



Australian Childcare Alliance
Queensland

RULES
Adopted 18 October 2021



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Rules

As adopted by special resolution of members present at a general meeting of the Association on 18 October 2021

1. NAME

- 1.1 The name of the incorporated Association shall be Australian Childcare Alliance Qld Inc. (in these Rules called the 'Association') or another name as agreed by ordinary resolution of the Association.

2. PURPOSE

- 2.1 The purpose of the Association is to advance early childhood education by furthering the early childhood education and care sector in Australia, particularly in Queensland, by:
- a) supporting those engaged in the sector to deliver high quality education and care to children throughout Queensland;
 - b) serving as a peak body by working with government at all levels to ensure that the interests of the early childhood education and care sector are represented in regard to the public decision-making process; and
 - c) providing a forum for people engaged in the early childhood education and care sector to discuss best practice and enhancing the future of the sector.
- 2.2 To achieve its purpose, the Association may, without limitation:
- a) harness the expertise and resources of its members, the community, businesses, universities and government agencies in support of the purpose in rule 2.1
 - b) establish and maintain affiliations (including memorandums of understanding, information exchange and project collaborations) with other organisations with similar purpose to those in rule 2.1
 - c) act as trustee of any trust and create any public fund the purpose of which relates to or is incidental or ancillary to the purpose in rule 2.1
 - d) promote the purpose in rule 2.1, and
 - e) do all other things incidental or conducive to attaining the purpose in rule 2.1(a).

3. DEFINITIONS

- 3.1 'ACNC' means the Australian Charities and Not-for-Profits Commission.
- 3.2 'ACNC legislation' means Australian Charities and Not-for-Profits Commission Act 2012 and regulations under that Act.
- 3.3 'AI Act' means the Associations Incorporation Act 1981 (Qld).
- 3.4 'Approval Notice' means the licence issued to an Approved Provider by the Queensland Office for Early Childhood Education and Care - Chief Executive Officer (or successor) pursuant to the National Regulations to operate a childcare centre or service.
- 3.5 'Approved Provider' means a person with a current Approval Notice.
- 3.6 'Group of Associated Entities' includes where:
- a) one entity controls another entity; or
 - b) one entity is controlled by an entity that controls the other; or
 - c) the entities have entered, or propose to enter into, an agreement for the purpose of controlling or influencing, or acting in concert in relation to, the affairs of one or both of them, where an entity is deemed to control another if:
 - (i) the entity is a director or secretary of the other;
 - (ii) the entity owns 30% or more of the shares of or interests in the other; or
 - (iii) the entity indirectly or ultimately has control over the decision making of the other.

- 3.7 'Nominated Representative' means a representative nominated by a member under Rule 5.4.
- 3.8 'Person', unless a contrary intention appears includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity.
- 3.9 'Service' means a child care service as defined in the Education and Care Services National Law 2010 and Education and Care Service National Regulations 2011.

4. POWERS

- 4.1 The Association has all the powers of an individual including without limitation, those set out below.
- 4.2 To subscribe to, become a member of and co-operate with any other Association, club or organisation, whether incorporated or not, whose purpose are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28.10.
- 4.3 In furtherance of the purpose of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 4.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purpose of the property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.5 To enter into any arrangements with any Government of Authority that are incidental or conducive to the attainment of the purpose and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- 4.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 4.7 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing any unsecured notes, debentures or other securities of the Association or promotion of the Association or in the furtherance of its purpose.
- 4.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 4.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 4.11 In furtherance of the purpose of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 4.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to present or secure any moneys and further advances borrowed or to be borrowed alone or with other as aforesaid by notes secured or unsecured, debentures or debenture stock of the Association's property or assets present for future and to purchase, redeem or pay-off any such securities.
- 4.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.14 In furtherance of the purpose of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 4.15 To take or hold mortgages, liens or charges, to secure payment of purchase price, or any unpaid

balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

- 4.16 To take any gift or property whether subject to any special trust or not, for any one or more of the purpose of the Association.
- 4.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- 4.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purpose.
- 4.19 In furtherance of the purpose of the Association to amalgamate with any one or more incorporated associations having purpose altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28.10.
- 4.20 In furtherance of the purpose of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.21 In furtherance of the purpose of the Association to transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.22 To make donations for patriotic, charitable or community purposes.
- 4.23 To do all such other things as are incidental or conducive to the attainment of the purpose and the exercise of the powers of the Association.

5. CLASSES OF MEMBERSHIP

- 5.1 The membership of the Association shall comprise ordinary members (which includes life members who are ordinary members). The number of members is unlimited.
- 5.2 Subject to rule 5.3, an Approved Provider is eligible to apply to be an ordinary member.
- 5.3 An Approved Provider which comprises a Group of Associated Entities may only hold one ordinary membership in the Association.
- 5.4 Any member that is not an individual must appoint one individual to be its Nominated Representative, to represent the member in the Association and to exercise all of the member's rights and powers as a member in the Association. The member must keep the Association informed of the name and contact details of its Nominated Representative.
- 5.5 A Nominated Representative must be a person acceptable to the Management Committee in its absolute discretion.
- 5.6 Only ordinary members have the right to vote on members business referred to in these Rules and the AI Act.
- 5.7 The Management Committee shall have a policy which provides for other persons that are ineligible to be an ordinary member to apply to be an associate or supporter of the Association. A person who is not an ordinary member does not have the right to:
 - (a) vote on member's business as referred to in these Rules and the AI Act,
 - (b) nominate a person for appointment to the Management Committee,
 - (c) inspect the books and records of the Association,but, if an individual, that person may be appointed to a subcommittee or advisory group of the Association.
- 5.8 The Management Committee of the Association may award life membership of the Association to any individual it considers appropriate having regard to their service to the Association with the Management Committee determining the benefits of life membership from time to time subject to the requirement that a life member must remain eligible to be an ordinary member to retain the rights of an ordinary member.

6. MEMBERSHIP FEES

- 6.1 The membership fees shall be such sum and calculated on such basis as the Management Committee shall determine from time to time.
- 6.2 The membership fees shall be payable at such time and in such manner as the Management Committee shall determine from time to time.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1 Any application for membership shall be in the form set by the Management Committee, accompanied by any application or membership fee.
- 7.2 The Management Committee shall have a policy which sets out the process for considering and accepting or rejecting an application for membership.
- 7.3 In considering an application for membership, the Management Committee or delegate may request from the applicant such further information as the Management Committee or delegate believes to be relevant.
- 7.4 The Management Committee and its delegate has absolute discretion to accept or reject an application for membership and need not give a reason for rejecting an application for membership.
- 7.5 Upon the acceptance or rejection of an application for membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 8.2 Membership automatically terminates if a member ceases to be an Approved Provider, with such person obliged to notify the Secretary if this occurs.
- 8.3 If a member:
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of the Rules; or
 - (c) has membership fees in arrears for a period of one month or more; or
 - (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Association,
- the Management Committee will consider whether the member's membership shall be terminated.
- 8.4 The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee shall likewise have the opportunity of presenting their case. The appeal shall be determined by ordinary resolution of the members present at such a meeting.
- 9.3 Where a person, whose application is rejected, does not appeal against the decision within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- 10.1 The Management Committee shall cause a Register to be kept in which shall be entered each member's names, postal address, and address for service of notices from the Association and in relation to for ordinary members, their Approval Notice details.
- 10.2 Particulars shall also be entered into the Register the date of admission into membership, the date of termination of membership and the date of any reinstatement of membership and any further particulars as the Management Committee or the ~~members~~ at any general meeting may require from time to time.
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 10.4 The Management Committee on the application of a member of the Association may withhold information about the member (other than their name) from the Register available for inspection if the Management Committee has reasonable grounds to believe the disclosure of information would put a person at risk of harm.
- 10.5 A member of the Association must not—
- (a) use information obtained from the Register to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 11.1 The Management Committee of the Association shall consist of a minimum of 7 and a maximum of 11 members.
- 11.2 To be an eligible person for election to the Management Committee a person must:
- (a) be an ordinary member or an Eligible Nominated Representative of an ordinary member,
 - (b) hold a current 'Positive Notice Blue Card for Child Related Employment', as required by working members of the childcare industry, and
 - (c) not be ineligible to be a member of a Management Committee under section 61A of the AI Act, nor disqualified from being a director of a company under the Corporations Act 2001 (C'th) nor disqualified from being a responsible person by the ACNC.
- 11.3 For rule 11.2 (a) 'Eligible Nominated Representative' means a Nominated Representative who:
- a) is an executive decision maker of an Approved Provider or of a Service that an Approved Provider provides; or
 - b) owns or is employed by an Approved Provider or of a Service that an Approved Provider provides and is approved as an Eligible Nominated Representative by the Nominations Committee because of their special qualifications, skills, experience or knowledge; or
 - c) is otherwise acceptable to the Management Committee in view of exceptional service to ACA Qld.
- 11.4 The term of office of a Management Committee member starts on the date of their election and ends at the AGM 3 years after the date of their election unless terminated earlier. A person, if eligible may be re-elected.
- 11.5 The election of the members of the Management Committee shall take place at a member's meeting in accordance with a process approved by the members which in default of any other process, will be as follows:
- (a) prior to an AGM, the Secretary shall notify the members of a forthcoming vacancy on the Management Committee;
 - (b) any ordinary member of the Association may nominate an eligible person to serve as a member of the Management Committee;
 - (c) a nomination must be in writing and signed by the nominating member and the candidate and must be lodged with the Secretary at least twenty eight days before the Annual General Meeting or other meeting at which the election is to take place;
 - (d) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be made available to the members at least seven days immediately preceding the Annual

General Meeting or other meeting at which the election is to be held;

- (e) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present (in person, by Nominated Representative or by proxy) at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; and
 - (f) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 11.6 The Association must have a Nominations Committee to assist the members to identify persons for appointment to the Management Committee to ensure that the Management Committee comprises of an appropriate mix of persons with the necessary skills, knowledge, experience and character to govern the Association.
- 11.7 In making elections to the Management Committee the members must take into account any recommendation made by the Nominations Committee.
- 11.8 Immediately after the conclusion of each AGM the members of the Management Committee shall appoint from the Management Committee a President, a Vice-President, a Secretary, and a Treasurer of the Association. Each of these officeholders will retain their office for the term of their election to the Management Committee, unless otherwise determined by the Nominations Committee.
- 11.9 Unless the Management Committee agrees otherwise, if a person has served as President for two consecutive terms, that person must vacate the position of President, however, may nominate for any other executive position and may nominate for Office of President again after a break from being President for one year.
- 11.10 To facilitate the transition of the Management Committee as from the date of the adoption of the amendment to these Rules in 2021, rule 11.4 will be taken to be modified to the extent necessary so that at the AGM in 2021,
- (a) not more than 3 Management Committee members are to be elected until the AGM in 2024,
 - (b) not more than 3 Management Committee members are to be elected until the AGM in 2023, and
 - (c) any other Management Committee members are to be elected until the AGM in 2022.

12. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 12.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice.
- 12.2 A Management Committee member may be removed from office by a resolution of the members at a general meeting of the Association called for that purpose. The Management Committee member must be given a full and fair opportunity to present their case as to why they ought not be removed from office.
- 12.3 A Management Committee member has no right to appeal their removal from office under rule 12.2.

13. VACANCIES ON MANAGEMENT COMMITTEE

- 13.1 The Management Committee shall have power at any time to appoint any ordinary member of the Association or the Nominated Representative of any ordinary member, to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 13.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number filed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14.1 Except as otherwise provided by these Rules and subject to resolutions of the members of

the Association carried at any general meeting the Management Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

14.2 The Management Committee may exercise all the powers of the Association:

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debenture, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members at a rate of interest not exceeding interest at the overdraft rate being charged by bankers in Brisbane, and to mortgage or charge property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.

14.3 The Management Committee may at its discretion recommend to the Annual General Meeting to appoint a patron.

14.4 The Management Committee of the Association, acting as the sole shareholder of the College for Australian Early Childhood Educators Pty Ltd (the College), shall make appointments to the Board of Directors for the College in accordance with the constitution of the College.

15. MEETINGS OF MANAGEMENT COMMITTEE

15.1 The Management Committee shall meet at least once every calendar month to exercise its functions unless such a monthly meeting cannot obtain a quorum as members of the Management Committee have previously expressed their unavailability.

15.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at that meeting. Not less than fourteen days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

15.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

15.4 Questions arising at any meeting of the Management Committee shall be decided by majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

15.5 The Management Committee must have a conflict of interest policy which reflects good corporate governance policy which must be complied with by the Management Committee.

15.6 The President shall preside as Chair at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chair or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chair of the meeting.

15.7 If within half an hour from the time appointed for the commencement of the Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

16. DELEGATIONS and SUBCOMMITTEES

16.1 The Management Committee may delegate any of its powers to an authorised person such as the Chief Executive Officer and to a sub-Committee by way of a written delegation.

16.2 The Management Committee may appoint such subcommittee or subcommittees as it determines to

help with the conduct of the Associations functions and operations.

- 16.3 A subcommittee may consist of such persons the Management Committee considers appropriate provided there is at least one Management Committee member on a subcommittee at all times.
- 16.4 The Management Committee must have a Terms of Reference for each subcommittee setting out the composition, term, role, duties, and decision- making powers of a subcommittee.
- 16.5 A subcommittee must act in accordance with any directions of the Management Committee.
- 16.6 A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

17. ACTS NOT AFFECTED BY DEFECTS OF DISQUALIFICATIONS

- 17.1 All acts done by any meeting of the Management Committee or of a sub-Committee or by any person acting as a member of the Management Committee or by any person acting with the delegated authority of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

18. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 18.1 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee. A facsimile transmission, email or other document produced by mechanical or electronic means under the name of a member of the Management Committee with the member's authority is deemed to be a document in writing signed by the member.

19. DUTIES OF MANAGEMENT COMMITTEE MEMBERS

- 19.1 Each member of the Management Committee must comply with the fiduciary duties imposed upon them by the common law and all duties imposed upon a member of a Management Committee of an Association by the AI Act.
- 19.2 If the Association is registered as a charity by the ACNC each member of the Management Committee must comply with the ACNC Governance Standards.

20. ANNUAL GENERAL MEETINGS

- 20.1 The Annual General Meeting shall be held within five calendar months of the close of the financial year.
- 20.2 The business to be transacted at every Annual General Meeting shall be:
 - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the appointment of an auditor, and
 - (d) the election of members of the Management Committee.

21. CONVENING OF SPECIAL GENERAL MEETINGS

- 21.1 The Secretary shall convene a special general meeting of the members of the Association:
 - (a) when directed to do so by the Management Committee;
 - (b) on the written requisition signed by not less than one-third of the Management Committee members presently on the Management Committee;
 - (c) on the written requisition of the number of ordinary members of the Association which equals double the number of the Management Committee plus one; or
 - (d) on being given a notice in writing of an intention to appeal against the decision of the

Management Committee to reject an application for membership or to terminate the membership of any person.

- 21.2 The requisition under rule 21.1(a) to (c) must clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at the meeting.

22. QUORUM AT GENERAL MEETINGS

- 22.1 At any general meeting the number of ordinary members required to constitute a quorum shall be the number of members presently on the Management Committee plus one.
- 22.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when this meeting proceeds to business. For the purposes of this rule 'member' includes a person attending as a proxy or a Nominated Representative.
- 22.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 22.4 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 22.5 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. NOTICE OF GENERAL MEETINGS

- 23.1 The Secretary shall convene all general meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association. In the case of the Association AGM, no less than 21 days' notice is required.
- 23.2 The manner by which such notice shall be given shall be determined by the Management Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership by the Management Committee shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. PROCEDURE AT GENERAL MEETINGS

- 24.1 Unless otherwise provided by these Rules, at every general meeting the President shall preside as Chair, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chair or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chair of the meeting.
- 24.2 The Chair shall maintain order and conduct the meeting in a proper and orderly manner.
- 24.3 Every question, matter or resolution shall, except where the AI Act requires the passage of a special resolution, be decided by a majority of votes of the members present.
- 24.4 Subject to rule 24.5 every member present shall be entitled to one vote and in the case of an equality of votes the matter shall be determined in the negative.
- 24.5 No member shall be entitled to vote at any general meeting if the member's annual membership fee is more than one month in arrears at the date of the meeting.
- 24.6 Voting shall be by show of hands unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot: The Chair shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 24.7 A member may vote in person or by proxy, by attorney or by Nominated Representative and has one vote.
- 24.8 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 24.9 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument



appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

AUSTRALIAN CHILDCARE ALLIANCE QLD INC.

I, _____ of _____,
being a member of the above named Association, hereby appoint
_____ of _____
or failing him or her,
_____ of _____,
as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held
on the _____ day of _____,
20_____,
and at any adjournment thereof.

Signed this _____ day of _____, 20_____.

Signature _____

This form is to be used:

- * in favour of _____ the _____
- * against resolution.
- * Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he or she thinks fit.)

- 24.10 The instrument appointing a proxy shall be deposited with the Secretary at least 24 hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote.
- 24.11 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial ordinary member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chair of the meeting or the Chair of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting provided the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting or Annual General Meeting.

25. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

26. ALTERATION OF RULES

Subject to the provisions of the *AI Act*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting provided that no such amendment, rescission or addition shall be valid unless it is registered by the Chief Executive.

27. COMMON SEAL

- 27.1 The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by

the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

- 27.2 When permitted by the AI Act, the Association may execute a document without using the Common Seal if the document is signed by a member of the Management Committee and countersigned by the Secretary, a second member of the Management Committee or another person authorised by the Management Committee to sign the document.

28. FUNDS AND ACCOUNTS

- 28.1 The funds of the Association shall be deposited in the name of the Association in such Bank as the Management Committee may from time to time direct.
- 28.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 28.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 28.4 All amounts of one hundred dollars or over shall be paid by cheque, Association Credit Card or EFT (with receipt obtained) and authorised by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee
- 28.5 Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupments which may be open.
- 28.6 The Management Committee shall determine the amount of petty cash balance which shall be kept on the petty cash system.
- 28.7 All expenditure shall be approved by the Management Committee by a majority vote and then ratified at a Committee meeting. A Management Committee approved list of specified accounts can be processed when due.
- 28.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the financial year in respect of which such audit was made.
- 28.9 All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 28.10 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its purpose and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or to any member of the Association or other person otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association. This clause does not prevent a payment to a member which is a charity if the payment is in furtherance of the charitable purpose of the Association.

29. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

30. FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

31. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the *AI Act*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other charitable institution or institutions having a purpose similar to the purpose of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at

least as great as is imposed on the Association under or by virtue of rule 28.10, such institution or institutions to be determined by the members of the Association.

32. DISPUTE RESOLUTION PROCESS

- 32.1 The Management Committee must have a policy setting out a grievance procedure for dealing with any dispute under the Rules between:
- (a) a member and another member; or
 - (b) a member and the Management Committee; or
 - (c) a member and the association.
- 32.2 The grievance procedure must set out a process to resolve the dispute amicably including by mediation.
- 32.3 In applying the grievance procedure, the Association must ensure that—
- (a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
 - (b) the mediator, and any person engaged under the Rules to decide the outcome of the dispute, is unbiased.
- 32.4 If a member has initiated a grievance procedure in relation to a dispute between the member and the association, the association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:
- (a) the member who initiated the grievance procedure (the complainant member);
 - (b) a member of the association appointed by the complainant member under this rule to act on behalf of the complainant member in the grievance procedure.