

# CONSTITUTION OF LITTLE NICHOLSON STREET PLAYCENTRE INCORPORATED

## 1. Name

The name of the association is Little Nicholson Street Playcentre Incorporated (Referred to in these rules as "the association").

## 2. Objects

The objects of the association are to provide a safe and secure environment for children and parents/carers to play and interact.

## 3. Membership

a) The members of the association will be the members of the association immediately prior to incorporation together with such other people and organizations as the committee admits to membership.

b) Membership is open to all individuals and organizations who accept:

(i) the objects and rules of the association; and  
(ii) the Membership Terms and Conditions set out from time to time on [www.lnsp.com.au](http://www.lnsp.com.au).

c) Individuals and organisations wishing to become members of the association must apply to the committee for membership.

d) The committee may determine whether or not to accept an application for membership provided however that an application from a resident of the Municipality of Leichardt (with the care of children aged 0-5) must be accepted for membership unless there is a good reason for rejecting the application. If the committee rejects an application for membership from a resident of the Municipality of Leichardt, the committee must provide written reasons for its rejection of the application and forward a copy to Leichardt Council as manager of the Balmain (91327) Reserve Trust.

e) Members must pay such fees as are determined by the association at a general meeting and approved by Council (acting reasonably). Fees are to be kept at an accessible level with any family experiencing hardship to be offered a discounted or free membership.

f) A register of members must 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, which may be done by showing the length of membership purchased (on the basis that membership is on a calendar year basis).

g) Membership will cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.

h) Membership fees will fall due on the application for membership. The financial year of the association will run from October 1 to September 30 or such other period as is determined by the committee.

## 4 Members' liability

The members of the association will have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

## 5. Disciplining of members

a) A member may be expelled from membership of the association (or otherwise disciplined) by the committee, if in the opinion of the committee, after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.

b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.

## 6. Disputes between members

a) In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the committee, the following procedure will apply.

b) Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.

c) Should the nominated representatives be unable to resolve the dispute within?  
14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.

d) If the dispute is not resolved by the above procedures it may be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (or any replacement legislation).

## 7 Management-by committee

a) The association will have its affairs controlled and managed by the office bearers and other members known as the committee. The committee must act in accordance with any resolution passed by a general meeting of the association.

b) The office bearers will be a president, vice president, secretary and treasurer. There may be a total of 12 members of the committee.

c) The office bearers and other members of the committee must be elected at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.

d) Each member of the committee will hold office from the date of their election or appointment until the next annual general meeting, or their cessation of office in accordance with paragraph (i) below.

e) Retiring committee members are eligible for re-election.

f) The committee must meet as often as necessary to conduct the business of the association and not less than once in each month.

g) The quorum for meetings of the committee will be one half the number of committee members elected at the previous annual general meeting.

h) Notice of committee meetings must be given at the previous committee meeting or by such other means as the committee may decide upon.

i) A member of the committee will cease to hold office upon resignation in writing; removal as a member of the association; or absence from three successive committee meetings without approval by the committee.

j) 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.

k) Questions arising at any meeting of the committee will be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting may have a second or casting vote.

l) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting may be dissolved.

m) Additional meetings of the committee may be convened by the president or any two members of the committee.

## 8 General meetings

a) An annual general meeting of the association must be held each year within six months from the end of the financial year of the association

b) The committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the committee within three months of receiving a written request to do so from at least five per cent of the membership of the association.

c) At least 14 days' notice of all general meetings and notices of motion must be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution must be given to members at least 21 days before the meeting.

d) In the case of the annual general meeting the following business must be transacted:

i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;

ii) receipt of the committee's report upon the activities of the association in the last financial year;

iii) election of office bearers and other members of the committee;

iv) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's, income and expenditure, assets and liabilities, mortgages, charges and other securities, trust properties.

e) The quorum for a general meeting is five members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting must be dissolved.

f) Voting at general meetings will be by a show of hands unless a secret ballot is demanded. Decisions will be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.

g) All votes must be given personally and there will be no voting by proxy.

h) In the case of an equality of votes the person appointed to chair the general meeting may have a second or casting vote.

i) Nominations 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.

j) Written notice of all general meetings must be given to members either personally, or by post or by email, or by any other medium as the committee may decide upon.

k) Members who have items of business they wish considered at a general meeting may give written notice of such business to the secretary. The secretary must include that business in the next notice calling a general meeting.

L) All minutes from Annual General Meetings must be made available to all members via email and made available on [www.lnsp.com.au](http://www.lnsp.com.au).

## 9 Office bearers

a) The president or, in the president's absence, the vice-president will act as chairperson at each general meeting and committee meeting of the association.

b) If the president and vice-president are absent from a meeting or unwilling to act, the members present at the meeting may elect one of their number to act as chairperson.

c) The secretary must ensure that 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 are kept. These records must be available for inspection by any member and must be held in the custody of the secretary.

d) The treasurer must ensure that all money received by the association is paid into an account in the association's name. Payments shall be made electronically, through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures 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 must be available for inspection by any member and must be held in the custody of the treasurer.

## 10. 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;
- vi) to apply for registration as a company or a co-operative.

- b) A special resolution may 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; and
  - iv) at least three-quarters of the valid vote must be in favour of the resolution.
- c) 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 Department of Fair Trading for permission to pass the resolution in some other way.

## 11 Public officer

- a) The committee must ensure that a person is appointed as public officer.
- b) The first public officer will be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The public officer will 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 incapacity or;
  - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of public officer the committee must within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer.
- f) The public officer is required to notify the Department of Fair Trading by the prescribed form in 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) of the association's financial affairs (within one month after the annual general meeting)
  - v) a change in the association's name (within one month)
- g) The public officer may be an office bearer, committee member. or any other person regarded as suitable for the position by the committee.
- h) The public officer must keep a register of members of the committee which must:-
  - i) contain the name and residential address of each committee member and the date on which they became a member of the committee;
  - ii) be updated within one month of any change taking place; and
  - iii) be made available for inspection by any person, at all reasonable hours and free of charge.

## 12 Miscellaneous

- a) The association must 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.
- b) The funds of the association may be derived from the fees of member's donations, grants and such other sources approved by the association.
- c) The common seal of the association must be kept in the custody of the secretary and must only be affixed to a document with the approval of the committee. The stamping of the common seal must be witnessed by the signatures of two members of the committee.
- d) In the event of Little Nicholson Street Playcentre Incorporated being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organization which has similar objects and which is exempt from income
- e) 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.
- f) Notices sent by post will be deemed to have been received two days after the date of posting.
- g) The assets and income of Little Nicholson Street Playcentre Incorporated shall be applied solely in furtherance of its above objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- h) Where it furthers the objects of the organization to amalgamate with any one or more other organisations having similar objects, the other organization(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be exempt from income tax.