1. **NAME**

The name of the Association shall be Just ASC (hereinafter referred to as “The Association”).

2. **OBJECTS**

The objects of the Association shall be:

(a) To provide quality out-of-school-hours care facilities for children between the ages of 5 and 12 years at premises (hereinafter referred to as “The Care Centre”).

(b) To provide a community-based, non-profit service, attentive to the current needs of members.

(c) To do all such things as are conducive or incidental to the attainment of the above objectives.

3. **MEMBERSHIP**

(a) Subject to these rules the membership of the Association shall be comprised of the members of Association immediately prior to incorporation.

(b) Membership shall be opened to:

(i) the parents or guardians of all children enrolled at and/or attending the Care Centre;

(ii) the parents or guardians of children awaiting enrolment at the Care Centre;

(iii) the staff of the Care Centre; and

(iv) any other person or organisation with particular interest, knowledge, or other personal or professional qualifications that the Management Committee may consider to be able to assist the association in achieving its objectives.

(c) Membership as defined in paragraph (b) sections (ii), (iii) and (iv) shall be restricted to a total not exceeding 25% of the number of members defined in paragraph (b), section (i).

(d) Individuals or organisations wishing to become members of the Association shall apply to the Management Committee for membership.

(e) Members shall pay such fees as are determined by the Management Committee from time to time. These fees shall include membership fees,
fees for out of school care, and any other fees as considered necessary by the Management Committee.

(f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

(g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding fees within two months of the due date.

(h) Membership fees shall be due on the first day of each financial year of the Association. The financial year of the Association shall run from the first day of January to the last day of December in the same year.

4. MEMBER’S LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 3, paragraph (e).

5. DISCIPLINING OF MEMBERS

(a) Where the Committee is of the opinion that a member of the Association:

(i) has persistently refused or neglected to comply with a provision or provisions of this constitution; or

(ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may, by resolution -

(iii) expel the member from the Association; or

(iv) suspend the member from the membership of the Association for a specified period.

(b) A resolution of the Committee under clause (a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (c) confirms the resolution in accordance with this rule.

(c) Where the Committee passes a resolution under clause (a) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

(i) setting out the resolution of the Committee and the grounds on which it is based;

(ii) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.

(iii) stating the date, place and time of that meeting and
(iv) informing the member that the member may do either or both of the following:

(a) attend and speak at that meeting;

(b) submit to the Committee at or prior to the date of that meeting, written representations relating to the resolution.

(d) At a meeting of the Committee held as referred to in clause (c), the Committee shall:

(i) give to the member an opportunity to make oral representations;

(ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and

(iii) by resolution determine whether to confirm or to revoke the resolution.

(e) Where the Committee confirms a resolution under clause (d) the Secretary shall, within 7 days after the confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clauses (h) and (i).

(f) A resolution confirmed by the Committee under clause (d) does not take effect:

(i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

(ii) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution.

(g) A member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under clause (d) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(h) Upon receipt of a notice from a member under clause (g), the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(i) no business other than the question of the appeal shall be transacted;

(ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and

(iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(i) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
6. MANAGEMENT

(a) The management of the Association shall be vested in a committee known as the Management Committee (hereinafter referred to as "the Committee") which will consist of the office bearers and up to four other members.

(b) Subject to the powers reserved solely to the general meeting by this Constitution and to the right of the general meeting to make any overriding determination by a simple majority, the affairs of the Association shall be managed and controlled by the Committee.

(c) The office bearers shall consist of a President, Secretary, Treasurer, Staff Liaison Officer and any such other officers as shall be decided by the members of the Association at the Annual General Meeting.

(d) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member’s election or appointment.

(e) Retiring members of the Committee are eligible for re-election.

(f) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office until the conclusion of the Annual General Meeting next following the date of appointment.

(g) A member of the Committee shall not be appointed to any salaried office of the Association or any office paid by fees, and no remuneration or any other benefit in money or money’s worth shall be given by the Association to any member of the Committee except for:

(i) repayment of out of pocket expenses;

(ii) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association bankers on money lent to the Association; and

(iii) reasonable and proper rent for premises lent to the Association.

(h) The office of a member of the Committee shall become vacant if:

(i) the member holds an office for profit in the Association;

(ii) the member is directly or indirectly interested in any contract or proposed contract with the Association;

(iii) the member resigns from the Committee or the Association;

(iv) the member is removed as a member of the Committee or the Association;

(v) the member is absent from three consecutive Committee meetings without approval by the Committee;
(vi) the member dies;

(vii) the member becomes mentally ill, or a person whose person or estate is liable to be dealt with, in any ways under the laws relating to mental health; or

(viii) the member becomes bankrupt or makes any arrangement or composition with his creditors generally.

(i) the Committee shall meet as often as necessary to conduct the business of the Association, but in any case not less than six times in any twelve month period.

(j) The quorum for meetings of the Committee shall be one half the number of Committee members elected at the previous Annual General Meeting.

(k) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee shall decide. In addition, the President may at any time, and the Secretary shall on the requisition of any two members of the Committee summon a meeting of the Committee.

(l) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.

(m) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case an equality of votes, the person appointed to chair the meeting will have a second or casting vote.

(n) At a meeting of the Committee, the President will preside, or in the President’s absence the remaining members of the Committee shall appoint a chairperson.

(o) The Committee 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 Committee.

(p) The Committee shall appoint a person to the position of Public Officer. This person shall be a resident of New South Wales and at least eighteen years of age. The Public Officer may be a Committee member, or any other person regarded as suitable for the position by the Committee.

7. GENERAL MEETINGS

(a) The Annual General Meeting of the Association shall be held within two months of the end of the Association’s financial year.

(b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. In addition, the Committee shall, on the requisition in writing of not less than five percent of the total number of members, convene a Special General Meeting of the Association, and this meeting shall be held within one month from the date of receipt of the requisition.
(c) In the case of general meetings where no special resolutions are proposed, at least fourteen days notice of the general meeting shall be given to each member in writing specifying the place, date and time of the meeting and the nature of the business to be dealt with at the meeting.

(d) In the case of general meetings where a special resolution is to be proposed, at least twenty one days notice of the the general meeting shall be given to each member in writing specifying the place, date and time of the meeting and the nature of the business to be dealt with at the meeting.

(e) In the case of the Annual General Meeting the following business shall be transacted:

(i) Confirmation of the minutes of the last Annual General Meeting and any subsequent special general meetings;

(ii) to receive from the Committee and Care Centre Co-ordinator reports upon the activities of the Association during the last preceding financial year;

(iii) to receive and consider from the Treasurer a statement for the last financial year giving the Association’s:
    - income and expenditure
    - assets and liabilities
    - mortgages, charges and other securities
    - trust properties;

(iv) to receive and consider a report from the Association’s appointed auditor;

(v) to elect office bearers of the Association and other members of the Committee for the forthcoming year;

(vi) to appoint an auditor for the forthcoming financial year;

(vii) to consider any other business as specified on the previously circulated agenda.

(f) The quorum for a general meeting shall be twelve members present in person.

(g) If within half an hour after the appointed time for the commencement of a general meeting, a quorum not be present, then the meeting shall be adjourned to the same time and place seven days later. If at such adjourned meeting a quorum not be present, then the members attending shall be deemed to be a quorum, provided the number of members is not less than three.

(h) Voting at a general meeting shall be by show of hands unless a secret ballot is demanded.
(i) Decisions made at a general meeting shall be by a simple majority except for those matters which must be decided by special resolution in which case a three quarter majority is required. In case of an equality of votes, the person appointed to chair the meeting will have a second or casting vote.

(j) All the votes shall be given personally and there shall be no voting by proxy.

(k) At a general meeting if the President is absent or unwilling to preside, then the Committee shall appoint another person as chairperson.

(l) Nomination of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.

8. OFFICE BEARERS

(a) The President shall act as the chairperson at each general meeting and Committee meeting of the Association.

(b) If the President is absent from a meeting or unwilling to act, the members present at the meeting shall appoint one of their number to act as chairperson.

(c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence.

(d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association’s name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Committee. Expenditures over $100 shall be authorised in advance by the Committee or a general meeting.

(e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

9. SPECIAL RESOLUTIONS

(a) A special resolution must be passed by a general meeting of the Association to effect the following changes:

   (i) a change of the Association’s name;

   (ii) a change of the Association’s rules;

   (iii) a change of the Association’s objects;

   (iv) an amalgamation with another Incorporated Association;

   (v) to voluntarily wind up the Association and distribute its property; or

   (vi) to apply for resignation as a Company or a Co-operative.
(b) A special resolution shall be passed in the following manner:
   
   (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
   
   (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
   
   (iii) a quorum must be present at the meeting;
   
   (iv) at least three-quarters of those present must vote in favour of the resolution; or
   
   (v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the relevant Government Department for permission to pass the resolution in some other way.

10. **PUBLIC OFFICER**

(a) The Committee shall appoint a person as Public Officer.

(b) The Public Officer must be 18 years of age or older and a resident of New South Wales.

(c) The Public Officer may be a Committee Member or any other person regarded as suitable for the position by the Committee.

(d) The Public officer shall be deemed to have vacated their position in the following circumstances:
   
   (i) death;
   
   (ii) resignation;
   
   (iii) removal by the Committee or at a general meeting;
   
   (iv) bankruptcy or financial insolvency;
   
   (v) mental illness; or
   
   (vi) residency outside New South Wales.

(e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.

(f) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form of the following circumstances:
   
   (i) appointment (within 14 days);
   
   (ii) a change of residential address (within 14 days);
   
   (iii) a change in the Association's objects or rules (within one month);
   
   (iv) a change in the membership of the Committee (within 14 days);
(v) of the Association’s financial affairs (within one month after the Annual general Meeting); and

(vi) a change in the Association’s name (within one month).

11. INSURANCE

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

12. FUNDS

(a) The funds of the Association shall be derived from fees, government grants, donations, and any monies raised from fund raising activities.

(b) All monies received by the Association shall be deposited as soon as practicable and without deduction, to the credit of the Association’s bank account. The Association shall, as soon as practicable after receiving any monies, issue an appropriate receipt.

(c) All monies raised by or on behalf of the Association, shall be applied to further the objectives of the Association and for no other purpose.

(d) All payments made by the Association shall be paid by cheque signed by the Treasurer and one other authorised member of the Committee.

(e) All accounts shall be presented to a committee meeting and full details of such payments shall be entered in the Minute Book.

13 COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signature of two members of the Committee.

14 DISSOLUTION

(a) The Association shall be dissolved in the event of membership less than seven persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.

(b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Association on hand shall after the payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a three-fourths majority of the members at the Special General Meeting so convened, or at a subsequent Special General Meeting, may decide. The distribution of the excess assets and funds shall be in accordance with Section 53(2) of the Association Incorporation Act 1984.

15. 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 General 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 Committee.

(c) Subject to paragraph (d) notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (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 and if he so wishes be heard at such 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.

16. MISCELLANEOUS

(a) Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association, except for books relating to financial records which shall be kept by the Treasurer.

(b) The records, books and other documents of the Association shall be open to inspection, free of charge, by any member of the Association at any reasonable hour, subject to prior arrangement.

(c) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member’s address shown in the register of members.

(d) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.