

**Rules of ACT Playgroups Association
Incorporated** Registered No. 676 ABN: 75 749 847 915

November 2012

**RULES OF ACT PLAYGROUPS ASSOCIATION
INCORPORATED**

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PART 1 - PRELIMINARY

Objects of the Association

Name The name of the association shall be the ACT Playgroups Association Incorporated (in these rules called ACTPGA or the association).

Objects The ACT Playgroups Association Inc. promotes and supports the provision of community, self determined Playgroups for all under school age children and their families in the ACT and local region.

1. Interpretation (1) These rules, unless a contrary intention appears -

"ACTPGA" refers to the ACT Playgroups Association Incorporated; "Governing Board" means the Governing Board of the association as described under rule 12(1) in these rules also called the Board; "financial year" means the year ending on 30 June; "member" means a member, as described under rule 2; "Governing Board member" means a member of the Governing Board as referred to in rule 12(2); "the Act" means the **Associations Incorporation Act 1991**; "the Regulations" means the Associations Incorporation Regulations. "Governing Board Policies" means any policy determined in accordance with the constitution by the Governing Board from time to time; "Values of the Association" means the values that are contained in the Governing Board's Policies; "family" means a child or children and that child or children's parents, legal guardians and/or carers, "carers" means parents, legal guardians and/or caregivers "playgroup" means a group of persons consisting of carers and their under school age children, for which the former is responsible, interacting in creative play activities and complying with the Values of

the Association; "Treasurer" means the person holding office under these rules as Treasurer of the association; "President" means the person holding office under these rules as President of the association; "Vice President" means the person holding office under these rules as Vice President of the association; "Public Officer" means the person appointed to fulfil the role of public officer of the association in accordance with section 57 of the Act; "Executive Officer" means the Executive Officer appointed by the association under rule 40;

(2) In these rules -

(a) a reference to a function includes a reference to a power, authority and duty; and (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the **Interpretations Act 1967** apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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PART II - MEMBERSHIP

2. Membership qualifications A person or organisation is qualified to be a member if the person or organisation –

(a) has applied for membership in accordance with rule 3(1); and (b) has been approved for membership of the association by the Governing Board of the association; and (c) is a member of the community with an interest in playgroups who will uphold the objects of the association; and (d) the person is not currently in paid employment with the ACTPGA.

3. Application for membership (1) An application of a person/organisation for membership of the association –

(a) shall be made in writing on the association's current membership form; and (b) shall be accompanied by the annual membership fee; and (c) shall be lodged with the Governing Board.

(2) As soon as is practicable after receiving an application for membership, the Board will determine whether to approve or to disapprove the application.

(3) Once the Board determines to disapprove a nomination for membership, the Board shall as

soon as practicable after the determination notify the nominee of that disapproval and refund any membership fees paid.

- (4) Once the Board approves a nomination, the name of the applicant will be entered in the register of members and, upon the name being so entered, the applicant shall become a member of the association.

4. Membership entitlements not transferable A right, privilege or obligation which a person has by reason of being a member of the association -

- (a) is not capable of being transferred or transmitted to another person; and (b) terminates upon cessation of the person's membership or upon the person falling into arrears as regards membership fees.

5. Cessation of membership A person ceases to be a member of the association if the person –

- (a) dies, or in the case of a body corporate, is wound up; (b) resigns from membership or is not eligible for membership as in rule 2(a)(b)(c) and (d); (c) is expelled from the association; or (d) fails to renew membership of the association.

6. Resignation of membership (1) A member is not entitled to resign from membership of the association except in accordance with this rule.

- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the Governing Board has determined a shorter period, that shorter period) in writing to the President of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (3) Where a person ceases to be a member, the Board shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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7. Fee, subscriptions etc. (1) The annual membership fee of the association is determined by resolution at the Annual General Meeting.

- (2) The annual membership fee is payable -

- (a) within two weeks of joining a playgroups for the first time; (b) and thereafter not more than every 12 months after the designated membership date.

8. Members' liabilities The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 7.

9. Disciplining of members (1) Where the Governing Board is of the opinion that a member -

- (a) has persistently refused or neglected to comply with a provision of these rules; or (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association, the Governing Board may, by resolution - (c) expel the member from the association; or (d) suspend the member from such rights and privileges of membership of the association

as the Governing Board may determine for a specified period.

(2) A resolution of the Governing Board under rule 9(1) is of no effect unless the Governing Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 9(3), confirms the resolution in accordance with this rule.

(3) Where the Governing Board passes a resolution under rule 9(1), the Board shall as soon as practicable, cause a notice in writing to be served on the member - (a) setting out the resolution of the Governing Board and the grounds on which it is based; (b) stating that the member may address the Governing Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; (c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following:

- (i) attend and speak at the meeting; (ii) submit to the Governing Board at or prior to the date of that meeting written

representations relating to the resolution.

(4) Subject to section 50 of the Act, at a meeting of the Governing Board mentioned in rule 9(2), the Governing Board shall - (a) give to the member mentioned in rule 9(1) an opportunity to make oral representations; (b) give due consideration to any written representations submitted to the Governing Board by that member at or prior to the meeting; and (c) by resolution determine whether to confirm or to revoke the resolution of the Governing

Board made under rule 9(1).

(5) Where the Governing Board confirms a resolution under rule 9(4), the Board shall, within seven days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.

- (6) A resolution confirmed by the Governing Board under rule 9(4) does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with rule 10(4).

10. Right of appeal of disciplined member (1) A member may appeal to the association in general meeting against a resolution of the

Governing Board which is confirmed under rule 9(4), within seven days after notice of the resolution is served on the member, by lodging with the Board a notice to that effect.

- (2) Upon receipt of a notice under rule 10(1), the Governing Board shall convene a general meeting of the association to be held within 21 days after the date on which the Board received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under rule 10(2) - (a) no business other than the question of the appeal shall be transacted; (b) the Governing Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 9(4), that resolution is confirmed.

PART III – GOVERNING BOARD

11. Powers of the Governing Board The Governing Board, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting -

(a) is the legal authority for the organisation and are trustees for the Association; (b) shall govern the affairs of the association (c) has power to perform all such acts and do all such things as appear to the Governing

Board to be necessary or desirable for the proper governance of the affairs of the association.

12. Constitution and membership (1) The Governing Board shall consist of at least seven members of the Association who adopt

as their guiding principle a governing approach to their stewardship; and will make every effort to maintain focus on strategic or long-term issues and those associated with strategic ends.

(2) The Board shall comprise:

(a) the President; (b) the Vice President; (c) the Treasurer; (d) four ordinary members, and (e) additional members as recruited by the Board.

(3) The President shall hold office for a two-year period and the Vice President and Treasurer shall hold office for a period of one year following the Annual General Meeting in 2002 and thereafter for a period of two years.

(4) The four Ordinary Members shall hold office for a two year period with the exception that at the Annual General Meeting in 2002 two such members are to be elected for a one year period and thereafter all such members are to be elected for a two year period.

(5) All members are eligible for re-election, and in the event of a vacancy in the membership of the Governing Board the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting at which the position becomes vacant.

(6) In the event of a vacancy occurring in the executive of the Governing Board the Board will elect a member of the Board to fill the vacancy and the member shall hold office, subject to these rules, until the conclusion of the Annual General Meeting at which the office becomes vacant.

(7) The Board will nominate one of the Governing Board to undertake the role of public officer in accordance with the Act.

13. Election of Governing Board members (1) Nominations of candidates for election as Governing Board members-

(a) shall be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and (b) shall be delivered -

(i) to the Board President of the association not less than seven days before the date fixed for the annual general meeting at which the election is to take place; or (ii) if insufficient nominations are received to fill all vacancies on the Governing Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.”

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(2) If insufficient nominations are received, any vacant positions remaining on the Governing Board shall be deemed to be vacancies and may be filled in terms of rule 12(5).

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.

(5) The ballot for the election of Governing Board members shall be conducted at the annual general meeting in such manner as the Governing Board may direct.

(6) A person is not eligible to simultaneously hold more than one position on the Governing Board.

14. President Under a governance framework the role of the President is to lead the Board and to liaise with the Executive Officer between Board Meetings. The President will:

(a) Determine the content of business for Board Meetings (b) Chair meetings (c) Ensure all Board Policies are adhered to (d) Lead the Board to develop annual work plans and to undertake effectiveness reviews

of the work achieved by the Board (e) Ensure all Board documents are up-to-date including records of meetings and policies (f) Ensure that Minutes of meetings are kept and include:-

ii. accurate record of all elections and appointments of office-bearers and ordinary Board members; iii. the names of members of the Board present at a Board meeting or a general

meeting; and iii. all proceedings at Board meetings and general meetings. (g) Ensure that the Minutes of proceedings at meetings –

ii. shall be signed by the person presiding at the meeting or, iii. with the approval of a quorum of members who were personally present at the

meeting by the person presiding at the next succeeding meeting.

15. Vice President Under a governance framework, the role of the Vice President is to support the President in all President responsibilities and to officiate in the absence of the President.

16. Treasurer (1) Under a governance framework, the role of the Treasurer is to liaise with the Auditor on

behalf of the Board. The Treasurer will;- (a) present the Annual Financial report to the Board and Annual General Meeting (b) Receive and seek reports from the auditor (c) Report advice received from the Auditor to the Board (d) Assist the Board to determine whether the Auditor has complied with Board requests
for checks, reports and advice.

17. Vacancies (1) For the purposes of these rules, a vacancy in the office of a member of the Governing Board

occurs if the member- (a) dies; (b) resigns the office; (c) is removed from office pursuant to rule 18;

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(d) becomes an insolvent under administration within the meaning of the Corporations Law; (e) suffers from mental or physical incapacity; (f) is disqualified from office under subsection 63(1) of the Act; or (g) is absent without the consent of the Governing Board.

18. Removal of Governing Board members The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Governing Board from the office of member of the Governing Board before the expiration of the member's term of office.

19. Governing Board meetings and quorum (1) The Governing Board shall meet at least three times in each financial year at such place and

time as the Governing Board may determine.

(2) The Board President will ensure that Board Meetings-

(a) are based on a pre-prepared Agenda, the preparation of which is the responsibility of the Board President. Such an Agenda should reflect the Board's governing role, which at all times focuses the Board's attention on the governing process, addressing Board ends rather than involving it in means (b) are held with the expectation that members have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board (c) are run with the expectation that Board members are expected to attend meetings

punctually and commit themselves to the notified timeframe of the meeting (d) Not exceed the notified timeframe unless it is anticipated that necessary business will

not be completed. The President will seek the acquiescence of members present, and a new finishing time will be negotiated.

- (3) Four members of the Governing Board constitute a quorum for the transaction of the business of a meeting of the Governing Board.
- (4) No business shall be transacted by the Governing Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to an agreed time and place. All Governing Board members are to be notified of the time and place of the adjourned meeting.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (6) At meetings of the Governing Board-
 - (a) the President or in the absence of the President, the vice-President shall preside, or (b) if the President and the vice-President are absent, one of the remaining members of the Governing Board may be chosen by the members present to preside.
- (7) Meetings shall be run in accordance with Board Meeting Process Policy.

20. Delegation by Governing Board to Sub-Committee (1) The Governing Board may, by instrument in writing, delegate to one or more Committees

(consisting of such member or members of the association as the Governing Board thinks fit) the exercise of such of the functions of the Governing Board as are specified in the instrument, other than- (a) this power of delegation; and (b) a function which is a function imposed on the Governing Board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.

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- (2) A function, the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Board in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to:
 - (a) such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation. (b) in the absence of written advice to the contrary, the Sub-Committee quorum being equal to a majority of appointees to the Sub-Committee.
- (4) Notwithstanding any delegation under this rule, the Governing Board may continue to exercise any function delegated.

- (5) Unless explicitly empowered by the full Governing Board in writing, Sub-Committees cannot make binding Governing Board decisions. For the most part the function of Sub-Committees is to solve problems for and/or make recommendations to the Governing Board on which the latter, and only the latter, has the power to make decisions or policy.
- (6) The Governing Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) From time-to-time the Governing Board may appoint members of the community with relevant expertise to advise Sub-Committee members. Such members of the community shall have no voting rights.

21. Voting and decisions (1) Questions arising at a meeting of the Governing Board shall, subject to a quorum being present, be resolved by a majority of the votes of members of the Governing Board present at the meeting.

- (2) Each member present at a meeting of the Governing Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the Governing Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Governing Board.
- (4) The Governing Board speaks with one voice, and no one member shall publicly express his or her opinion should this deviate from an agreed Governing Board position or decision.

PART IV - GENERAL MEETINGS

22. Annual general meetings - holding of (1) With the exception of the first annual general meeting of the association, the association

shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

(2) The association shall hold its first annual general meeting-

(a) within the period of 18 months after its incorporation under the Act; and (b) within the period of five months after the expiration of the first financial year of the association.

(3) Rules 22(1) and 22(2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

23. Annual general meetings - business at (1) The annual general meeting of the association shall, subject to the Act, be convened on such

date and at such place and time as the Governing Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; (b) to receive from the Governing Board reports on the activities of the association during the last preceding financial year; (c) to elect members of the Governing Board; (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act; and (e) appoint an auditor.

(3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 25.

(4) An annual general meeting shall be conducted in accordance with rules 25 to 31 inclusive.

24. General meetings - calling of (1) The Governing Board may, whenever it thinks fit, convene a general meeting of the

association.

(2) The Governing Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the association.

(3) A requisition of members for a general meeting-

(a) shall state the purpose or purposes of the meeting; (b) shall be signed by the members making the requisition; (c) shall be lodged with the Board President; and (d) may consist of several documents in a similar form, each signed by one or more of the

members making the requisition. (4) If the Governing Board fails to convene a general meeting within one month after the date on

which a requisition of members for the meeting is lodged with the Governing Board President, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.

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(5) A general meeting convened by a member or members referred to in rule 24(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Governing Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

25. Notice (1) Except where the nature of the business proposed to be dealt with at a general meeting

requires a special resolution of the association, the Board President shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Board President shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 25(1) specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 22(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Governing Board President who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26. General meetings - procedure and quorum (1) No item of business shall be transacted at a general meeting unless a quorum of members

entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction 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, the meeting if convened upon the requisition of members shall be dissolved and any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

27. Presiding member (1) The President, or in the absence of the President, the Vice President, shall preside at each general meeting of the association.

(2) If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

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28. Adjournment (1) The person presiding at a general meeting at which a quorum is present may, with the

consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the Board President shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in rules 28(1) and 28(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29. Making of decisions (1) A question arising at a general meeting of the association shall be determined on a show of

hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.

(3) Where the poll is demanded at a general meeting the poll shall be taken -

(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. Voting (1) Subject to rule 29(3), upon any question arising at a general meeting of the association a

member has one vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than five proxies.

(3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

31. Appointment of proxies (1) Each member shall be entitled to appoint another member as proxy by notice given to the

President no later than 15 minutes before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix A to these rules.

PART V - MISCELLANEOUS

32. Funds-Source (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, grants, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the Governing Board determines.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds-management (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Governing Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Governing Board or by Governing Board nominated employees of the association.

(3) The association shall not:

(a) appoint a member of the Governing Board to any office in the gift of the association to the holder of which there is payable any remuneration by way of salary, fees or allowance; or (b) subject to rule 33(4), pay to a member of the Governing Board any remuneration or other benefit in money or money's worth (other than repayment of out-of-pocket expenses).

(4) Nothing in rule 33(3) prevents the payment in good faith to a member or servant of the association of: (a) remuneration in return for services actually rendered to the association by the member of servant, or for goods supplied to the association by the member or servant in the ordinary course of business; or (b) interest at current overdraft rate on money lent; or (c) a reasonable and proper sum by way of rent for premises let to the association by the member or servant.

(5) The Governing Board shall comply with the provisions of the Associations Incorporations Act with respect to audits and balance sheets, and shall for that purpose appoint at its annual general meeting an auditor qualified in accordance with those provisions.

34. Alteration of Object and Rules (1) This Objects and Rules shall not be amended, added to or rescinded without the consent of

75% of those members who are present at either an Annual General Meeting or a Special General Meeting. The Special General Meeting must be called for that purpose.

(2) At least 21 days written notice of any proposal to alter the Constitution shall be given to the President and notice of such proposal shall be included in the notice convening the meeting at which the proposal is to be considered.”

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35. Common Seal (1) The common seal of the association shall be kept under the control of the Governing Board

President and be housed at the premises of ACTPGA.

(2) The common seal shall not be affixed to any instrument except by the authority of the Governing Board. The affixing of the common seal shall be attested by any two members of the Governing Board or employees of the association, being members of the Governing Board or employees authorised to do so by the Governing Board, provided that no more than one signature of an employee appears on any instrument.

36. Custody of books Subject to the Act, the regulations and these rules, the Board President shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association. All such records, books and other documents relating to the association will be housed at the premises of ACTPGA.

37. Inspection of books The records, books and other documents of the association shall be open to inspection at a place in the territory, free of charge, by a member of the association at any reasonable hour.

38. Service of notices (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by sending it electronically to the member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

(3) Where a document is sent to a person electronically, upon receipt by the sender of an acknowledgement that the communication has been properly transmitted to the recipient, the document shall unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person twenty four hours after the transmission has taken place.

39. Surplus property (1) At the first general meeting of the association, the association shall pass a special resolution

nominating: (a) another association for the purpose of paragraph 92(1)(a) of the Act; or (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, (c) in which it is to vest its surplus property in the event of the dissolution or winding up of the association, subject to rule 39(3).

(2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

(3) In the event of the dissolution or winding up of the association, any assets of the Association acquired by way of grant money by the Government, and any assets, equipment or furniture purchased by way of grants moneys received from the Commonwealth remain the property of the Commonwealth, and shall be transferred to the Commonwealth.

PART VI - PERSONNEL

40. Executive Officer and other staff (1) The association shall employ an Executive Officer, who shall be selected by the Governing Board and whose terms and conditions of service shall be determined by the Governing Board.

(2) The Executive Officer shall be responsible to the Governing Board for the day to day conduct of the affairs of the association, and shall perform such other functions as the Governing Board may from time to time determine.

(3) The Executive Officer shall have such powers as may be expressly conferred by the Governing Board and, subject to any limitations imposed by the Governing Board, all such powers as are necessary or convenient for or in connection with or incidental to his or her functions.

(4) Recognising that the governance role is focused on the formulation and monitoring of high-level policies, the Governing Board delegates to the Executive Officer, through Limitations Policies, the role of further developing and implementing these through subsidiary policies. The

Executive Officer's job therefore is to implement and comply with the policies of the Board.

- (5) The Executive Officer Limitation Policies established by the Governing Board provide the framework within which the Executive Officer is expected to work, offering boundaries of prudence and ethics. All Governing Board authority delegated to staff is delegated through the Executive Officer to whom in turn staff are accountable.

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PART VII ACT PLAYGROUPS ASSOCIATION INC. PUBLIC FUND 41. The

Association shall establish and maintain a fund known as the ACT Playgroups Association Inc. Public Fund ("the Fund"). The Fund shall be maintained and used for the purpose of carrying out the objects of the Association.

42. An account will be established to receive all gifts received by the Association. This account must only include any money or property which is a gift to the Association or which is received because of such gifts including, without limitation, interest received on any monies in the account.
43. Receipts issued for donations made to the Association will include:
 - (a) the name of the Fund on behalf of the Association; (b) the fact that the receipt is for a gift; and (c) The Australian Business Number of the Association.
44. The general public will be invited to make gifts to the ACT Playgroups Association Inc. Public Fund for the purposes of carrying out the objects of the Fund.
45. The fund is to managed by the ACT Playgroups Association Inc. Public Fund Committee ("Fund Committee"). The Fund Committee will comprise of three individual members, of which one member will be a serving member of the ACT PGA Governing Board. The Fund Committee will be appointed by the Governing Board annually within one month of the Annual General Meeting. The Governing Board will ensure that all Fund Committee members:
 - (a) have a degree of responsibility by reason of their occupation or standing in the community; and (b) comply with the Governing Board Policies and the principles contained in 12(1) of this Objects and Rules.
46. The assets and income of the Fund shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the ACT PGA Governing Board or any other person for the ACT PGA Governing Board except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.
47. In the event of the fund being wound up, any surplus assets remaining after the payment of liabilities of the Fund shall be transferred to another organisation or Fund with similar purposes to which income tax deductible gifts can be made.
48. The Australian Taxation Office must be notified of any alterations made to the public fund requirements contained in the Rules of the Association.

Appendix A

Proxy Voting Form

I _____ (insert full name)

being a Member of the ACT Playgroups Association Incorporated, hereby appoint

_____ (insert full name)

as my proxy to vote for me on my behalf at _____ (insert meeting title)

meeting, as the case may be, of the ACT Playgroups Association Incorporated to be held on

_____ (insert meeting date and time) and any adjournment thereof.

_____ //

Signature Date

