



# Educators Association of SA Inc

## FAMILY DAY CARE EDUCATORS OF SOUTH AUSTRALIA (INCORPORATED)

### CONSTITUTION

#### 1. **NAME**

The name of the Association shall be Family Day Care Educators of South Australia Inc. Herein after called "the Association".

#### 2. **OBJECTS**

The objects of the Association shall be

- 2.1 To support and promote the interests of Family Day Care Educators in South Australia and nationally.
- 2.2 To resource and support the provision by Family Day Care Educators of quality child care and the provision of appropriate related services for the benefit of children and families.
- 2.3 To liaise with government and non-government agencies in South Australia and Other states in partnership with all stakeholders in fostering quality childcare, to the Betterment of Family Day Care Educators.
- 2.4 To do all such other things as may be incidental to the attainment of such objects.

#### 3. **MEMBERSHIP**

- 3.1 Members shall be persons who have agreed to accept the above objects, paid the prescribed membership fee if any and who are: -
  - 3.1.1 Family Day Care Educators; or
  - 3.1.2 Persons who have applied in writing for membership and who are accepted as members by majority vote of the Committee or of a General Meeting.
- 3.2 Organisation members shall be Family Day Care Schemes. (or the Educators of such schemes), or other appropriate organisations which have applied in writing for membership, expressed support for the above objects and paid the prescribed membership fee if any, and which are accepted as members by majority vote of the Committee or of a General Meeting.
  - 3.2.1 An organisation member may appoint from its members a representative who may speak and vote on its behalf
  - 3.2.2 Sectional membership will be part payment taken into consideration at the discretion of the committee.
- 3.3 Membership may be suspended by not less than two-thirds majority vote at a Committee or General Meeting.
  - 3.3.1 Any suspended member may on not less than two weeks' written notice require the suspension to be reconsidered at one subsequent General Meeting.
  - 3.3.2 The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.
- 3.4 Membership shall cease on. -
  - 3.4.1 Resignation in writing delivered to the premises of the Association.
  - 3.4.2 Non renewal of membership with two months of expiry.

#### 4. **MANAGEMENT**

- 4.1 Management shall be vested in the Committee of not less than 6 members no more than 15 members comprising: -
  - 4.1.2 Not more than two persons co-opted by the Committee subsequent to the Annual General Meeting. PROVIDED THAT not more than three members of the Committee shall be associated with the same Family Day Care scheme. If not all positions filled, additional Educators from a scheme can be voted on by the committee
- 4.2 The Office Bearers of the Association, shall be the President, Secretary, and Treasurer who shall be elected by the members at the Annual General Meeting, prior to the election of the remainder of the Committee members. Or failing such election shall be chosen by the Committee from its members at a Committee meeting held within one week following the Annual General Meeting.
- 4.3 The Committee may invite representatives of each branch of the Association to attend Committee meetings and to participate at the discretion of the meeting but such representatives shall not be entitled to vote.
- 4.4 The Committee shall meet as often as may be required to conduct the business of the Association and not less than 6 times each calendar year.
- 4.5 The quorum shall be one-half the number of Committee members.
- 4.6 The President or two other members of the Committee shall have power to call a meeting of the Committee.
- 4.7 Notice of meetings shall be given at the previous Committee meeting or by 7 days' Written notice distributed to all Committee members or in an emergency by such Other notice as shall be ratified by the Committee.
- 4.8 An office bearer or member of the Committee shall cease to hold such office upon:
  - 4.8.1 Resignation in writing;
  - 4.8.2 Suspension as a member of the Association.'
  - 4.8.3 Absence for three successive Committee meetings without explanation acceptable to the Committee.
- 4.9 Vacancies unfilled or arising in the Office Bearers or other Committee members may be filled by the Committee by co-opting members for the unexpired remainder of the term.
- 4.10 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 4.11 The Committee may appoint subcommittees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 4.12 The Committee may appoint an Executive of the Office Bearers together with one other Committee member who shall meet to carry out the day-to-day business delegated by the committee and who shall report to the subsequent Committee meeting.
- 4.13 No Office Bearer shall hold the same office for more than 3 successive years. An exception to this rule would be; the inability to fill this position and the previous office bearer is willing to continue and all members present and voting agree.

## 5. **BRANCHES**

- 5.1 The Association may form branches for Educators from groups of Family Day Care schemes or from regions of South Australia.
- 5.2 Where there is an existing organisation in a region with similar objects then the Association may endorse such organisation as a branch of the Association.
- 5.3 Where in any region there is no such organisation then the Association may promote and support the formation of a new body to be endorsed as a branch of the Association.
- 5.4 The Association may at a General Meeting retract the endorsement of any branch.
- 5.5 The Committee shall be entitled to fix and collect membership fees and may pay the whole or any part of such fees to the branches calculated as the Committee sees fit, provided that where, with the agreement of the Committee a branch fixes its own membership fees then the Committee shall be entitled to require a percentage.

## **6. GENERAL MEETINGS**

- 6.1** General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objects of the Association.
- 6.2** Written notice of not more than 28 days and not less than 7 days of all General meetings shall be given to all members of the Association.
- 6.3** Members shall each be entitled to one vote at any General Meeting at which they are present.
- 6.4** A quorum at any General Meeting shall be 10 members or two-thirds of the members, whichever is less.
- 6.5** If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.
- 6.6** A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 members specifying the business to be conducted at the meeting.
- 6.7** The Annual General Meeting should be held at least once in each calendar year and not more than 3 months after the close of the financial year which shall be 30th June unless altered at an Annual General Meeting.
- 6.8** The business of the Annual General Meeting shall be:-
  - 6.8.1** To confirm the minutes of the preceding Annual General Meeting;
  - 6.8.2** To receive the President's report for the previous financial year;
  - 6.8.3** To receive the Treasurer's report and the audited financial statements for the previous financial Year, together with the financial budget for the current financial year;
  - 6.8.4** To elect or re-elect the Committee members who must consent in person or in writing;
  - 6.8.5** To conduct any other business placed on the agenda before the commencement of the meeting.

## **7. VOTING**

- 7.1** Voting shall be by show of hands except that.
  - 7.1.1** Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
  - 7.1.2** The meeting may by show of hands require any other vote to be by secret ballot.
  - 7.1.3** Members are entitled to a proxy vote at any AGM or General meeting.
- 7.2** Resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the President but such persons may not vote.

## **8. PRESIDENT**

- 8.1** The President shall keep the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one office bearer.
- 8.2** The President at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 8.3** The President together with the Secretary shall prepare the agenda for Committee and General Meetings.
- 8.4** The President shall encourage full balanced participation in meetings by all members and shall decide on matters of order.

## **9. TREASURER**

- 9.1** The Treasurer shall cause all monies received to be paid into an account

Authorised by the Committee in the name of the Association. Payments shall be as Petty cash or by cheque signed by 2 authorised signatories of whom there shall be No more than 5 appointed by the Committee. Major or unusual expenditures shall Be authorised in advance by the Committee or a General Meeting.

- 9.2 The Treasurer shall cause monies records to be kept of all receipts and payments and other financial transactions, and maintain a registry of members, which records shall be available for inspection by any member.
- 9.3 The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Committee Meeting.
- 9.4 The Treasurer shall present audited accounts to the Annual General Meeting.

## 10 **SECRETARY**

- 10.1 The Secretary shall give notice of meetings in accordance with the provisions of this constitution.
- 10.2 The Secretary shall cause records to be kept of the Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 10.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member shall be elected as minute's secretary.
- 10.4 The Secretary shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two members of the Committee.

## 11. **AMENDMENT OF CONSTITUTION AND RULES**

- 11.1 This constitution may be repealed or amended by resolution of two-thirds of members present and voting at a General Meeting of which not less than 7 days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all members.
- 11.2 Rules for the proper administration of meetings or business may be made, repealed amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 7 days written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

## 12. **FINANCES AND PROPERTY**

- 2.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 12.2 The income property and funds of the Association shall be used and applied solely towards the promotion of the objects. And shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 12.3 An employee of the Association shall notwithstanding that employment be entitled to be a member of the Association, the Committee or any subcommittee provided that:-

- 12.3.1** No person employed permanently or regularly by the Association on a substantial basis shall be a member of the Committee.
- 12.3.2** An employee shall not take part in decisions relating to employment and at the request of a majority of the Committee shall remain absent from deliberations relating to any employee.
- 12.4** On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that :-
- 12.4.1** Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
- 12.4.2** If the Association shall have been approved pursuant to Section 78 (1) of the Income Assessment Act then such other body shall also be so approved; and
- 12.4.3** The Association shall not be dissolved except by a special resolution of an Incorporated association.  
 "special resolution" of an incorporated association means - where the rules of the association provide for the membership of the association - a resolution passed at a duly convened meeting of the members of the association if- at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association: and it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at that meeting".

### **13. POWERS OF THE ASSOCIATION**

The association shall have all the power conferred by section 25 of the act.

(Extract from) *Associations Incorporation Act 1985...*

#### **Powers of an incorporated association**

- 25.** *For the purpose of carrying out its objects, an incorporated association may, Subject to this Act and its rules –*
- (a) *acquire, hold, deal with, and dispose of, any real or personal property; and*
  - (b) *administer any property on trust; and*
  - (c) *open and operate ADI (Authorised Deposit Taking Institution) accounts; and*
  - (d) *invest its moneys –*
    - (i) *in any security which trust moneys may, by Act of Parliament, be Invested; or*
    - (ii) *in any other manner authorised by the rules of the association; and*
  - (e) *borrow money upon which terms and conditions as the association thinks fit; and*
  - (f) *give such security for the discharge of liabilities incurred by the association as the association thinks fit; and*
  - (g) *appoint agents to transact any business of the association on its behalf; and*
  - (h) *enter into any other contract it considers necessary or desirable.*

Last Amended September 26th 2011