

CONSTITUTION

(Amendments ratified at Special General Meeting 19 December 2016)

1. Name The name of the organisation shall be Periwinkle Preschool – a Rudolf Steiner Early Childhood Centre (hereafter referred to as the ‘Centre’).

2. Objectives

- a. To operate and manage a community-based non-profit pre-school Centre. To provide a programme of experiences which will promote the total development and well-being of the young child.
- b. At all times to work out of, and foster, the education philosophy and principles of spiritual Science as indicated by the late Dr. Rudolf Steiner, in their application to the education of children and the training of teachers.
- c. To undertake additional fund raising activities for the purpose of providing funds for the enhancement of the Centre’s programs.
- d. To encourage parent and community involvement as an essential part of the operation of the pre-school Centre so that through frequent and active participation both family and community will work together to achieve the basic aims of the Centre.
- e. To provide opportunities and support (financially and otherwise) for on-going teacher- training, student visitors, parent workshops or courses and special family and community activities.

3. Membership

- a. To consist of parents of all children currently enrolled or attending the Centre together with such others members of the community as the Association may from time to time elect.
- b. A register of members shall be kept showing in respect of each member his name, address, telephone number and

the date of commencement of membership.

- c. A nominal annual subscription fee of \$2 for parents and elected community representatives.

4. Management

The Management of the organisation shall be vested in a Management Committee consisting of the office-bearers, 3 other members and the Director, ex-officio. No member of the Management Committee shall be appointed to any salaried office of the organisation or any office of the organisation paid by fees and no remuneration or other benefit in money or moneys worth shall be given by the organisation to any member of the Management committee except repayment of out-of-pocket expenses, interest at a rate not exceeding interests at the rate for the time being charged by Bankers in Sydney for money lent to the organisation and reasonable and proper rent for premises let to the organisation.

5. Office-Bearers

The Office-bearers shall consist of a President, Secretary and Treasurer. The office-bearers and other members of the Management committee shall be elected annually at the Annual General Meeting. Any casual vacancy occurring among the office-bearers may be filled by the Management Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced. The appointment of such a person shall be ratified at the next General Meeting.

6. Proceedings of the Management Committee

- a. The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings, as it thinks fit. The President may at any time and the Secretary on the requisition of any two members of the committee summon a meeting of the Committee.
- b. If questions arising at any meeting of the Committee are not first resolved by consensus then they shall be decided by a majority of votes of those present and a determination by a

majority of the members of the committee present shall for all purposes be a determination of the committee. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

- c. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum, the continuing member or members may act for the purposes of increasing the number of members of the committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the organisation, but for no other purpose.
- d. Management committee be required to report back to General Meetings of parents at least once a term in addition to A.G.M.

7. Sub-committees

The Association may set up sub-committees to carry out specific functions on its behalf and such sub-committees shall report their operations to meetings of the organisation.

8. Vacation of Office

The office of a member of the Management committee or of a Trustee shall become vacant:

- a. Upon his/her decease.
- b. If he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally.
- c. If he/she becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- d. If he/she resigns his office by notice in writing to the organisation.
- e. If he/she is absent for more than six months without leave of the committee held during that period.

- f. If he/she ceases to be a member of the organisation.
- g. Upon a resolution being passed by a two-thirds majority of members present at a properly constituted general meeting specially called for the purpose; to remove him/her from office.
- h. If he/she holds any office of profit under the organisation.
- i. If he/she is directly or indirectly interested in any contract or proposed contract with the organisation.

9. Financial Year

This financial year shall conclude on 31stDecember.

10. Annual General Meeting

The Annual General Meeting of members shall be held during the month of March in each year, when the Annual Report and audited financial statement shall be presented.

11. Special General Meeting

Any two members of the Management committee may at any time convene a Special General Meeting of the organisation. Special General Meetings shall also be convened by the Secretary upon the written request of not less than five per centum in number of the members of the organisation and shall be held within a period of one month from the date of receipt of the request.

12. Quorum

At meetings of members a quorum shall consist of 5 members and at a Management Committee Meeting shall consist of 3 members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to be a quorum, provided, the number of such members is not less than three.

13. Proceedings at General Meetings

- a. The President shall preside as Chairperson at every general meeting of the organisation, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting, a simple majority sufficing.
- b. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
- c. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or by at least three members present. Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the organisation shall each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- d. If a poll is fully demanded it shall be taken in such manner

and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

- e. Each member present and voting at a general meeting of the organisation shall have one vote.

14 Notice of Meetings

The Secretary shall give at least seven days notice in writing of all general meetings to the members of the organisation specifying the place the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

15. Funds

- a. All moneys received by the organisation shall be deposited intact at the earliest possible date to the credit of the organisation's Bank Account. Receipts for the moneys received shall also be issued promptly.
- b. All discretionary payments in excess of \$1000 made by the organisation and any off budget items shall need the signatures of two members of the Executive on the cheque or if a payment by Electronic Fund Transfer (EFT), then an EFT report needs to be signed by two members of the Executive for approval before confirmation of payment.

16. Authorisation of Accounts

All accounts shall incorporated into a monthly financial report that is required to be presented to the monthly Management Committee Meeting detailing actual expenditure against budget information. Acceptance of the monthly report shall be entered in the Minute Book.

17. Audit

- a. The Auditor or Auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- b. An Auditor shall not be a member or closely related to a member of the Management Committee.
- c. Subject to Paragraph (d.) hereof notice of the intention to nominate an Auditor to replace the current Auditor shall be given to the Secretary at least (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current Auditor at least seven (7) days before the Annual General Meeting. The current Auditor shall be entitled to attend the Annual General Meeting.
- d. Where the current Auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as Auditor, paragraph (c.) hereof shall not apply.

18. Minutes

The Management Committee shall cause minutes to be made:

- a. Of all appointments of office-bearers and members of the committee;
- b. Of the names of members of the Committee present at all meetings of the organisation and of the Committee;
- c. Of all proceedings at all meetings of the organisation and of the Committee. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

19. Dissolution

- a. Replaced by clause 23 (as amended Nov 1992)
- b. Replaced by clause 23 (as amended Nov 1992)
- c. Upon dissolution, notification to be made in writing to the Department of Education and Communities (DEC).

20. Amendment of Rules

These rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose. Provided that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934, as amended, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified his approval to such amendment being made.

21. Notice

A notice may be given to any member either personally or by sending it by post to him at his address registered with the organisation or if he has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected, in the case of the notice of a meeting, on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

22. Trustees

- a. The Centre will have three trustees
- b. Trustees shall be elected at a properly constituted Annual General Meeting or Special General Meeting
- c. All property of whatever kind belonging to the organisation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the organisation shall be responsible for the same and shall deal with and dispose of all the property of the organisation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management committee provided that such directions are not in violation of the trust upon which the property is held.

23. Remuneration of Members, Dissolution and Indemnity

Remuneration of Members

1. No member shall hold office on the Management Committee of the Association if he/she is an employee of the Association. No member shall be disqualified from obtaining or continuing his or her membership of the Association if he/she has been remunerated by the Association for any out of pocket expenses made by him or her in the conduct of the business of the Association.
2. Any member of the Association who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Association shall, as soon as the relevant facts have come to his or her own knowledge, declare the nature of his or her interest to the Council.

Winding – up Clause/Dissolution Clause (amended Nov 1992)

If upon winding-up or dissolution of the Association there remains after satisfaction or all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other Association having objects similar to this Association and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the

Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1)(a) section 23 of the Income Tax Assessment Act, 1936 (as amended). Replaced by clause 23 (as amended Nov 1992).

Periwinkle's Children Centre School Building Fund Winding-up Clause/Dissolution Clause

If upon winding-up or dissolution of the Association or organisation or the School Building Fund there remains after satisfaction or all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other Association having objects similar to this Association and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1)(a) section 23 of the Income Tax Assessment Act, 1936 (as amended). Replaced by clause 23 (as amended Nov 1992). If the School Building Fund is wound up or if the organisations endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of assets relating to the School Building Fund remaining after the payment of liabilities attributable to it shall be transferred to another organisation with similar objects, which is charitable at law, to which tax deductible gifts can be made.

Indemnity

1. Every member of the Association and other officer or servant of the Association shall be indemnified by the Association against (and it shall be the duty of the members out of the funds of the association to pay) all costs, losses and expenses which any such Association member or other officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Association member or other officer or servant or in any way in discharge of his duties including travelling expenses.
2. Every Association member, agent, auditor and other officer and co-worker for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Associations Incorporation Act 1985 in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

24. Public Fund Rules

The ATO accept a fund as a public fund when the founding documents of the public fund reflect the following:

Fund Rules:

- (a) The object and purpose of the fund is that it is a public fund established and maintained solely for the purpose of providing money for the acquisition, construction or maintenance of a building used as a school and associated land as per the guidelines set out in paragraph 9 of TR 2013/2 about school building funds.
- (b) Gifts to the fund will be kept separate from any other funds. A separate bank account and clear accounting procedures are in place and will be scrutinized by an annual financial audit by an independent party. The separate bank account will be titled: Periwinkle School Building Fund;
- (c) Receipts will be issued in the name of the funds' title: Periwinkle School Building Fund;
- (d) The public will be invited to contribute to the fund;
- (e) The fund will operate on a non-profit basis. Moneys will not be distributed to members of the managing committee or trustees of the fund except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services;
- (f) The fund will be managed by members of a Committee, a majority of whom have a degree of responsibility to the general community;
- (g) For the purposes of paragraphs 24(f), persons who are considered to have a degree of responsibility to the community as a whole include: church authorities, school principals, judges, clergymen, solicitors, doctors, and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, persons who are acceptable as having a degree of responsibility to the community as a whole are known to a broad section of the community because they perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which has a professional code of ethics and rules of conduct. Other persons who are acceptable are appointees of a Chief Justice of the Supreme Court. Persons who have received formal recognition from the Government for their services to the community (for example, an Order of Australia

award) will also be considered to have the requisite degree of responsibility.

- (h) The ATO will be notified in writing, within 21 days, of any changes to the fund's constitution or other founding documents.