Constitution of

Early Childhood Australia (Victorian Branch) Incorporated

DECEMBER 2015

Statement of Purposes

The Purposes of the Association are:

i. To promote the interests and well-being of young children, their families and the people who work with them as broadly and in as informed and effective a way as possible.

ii. To maintain and promote a body of knowledge and informed views on issues to do with young children and their families.

iii. To promote high standards of practice and understanding in those who are responsible for supporting the development and learning of young children.

iv. To consult widely on relevant issues in the community and to facilitate interaction among associated interest groups at national and branch level.

v. To carry out its activities in a way that
   • is consistent with the National Association’s mission and values;
   • achieves efficiency, effectiveness and openness in all operations; and
   • demonstrates excellence and leadership to the field.

In order to achieve its purposes the Association has all the powers of a natural person.
Rules

1. Name
The name of the incorporated association is Early Childhood Australia (Victorian Branch) Incorporated.

2. Definitions
(1) In these Rules, unless the contrary intention appears-

"Act" means the Associations Incorporation Reform Act 2012 (Victoria)

"Association" means Early Childhood Australia (Victorian Branch) Incorporated

"Committee" means the Committee of the Association

"contact particulars" means postal, facsimile and email address

"early childhood" means the period from birth to eight years of age

"electronic media" includes, but is not limited to, email, facsimile, video conferencing, telephone

"financial year" means the year ending on 30 June

"general meeting" means a general meeting of members convened in accordance with these Rules.

"member" means a member of the Association and unless the context otherwise indicates, includes a nominee of a service or organisational member

"month" means a calendar month

"National Association" means Early Childhood Australia Incorporated

"officer" means a member holding the position of President, Vice President, Secretary or Treasurer of the Association

"ordinary member of the Committee" means a member of the Committee who is not an officer or non-voting member

"Public Officer" is a person appointed by the Committee to undertake the responsibilities of that position under the Act

"regional branch" means a separately constituted entity which subscribes to the vision, values and objects of Early Childhood Australia Inc., meets other requirements as set out in this Constitution and has been approved by the Committee to be a regional branch of the Association.
"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

“sub-Committee” means a subcommittee of the Association established by the Committee to further the work of the Association.

“written” and “in writing” includes facsimile and electronic transmission

“young child” means a child from birth to eight years of age.

(2) In this Constitution, a reference to the Secretary of an Association is a reference--
(a) if a person holds office under these Rules as Secretary of the Association--to that person; and
(b) in any other case, to the public officer of the Association.

3. Membership
(1) A member is any eligible person, group or organisation
* who or which has applied for membership of the National Association; and
* whose application is subsequently approved by the Committee; and
* whose fees have been paid.

(2) Membership falls into five (5) different categories:
   (a) individual member - a person not representing any service or organisation
   (b) service - a stand-alone childcare centre, preschool, school, family day care scheme and occasional care centre;
   (c) Organisational - a group of services, including government entity statewide service, non-government organisation, multi service operator or provider;
   (d) Concession - full time student, pensioner or health care card holder;
   (e) Life member.

(3) A person who, or an entity which, is not a member of the National Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
   (a) they apply for membership of the National Association in accordance with the following sub-rule; and
   (b) the admission as a member is approved by the Committee.

(4) An application for membership of the National Association must-
   (a) be made in writing in the form specified by the National Association;
   (b) in the case of an applicant for service membership, who is not an individual person, nominate a person to exercise all the rights of the member, including the right to be elected to the committee;
   (c) in the case of an applicant for organisational membership, nominate two persons to exercise all the rights of the member, including the right to be elected to the committee.
(5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.

(6) The Committee must determine whether to approve or reject the application.

(7) If the Committee approves an application for membership, the Secretary must, as soon as practicable-
   (a) notify the applicant in writing of the approval for membership; and
   (b) enter the particulars of the new member in the register of members;
   (c) in the case of a service member which is not an individual person, enter the particulars of the person nominated to exercise the rights of membership;
   (d) in the case of an organisational member, enter the particulars of the two persons nominated to exercise the rights of membership;
   (e) advise the Secretary of the National Association.

(8) An applicant for membership becomes a member when the membership details have been entered in the register of members.

(9) If the committee rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(10) A right, privilege, or obligation of a person by reason of membership of the Association-
   (a) (except in the case of an organisational or service member) is not capable of being transferred or transmitted to another person; and
   (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(11) The nominee of a service or organisational member may be changed at any time by notification by the member to the Secretary.

4. Annual Subscription
   (1) The annual subscription is determined by and is payable to the National Association in advance on the anniversary of the date of admission in each year.

   (2) There is no joining fee.

5. Register of members
   (1) The Secretary must keep and maintain a register of members containing the following particulars-
      (a) the name and contact particulars of each member;
      (b) the name of the nominee (if any) of a service member;
      (c) the names of the two nominees of an organisational member; and
      (d) the date on which each member's name was entered in the register.
      (e) the date and reason for cessation of membership.

   (2) The register is available for inspection free of charge by any member upon request.

   (3) A member may make a copy of entries in the register for the purpose of communicating with other members concerning the affairs of the Association.
(4) A member is prohibited from copying the register for commercial purposes.

6. **Cessation of membership**
Membership ceases when a member:
(a) dies or is wound up;
(b) submits a written resignation;
(c) fails to pay the annual subscription within three months after the date on which it was due.

7. **Discipline**
The Association does not have the power to discipline a member.

8. **Disputes and mediation**
(1) The grievance procedure set out in this rule applies to disputes under these Rules between-
   (a) a member and another member; or
   (b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.

(4) The mediator must be-
   (a) a person chosen by agreement between the parties; or
   (b) in the absence of agreement-
      (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
      (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must--
   (a) give the parties to the mediation process every opportunity to be heard; and
   (b) allow due consideration by all parties of any written statement submitted by any party; and
   (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual general meetings
(1) The committee may determine the date, time and place of the annual general meeting of the Association.

(2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

(3) The ordinary business of the annual general meeting shall be-
   (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
   (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
   (c) to elect officers of the Association and the ordinary members of the committee; and
   (d) to receive and consider the financial statement submitted by the Association in accordance with the provisions of the Act.

(4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special general meetings
(1) In addition to the annual general meeting, other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are called special general meetings.

(3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) If, but for this sub-rule, more than fifteen months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

(5) The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

(6) The request for a special general meeting must--
   (a) state the objects of the meeting; and
   (b) be signed by the members requesting the meeting; and
   (c) be sent to the address of the Secretary.

(7) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. **Special business**
All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business specified in these as the ordinary business of the annual general meeting, is deemed to be special business and must be specified in the notice of meeting.

12. **Notice of general meetings**
(1) The Secretary of the Association, at least twenty one days before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent by the appropriate means to any form of address contained in the contact particulars.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting held at least six weeks after the Secretary receives the notification.

13. **Quorum at general meetings**
(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Ten members (10) personally present, (being members entitled under these **Rules** to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
   (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
   (ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 5) shall be a quorum.
14. **Presiding at general meetings**  
(1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent from a general meeting, or are unable or unwilling to preside, the members present must select one of their number to preside as Chairperson.

15. **Adjournment of meetings**  
(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with these Rules.

(4) Otherwise it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. **Voting at general meetings**  
(1) At general meetings:
   (a) Each member who is not a service or organisational member shall have one vote.
   (b) Each service member who is an individual person shall have one vote.
   (c) Each nominee of a service member which is not an individual person shall have one vote.
   (d) Each nominee (2x) of an organisational member shall have one vote.

(2) All votes may be given personally or by proxy

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. **Poll at general meetings**  
(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately, and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. **Manner of determining whether resolution carried**  
If a question arising at a general meeting of the Association is determined on a show of hands-
   (a) a declaration by the Chairperson that a resolution has been-
(i) carried; or
(ii) carried unanimously; or
(iii) carried by a particular majority; or
(iv) lost; and
(b) 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.

19. **Proxies**
   (1) Each member is entitled to appoint another member as a proxy by notice given to
   the Secretary 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 must be in or to the effect of the form set out in
   Appendix 1.

20. **Committee**
   (1) The committee shall consist of--
       (a) the officers of the Association;
       (b) Six (6) ordinary members
       (c) a representative of each Regional Branch (non-voting);
       (d) the Victorian National Board Director (voting member)
       (e) Any other members co-opted by the Committee as non-voting members.

   (2) The affairs of the Association shall be managed by the Committee

   (3) The Committee--
       (a) shall control and manage the business and affairs of the Association; and
       (b) may, subject to these Rules, the Act and the Regulations, exercise all
       such powers and functions as may be exercised by the Association other than
       those powers and functions that are required by these Rules to be exercised
       by general meetings of the members of the Association; and
       (c) subject to these Rules, the Act and the Regulations, has power to perform
       all such acts and things as appear to the committee to be essential for the
       proper management of the business and affairs of the Association.

   (4) (a) The Committee has power to establish Sub Committees with particular
       purposes and terms of reference from time to time
       (b) The Committee must appoint a Committee member to each sub committee to
       facilitate regular reporting and accountability.
       (c) The Committee has powers to appoint Working Groups and Special Interest
       Groups from time to time as required.
       (d) The Committee has the powers to appoint a Standing Committee with
       designated tasks set out in Terms of Reference.

21. **Regional Branches**
   (1) The Committee may consent to the establishment of a Regional Branch in any
district or region in Victoria provided that there shall be at least six organisations,
services or persons willing and eligible to affiliate with it.

   (2) Any Regional Branch is to develop rules consistent with this Constitution to be
ratified by the Committee.
(3) The Committee may at its discretion disband any Regional Branch at any time.

(4) Regional Branches must conform to the Objects and general policy of the Association and to the branch rules.

22. Office holders and ordinary members of the Committee

(1) The officers of the Association shall be:
   (a) a President;
   (b) a Vice-President;
   (c) a Treasurer; and
   (d) a Secretary.

(2) The provisions of the following Rule, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of officers.

(3) Each officer of the Association and each ordinary member of the Committee shall hold office until the conclusion of the annual general meeting in the third year after the year of election, but is eligible for re-election.

(4) In the event of a casual vacancy in any officer position, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office, subject to these Rules, up to and including the conclusion of the annual general meeting next following the date of the appointment.

(5) In the event of a casual vacancy occurring in the position of an ordinary member of the Committee, the Committee may appoint any member of the Association to fill the vacancy and the member appointed may continue in office, subject to these Rules, up to and including the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary committee members

(1) Unless there are casual vacancies to be filled, as near to one third of the Committee positions shall become vacant in any year.

(2) Nominations of candidates for election to any officer or ordinary member position which becomes vacant in the relevant year must be--
   (a) 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 form of nomination); and
   (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(3) A candidate may be nominated for more than one position, but if elected to more than one position, must choose which to accept.

(4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
(6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(7) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the Committee may direct.

24. Vacancies
The position of an officer or ordinary member of the committee becomes vacant if the officer or member--
   (a) ceases to be a member of the Association; or
   (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
   (c) resigns from office by notice in writing given to the Secretary.

25. Meetings of the Committee
(1) The committee must meet at least three (3) times in each year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the President or by any four (4) members of the committee.

26. Notice of committee meetings
(1) Written notice of each committee meeting must be given to each member of the committee at least two (2) business days before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for committee meetings
(1) A majority of the voting Committee members in office at that time constitutes a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present--
   (i) in the case of a special meeting--the meeting lapses;
   (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) The committee may act notwithstanding any vacancy on the committee.

28. Presiding at committee meetings
At meetings of the Committee-
   (a) the President, or, in the President's absence, the Vice-President presides; but
   (b) if the President and the Vice-President are absent, or are unable or unwilling to preside, the members present must choose one of their number to preside.

29. Voting at committee meetings
(1) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each voting member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of committee member
(1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office.

(2) A committee member who is absent without the consent of the Committee from three (3) consecutive meetings of the Committee

(3) A member who is the subject of a proposed resolution referred to in the previous sub-rule may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(4) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31. Minutes of meetings
(1) The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

(2) The Committee must ensure that minutes are retained by the Association for at least seven years.

32. Public Officer
(1) In accordance with the provisions of the Act, the Committee must appoint a person to be the Public Officer.

(2) The Public Officer shall cease to hold office if the person holding that office:
   (a) Is removed from office by the Committee
   (b) Dies
   (c) Becomes an insolvent under administration within the meaning of the Corporations Act;
   (d) Resigns in writing.

33. Property and Income
(1) The property and income of the Association shall be applied solely towards the promotion of the objects set out in the Constitution. No part of the income or property of the Association will be paid directly or indirectly to members of the Association.

34. Funds
(1) The Treasurer of the Association must-
(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) Any two qualified persons shall sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments. A qualified person is an Office Bearer of the Committee of Management, or an employee of the Association authorised to do so by resolution of the Committee.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

(4) The Association shall provide all members of the Committee of Management with adequate Directors’ Liability Insurance.

(5) The accounts of the Association shall be audited annually by a qualified auditor who is not a member of the Association and who shall be appointed annually by the Annual General Meeting of the Association.

(6) If a vacancy arises in the position of auditor and an appointment of the auditor is not made at the Annual General Meeting of the Association, the Committee shall appoint an auditor for the current financial year.

35. Not For Profit
The income and property of the Association must be applied solely towards the promotion of the objects of the Association. No portion shall be paid or transferred directly or indirectly to members of the association except in reimbursement of expenses properly incurred.

36. Seal
(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of
(a) two members of the Committee; or
(b) one member of the Committee and of the Public Officer of the Association.

37. Notice to members
Any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-
(a) delivering the notice to the member personally; or
(b) sending it by the appropriate means to any form of address contained in the contact particulars.

38. Alteration of this Constitution
(1) The Constitution may be altered by special resolution (as defined in the Act) at a General Meeting of the Association and passed in accordance with the provisions of this clause.
(2) Proposals for the alteration of the Constitution shall:

(i) Be made by a Member and seconded by another member.
(ii) Identify the member proposing and the member seconding the change
(iii) Be submitted to the President
(iv) Be in writing and sent by mail, email or fax

(3) Notice and details of the proposed alterations shall be given to members not less than twenty one days before the date of the meeting at which the motion is to be proposed.

(4) A resolution to alter the Constitution shall be passed if at least 75% of the votes cast by those present in person or by proxy at the meeting are in favour of the resolution.

(5) In accordance with the Act, notice of the passing of a special resolution to change this Constitution must be given to the Office of the Registrar within 28 days of the passing of the resolution.

(6) In accordance with the Act, a special resolution to change this Constitution does not take effect until it has been approved by the Registrar.

39. Winding up
In the event of the winding up or the cancellation of the incorporation of the Association, any funds remaining shall be transferred to Early Childhood Australia Incorporated

40. Custody and inspection of books and records
(1) Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association except employment commercial and legal documents. must be available for inspection free of charge by any member upon request.

(3) The documents which members are entitled to inspect include minutes of general meetings and any document submitted to a general meeting.

(4) A member is not entitled to inspect the minutes of a Committee meeting for the current year, but the Committee may determine to make available minutes of previous years.

(5) A member may make a copy of any document which the member is entitled to inspect. The provisions relating to copying the Register of Members are set out elsewhere in this Constitution.

41. Transitional
On the approval by the Registrar of Incorporated Associations of this Constitution:

(a) the Committee members elected in accordance with this Constitution at the Annual General Meeting in 2011 shall take office as the elected members of the Committee of the Association; and
(b) any member elected in accordance with the provisions of the Rules applying at the time of the Annual General Meeting in 2011 shall cease to hold office unless also elected in accordance with the provision of this Constitution

42. Upon taking office, the elected members of the Committee shall conduct a ballot to determine which of them will complete their term of office at the conclusion of the Annual General Meetings in each of the years 2012, 2013 and 2014, with the intention of having approximately one third of the elected members completing their term of office in each of those years. The result of that ballot shall determine the term of office of each such elected member.

43. This Rule and the previous two rules shall be revoked on 31 December 2014.
APPENDIX 1
FORM OF APPOINTMENT OF PROXY

I hereby appoint (name) of (address) being a member of Early Childhood Australia (Victorian Branch) Incorporated to appoint (name of proxy holder) of (address of proxy holder) being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on (date of meeting) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed

Date

* Delete if not applicable