

THE UNIVERSITY CHILD CARE CLUB Inc.

(Revised Constitution 29th October 2015)

1. Name of the Association

The name of the Association is THE UNIVERSITY CHILD CARE CLUB INC., trading as Unicare.

2. Definitions

In these Rules, unless the contrary intention appears –

“the Act” means the *Associations Incorporation Act 1987*;

“the Association” means the Association referred to in Rule 1;

“a child care centre” means a child care centre conducted by the Association;

“financial year” has the meaning given in subrule 8(6);

“general meeting” means meeting convened under Rule 20;

“member” means financial member of the Association, as per subrule 8(4);

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“the Board” means the Committee of Management of the Association referred to in subrule 11(1);

“Board meeting” means meeting referred to in subrule 19(1);

“Board member” means person referred to in subrule 11(1);

“the Chair” means –

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a) above, the person referred to in subparagraph (a)(ii) of subrule 11(1) or, if that person is unable to perform his or her functions, the person referred to in subrule 14(2);

“the Secretary” means the Secretary referred to in Rule 13; and

“the Treasurer” means the Treasurer referred to in Rule 13.

3. Objects of the Association

- (1) The Objects of the Association are
 - (a) the conduct and management of early childhood services for the children of staff, students and other members of the University of Western Australia and the wider community, in accordance with the Unicare philosophy;
 - (b) to provide facilities and services for, and cater to, the needs of such children as are referred to in paragraphs (1)(a) and (c) of these Objects; and
 - (c) in the provision of the facilities, services and benefits offered by the Association, and in the charging of fees (if any) for them, to discriminate in favour of parents and children in needy circumstances.
- (2) The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objects.

4. Powers of the Association

- (1) Subject to the Act and to these Rules, the Association may do all things necessary or appropriate for carrying out its Objects and purposes, and in particular, may -
 - (a) collect and receive funds, donations, subscriptions and levies from members and other sources and apply the same solely for the Objects of the Association;
 - (b) acquire, lease, hold, deal with, and dispose of any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its Objects and in particular any land, buildings, easements, machinery or other chattels;
 - (c) open and operate bank accounts;
 - (d) invest and deal with its surplus funds in such a manner as may from time to time be considered appropriate;
 - (e) lend and advance money or give credit to any persons, to guarantee and give guarantees for the payment of money or the performance of contracts or obligations by any person;
 - (f) borrow, raise or secure the payment of any money upon such terms and conditions as the Association thinks fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in any way and in particular by giving securities charged upon all or any of the Association's property, redeem or pay off any such securities;
 - (g) from time to time to make alter and review by-laws and governance policies as to the management of the Association and as to the duties of any of its officers or employees and as

to conduct of business by the Board and any sub-Board or as to any of the matters or things in the powers of or under the control of the Association;

- (h) appoint and at any time remove persons to and from the position of a director of any child care centre or other facility conducted by the Association and any secretary, treasurer, manager, clerk, assistant and employee as shall seem fit and upon such terms and conditions and at such salary bonus or honorarium as the Association shall from time to time decide;
 - (i) in consultation with relevant bodies to determine the considerations on which children are to be admitted to a child care centre, and to admit children according to those considerations;
 - (j) suspend or terminate the attendance of a child at a child care centre;
 - (k) suspend or terminate the membership of a member of the Association;
 - (l) remunerate any person or company for services rendered or to be rendered for the promotion of the Association or the conduct of its business;
 - (m) pay to members of the Board all travelling and accommodation and other expenses properly borne or incurred by them in attending to the business of the Association;
 - (n) appoint agents to transact any business of the Association on its behalf;
 - (o) delegate to the Board all or any powers within the powers of the Association and not already conferred upon the Board by this constitution and Rules; and
 - (p) enter into any other contracts, agreements, deeds or arrangements it considers necessary or desirable.
- (2) The Association may act as a trustee and accept and hold real and personal property upon trust for the Benefit of Members of the Association as the Association in general meeting may from time to time determine, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules.

5. Qualifications for membership of the Association

- (1) A parent of a child admitted to a child care centre shall, upon and by reason of that admission, and upon payment of the membership subscription, become a member of the Association.
- (2) In this Rule "parent" includes any biological parent, adoptive parent, step parent or legal guardian of a child admitted to a child care centre, and also includes the spouse or de facto spouse of a parent of a child admitted to a child care centre.
- (3) A person who has become a member of the Association shall, unless expelled, continue to be a member until the Annual General Meeting immediately following the date at which a member ceases to be a parent of a child enrolled at a child care centre.

- (4) Honorary Life Membership may be conferred upon any person, upon election by two thirds of the persons present and voting at a general meeting of the Association, but such person shall not be entitled to vote at meetings of the Association.

6. Register of members of the Association

- (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the premises of the Association.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under subrules 8(3), 9(1) or Rule 10 to be deleted from the register of members referred to in subrule 6(1).

7. Liabilities

No member of the Association shall be under any personal liability to any creditor of the Association beyond the property of the Association in those hands which shall include unpaid subscriptions or unpaid portions of subscriptions.

8. Subscriptions of members of the Association

- (1) The members shall from time to time at a board meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under subrule 8(1).
- (3) Subject to subrule 8(4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule 8(2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A member is a financial member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under subrule 8(2) or within 3 months thereafter.
- (5) In consultation with relevant bodies, the Association may charge a fee or fees as determined by the Board in its discretion for the use of its facilities, and may waive any such fee, and charge a different fee for different children or classes of children.
- (6) The financial year shall commence on the 1st day of January in each year and shall end on the 31st day of December next following.

9. Resignation of members of the Association

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member ceases on that delivery to be a member.

- (2) A person who ceases to be a member under subrule 9(1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

10. Expulsion of members of the Association

- (1) If the Board considers that a member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member -
- (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a) above.
- (2) At the Board meeting referred to in a notice communicated under subrule 10(1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule 10(5), a member who is expelled under subrule 10(2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule 10(2).
- (4) A member who is expelled under subrule 10(2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule 10(3).
- (5) When notice is given under subrule 10(4) -
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this subrule.

11. Board

- (1) The affairs of the Association shall be managed exclusively by a the Committee of Management of the Association or "Board" consisting of elected Board members and ex-officio Board members as follows:
- (a) **ex-officio members** -
 - (i) the Chair of the Association;

- (ii) the immediate past Chair of the Association;
- (iii) the Executive Director of a child care centre; and
- (iv) a Staff Member, duly elected by the staff at a staff meeting, for a period of 12 months, or in the event of the absence or illness of the elected Staff Member an alternative Staff Member as nominated by the elected staff member or by the Staff at a staff meeting, (if the staff wish to choose a different staff member from the one nominated by the elected staff member) to provide day to day experience of operation of the child care facility.

(b) **elected members -**

Up to ten, and a minimum of four, persons who are members of the Association and who are elected by a majority of persons present and voting at the Annual General Meeting of the Association; and

(c) **co-opted members -**

From time to time as may be appropriate, and for whatever period is required, the Board may co-opt to membership of the Board any person or persons, whose qualifications or expertise are required by the Board.

- (2) Persons co-opted to the Board pursuant to paragraph (c) of subrule 11(1) shall not be entitled to vote at Board meetings.

12. Election of Chair and Elected Board Members

- (1) The Chair of the Association and the elected members of the Board shall hold office from the end of the Annual General Meeting at which they are elected to the end of the next succeeding Annual General Meeting whereupon their positions shall be filled by their successors elected at the latter Annual General Meeting.

- (2) No person may be elected to the office of Chair for more than 2 consecutive terms unless the Board agrees otherwise.

- (3) No person may be elected to the office of Elected Board Member for more than 3 consecutive terms unless the Board agrees otherwise.

- (4) If a vacancy occurs from among the elected Board members then if a majority of the remaining Board members think fit, either:

(a) the office may be filled by a member of the Association who is co-opted by the Board to membership of the Board until the next Annual General Meeting; or

(b) the office may be filled at a by-election held in a general meeting which shall be called by the Board within 1 month of the vacancy occurring.

- (5) Persons co-opted to the Board pursuant to paragraph (a) of subrule 12(4) shall be entitled to vote at Board meetings.

- (6) In the absence of the Chair of the Association for any time the Board shall appoint from among the elected Board members an Acting Chair provided that the Board does not by this or any other provisions of this Constitution and Rules have power to declare vacant this office of Chair of the Association.
- (7) All elections for the office of Chair and for the office of elected Board member shall be conducted by a secret ballot of the members present and voting, the members voting by proxy vote and the members voting by postal vote at the Annual General Meeting at which they are held and the method of counting votes shall be "first past the post".
- (8) The elections shall be conducted by the Executive Director of the Centre or if the Director is unable to then the Chair of the Association and if the Chair is unable or unwilling to act or unavailable then by any person appointed by a majority of members at a general meeting.

13. Officers

The Board shall appoint a Secretary and Treasurer, and auditor and 2 trustees at its first meeting after election, to hold office until the first meeting of the next following Board.

14. Chair

- (1) Subject to this Rule the Chair shall preside at all general meetings and Board meetings.
- (2) In the event of the Chair's absence from –
 - (a) a general meeting, a member elected by the other members present at the general meeting;
or
 - (b) a Board meeting, a Board member elected by the other Board members present,shall preside at the general meeting or Board meeting, as the case requires.

15. Secretary

The Secretary shall -

- (1) co-ordinate the correspondence of the Association;
- (2) keep full and correct minutes of the proceedings of the Board and of the Association;
- (3) comply on behalf of the Association with -
 - (a) section 27 of the Act in respect of the register of members of the Association;
 - (b) section 28 of the Act in respect of the Rules of the Association; and
 - (c) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;

- (4) have custody of all books, documents, records and registers of the Association, including those referred to in subrule 15(3), other than those required by Rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and
- (5) perform such other duties as are imposed by these Rules on the Secretary.

16. Treasurer

The Treasurer shall -

- (1) be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (2) pay all moneys referred to in subrule 16(1) into such account or accounts of the Association as the Board may from time to time direct;
- (3) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by two Board members other than himself or herself;
- (4) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (5) whenever directed to do so by the Chair, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (6) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in subrules 16(4) and 16(5); and
- (7) perform such other duties as are imposed by these Rules on the Treasurer.

17. Casual vacancies in membership of the Board

A casual vacancy, occurs in the office of a Board member and that office becomes vacant if the Board member -

- (1) dies;
- (2) resigns by notice in writing delivered to the Chair or, if the Board member is the Chair, to the Secretary;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than -
 - (a) 3 consecutive Board meetings; or

- (b) 3 Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (6) ceases to be a member of the Association.

18. Powers of the Board

Subject to the Objects of the Association the Board may exercise all or any of the following powers:

- (1) the powers conferred on the Association by Rule 4 of this constitution may be exercised by the Board on behalf of the Association and for the Objects of the Association;
- (2) the powers to -
 - (a) authorise the affixing of the common seal of the Association to any documents;
 - (b) open and operate any bank accounts and authorise the signatories and endorsers of all cheques drawn or credited on them or to them;
 - (c) appoint and dissolve from among members of the Association any sub-Board for any purpose whatsoever within the Objects of the Association and subject to such conditions as the Board may impose;
 - (d) delegate to any sub-Board or to the Executive Director or to any duly appointed officer or employee of the Association all or any of the powers of the Board including this power of delegation and control the activities of any such sub-Board and to revoke any such delegation in its absolute discretion
- (3) the powers of the Board conferred by subrules 18(1) and 18(2) of this Rule may also be exercised as powers of the Association by general meeting of the Association;
- (4) any lawful decision made by a general meeting and which is within the Objects of the Association is binding on the Board; and
- (5) the Board is empowered to interpret these Rules and its decision is final.

19. Proceedings of the Board

- (1) The Board shall meet together for the dispatch of business not less than once in each calendar month, unless otherwise agreed by the Board and the Chair may, at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting four Board members constitute a quorum.

- (5) Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- (6) A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

20. General meetings

- (1) The Board-
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of -
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under subrule 10(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subparagraph (c) (i) of subrule 20(1) shall -
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to
 - (a) in subparagraph (c)(i) of subrule 20(1), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in subparagraph (c)(ii) of subrule 20(1), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under paragraph (a) or (b) of subrule 20(3) -
 - (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to subrule 20(8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule 20(5) shall specify -
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is –
 - (a) first, the consideration of the accounts and reports of the Board;
 - (b) second, the election of Board members to replace outgoing Board members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule 20(5) or 20(8) by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under paragraph (b) of subrule 20(9), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

21. Quorum in proceedings at the Annual General Meetings

- (1) At a general meeting 20 members constitute a quorum. At least 10 of these 20 members must be present in person and the remainder may be present by proxy or by postal vote.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under subrule 20(5) or (8) –
 - (a) as a result of a request or notice referred to in paragraph (c) of subrule 20(1) or as a result of action taken under subrule 20(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a) of subrule 21(2), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (3) If within 30 minutes of the time appointed by paragraph (b) of subrule 21(2) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chair may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 20 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting -
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chair at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule 21(9).
- (9) At a general meeting, a poll may be demanded by the Chair at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chair directs.
- (10) If a poll is demanded and taken under subrule 21(9) in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule 21(9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- (12) No member shall have more than 1 vote but in the case of an equality of votes the Chair shall have a casting vote in addition to the Chair's primary vote.

22. Meeting minutes of the Association

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chair shall ensure that the minutes taken of a general meeting or Board meeting under subrule 22(1) are checked and signed as correct by the Chair of the general meeting or Board meeting to

which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that -
 - (a) the general meeting or Board meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

23. Voting rights of members of the Association

- (1) Subject to these Rules, each family that has a single child or multiple children admitted to a child care centre is entitled to one deliberative vote at a general meeting. A family may exercise its vote through a member present in person or by proxy or by postal vote at a general meeting.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under subrule 23(2) shall be so made by a resolution of the board or other governing body of the body corporate concerned -
 - (a) which resolution is authenticated under the common seal of that body corporate, and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule 23(2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

24. Proxies for members of the Association

A member (in this Rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

25. Rules of the Association

- (1) The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

- (2) These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

26. Common seal of the Association

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in Rule 22.
- (3) The affixing of the common seal of the Association shall be witnessed by the Chair and at least 1 of the 2 trustees.
- (4) The common seal of the Association shall be kept and maintained at the premises of the Association.

27. Accounts

The Board shall keep proper accounts of the income and expenditure of the Association which shall be audited by the auditor or auditors annually and this or their report and the audited financial statements and balance sheet shall be presented at the Annual General Meeting each year.

28. Inspection of records of the Association

Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

29. Indemnity

The officers of the Association shall at all times be kept indemnified from and against all costs, charges, losses, damages and expenses which they or any of them shall incur in any actions and proceedings which they or any of them shall be plaintiffs or defendants provided that they or any of them have acted by direction or with the approval of the Board. No member of the Board shall be liable for the acts, receipts, deeds, neglects or defaults of any other member of the Board but only for their own acts, receipts, deeds, neglects or defaults alone. Any person employed by the Board shall for the purpose of this Rule be deemed a member of the Board.

30. Distribution of surplus property on winding up of the Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -

- (a) to another association incorporated under the Act: or
- (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board under

subsection 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.