quorum

- (1) No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under this Constitution to vote at a Special General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to playgroups and/or members (as determined by the Board) given before the day to which the meeting is adjourned) at the same place.
- (4) 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.

28. Presiding member

- (1) The President, or in the absence of the President, the Vice President, shall preside at each Special General Meeting of the Association.
- (2) If the President and the Vice President are absent from a Special General Meeting, the members present shall elect one of their number to preside at the meeting.

29. Adjournment

- (1) The person presiding at a Special General Meeting at which a quorum is present may, with the consent of the majority of members present at 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.

- (2) Where a Special General Meeting is adjourned for 14 days or more, the President shall give written or oral notice of the adjourned meeting to each playgroup and/or other members (as determined by the Board) of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Clause 29(1) and 29(2), notice of an adjournment of a Special General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a Special General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect 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 that resolution.
- (2) At a Special General Meeting of the Association, a poll may be demanded by the person presiding or by not less than four members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a Special General Meeting the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the Association on that matter.

31. Voting

- (1) Subject to Clause 30(3), upon any question arising at a Special General Meeting of the Association each member with voting rights has only one vote.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a Special General Meeting, the person presiding is entitled, notwithstanding the provisions of Clause 31(1), to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any Special General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid at least thirty days prior to the meeting.

32. Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the President no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix A to this Constitution.

PART V – MISCELLANEOUS

33. Funds – source

- (1) The funds of the Association shall be derived from annual fees of members, subscriptions, grants, donations and such other sources as the Board determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account. The Association may exercise any of its powers under Clause 34(1a) in respect of the funds of the Association.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

34. Funds – management

- (1) The property and income of the Association must be applied solely towards the promotion of the Objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those Objects or purposes.
- (1a) The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications in this Constitution, the Association may do all things necessary or convenient for carrying out the Objects and, in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any manner in which trust monies may lawfully be invested;
 - (ii) in shares, managed funds or any other investment which the Board deems appropriate; or
 - (iii) in any other manner authorised by this Constitution;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into other contracts it considers necessary or desirable; or
 - (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or by Board nominated employees of the Association.
- (3) A payment may be made to a member out of the funds of the Association only if it is authorised under Clause 34(4).
- (4) Nothing in Clause 34(3) prevents the payment in good faith to a member or servant of the Association of –
 - (a) reasonable remuneration paid in good faith in return for services actually rendered to the Association by the member or servant, or for goods supplied to the Association by the member or servant in the ordinary course of business; and/or
 - (b) interest at current overdraft rate on money lent; and/or
 - (c) of remuneration to any officer or employee of the Association; and/or
 - (d) a reasonable and proper sum by way of rent for premises let to the Association by the member or servant; and/or
 - (e) reimbursement of expenses necessarily incurred by the member or servant whilst carrying out official duties on behalf of the Association and approved by the Board.

34A. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting Clause 34A(1), those requirements include —

- (a) if the Association is a tier 1 association, the preparation of the financial statements;
- (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report;
- (c) if required, the review or auditing of the financial statements or financial report, as applicable;
- (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

34B. Financial records and reporting

Unless another member or employee is authorised by the Board to do so, the Treasurer (or such other person) will –

- (a) ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensure that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensure that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinate the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or a tier 3 association, coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carry out any other duty given to the Treasurer under this Constitution or by the Board.

35. Alteration of Constitution

- (1) This Constitution shall not be amended, added to or rescinded without the consent of 75% of members present at either an Annual General Meeting or a Special General Meeting. The Special General Meeting must be called for that purpose.
- (2) At least 21 days written notice of any proposal to alter the Constitution shall be given to the President and notice of such proposal shall be included in the notice convening the meeting at which the proposal is to be considered.

36. Common Seal

- (1) The common seal of the Association shall be kept under the control of the President and be housed at the premises of the Association.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board. The affixing of the common seal shall be attested by any two members of the Board or employees of the Association, being members of the Board or employees authorised to do so by the Board, provided that no more than one signature of an employee appears on any instrument.

37. Custody of books

Subject to the Act and this Constitution, the President shall keep in his or her custody or under his or her control all records, books, any securities and other documents relating to the Association. All such records, books, securities and other documents relating to the Association will be housed at the premises of the Association.

38. Inspection of books

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour, but the member shall have no right to remove such records, books or other documents for that purpose.

39. Service of notices

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by sending it electronically to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a document is sent to a person electronically, upon receipt by the sender of an acknowledgment that the communication has been properly transmitted to the recipient, the document shall unless the contrary is proved, be deemed for the purpose of this Constitution to have been served on the person twenty four hours after the transmission has taken place.

40. Dissolution

- (1) A Special General Meeting called for that purpose may, by the consent of 75% of members voting, resolve to dissolve the Association. If such resolution is confirmed by a similar majority at a subsequent Special General Meeting held not less than 21 days nor more than 35 days thereafter the Association shall be thereupon dissolved.
- (2) The Notice convening such Special General Meeting shall state that the Dissolution of the Association is to be proposed or confirmed as the case may be.
- (3) If upon dissolution of the Association or winding up of the Association there remains any property of the Association after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that dissolution, that property shall be distributed, subject to section 24 of the Act, as determined by special resolution –
 - (a) to another incorporated Association having objects similar to those of the Association,
or
 - (b) for charitable purposes.

41. Indemnity

Every Board member and employee of the Association shall be indemnified by the Association against all costs, losses and expenses which he or she may legitimately and in good faith incur or become liable for by reason of any contract entered into or act or thing done by him or her in the proper discharge of his or her duties on behalf of the Association.

42. Liability of members and officers

In accordance with the Act and any other relevant legislation, except as otherwise provided therein, a member or officer of the incorporated Association shall not, by reason only of being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the incorporated Association or the costs, charges and expenses of the winding up of the incorporated Association.

PART VI – PERSONNEL

43. Chief Executive Officer and other staff

- (1) The Association shall employ a Chief Executive Officer, who shall be selected by the Board and whose terms and conditions of service shall be determined by the Board.
- (2) The Chief Executive Officer shall be responsible to the Board for the day to day conduct of the affairs of the Association, and shall perform such other functions as the Board may from time to time determine.
- (3) The Chief Executive Officer shall have such powers as may be expressly conferred by the Board and, subject to any limitations imposed by the Board, all such powers as are necessary or convenient for or in connection with or incidental to his or her functions.
- (4) Recognising that the governance role is focused on the formulation and monitoring of high-level policies, the Board delegates to the Chief Executive Officer, through limitation policies, the role of further developing and implementing these through subsidiary policies. The Chief Executive Officer's job therefore is to implement and comply with the policies of the Board.
- (5) The Chief Executive Officer limitation policies established by the Board provide the framework within which the Chief Executive Officer is expected to work, offering boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the Chief Executive Officer to whom in turn staff are accountable.

PART VII – PLAYGROUP WA (Inc)

PUBLIC FUND

44. Public Fund

- (1) The Association shall establish and maintain a fund solely for the purpose of receiving and administering donations made to Playgroup WA (Inc). The fund is to be called the Playgroup WA (Inc) Public Fund ("the Fund") and shall be maintained, used and managed in the pursuance of the Objects of the Association in such a manner as the Board determines in its Board Policies.
- (2) An account will be established to receive and record all gifts made to the Association with a separate bank account being established to receive gifts of cash. This account must only include any money or property which is a gift to the Association or which is received because of such gifts including, without limitation, interest received on any monies in the account.
- (3) All receipts for gifts made to the Association must be issued in the name of the Fund on behalf of the Association. The receipt must include the Australian Business Number (ABN) of the Association and words indicating that the receipt is for a gift.
- (4) The Association will invite the general public to make gifts to the Fund for the purpose of carrying out the objects of the Fund.
- (5) The Fund is to be managed by a Governing Committee of not less than three committee members appointed in accordance with Board Policies. The Board must ensure that the majority of those charged with the administration of the Fund are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community as set down in the Australian Tax Office Ruling TR 95/27.
- (6) The Fund will be subject to the fund management compliance referred to in Clause 34A.
- (7) The assets and income of the Fund shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Governing Committee or any other person or persons acting for the Governing Committee except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (8) In the event of the Fund being wound up, any surplus assets remaining after the payment of liabilities of the Fund shall be transferred to another organisation or Fund with similar purposes and which are either endorsed by the Tax Office as a deductible gift recipient or are specifically named in Division 30 of the gift provisions of the *Income Tax Assessment Act 1997*.
- (9) The Australian Taxation Office must be notified of any alterations made to the Public Fund requirements contained in this Constitution.

Appendix A

Proxy Voting Form

I _____ (print full name) being a Member of Playgroup WA (Inc) with voting rights, hereby appoint _____ (print full name) also being a Member of Playgroup WA (Inc) with voting rights, as my proxy to vote for me on my behalf at _____ (insert meeting title) meeting, as the case may be, of Playgroup WA (Inc) to be held on ____/____/____ at _____am/pm (insert meeting date and time) and any adjournment thereof.

Signature

/ /
Date

Print name of witness

Signature of witness

/ /
Date