

PLAYGROUP TASMANIA INC

CONSTITUTION – November 2015

1. NAME

1.1 The name of the Association is **Playgroup Tasmania Incorporated**

1.2 The office of the Association is at 35 Holbrook Street, Invermay.

2. DEFINITIONS

Community Playgroups are local groups that bring together preschool aged children (0-5 years), their parents and carers in a relaxed and safe environment for the purpose of play and social activities. Community Playgroups are regular, informal gatherings that provide opportunities for children's social, emotional, physical and intellectual development while providing opportunities for parents and care givers to establish social and support networks to encourage and assist them in their valuable parenting role. In Community Playgroups the responsibility is shared and the group is self managed.

Supported Playgroups aim to engage families with preschool age children (0-5 years) who are experiencing vulnerability and disadvantage, and who often have complex needs. Supported Playgroups are facilitated by a paid worker. Supported playgroups can be either of the continuing model or of the transitional model. This latter seeks to transition participants into a Community Playgroup or education within a specified time. Supported Playgroups are run under Australian and State Government initiatives and receive funding through the National Provider – Playgroup Australia. Supported Playgroups build partnerships with local early years services and community organisations to ensure integrated support is available to families.

3. OBJECTIVES

The Aims of Playgroup Tasmania Incorporated are to:

- 3.1 Recognise parents as the first and primary educators of their children
- 3.2 foster the development and the ongoing support of playgroups throughout Tasmania
- 3.3 provide assistance, support and training to members
- 3.4 provide opportunities for members and playgroups to exchange ideas and information related to playgroups and the playgroup movement in Tasmania
- 3.5 work with other relevant organisations, agencies and government departments to advocate regarding the health, welfare and education of young children
- 3.6 develop and promote public awareness of the playgroup movement in Tasmania
- 3.7 Undertake any and all lawful obligations, incidental or conducive to the attainment of the basic objects of the Association of any of the objectives and purposes specified in this Constitution.

4. MEMBERSHIP

4.1 Membership of the Association is determined in the relevant category by payment of the annual fee.

4.2 Membership is available in the following categories:

(a) Full Membership –

being a person (or persons) who is interested in promoting and/or maintaining the aims and interests of the Association, and who may be interested individuals or parents or carers of children, and who have paid all due fees as fixed Association reviewed annually and determined by the Association Board members at each AGM. Full members are entitled to one vote per member.

(b) Affiliated Playgroup -

being a playgroup which has completed a membership application, paid the due affiliation fee as reviewed and determined by the Association Board members at each AGM. Holders of an Affiliation membership do not have voting rights.

(c) Associate Member –

being a group or organisation interested in promoting and/or maintaining the objectives and interests of the Association, and who have paid all subscriptions or fees reviewed and determined by the Association Board members at each AGM.

Associate members are to be non-voting.

(d) Honorary Life Member –

being such person who is elected as Honorary Life Member at an Annual General Meeting or Special General Meeting on the recommendation of the Board in accordance with criteria and benefits as established by the Board. Honorary Life Members shall entitled to one vote, as per full members.

(e) Any other category which the Board determines.

4.3 An application for Full Membership, Affiliated Playgroups and Associate Membership of the Association is to be –

- a) made in writing on the application form of the Association, and
- b) accompanied by the prescribed fee, and
- c) lodged with the Association.

4.4 On an Application being accepted by the Association, the Association –

- a) is to notify the nominee that she or he has been approved for membership of the Association, and
- b) upon receipt of the sum payable as the year's subscription, is to enter the nominee's name in a register of members.

4.5 A person or organisation –

- a) becomes a member of the Association on payment of the prescribed fee and receipt by the Association of the application form, and
- b) ceases to be a member of the Association when his or her name, or the organisation's name, is removed from the register of members.

4.6 Any right, privilege or obligation of a person or an organisation as a member of the Association –

- a) is not capable of being transferred or transmitted to another person or organisation, and
- b) terminates on the cessation of the membership.

4.7 Members are to pay the prescribed fee, which will be due and payable at a date to be determined by the Association. The prescribed fee is to be determined at the Annual General Meeting each year.

4.8 A register of members is to be kept by the Association showing, at a minimum, the name, address and date of commencement of membership.

5. MEMBER'S LIABILITY

5.1 The members of the Association and former members are to have no liability to contribute toward payment of debts and liability of the Association or the cost, charges and expenses of the winding up of the Association.

6. INCOME AND PROPERTY

6.1 The income and property of the Association, however derived, is to be applied solely towards the promotion of the objects, purposes and powers of the Association and no portion thereof is to be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any board or individual member of the Association.

6.2 Nothing in the foregoing provisions of this clause is to prevent any payment in good faith to any person in return for services, gratuity or reimbursement, actually rendered or to any person in accordance of the objectives of the Association and without undue preference.

7. BOARD OF MANAGEMENT

7.1 The affairs of the Association are to be managed by a Board constituted as provided under Clause 7.3.

7.2 The Board:

a) is to control and manage the business and affairs of the Association; and

b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the; and

c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

7.3 To be eligible to be a member of the Board, a candidate must be a financial member of the, having paid the special fee of \$2, or an amount to be resolved by the Association Board members at each AGM.

7.4 Employees of Playgroup Tasmania are not eligible to be a Board member until two years have elapsed since employment ceased.

7.5. The structure of the board shall be:

Voting members of the Board:

Chairman

Vice Chairman

Secretary

Treasurer

Five elected members

Non-voting member of the Board:

Executive Office of the Association

7.6 The Board will meet as often as necessary to conduct the business of the Association and not less than six (6) times annually.

7.7 Written notice of each Board meeting is to be served on each member of the Board by delivering it at a reasonable time before the meeting, by post or any electronic means agreed by the Board.

7.8 The quorum for the Board shall be four (4) members.

7.9 The Chairman, or in his or her absence, the Vice Chairman, is to act as chairman at each General Meeting and Board Meeting of the Association. If the Chairman and the Vice Chairman are absent, members present shall elect one of their number to act as Chairman.

7.10 Questions arising at any meeting of the Association are to be decided by the majority of votes of those present. In case of any equality of votes, the motion shall be deemed to have been lost so that the status quo remains.

7.11 Subcommittees –

The Board may –

- (a) appoint a sub-committee or sub-committees; and
- (b) prescribe the powers and functions of the sub-committee(s).

7.12 The Board may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Association. The Board shall determine if any co-opted person shall have voting rights on the sub-committee.

7.13 A quorum at a meeting of the sub-committee is 3 appointed members, or one third, whichever is the lesser.

7.14 The Board shall nominate the Chairman of a sub-committee, or may delegate the determination of the position of Chairman to the sub-committee.

7.15 Written notice of each sub-committee is to be served on each member of the sub-committee by delivering it at a reasonable time before the meeting, by post or any electronic means agreed by the sub-committee and the Board.

8. ELECTION OF BOARD MEMBERS

8.1 The normal term of membership of the Board will be two years from Board member's election at the Annual General Meeting. Board members are limited to not more than five consecutive terms, including not more than two terms as Chairman and not more than two terms as Vice Chairman.

8.2 The Chairman is to be elected at the Annual General Meeting of the Association.

8.3 The Vice Chairman and other officers shall be elected by the Board at the first meeting after the Annual General Meeting where the Board are appointed.

8.4 The Board shall have power to fill any casual vacancy on the Board until the next Annual General Meeting.

8.5 Vacation of Office: The office of a member of the Board shall become vacant:

- (a) upon death
- (b) if incapacitated through illness or injury where such illness or injury prevents the member from fulfilling the requirements of a Board member
- (c) on resignation by notice in writing to the Association
- (d) if absent without leave from three consecutive Board meetings
- (e) on cessation as a member of the Association
- (f) upon a resolution being passed by a three quarter majority of members present at a properly constituted meeting of the Association specially called for the purpose to remove the member from office
- (g) if the member holds any office of profit under the Association
- (h) if the member breaches the Board's Code of Conduct

9. GENERAL MEETINGS

9.1 The Board may from time to time call General Meetings.

9.2 The Annual General Meeting of the Association shall be held within five months of the end of each financial year.

9.3 The Board may, whenever it thinks fit, convene a Special General Meeting. The Board must convene a Special General Meeting within 28 days of receiving a written request to do so from at least 5% of the members, stating the purpose for which the meeting is required.

9.4 Fourteen days at least before the Annual General Meeting a notice of meeting and its purpose shall be placed on the PTAs website and social media pages. In the case of a General Meeting where a special resolution is to be proposed, notice of the meeting shall be given to members at least fourteen days before the meeting.

9.5 In the case of the Annual General Meeting the following business shall be transacted:

- a) confirmation of the minutes of the last Annual General Meeting and any Special General Meetings held since the last Annual General Meeting
- b) receipt of the Board's Report upon the activities of the Association in the last financial year
- c) election of a Chairman, and other members of the Board.
- d) receipt of the balance sheet and statement of account for the preceding financial year
- e) appointment of an Auditor
- f) determination of the prescribed membership fees

9.6 Items for discussion at General Meetings must be submitted in writing to the Chairman, and provided that such submissions are received no later than fourteen days prior to the next General Meeting, the Board shall place such items on the agenda at the next General Meeting. No business shall be conducted unless on the agenda.

9.7 Copies of the report, balance sheet and statement of accounts are to

be made available to any member upon request in the seven days preceding the Annual General Meeting.

9.8 The quorum for all General Meetings of the Association is to be as follows:

- a) At the time of commencement of the meeting, there are to be present at least five financial members
- b) Notwithstanding the above, the quorum in relation to any resolution which relates to the change, alteration or variation of the constitution (not the by-laws), or the expulsion of any member of the Association shall be 75% of all members present at the meeting

9.9 (a) Election of Chairman and Board Members will be by secret ballot

(b) Voting at general meetings is to be by a show of hands unless a secret ballot is resolved by a majority of members present. Decisions other than matters that must be decided by special resolution, are to be made by a simple majority vote.

9.10 Passing a special resolution requires a three quarter majority of members present.

9.11 Voting at General Meetings (including the election of Chairman and Board Members) is to be by eligible members present at the meeting.

9.12 Nominations for election to the Board are to be made in writing in the form prescribed by the board and signed by two proposers who are voting members, other than the person being nominated, and with the signed consent of the person being nominated. Nominations will close fourteen days prior to the Annual General Meeting.

9.13 In the event that the number of nominations is less than the number of positions to be elected, the Public Officer is to declare elected those members who have nominated.

9.14 The Association will require minutes to be made:

- a) of all appointments of all members of the Board
- b) of the names of members present at all meetings of the Association and of the Board
- c) of all proceedings at all meetings of the Association and of the Board

Such minutes are to be signed by the Chairman of the next succeeding meeting.

9.15 Records of the business of the Association including the rules, register of members, minutes of all General and Board meetings, and a file of correspondence are to be kept at the office of Playgroup Tasmania.

10. FINANCES

10.1 The auditor (or auditors):

(a) is to be appointed at the Annual General Meeting. They are to examine financial records and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at intervals of no more than twelve months

(b) is not to be a member or closely related to a member of the Association

A vacancy occurring in the office of auditors during the year shall be filled by the Board.

10.2 The funds of the Association are to be derived from the fees of members, donations, grants and such other sources approved by the Association.

10.3 All monies received by the Association are to be deposited, at the earliest possible date to the credit of the Association's bank account(s).

10.4 All payments made by the Association, paid by whatever mechanism, are to be authorised by two persons in accordance with Board delegations.

10.5 The Association is to ensure that correct books and accounts are kept showing the financial affairs of the Association. The records are to be available for inspection by any member and are to be held at the office of Playgroup Tasmania.

11. PUBLIC OFFICER

11.1 The Public Officer may be a Board member, the Executive Officer, or any other person regarded as suitable for the position by the Association.

11.2 The Association may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of Tasmania.

11.3 The Public Officer is to be deemed to have vacated their position in the following circumstances:

- a) death
- b) resignation
- c) removal by the Association at a General Meeting
- d) bankruptcy or financial insolvency
- e) if incapacitated through illness or injury where such illness or injury prevent the Public Officer from fulfilling the requirements of the position
- f) breach of the Code of Conduct
- g) residency outside Tasmania.

11.4 When a vacancy occurs in the position of Public Officer the Association shall within 14 days notify the Office of Consumer Affairs & Fair Trading – Business Affairs Branch (or equivalent) and appoint a new Public Officer.

11.5 The Public Officer is required to notify the Office of Consumer Affairs & Fair Trading - Business Affairs Branch in the following circumstances:

- a) on appointment
- b) a change of residential address
- c) a change in the Association's objects or rules
- d) a change in the Association's name
- e) change in the membership of the Board.

12. SPECIAL RESOLUTIONS

12.1 A special resolution must be passed by a General Meeting of the Association to effect the following changes:

- (a) a change of the Association's name
- (b) a change of the Association's rules
- (c) a change of the Association's objects
- (d) closure of the Association by:
 - an amalgamation with another incorporated Association
 - voluntary wind up of the Association and distribution of its property, or
 - voluntary cancellation of Association at the Association's request
- (e) to apply for registration as a company or a co-operative

12.2 A special resolution is to be passed in the following manner:

- a) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution
- b) the notice must give details of the proposed special resolution and give at least fourteen days notice of the meeting

- c) a quorum must be present at the meeting
- d) at least a three quarter majority must vote in favour of the resolution
- e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) for permission to pass the resolution in some other way.

12.3 The Office of Consumer Affairs & Fair Trading - Business Affairs Branch (or equivalent) shall be notified in the following circumstances (See also 11.5):

- (a) a change of the Association's objects or rules (within one month)
- (b) a change in the Association's name (within one month)

13. MISCELLANEOUS

13.1 The Association may make, repeal and amend Association by-laws as they shall deem expedient for the management and well-being of the Association. All bylaws made by the Association under this rule, are to remain lawful and operative until repealed, amended or rescinded by the Association.

13.2 The Association is to effect and maintain insurance as is required under the relevant Act together with any other insurance which may be required by law or regarded as necessary by the Association.

13.3 The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with the Tasmanian Association Act 1964.

13.4 On the winding up of the Association, any unexpended grant monies received from any statutory bodies are to be refunded to those bodies in full. All remaining property and assets are to be paid or transferred to a public benevolent institution and/or a charitable fund selected by the Association.

13.5 The Association is a non-profit organisation. All monies, in particular all grants, subsidies, donations and subscriptions shall be applied to the promotion of the Objectives of the Association, and there shall be no distribution of any part thereof to members, other than for meeting an urgent need approved as deserving by a majority Association vote.

13.6 Service of documents on the Association is affected by serving them on the Executive Officer or by serving them personally on two members of the Board.