

# Playgroup NSW



Celebrating 40 Years

## **PLAYGROUP NSW INCORPORATED Constitution**

### INDEX

1. Name
2. Objects

### MEMBERSHIP

3. Types of Membership
4. Members rights and responsibilities
5. Applications for membership
6. Cessation of membership
7. Termination of membership
8. Membership fees
9. Members' Liability
10. Resolution of internal disputes

### GENERAL MEETINGS

11. General meetings
12. Voting

### THE BOARD

13. Management by the Board
14. Composition of the Board
15. Term of office of Board members
16. Removal of a member of the Board
17. Meetings of the Board
18. Election of the Board
19. Board delegation and Board committees
20. Service of notice
21. Affiliated playgroups and zones
22. Non-profit association
23. Dissolution / Revocation of DGR endorsement
24. Indemnity
25. Miscellaneous
26. Definitions and interpretation

# Playgroup NSW



Celebrating 40 Years

## 1. NAME

The name of the association is Playgroup NSW Incorporated (referred to in these rules as "the association").

## 2. OBJECTS

2.1 The objects of the association are:

- a) To promote and encourage the development of playgroups throughout NSW.
- b) To provide the opportunity for parents to develop support networks and gain more enjoyment, confidence and skills in their role as parents.
- c) To ensure that all playgroups encourage increased adult/child interaction and provide a stimulating environment in which children can develop creatively, socially, mentally and physically at their own rate.
- d) To bring to parents, knowledge of child development, education and emotional needs.
- e) To make available to parents/carers of children from birth to six years opportunities to develop through involving themselves with full responsibility and running of all and any aspects of each playgroup.
- f) To advise, assist and encourage the activities of existing and new playgroups and ensure that new playgroups are established according to the association's requirements.
- g) To develop public awareness of the playgroup movement and develop conscience concerning the welfare of younger children.
- h) To liaise with parents, interpret their needs and represent their views to organisations and Government Departments with purposes and responsibilities related to playgroups.
- i) To work in close co-operation with other organisations interested in the welfare of young children and families.

# Playgroup NSW



Celebrating 40 Years

- j) To provide direct relief of disability, poverty or helplessness for children and their families during their child's formative years.

# Playgroup NSW



Celebrating 40 Years

## **MEMBERSHIP**

### 3. TYPES OF MEMBERSHIP

3.1 Any person or organisation that supports the objects of the association and agrees to abide by the terms of this constitution and any other the membership conditions determined by the Board is eligible to become a member of the association.

3.2 There are 2 types of membership, namely:

- a) Individual, and
- b) Organisational.

### 4. MEMBERSHIPS RIGHTS AND RESPONSIBILITIES

4.1. Each member of the association has the following rights:

- a) to receive notice of, attend and vote at general meetings of the association,
- b) to nominate (or second) eligible individuals for election to the Board,
- c) to receive information about the association's activities,
- d) to be elected or appointed to the Board, and
- d) such other rights as may be determined by the Board.

4.2 Members of the association may appoint a delegate to exercise their membership rights.

4.3 The delegate of a member must be a person over the age of 18 years.

4.4 Members of the association may authorise their delegates to:

- a) attend and participate in general meetings of the association,
- b) vote at general meetings of the association,
- c) nominate (or second) an eligible individual for election to the Board, and
- d) stand for election or appointment to the Board.

4.5 A member is responsible for any statement, action taken, or decision made on its behalf by its delegate.

4.6 An organisational member must provide the Board with the name and address of its

# Playgroup NSW



Celebrating 40 Years

delegate. This notice must be in writing and signed by the member's secretary, public officer, chief executive officer or equivalent, or an authorised signatory.

- 4.7 An organisational member may at any time change its delegate by notification in writing given to the association.
- 4.8 Members are required to advise the association of any change to their details as recorded on the members' register. The association is not obliged to check that members' details are current and functional.
- 4.9 A member is not eligible to exercise any of the following rights associated with membership unless the member's name has been recorded in the register of members for at least 48 hours:
- voting at a general meeting of the association,
  - requisitioning a general meeting of the association, and
  - being included in the quorum of a general meeting of the association.

## 5. APPLICATIONS FOR MEMBERSHIP

- 5.1 A person or organisation who wants to become a member of the association must apply to the association in a form approved by the Board.
- 5.2 A person or organisation becomes a member of the association upon receipt by the association of a properly completed application form and payment of the required membership fee.

## 6. CESSATION OF MEMBERSHIP

- 6.1 A person ceases to be a member of the association if the person:
- dies;
  - resigns from membership by notice in writing to the association;
  - fails to pay any membership fee by the due date, or
  - has his or her membership terminated.
- 6.2 An organisation ceases to be a member of the association if the organisation:
- is wound up or has its incorporation cancelled or otherwise ended;
  - resigns from membership by notice in writing to the association;
  - fails to pay any membership fee by the due date, or

# Playgroup NSW



Celebrating 40 Years

d) has its membership terminated.

## 7. TERMINATION OF MEMBERSHIP

7.1 A complaint may be made to the Board by any member of the association that another member of the association (or their delegate) has acted in a manner prejudicial to the interests of the association.

7.2 After considering a complaint against a member or delegate, the Board may, by resolution, either suspend or terminate the membership of the person or organisation.

7.3 Before passing a resolution suspending or terminating membership, the Board must give the member concerned:

- a) reasonable notice of the matters alleged, and
- b) a fair opportunity to answer the allegations.

7.4 When considering suspending or terminating the membership of a person or organisation the Board must make its decision in a fair, unbiased manner on all the information before it.

7.5 A person or organisation who has had their membership terminated by the Board may apply to the next general meeting of the association for readmission as a member.

## 8. MEMBERSHIP FEES

8.1 Each member of the association must pay to the association the annual membership fee set by the Board.

8.2 The Board may set different fees for the different types of membership.

8.3 The Board may set a reduced fee or waive the fee for members experiencing financial hardship. The Board may also set a range of fees for organisational members based on factors such as the organisation's size, annual income or use of the association's services.

8.4 The annual membership fee is due each year on the anniversary of the date on which the member joined the association or other date as determined by the Board.

# Playgroup NSW



Celebrating 40 Years

## 9. MEMBERS' LIABILITY

The members of the association have no liability to contribute towards the payment of debts and liabilities of the association, or the costs, charges and expenses of the winding up of the association.

## 10. RESOLUTION OF INTERNAL DISPUTES

- 10.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or between a member and the Board, the following procedure will apply.
- 10.2 Each party to the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- 10.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person (or committee of persons) mutually agreed upon for mediation.
- 10.4 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

## GENERAL MEETINGS

### 11. GENERAL MEETINGS

- 11.1 An annual general meeting of the association must be held each year within six months from the end of the financial year of the association.
- 11.2 The Board may, whenever it thinks fit, convene a general meeting of the association.
- 11.3 A general meeting must be convened by the Board within two months of receiving a valid written and dated request to do so from at least 150 members of the association. Such request must include details of the motions proposed to be put to the meeting. A valid request is a request that deals with a matter typically reserved for members and does not intrude upon the Board's day-to-day responsibilities.
- 11.4 If a members' request for a meeting is received less than 3 months before the date of

# Playgroup NSW



Celebrating 40 Years

the annual general meeting, then the provisions of clause 11.3 will be satisfied if the motions proposed by members are included on the agenda of the annual general meeting.

- 11.5 At least 14 days' notice of all general meetings and notices of motion must be given to all members. In the case of general meetings where a special resolution is to be proposed, notice must be given to all members at least 21 days before the meeting.
- 11.6 The notice of any general meeting must include details of the time, date and place of the meeting, together with details of the proposed business of the meeting. No business, other than that specified in the notice, may be transacted at the meeting.
- 11.7 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- a) to confirm the minutes of the last annual general meeting and any recent general meeting;
  - b) to receive from the Board reports on the activities of the association during the last preceding financial year
  - c) to elect members of the Board; and
  - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 11.8 The quorum for a general meeting is 25 members. Each member present in person (or by their delegate) and each member who has cast a proxy vote or direct vote shall be counted for the purpose of determining whether a quorum is present. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting will be postponed to the same time and place one week later with a reduced quorum of 5 members.
12. VOTING
- 12.1 On any question arising at a general meeting of the association a member has one vote only. Votes may be given personally, by direct voting or by proxy. The association must not vote on any resolution by means of a postal ballot.
- 12.2 Decisions are made by a simple majority vote except for those matters which must be decided by special resolution, where a three-quarter majority of the valid vote cast is required.
- 12.3 In the case of an equality of votes a motion is not passed.



# Playgroup NSW



Celebrating 40 Years

- 12.4 Voting at general meetings is by a show of hands unless a poll is demanded by the person chairing the meeting or by three or more members.
- 12.5 In the event of a poll, the votes cast by proxy and direct voting shall be counted in addition to those votes cast by members who are present at the meeting.
- 12.6 Prior to any matter being voted upon by members (whether by show of hands or by a poll), the association will either announce or display to the meeting a summary of those votes received by proxy and direct voting prior to the meeting.

## Proxy voting

- 12.7 Only a member who is entitled to vote may be appointed as a proxy. No member (other than the person chairing the meeting) may hold more than five (5) proxy votes.
- 12.8 A document appointing a proxy must be in a form approved by the Board.
- 12.9 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified.
- 12.10 The document appointing a proxy must be given to the association at the association's nominated address at least 48 hours before the time for holding the meeting or adjourned meeting.

## Direct voting

- 12.11 The Board members may determine that at any general meeting, a member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the association via a means approved by the Board. The Board members may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

## Returning Officer

- 12.12 The Board must appoint a person as Returning Officer for the purpose of conducting any ballot, poll or direct voting at a general meeting. The Returning Officer must be a person who does not have an interest in the outcome of the vote.
- 12.13 In relation to the election of Board members, the Returning Officer must prepare a ballot paper listing the names of all properly nominated candidates. The order of listing is to be determined by drawing the names at random. The ballot paper may

# Playgroup NSW



Celebrating 40 Years

identify those candidates who are presently on the Board and may be accompanied by a reasonable amount of information prepared by the candidates about themselves.

12.14 The Returning Officer must count the ballot. In doing so the Returning Officer must decide which votes (if any) are informal or invalid. The person chairing the meeting may appoint one or more scrutineers to observe the counting process.

## THE BOARD

### 13. MANAGEMENT BY THE BOARD

13.1 The association's affairs are to be controlled and managed by the office bearers and other elected and appointed members known as the Board.

13.2 The powers of the Board include the power to:

- a) determine the association's policies;
- b) approve the association's annual financial budget;
- c) receive, consider and act upon reports relevant to the association;
- d) enter into agreements with any government or authority;
- e) appoint, remove or suspend employees, officers, agents and contractors, to fix their powers, duties and remuneration; and
- f) invest the association's funds in authorised trustee investments.

13.3 The duties of the Board include the duty to:

- a) keep members of the association informed,
- b) maintain a high degree of corporate governance throughout the organisation, and
- c) appoint a public officer.

13.4 The Board must act in accordance with any resolution passed by a general meeting of the association.

13.5 The acts of the Board are valid despite any defect that may afterwards be discovered in the appointment or qualification of its members.

13.6 No remuneration or other benefit in money or money's worth may be paid or given by the association to any member of the Board except for the payment of out-of-pocket expenses incurred by the Board member in the performance of a duty as a Board member.

# Playgroup NSW



Celebrating 40 Years

## 14. COMPOSITION OF THE BOARD

- 14.1 The Board will consist of up to nine (9) members.
- 14.2 The members of the Board are to be elected at an annual general meeting of the association.
- 14.3 The Board must appoint a President and may, at its discretion, appoint other Board members to fill such other Office Bearer positions as it may determine. This must be done at the first Board meeting after each annual general meeting of the association.
- 14.4 The President shall act as chairperson at each general meeting and Board meeting of the association. If the President is absent from a meeting, or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- 14.5 One position on the Board is reserved for a person who resides in an area designated by the Board as a country area.

## 15. TERM OF OFFICE OF BOARD MEMBERS

- 15.1 At the first annual general meeting of the association after the adoption of this constitution five (5) members of the Board must retire and at the next annual general meeting four (4) members of the Board must retire and this pattern of rotation is to continue in ensuing years. This clause shall apply despite the provisions of the association's previous constitution.
- 15.2 A retiring member of the Board retains office until the close of the meeting at which his or her successor is elected but is eligible for re-election or reappointment to the Board.
- 15.3 The Board members who are counted as retiring at an annual general meeting for the purposes of clause 15.1 are:
  - a) any elected Board member who resigned or otherwise ceased to hold office at any time since the last annual general meeting, plus
  - b) sufficient other current Board members to make the total required by clause 15.1.

Those current Board members to retire in any year must be those who have been

# Playgroup NSW



Celebrating 40 Years

longest in office since last elected or re-elected as the case may be. The order of retirement of persons who became Board members on the same day shall be determined by lot (unless the Board members otherwise agree among themselves). When determining by lot, the order of retirement is the order in which the names are drawn.

Any Board member who was appointed to fill a casual vacancy must also retire at an annual general meeting.

15.4 The office of a member of the Board will become vacant if the member:

- a) resigns office by notice in writing to the association,
- b) ceases to be a member (or the delegate of a member) of the association,
- c) holds any salaried office of the association or any office of the association paid by fees, or
- d) is removed by a resolution of members at a general meeting.

15.5 The Board has the power to appoint any member (or the delegate of a member) of the association to the Board to fill a casual vacancy. Any member so appointed to the Board may hold office until the next annual general meeting.

## 16. REMOVAL OF A MEMBER OF THE BOARD

16.1 The association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

16.2 If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the association (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the association may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

16.6 A person who is removed from the Board is not eligible for election or appointment to the Board for a period of 5 years.

## 17. MEETINGS OF THE BOARD

# Playgroup NSW



Celebrating 40 Years

- 17.1 Meetings of the Board are to be held as often as necessary to properly conduct the business of the association. Meetings may be either face to face or conducted by electronic means such as a teleconference or video conference.
- 17.2 The quorum for meetings of the Board shall be more than half the number of current Board members unless all absent members give consent for the meeting to proceed. The quorum must not be less than three (3) Board members.
- 17.3 Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- 17.4 The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board members may act only to appoint new members of the Board.
- 17.5 Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In case of an equality of votes the motion is not carried.
- 17.6 If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- 17.7 Additional meetings of the Board may be convened by the President or any two members of the Board.
18. ELECTION OF THE BOARD
- 18.1 At each annual general meeting of the association an election is to be held to fill the vacancies arising on the Board.
- 18.2 Any two members of the association may nominate another member (or the delegate of a member) for election to the Board.
- 18.3 A person is not eligible for election unless he or she has been a member of the association for at least 6 months, or is the delegate of member that has been a member for at least 6 months.
- 18.4 The nomination of a person for election to the Board must be:
  - a) in writing,
  - b) signed by the candidate, the proposer and the seconder, and
  - c) lodged with the association at least 6 weeks before the date of the annual general meeting at which the election is to take place.

# Playgroup NSW



Celebrating 40 Years

- 18.5 The ballot for the election of members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 18.6 Provided they have received at least 50% of the valid votes cast, the candidates with the most votes cast in their favour shall be elected to fill the vacant positions on the Board.
- 18.6 In case of an equality of votes for any position, those candidates receiving equal votes may, if they are all present at the annual general meeting, decide among themselves who is to be elected. Failing such an agreement, the Returning Officer must decide who is elected by drawing lots. When determining by lot, the order for election is the order in which the names are drawn.
- 18.7 If insufficient candidates are elected to fill all positions, any vacant positions remaining on the Board are taken to be casual vacancies.
19. BOARD DELEGATION AND BOARD COMMITTEES
- 19.1 The Board may, by resolution, delegate to an employee, a Board member or a committee (consisting of at least one Board member and such other persons as the Board thinks fit), the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution.
- 19.2 A delegation under the above rule must be made subject to conditions determined by the Board and communicated in writing to the persons concerned.
- 19.3 Despite a delegation under this rule, the Board may continue to exercise all or any of the powers delegated.
- 19.4 The Board may, by resolution, revoke wholly or in part any delegation under this rule.
- 19.5 A committee may meet and adjourn as it thinks proper.
- 19.6 A committee must report to the Board at the frequency as determined by the Board.
20. SERVICE OF NOTICE
- 20.1 A notice may be served on or given to a member:
- a) by delivering it to the member personally, or



# Playgroup NSW



Celebrating 40 Years

- b) by sending it by pre-paid post to the address of the member, or
- c) by sending it by email, facsimile transmission or some other form of electronic transmission to an address specified by the member for giving or serving the notice.

Unless a member advises otherwise, notice will be sent to a member's electronic address as recorded in the members register in preference to other forms of service.

20.2 Unless the contrary is proved, a notice is taken to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- c) in the case of a notice sent by email, facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 21. AFFILIATED PLAYGROUPS AND ZONES

21.1 The Board may establish a system of affiliation for recognising, supporting and regulating playgroups (including Community Playgroups, Organisational Playgroups, Early Intervention Playgroups and Supported Playgroups) and Zones.

21.2 Playgroups and Zones that are affiliated with the Association must comply with the provisions of this constitution plus any conditions of affiliation required by the Board.

21.3 If an affiliated playgroup or Zone disbands, fails to meet regularly, or otherwise fails to function, the Board may terminate the affiliation of the playgroup or Zone.

21.4 Upon termination of a playgroup or Zone's affiliation, all its assets and funds (after payment of any expenses and liabilities) shall become the property of Playgroup NSW Inc. unless specified otherwise in the conditions of affiliation.

21.5 A member of the association who is also a member of an affiliated playgroup or Zone must take all reasonable steps to ensure that the playgroup or Zone complies with its obligations to Playgroup NSW Inc.

## 22. NON-PROFIT ASSOCIATION

# Playgroup NSW



Celebrating 40 Years

22.1 The income and property of the association must be applied solely towards the objects of the association.

22.2 No income or property of the association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

## 23 DISSOLUTION / REVOCATION OF DGR ENDORSEMENT

23.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the association.

23.2 If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an association or associations:

- a) with objects similar to the objects of the association;
- b) whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
- c) chosen by the members of the association at or before the completion of winding up or dissolution; and
- d) to which income tax deductible gifts can be made.

23.3 If the endorsement of the association as a deductible gift recipient is revoked, then any surplus:

- (a) gifts of money or property for the principal purpose of the association,
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the association, and
- (c) money received by the association because of such gifts and contributions,

must be transferred to another organisation to which income tax deductible gifts can be made.

## 24. INDEMNITY

24.1 Every Board member and other officer of the association is entitled to be indemnified out of the property of the association against any liability incurred by the Board member or officer in that capacity:



# Playgroup NSW



Celebrating 40 Years

- a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Board member or officer, or in which the Board member or officer is acquitted, or
- b) in connection with any application in relation to those proceedings in which relief is granted to the Board member or officer by the Court.

## 25 MISCELLANEOUS

- 25.1 The financial year of the association will commence on 1 July and end on 30 June in the following year or such other period as is determined by the Board.
- 25.2 The common seal of the association must be kept in the custody of the public officer and may only be affixed to a document with the approval of the Board. The stamping of the common seal must be witnessed by the signatures of two members of the Board or one member of the Board and the association's chief executive officer.

### Registers

- 25.3 The Board must ensure that the association maintains a register of members of the association and a register of members of the Board.
- 25.4 Any information contained on the register of members of the association about a member (other than the member's name) must not be available for inspection or copying unless the member has provided prior approval for such information to be made available for inspection or copying.
- 25.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### Funds - source and management

- 25.6 The funds of the association may be derived from donations, grants, membership fees and other sources approved by the Board.
- 25.7 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-

# Playgroup NSW



Celebrating 40 Years

taking institution account.

25.8 Receipts are to be written or issued immediately for all money received, even when not requested by the donor, except where the money is received through:

- a) a collection box or similar device, or
- b) the supply of goods or services, or
- c) a payroll deduction scheme.

25.9 All cheques and other negotiable instruments must be signed and electronic banking must be approved by any 2 members of the Board or employees of the association, being members or employees authorised in writing to do so by the Board.

## Custody and inspection of books

25.10 Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

25.11 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- a) the association's financial reports,
- b) this constitution, and
- c) minutes of all general meetings of the association.

25.12 Despite the provisions of clause 25.11, if the Board determines that any reports or documents contain confidential information, then that information must not be made available for inspection.

## 26. DEFINITIONS AND INTERPRETATION

In this constitution unless the context otherwise dictates:

"Act" means the *Associations Incorporation Act 2009*.

"member" includes both individual and organisational members.

"playgroup" means a gathering of parents and carers with babies and young children who meet regularly for fun and learning experiences in a social setting.

# Playgroup NSW



Celebrating 40 Years

"*Office Bearer*" may include (but is not limited to) positions of president, vice president, treasurer and secretary.

"*Regulation*" means the *Associations Incorporation Regulation*.

"*Zone*" refers to a number of playgroups in the same geographical area that have been recognised by the Board as being affiliated with the association.

Words importing the singular number only include the plural and vice versa.

Words importing a gender include other genders.