



Constitution of the Alexandra Childcare Centre **(1995) Incorporated**

1. NAME

1.1 The name of the Childcare Centre shall be “Alexandra Childcare Centre (1995) Incorporated.” Hereafter called the “Centre” in this Constitution.

2. REGISTERED OFFICE

2.1 The Registered Office of the Incorporated Society is: 32 Marslin Street, Alexandra.

3. PURPOSE

The purpose of the Centre is

- 3.1 To provide quality child care and education for children aged between birth and five years.
- 3.2 To foster physical, emotional, social, cultural and cognitive development and to aim to be an extension of the home and the community.
- 3.3 To provide child care for the Alexandra community and districts.

4. MEMBERSHIP

4.1 Membership of the Centre shall be automatically conferred to:

- (a) All caregivers/whanau who have enrolled their child at the Centre at any time.
- (b) All permanently employed staff of the Centre.

4.2 Any person may be elected to honorary membership of the Society at any Annual General Meeting provided that:-

- (a) Notification of the intention to nominate such person for honorary membership shall be handed to the secretary in writing fourteen (14) days before the date of the Annual General Meeting. It shall be the duty of the Secretary to notify all members of such nominations at least seven (7) days before the Annual General Meeting.
- (b) At least three-fourths of the members present at the meeting must vote in favour of the election.
- (c) An honorary member shall be entitled to attend and vote at all Annual General and Special General Meetings and shall have other privileges as may be decided on from time to time by the executive.

- 4.3 Full members in terms of Clause 4.1 shall be deemed to have resigned in writing, in the case of parents upon ceasing to use the Childcare Centre and in the case of staff members upon ceasing to be employed by the Childcare Centre.
- 4.4 The Management Committee by a simple majority vote of those present and entitled to vote shall have the power at any time to expel any member for misconduct. Provided however that prior to any meeting for such purpose the member in question shall be given fourteen (14) days written notice of the meeting and details of the complaint and shall be entitled to appear at the meeting to answer the complaint.

5. OFFICERS AND MANAGEMENT COMMITTEE

- 5.1 The Management and control of the Centre's affairs shall be in the hands of a Committee consisting of the following:-
- President
 - Secretary
 - Treasurer
 - Senior Teacher(s)
 - Not less than one (1) and not more than nine (9) General Committee Members.
- 5.2 The Officers of the Committee shall be elected annually by the members electing the people to specifically fill the positions of Secretary and Treasurer and by the members electing the balance of the Committee as simply general committee members.
- The Committee shall itself choose from those general committee members the person to fill the position of President.
- The Committee may appoint other positions as they see fit, including but not limited to, Vice President.
- 5.3 The Officers of the Committee shall carry out the duties as specified in their job descriptions.
- 5.4 The Committee may co-opt general members of the society onto the Committee throughout the year, provided the total numbers above are not exceeded.
- 5.5 If an elected member is absent from three consecutive meetings without written notice acceptable to the Management Committee, he/she is deemed to have resigned.
- 5.6 A retiring member shall be eligible for reappointment unless the member has been in office for a period of eight consecutive terms.
- 5.7 A conflict of interest exists for an officer if the officer's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the Centre.
- 5.8 When a conflict of interest exists for an officer, that officer must declare the nature of the conflict or the potential conflict; the officer must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The officer

must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.

5.9 The President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

5.10 The Secretary is responsible for ensuring:

- a. Minutes of meetings are recorded;
- b. The Register of Members is kept up to date;
- c. The Society's records, documents, and books except those required for the Treasurer's function are held safely for an appropriate length of time;
- d. Correspondence is Received and replied to as required by the Committee;
- e. The annual financial statements are forwarded to the Registrars of Incorporated Societies and Charities upon their approval by the Committee;
- f. The Registrars of Incorporated Societies and Charities are advised of any rule changes or other relevant changes.

5.11 The Treasurer is responsible for:

- a. Ensuring proper accounting records of the Society's financial transactions are kept to allow the Society's financial position to be readily ascertained;
- b. Ensuring the annual financial statements are prepared (either in-house or by an external third party) for presentation at each AGM, prepared in accordance with the Society's accounting policies;
- c. Providing a financial report at each AGM;
- d. Providing financial information to the Committee as requested by the Committee.

6. COMMITTEE MEETINGS

- 6.1 The Committee shall meet at such times and places as it may from time to time decide and a meeting shall be called upon the requisition of the President or any four other members of the Committee. Any such meeting so requisitioned shall be called within seven (7) days of the receipt of such requisition by the Secretary. Four members present or 50% of all committee members shall be a quorum, whichever is the greater.

- 6.2 The President, or in the President's absence another Officer, may exclude the staff member(s) from the discussion or vote at committee meetings dealing with staff matters such as:-
- Employment terms
 - Staff grievance issues
 - Staff performance.
- 6.3 The Committee shall have the power to fill vacancies on the Committee which may occur from time to time and the person/s appointed shall hold office until the next Annual General Meeting of the Society.

7. THE CONSTITUTION AND AMENDMENTS

- 7.1 Every new member shall be provided with a copy of the Centre's Constitution on joining the Centre. Any existing member shall be entitled to a copy on request.
- 7.2 The Constitution of the Centre may be altered, repealed or replaced by a resolution at any General Meeting passed by two-thirds majority of those present and entitled to vote. The notice calling the meeting shall have specified the proposed alteration, repeal or substitution but nothing in this rule shall prohibit the amendment at any general meeting of any proposal which has been specified in the notice calling the meeting. Notice of any motion proposing change in the Constitution shall be forwarded in writing to the Secretary not later than fourteen (14) days before the General Meeting. In the event of any question or matter arising which is not provided for in this Constitution or any amendment thereto, such question shall be determined by the Committee whose decision shall be final and remain in force until confirmed or varied at an Annual General Meeting or Special General Meeting. Any changes to this Constitution must be consistent with the legal requirements relating to charities.

8. ANNUAL AND GENERAL MEETINGS

- 8.1 The Annual General Meeting of the Centre shall be held within 120 days from the 31st December in each year on a day and a time and place to be appointed by the Committee.
- 8.2 The business of the Annual General Meeting shall be:
- i. To receive the report by the outgoing President.
 - ii. To receive the audited financial statement and balance sheet recording:-
 - ~ the Centre's income and expenditure and payments during the year.
 - ~ the assets and liabilities of the Centre at the close of the year.
 - ~ all charges and securities of any description affecting any of the property of the Centre at the end of the year.
 - iii. To elect members of the Committee for the ensuing year.
 - iv. To present a budget for the following financial year.
 - v. To consider amendments to the Charter.

- vi. The transaction of any special business of the Centre for which proper notice has been given.
- 8.3 At the Annual General Meeting the members of the Committee shall be nominated by being proposed by one member and seconded by another. In the event of more Committee members being nominated than there being vacancies to be filled, a secret ballot shall be held at the meeting in a manner decided by the Chairperson.

The persons up to the number of vacancies receiving the greatest number of votes shall be declared elected to the vacancies for which they were proposed and seconded.
- 8.4 At all meetings of the Society or the Committee each member shall have one vote. The Chairperson for the time being shall in all cases of equal voting have a casting vote as well as a deliberative vote. Voting shall be “on the voices” but if two or more members so demand, voting shall be by show of hands or by ballot.
- 8.5 Members shall have only one vote per household. Members may vote by proxy provided a written signed proxy by that member is delivered to the Secretary not less than 24 hours prior to the commencement of the meeting. Alternatively a proxy vote may be on a standard form or designated electronic means. All such proxy votes shall be counted by a designated independent scrutineer.
- 8.6 A Special General Meeting shall be held at such time and place as set by the President, or in the President’s absence another officer shall decide. Or it can be called forthwith by the Secretary on receipt of a requisition in writing signed by any seven members of the Society. Such requisition shall specify the general nature of the business to be transacted.
- 8.7 An Annual or Special General Meeting shall be convened by the Secretary by fourteen (14) days prior notice given to all members via a newsletter or notice posted at the Centre.

In the case of a Special General Meeting such notice shall specify the general nature of the business to be transacted and no other business other than that specified in the notice calling the meeting shall be taken.
- 8.8 At any Annual General or Special General Meeting eight members shall form a quorum.
- 8.9 Save where otherwise provided in this Constitution any motion submitted to a meeting shall be deemed to be carried if the majority of members present and entitled to vote, vote in favour of the motion.

9. SUBSCRIPTIONS

- 9.1 The fees/subscriptions payable by members shall be set by the Committee and can be changed with a majority vote at a Committee Meeting by those members present.

10. FINANCIAL ARRANGEMENTS

- 10.1 The financial year of the Centre shall begin on 1st January each year.

- 10.2 All investment or borrowing of funds must be authorised by the Management Committee.
- 10.3 All funds of the Centre shall be paid into an authorised Bank to the credit of the Centre. All accounts authorised by the Committee to be paid shall be drawn on those account(s) under the signature of not less than two Officers of the Committee authorised for this purpose by the Committee.
- 10.4 Assurance on the financial statements: The Committee shall have the Society's accounts for a financial year audited by a qualified auditor who is a member of the Chartered Accountants Australia and New Zealand, and who is not a Member or employee of the Society.
- 10.5 The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies.
- 10.6 The Committee is responsible to provide the Auditor with:
Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
Additional information that the Auditor may request from the Committee for the purpose of the audit

11. COMMON SEAL

- 11.1 The Common Seal of the Centre shall be kept in the Custody of the Centre's administrator and shall not be affixed to any documents except by resolution of the Committee.
- 11.2 Every instrument to which the Common Seal is affixed shall be signed by any two of the President and Secretary and one other General Committee member.

12. By-LAWS

- 12.1 The Society, in General Meeting, shall have the power to make by-laws for the conduct of the affairs of the Centre and for the regulation of its own proceedings and from time to time to alter, add to and rescind such by-laws.

13. REMUNERATION AND EXPENSES

- 13.1 Any Member is entitled to be paid all usual charges for professional, business and trade services provided to the Society by that person, or that person's employee or partner.
- 13.2 Expenses: Any Member, including any Committee Member, may be reimbursed for expenses properly incurred.
- 13.3 Proviso: No Committee Member receiving any remuneration from the Society shall take part in any deliberations or proceedings relating to the payment or otherwise of that remuneration, and that Committee Member must not in any way determine or materially influence (directly or indirectly) the nature or amount of that payment or circumstance in which it is to be paid. Such remuneration must be determined by the remaining Committee Members on the basis of the current market rate for that type of work.

14. WINDING UP

14.1 The centre may be voluntarily wound up:

- (a) If the Centre in Annual General Meeting or Special General Meeting called for the purpose, shall pass a resolution requiring the Centre to be wound up;
and
- (b) If such resolution is confirmed by a subsequent Special General Meeting convened for the purpose and held not less than thirty days after the Annual General Meeting at which such resolution was passed.

In the event of the Centre being wound up in conformity with the above Clause, the surplus funds after paying all liabilities shall be paid to a charitable society (having this status in law). This shall be determined by a two-thirds majority of the members present at the Special General Meeting referred to in paragraph b. of this clause 14. Provided always that no member can receive any funds or property of the Centre.

15. PECUNIARY GAIN

- 15.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Centre.
- 15.2 No member of the Centre or any person associated with a member shall participate in or materially influence any decision made by the Centre in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 15.3 Any payments made must be for goods or services that advance the charitable purpose (of the Centre) and must be reasonable and relative to payments that would be made between unrelated parties.
- 15.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16. INTERPRETATION

- 16.1 Any question relating to the interpretation of this Constitution shall be dealt with by the Committee whose decision shall be final.