



Department of Education  
and Children's Services



Government  
of South Australia

## **CONSTITUTION**

### **THORNDON PARK KINDERGARTEN**

APPROVED BY:

Sherry Thompson  
EXECUTIVE DIRECTOR,  
EARLY CHILDHOOD &  
STATEWIDE SERVICES

29/1/2008



# PRESCHOOL CONSTITUTION

(under *Children's Services Act, 1985*)

## 1 NAME

The name of the Centre shall be the Thorndon Park Kindergarten incorporated (hereinafter called "the Centre").

## 2 INTERPRETATION

In this constitution, unless the contrary intention appears –

**"the Act"** means the Children's Services Act, 1985;

**"Capital Assistance Fund"** means the Capital Assistance Fund under the control of the Minister;

**"the Centre"** means the Children's Services Centre specified in Clause 1 hereof and has the same meaning as set out in Section 3 of the Children's Services Act, 1985 and the Regulations made pursuant to that Act from time to time;

**"Council"** means the Governing Council which is the Management Committee for the purpose of the Children's Services Act;

**"the department"** means the Department responsible for Children's Services as established by Section 10 of the Children's Services Act;

**"Director"** means the Director of the "the Centre" preschool service who is employed by the Department responsible for Children's Services;

**"Chief Executive"** means the Chief Executive of the department in his/her role as Director of Children's Services pursuant to Section 11 of the Children's Services Act, 1985;

**"Member"** means a member of the Centre and whose name appears in the register referred to in Clause 5.2 hereof;

**"Meeting"** means an Annual General Meeting or a General Meeting or Special General Meeting of members of the Centre convened in accordance with this constitution;

**"Minister"** refers to the person to whom the administration of the Children's Services Act is committed pursuant to the Administrative Arrangements Act, 1994;

**"Parent"** means a parent or guardian of any child

(i) at present enrolled in a program provided by the Centre, or

- (ii) who was enrolled in a program provided by the Centre during the preceding year, or
- (iii) who is entitled to be enrolled in a program provided by the Centre in the following year by virtue of the fact that he or she will turn four during that year and / or his or her name appears on an enrolment waiting list kept by the Centre,

Parent of a child includes –

- (a) a person who has legal custody or guardianship of the child; and
  - (b) a person standing in loco parentis to the child,
- but does not include a parent of the child where another parent or person has legal custody or guardianship of the child to the exclusion of that parent.

‘**Person**’ where the context admits includes a body corporate.

### **3 OBJECT AND ESTABLISHMENT**

The objects and purposes of the Centre are:

- 3.1 To provide preschool education and other programs and activities to further the development, education, care and welfare of young children in the community. In provision of these services the Centre shall:
  - (a) emphasize that the paramount consideration is the interests of the children;
  - (b) reflect the multicultural and multilingual nature of the community;
  - (c) involve parents and other community members;
  - (d) evaluate and monitor the nature of these services to ensure that the highest standards are attained;
  - (e) ensure, as far as possible, that special needs of individual groups of children are addressed by the provision of services from the Centre;
  - (f) ensure that the provisions of equal opportunity as detailed in Section 7 (c) of the Act are applied to services provided by the Centre.
  - (g) To do all other such things as may be incidental to the attainment of the Objects of the Centre.
- 3.2 Upon registration pursuant to Section 42 of the Act, the Centre shall be an incorporated Children's Services Centre as defined in the Act and has the powers and functions prescribed by this constitution.
- 3.3 Upon incorporation the Centre becomes a body corporate with perpetual succession and a common seal and shall have the powers and functions hereinafter prescribed.

## **4 POWERS AND FUNCTIONS OF THE CENTRE**

4.1 For the purpose of carrying out its objectives the Centre may, subject to the Act, and other relevant State or Commonwealth legislation and any administrative instructions issued by the Minister

- (a) acquire, hold, deal with and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its money in any security in which trust monies may, by Act of Parliament, be vested (including any bank or banking group within Australia which is recognised by and subject to the control and provisions of the Reserve Bank of Australia, Government bonds or semi-government Securities) or in any other manner authorised by the rules of the Centre;
- (e) subject to Clause 10, borrow money upon such terms and conditions as the Centre sees fit;
- (f) give such security for the discharge of liabilities incurred by the Centre as the Centre thinks fit;
- (g) appoint agents to transact any business of the Centre on its behalf;
- (h) employ staff, except as teachers in addition to those staff in the Centre who are employed by the Minister, on such terms and conditions as are approved by the Chief Executive;
- (i) enter into any other contract it considers necessary or desirable in accordance with the Objects of the Centre set forth in Clause 3 hereof and in line with the policies and procedures set down by the department.

4.2 The Centre shall appoint a Governing Council to manage the Centre in accordance with this Constitution, the provisions of the Act; other relevant legislation, any rules, guidelines and policies prescribed by the Minister.

## **5 MEMBERSHIP OF THE CENTRE**

5.1 The following persons who have agreed to support the objects are eligible to be members:

- (a) parents (as defined)
  - (b) employees of the Centre and/or staff in the Centre who are employed by the Minister;
  - (c) persons who have applied in writing for membership and who are accepted as members by a majority vote of a General Meeting, and who retain membership until the next Annual General Meeting;
- 5.2 The Secretary of the Council shall keep and maintain a register of all the names and addresses of all Members.
- 5.3 The Council shall notify persons who are eligible to be members pursuant to subclause (5.1) (a) hereof of such eligibility as soon as practicable after such eligibility arises. This requirement can be delegated to the staff of the centre.
- 5.4 Membership of the Centre does not confer on members any right, title or interest in any real or personal property of the Centre.
- 5.5 Membership shall cease when a member:
- (a) dies
  - (b) resigns from membership of the Centre by giving written notice delivered to the Centre;
  - (c) ceases to be a parent, as defined
  - (d) ceases to be employed at the Centre
- 5.6 A member whose membership has ceased under 5.5 (c or d) may reapply for membership under clause 5.1 (c).
- 5.7 Each member shall be eligible to vote at annual, special and general meetings of the centre and for nomination to the Governing Council.

## **6 MEETINGS OF CENTRE**

### **6.1 Annual General Meeting**

- 6.1.1 The Annual General Meeting shall be held at least once in each calendar year and the period between each Annual General Meeting must not exceed 16 months.
- 6.1.2 Members shall each be entitled to one vote at any Annual General Meeting at which they are present.
- 6.1.3 The quorum shall be not less than ten percent of the total members.
- 6.1.4 If at any Annual General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting, it shall stand adjourned to such time and place as those members present shall determine.
- 6.1.5 The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the preceding Annual General Meeting;
- (b) to receive the Chairperson's report for the previous year; the Chairperson must report on:
  - (i) strategic and operational plans;
  - (ii) the proceedings and operations of the Council and Centre for the period since the date of the previous Annual General Meeting; and
  - (iii) the outcomes of those proceedings in relation to the functions of the Council and the operation of the Centre;
- (c) to receive the Treasurer's report including an up-to-date statement of receipts and expenditure with respect to all accounts controlled by the Council, and a copy of the Centre's audited statement of receipts and expenditure for the previous financial year which shall be prepared in accordance with the requirements of this constitution, the Minister and funding agreements in place.

Where any statement has not been audited by the time the Annual General Meeting is held, the audited statement is to be subsequently made available for inspection, at the preschool, as determined at the meeting;

- (d) to receive the Director's report;
- (e) to elect or re-elect the Council members, who must consent in writing or in person, and to announce the commencement of the term of nominated and representative members;
- (f) to conduct any other business placed on the agenda before the commencement of the meeting.

6.1.6 Written notice of the Annual General Meeting shall be displayed at the premises of the Centre and distributed to all members, and users of the Centre who do not visit the premises regularly. The Council shall give notice and call for agenda items for the Annual General Meeting not less than (14) days before the meeting.

## **6.2 General Meeting**

6.2.1 General meetings of the Centre may be held at intervals determined at the Annual General Meeting.

6.2.2 The Council shall give notice and call for agenda items for General Meetings not less than fourteen (14) days prior to the meeting and shall display written notice at the Centre and distribute it to all members, and users of the Centre who do not visit the premises regularly.

6.2.3 Members shall each be entitled to one vote at any General Meeting at which they are present.

6.2.4 A quorum at any General Meeting shall be ten percent of members.

6.2.5 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting, it shall stand adjourned to such time and place as those members present shall determine.

### **6.3 Special General Meeting**

A Special General Meeting shall be called by the Secretary within twenty-eight (28) days of receipt of a directive of the Council or a written request of three (3) Council members or six (6) Centre members specifying the business to be conducted at the meeting.

## **7 GOVERNING COUNCIL**

### **7.1 Membership**

The Council must consist of no less than 5 Councilors and no more than 12 Councilors all of whom must be members of the Centre. Membership will include:

- members of the Centre who are parents, these must be in the majority.
- the Director/s of the Centre employed by the Minister;
- one other staff member elected by the employees at the Centre;
- one representative nominated by any other program or service regularly provided by the Centre;

and may include

- up to three individuals appointed by the Governing Council from the local community who have specific skills and expertise or perspectives that will contribute to the effectiveness of the Governing Council and Centre.

All Councilors shall have one vote each.

### **7.2 Functions Of The Governing Council**

7.2.1 The Council is responsible for involving the preschool community in the governance of the Centre by:

- providing a focus and a forum for the involvement of parents and the preschool community;
- ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified.

7.2.2 The Council is responsible for setting the broad direction and vision of the preschool and strategic planning for the preschool including: developing, monitoring and reviewing the objectives and targets of the strategic plan; and

- (i) considering, approving and monitoring human resource and asset management plans.
- (ii) determining the application of the total financial resources available to the preschool including the regular review of the budget
- (iii) monitoring and review of the Site Learning Plan
- (iv) report to the preschool community and the Minister on:
  - (a) the strategic plan;
  - (b) the finances of the preschool and;
  - (c) operational plans and the Council's operations

7.2.3 The Council is responsible for determining policies for the preschool including policies for the safety, welfare and behaviour management of children.

7.2.4 The Council may appoint such officers and employees as are required to carry out the objects of the Centre,

7.2.5 The Council may establish such sub committees as from time to time are required to further the objectives of the Centre. Where subcommittees are established the Council must detail the terms of reference

7.2.6 The Council may perform such functions as necessary to further and attain the Objects of the Centre.

7.2.7 The Council may raise money for preschool related purposes.

7.2.8 The Council may do all those acts and things incidental to the exercise of these functions.

### **7.3 Functions Of The Preschool Director On The Governing Council**

The functions of the Director in Council are undertaken in the context of the Director's joint responsibility with the Council for the governance of the preschool.

- 7.3.1 The Director is answerable to the Chief Executive for providing educational leadership in the preschool and for other general responsibilities prescribed in the Act and Regulations.

### 7.3.2 The Director must also:

- a. implement the Site Learning Plan, the strategic plan and preschool policies;
- b. provide accurate and timely reports, information and advice relevant to the Council's functions;
- c. report on learning and care outcomes;
- d. supervise and promote the development of staff employed by the Council;
- e. be responsible for the financial, physical and human resource management of the preschool;
- f. be an *ex-officio* member of Council with full voting rights;
- g. be the returning officer for the election, nomination and appointment of councilors if called upon to do so;
- h. contribute to the formulation of the agenda of Council meetings.

## 7.4 Election Of Council Members

- 7.4.1 The Secretary shall call for nominations for membership of the Council pursuant to sub clause 6.1, not less than fourteen (14) days prior to the Annual General Meeting, by notice displayed on the premises occupied by the Centre.
- 7.4.2 If at any election there are fewer nominations than vacancies to be filled, additional nominations shall be called for and accepted at the meeting at which the election is to take place.
- 7.4.3 In the event of there being a greater number of nominations than required for a particular office, a ballot for election shall be conducted.
- 7.4.4 All Council members shall be elected by a majority vote of all those Centre members present and voting.
- 7.4.5 The new Council comes into operation at the declaration of the election.

## 7.5 Term Of Office

- 7.5.1 Elected and appointed members will hold office for a term not exceeding two years

- 7.5.2 Nominated staff members will hold office for a term not exceeding one year subject to being a member of the staff of the preschool.
- 7.5.3 Upon expiry of the term of office, each Council member will remain incumbent until the position is declared vacant at the Annual General meeting.
- 7.5.4 All Council members are eligible for subsequent re-election or appointment, unless they cease to be a member of the Centre or are not re-nominated as a representative of an eligible group.
- 7.5.5 The Council may appoint a person to temporarily fill a casual vacancy in its membership until a councilor can be elected, nominated or appointed in accordance with this constitution.

## **7.6 Vacancies and Removal of a Councilor**

- 7.6.1 A Councilor shall cease to hold such office upon:
  - (a) death
  - (b) completes their term of office and is not reelected, re-nominated or re-appointed or
  - (c) resignation in writing; or
  - (d) removal under Section 7.6.2 as a Councilor of the Centre
  - (e) absence for three consecutive Council meetings without leave of absence. Acceptance of an apology at the Council meeting will be deemed a grant of such leave.
- 7.6.2 The Council may resolve to expel a Councilor upon a charge of conduct detrimental to the interests of the Centre, subject to giving a Councilor an opportunity to be heard or to make a written submission,
- 7.6.3 If there is a motion to expel a Councilor, the Council must provide to the Councilor concerned in writing particulars of the charge at least 14 days prior to a Council meeting.
- 7.6.4 Expulsion may only occur where the resolution is carried by a not less than two-thirds majority vote at a Council meeting.
- 7.6.5 Voting on expulsion shall be by secret ballot.

- 7.6.6 Notice of any expulsion shall be given in writing to the last known address of the Councilor and shall be deemed to have been received on the day following the posting of such notice.
- 7.6.7 A Councilor may be expelled for such period as the Council may decide.
- 7.6.8 Any Councilor expelled may require the expulsion to be reconsidered at a Special General Meeting called for that purpose. The Councilor's member's notification must be received no more than two weeks after receiving the written notification.
- 7.6.9 To rescind the expulsion an affirmative vote of at least two thirds of the members present at the Special General Meeting, convened for the purposes of reconsidering the proposed expulsion, must be recorded.
- 7.6.10 A Councilor may be removed from the Council, but not from membership of the Centre
- 7.6.11 The Director of the Centre may not cease to be a member of the Council without the prior written approval of the Chief Executive.

## **7.7 Office Holders**

The office holders of the Council are the Chairperson, deputy Chairperson (if required), Secretary and Treasurer who must be elected by the Council from amongst its councilors within one month of the Annual General Meeting.

The Council may appoint an Executive Committee comprising the office holders and the Director to:

- (i) meet to carry out business delegated or referred by the Council and
- (ii) report to subsequent Council meetings.

### **7.7.1 Chairperson**

The Chairperson must

- (i) call and preside at the meetings of the Council and the Executive Committee. - If the Chairperson and deputy Chairperson of the Council are absent or unable to preside at a meeting, a councilor elected by the Council must preside;
- (ii) in consultation with the Director and Secretary, prepare the agenda for all Council and general meetings;
- (iii) include on the agenda any item requested by the Director;
- (iv) facilitate full and balanced participation in meetings by all councilors and decide on the manner in which meetings are conducted and matters of order;
- (v) report at the Annual General Meeting on the proceedings and operations of the Council for the period since the date of the previous Annual General Meeting

- (vi) not be a member of the staff of the preschool or a person employed in an administrative unit for which the Minister is responsible.
- and
- (vii) shall act as spokesperson on behalf of the Council unless an alternative spokesperson has been appointed by the Council. The spokesperson may only comment on Council matters
- (viii) shall at any meeting have a deliberative vote and shall not have a casting vote if votes are equal.

### **7.7.2 Secretary**

The Secretary must:

- (i) ensure that notices of meetings are given in accordance with the provisions of this constitution.
- (ii) ensure prior to each meeting that a copy of the meeting agenda is forwarded to each councilor.
- (iii) ensure that the minutes of meetings are recorded and forwarded to each councilor prior to the next meeting.
- (iv) conduct the official correspondence of the Council.
- (v) be responsible for ensuring the maintenance and safekeeping of:
  - the constitution and the code of practice of the Council;
  - official records of the business of the Council and a register of minutes of meetings;
  - copies of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Council;
  - register of members and councilors;
  - contracts or agreements entered into by the Council; and
  - copies of policies of the Centre.
  - the Common Seal and for recording every use of the Common Seal

### **7.7.3 Treasurer**

The Treasurer must:

- (i) ensure that monies received are paid into a Centre account authorised by the Council as soon as is practical
- (ii) ensure that payment of Centres accounts shall be made in cash or by cheque signed by two (2) authorised signatories, of whom there shall be no more than five (5) appointed by the Council.
- (iii) ensure that major or unusual expenditures are authorised in advance by the Council or a General Meeting.
- (iv) not be a member of the staff of the preschool.
- (v) ensure records are kept of all receipts and payments and other financial transactions. These records must be made available for inspection by the Centre's appointed auditor, any member or the Chief Executive when required.

- (vi) ensure that the Centre's financial budgets and statements are prepared;
- (vii) ensure that a report of those finances is submitted to each Council meeting;
- (viii) ensure the Centre's audited accounts are presented to the Annual General Meeting.
- (ix) must be the Chairperson and preside at the meetings of Finance Advisory Committee of the Council (if the Centre has one)

#### **7.7.4 Removal of an Office Holder**

The position of any office holder absent for three consecutive executive committee meetings without leave of absence automatically becomes vacant. Acceptance of an apology will be deemed a grant of such leave.

An office holder of the Council may be removed from office, but not from membership of the Council, by special resolution of the Council, provided that:

- (i) at least 14 days written notice is given to all councilors and to the office holder concerned, of any proposed resolution, giving reasons for the proposed removal;
- (ii) the office holder is given the right to be heard at the Council meeting;
- (iii) voting on the special resolution is by secret ballot.

### **7.8 Proceedings Of The Council**

#### **7.8.1 Council Meetings**

The Council will meet as often as may be required to conduct the business of the Centre but not less than 8 times each calendar year at intervals not exceeding ninety (90) days. Notice of meetings shall be provided at the previous Council meeting or by at least seven (7) days' written notice distributed to all Council members or in an emergency by such other notice as shall be ratified by the Council. Notice of meetings must be posted in a prominent place on a notice board at the premises of the Centre

Where there are one or more vacancies in the membership of the Council, the Council is not prevented from acting except in respect of the requirement as to quorum.

The Council may from time to time determine procedures to facilitate and expedite its business.

All acts done or performed by the Council or sub-committee or officer or employee of the Centre, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment, be as valid as if the Council, sub-committee, officer or employee has been duly appointed and was properly qualified.

**At Council Meetings:**

- (i) a quorum will be the majority of the filled positions. If at the expiration of thirty (30) minutes after the appointed time for the meeting there is not a quorum present, the meeting will stand adjourned to such time and place as those members present shall determine.
- (ii) resolutions shall be passed by a majority of the Council members present and voting
- (iii) the Chairperson will have a deliberative vote only. In the event a tied vote, the Chairperson does not have a second or casting vote and the motion must be taken to be defeated.
- (iv) any member of the Centre may attend any Council meeting as an observer without voting rights, however the Council shall have the right to determine that a particular meeting or part thereof be closed to observers in order to deal with confidential business of the Centre.

### **7.8.2 Extraordinary Council Meetings**

The Chairperson or two (2) other members of the Council shall have power to call a meeting of the Council.

Notice of the meeting must be given notice to all councilors within a reasonable time to ensure as many councilors as possible are available to attend, setting out the time, date, place and object of the meeting.

The business of any extraordinary meeting must be confined to the object for which it is convened.

### **7.8.3 Conflict of interest**

Council members who are also employed at the Centre shall not take part in decisions relating to their employment and at the request of a majority of the Council shall absent themselves from any relevant deliberations.

A Councilor who has a direct or indirect pecuniary interest in a contract or proposed contract with the Centre must:

- (i) disclose the nature of the interest to the Council as soon as the Councilor becomes aware of the interest; and
- (ii) not take part in deliberations or decisions of the Council with respect to that contract.

A disclosure of such interest must be recorded in the minutes of the Council

If a Councilor discloses an interest in a contract or proposed contract:

- (i) the contract is not liable to be avoided by the Council on any ground arising from the fiduciary relationship between the councilor and the Centre; and
- (ii) the member is not liable to account for the profits derived from the contract.

## **7.9 Sub Committees**

**7.9.1** The Council may appoint sub-committees comprised of councilors and non- councilors for specific purposes who shall meet as directed by the Council, and who shall report to the Council as required by Council.

**7.9.2** The Council must specify terms of reference for its sub-committees.

## **8. VOTING**

**8.1** Members of the Centre and appointed Councilors only will be eligible to vote at any meeting of the Centre

**8.2** Persons with special interests or knowledge relevant to the Centre may be invited to attend any meeting and to speak at the discretion of the Chairperson, but such persons may not vote.

**8.3** Voting at all meetings shall be by a show of hands except when the majority of the meeting supports a secret ballot and in the case of:

- a contested election at an Annual General Meeting
- a motion to remove a Council member or office holder

## **9. MINUTES**

**9.1** Proper minutes of all Meetings of the Centre and the Governing Council must be entered into books kept for that purpose.

**9.2** The minutes kept pursuant to this rule shall be confirmed by members at the subsequent meeting, and signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the subsequent meeting.

**9.3** The books containing the minutes of any meetings must be made available for inspection by any member.

**9.4** The Governing Council shall cause to be forwarded to the Chief Executive, a copy of such minutes as may be required.

## **10. FINANCES AND ACCOUNTS**

**10.1** Revenue additional to grants from the Minister shall be derived from contributions by parents of children attending the Centre, donations from others, fundraising and any other arrangements as approved by the Minister.

The Centre may set the level of parent contribution, as determined by the Council, in relation to the programs at the Centre.

- 10.2** No child shall be excluded from the departmental funded preschool program operated at the centre, because of the inability of his or her parent or guardian to contribute financially.
- 10.3** The Centre shall not incur liabilities or borrow moneys other than from the Capital Assistance Fund or approved departmental scheme except where prior written approval has been obtained from the Chief Executive and on such terms and conditions as the Chief Executive sees fit.
- 10.4** The income, property and funds of the Centre shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Centre and without undue preference.
- 10.5** The Council must ensure that proper accounts are kept of the Centre's financial affairs, and in controlling any account must ensure proper books and accounts are kept of all funds paid to that account, together with details of any dealing involving those funds
- 10.6** All accounts must be operated on the basis of the designated financial year which shall be a calendar year ending on the 31<sup>st</sup> December.
- 10.7** The accounts must be kept in accordance with provisions of the Act, Regulations, administrative instructions and this constitution.
- 10.8** The Council must arrange for any accounts under its control to be audited at least once in every year, as soon as possible after the end of the financial year, or at such other time as determined by administrative instruction, by an auditor to be determined from time to time by the Director of Prudential Management and Internal Audit of the department.
- 10.9** The Council may arrange for accounts to be audited at such other intervals as the Council determines, by a person appointed by the Council.
- 10.10** The Council must make available for inspection at any time by the Chief Executive or the Auditor-General, any accounts under its control, including all relevant records and papers connected with an account.
- 10.11** The audit of any accounts under the control of the Council must be in accordance with the provisions of the Act, Regulations, administrative instructions and this constitution.

## **11. REPORTING**

- 11.1** The Council must report to the Centre members at least once a year, at the Annual General Meeting.

- 11.2 The Council must report to the Minister at least once a year, in accordance with administrative instructions.

## **12. SEAL**

- 12.1 The Council, through the Secretary, shall provide for the safe custody of the Common Seal of the Centre.
- 12.2 The Seal shall not be affixed other than pursuant to a resolution of the Council. The Seal shall be affixed in the presence of at least two members of the Council of whom one shall be an office bearer.

## **13. RECORDS AND ACCESS**

- 13.1 Staff of the department and any other person authorised by the Chief Executive shall be given access to the records, environs and property of the Centre when requested.
- 13.2 The Council shall provide such information concerning the operations of the Centre as may be required from time to time by the Chief Executive or his/her nominee.

## **14. AMENDMENT OF CONSTITUTION AND RULES**

- 14.1 This constitution may be amended subject to approval in writing by the Chief Executive and resolution of two-thirds of members present and voting at a meeting of the centre, which not less than fourteen (14) days' written notice, including notice of the proposed amendment has been distributed to all members.
- 14.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Council Meeting subject to subsequent disallowance at a General Meeting, provided that not less than fourteen (14) days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

## **15. DISSOLUTION**

- 15.1 The Centre shall not be dissolved except by:
- (a) approval of not less than two-thirds members present and voting at a Special General meeting called for that purpose, for which not less than one (1) month's written notice, including notice of the proposed dissolution, has been given to all members; or
  - (b) the Chief Executive who may, by one (1) month's written notice, direct that the Centre be dissolved in the following circumstances;

- (i) the Minister has withdrawn funding for the Centre;
- (ii) the Council has acted beyond the powers conferred by this Constitution
- (iii) the Centre has failed to comply with a notice to amend this Constitution pursuant to a direction of the Chief Executive in accordance with Section 43 of the Act;
- (iv) any other proper reason exists.

**15.2** On dissolution all property, rights and liabilities vested in or attached to the Centre shall vest in the Minister.

**15.3** The Council shall provide recommendations to the Minister concerning the transfer and/or dispersal of all or part of the assets to another children's services centre or other entity having similar objectives to those of the Centre.

## **16. LIABILITY**

**16.1** No member of the Centre shall be liable for the debts and liabilities of the Centre. Membership of the Centre does not confer on members any right title or interest in any real or personal property of the Centre.

**16.2** Persons who by authority accept or incur any pecuniary liability on behalf of the Centre shall be held indemnified against any personal loss in respect of such liability.

**16.3** Members of the Governing Council, Public Officers and subcommittees appointed pursuant to section 7 shall be indemnified against any civil liability which attaches for a bona fide act or omission in the exercise or purported exercise of their powers or functions under this constitution.

## **17. CODE OF PRACTICE**

Members of the Council must comply with the code of practice developed by the Centre.

## **18. DISPUTE RESOLUTION**

The Council must participate in a scheme for the resolution of disputes between the Council and the Director, as prescribed in administrative instruction.

## **19. PUBLIC ACCESS TO THE CONSTITUTION and CODE OF PRACTICE**

The Council must keep available for public inspection a copy of its constitution (as in force from time to time) and the code of practice, at the preschool, during normal preschool hours.



**MINUTES FOR SPECIAL GENERAL MEETING****THORNDON PARK KINDERGARTEN INC**

|                               |  |                                                                                                                                                                                                                                                                                                                        |  |                                      |  |            |  |
|-------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------|--|------------|--|
| Date: 18 March 2008           |  | Time: 7.00 PM                                                                                                                                                                                                                                                                                                          |  | Location: Thorndon Park Kindergarten |  |            |  |
| Attendance                    |  | Melinda Keeble (chair); Maria Dimas (treasurer); Mandy Carfora (Assistant treasurer); Pauline Vervaal-Whitford; Nancy Matthews; Deb Walsh; Chloe Byrnes; Sonia Taddeo; Andrew Chalmers; Joanne Chalmers;                                                                                                               |  |                                      |  |            |  |
| Apologies                     |  | Annette Coscia (secretary); Luella Lascala;                                                                                                                                                                                                                                                                            |  |                                      |  |            |  |
| <b>Actions and Agreements</b> |  |                                                                                                                                                                                                                                                                                                                        |  |                                      |  |            |  |
|                               |  |                                                                                                                                                                                                                                                                                                                        |  | <b>What</b>                          |  | <b>Who</b> |  |
| 1.                            |  | <b>General Business:</b> <ul style="list-style-type: none"><li>Updated Constitution – Andrew Chalmers, past chair, proposed that the revised Constitution approved by the Governing Council in 2007 and now approved by DECS, be formally adopted by the centre; seconded Nancy Matthews; passed unanimously</li></ul> |  |                                      |  |            |  |
| 2.                            |  | <b>Other Business:</b><br>None                                                                                                                                                                                                                                                                                         |  |                                      |  |            |  |
| 3.                            |  | <b>Meeting Closed: 7.05 pm</b> <ul style="list-style-type: none"><li></li></ul>                                                                                                                                                                                                                                        |  |                                      |  |            |  |

