



Constitution

SOUTHERN MONTESSORI EDUCATION CENTRE INC.

REGISTERED NUMBER: 7940



Constitution

- 1. NAME** **Southern Montessori Education Centre Incorporated**
The name of the Association shall be the Southern Montessori Education Centre Incorporated hereinafter called The Centre.
- 2. TERMS**
- BOARD**
Means the Board of Governors of The Centre.
- MEETING**
Means a General Meeting of Members of The Centre.
- MEMBER**
Means a Member of The Centre.
- SPOUSE**
Means husband, wife or any partner in a marriage-like relationship.
- ADULT**
Means any person at the age of 18 or over.
- 3. OBJECTIVES**
The objectives of The Centre shall be:
- (a) To provide an Educational Centre and educate children in accordance with the philosophies of Dr. Maria Montessori and her followers.
 - (b) To encourage the development of every child to his or her maximum potential.
 - (c) To aid parents in the education of their child by involving them in The Centre.
- 4. MEMBERSHIP**
- (a) The following persons shall be members of The Centre and their names shall be entered on a Register of Members:
 - (i) Each parent or guardian of any child at present attending The Centre and all staff at The Centre.
 - (ii) Any adult person who:
 - Declares in writing his or her acceptance of the objectives of The Centre and outlines their reasons for desiring membership
 - Is approved by the Board as a Member, and
 - Pays an annual subscription fee as determined by the Board.
 - (b) The Centre may by a majority vote of a General Meeting, affiliate with or apply for membership of any other body whose objectives are similar or complimentary to the objectives of The Centre.
 - (c) Membership shall cease upon
 - (i) Expulsion - Upon a charge of misconduct detrimental to the interests or objectives of The Centre, and subject to giving a Member the opportunity to make written submission or be heard, a majority vote at a Board or General Meeting may resolve to expel a Member.

Any suspended Member may apply in writing, within fourteen (14) days of the date of the expulsion notice, for the expulsion to be reconsidered at a subsequent Board or General Meeting.



Constitution

- (ii) Resignation - Resignation of membership shall be: when:
- The child's enrolment at The Centre is terminated, notwithstanding 4 (a) (ii).
 - In the case of 4 (a) (ii) resignation in writing must be delivered to the premises of the Association.

Any Member so resigning shall be liable for any outstanding monies which shall be recovered as a debt due to The Centre.

5. SUBSCRIPTIONS

An annual fee to be determined by the Board shall be charged for membership. The Board may, at its discretion reduce or waive the subscription of any person or group of persons.

Any Member whose subscription (not having been waived by the Board) remains in arrears for eight (8) weeks, shall cease to be a Member but may nevertheless re-apply for membership.

6. MANAGEMENT

Management shall be vested in the Board, comprising

- (1) President,
- (2) Vice-President,
- (3) Treasurer, (hereinafter called the Office Bearers)
- (4) Principal,
- (5) Secretary
- (6) Staff Nominee and
- (7) Five (5) other members.

- (a) The Board shall be responsible to the Members of The Centre for the conduct and management of The Centre in accordance with the Constitution.
- (b) The Principal is appointed by the Board, and is responsible for the administration of the total operation of The Centre in accordance with the policies set down by the Board.
- (c) The Administrative Officer of The Centre shall be the Secretary (ex-officio and non-voting).
- (d) The Staff Nominee of The Centre shall be elected by the employees of the Association (ex-officio and non-voting).
- (e) At each Annual General Meeting those Office Bearers and other Members who have served at least two (2) years on the Board shall retire but be eligible for re-appointment, pursuant to 6 (f).
- (f) (i) All persons who are Members of The Centre may be eligible to stand for election at the Annual General Meeting, except where a Member (or their spouse) are an employee of The Centre pursuant to the following:
- (ii)
- The Secretary shall call for nominations of eligible Members to such positions that are due for election not less than twenty eight (28) days prior to the Annual General Meeting.
 - Nominations shall be in writing and given to the Secretary not more than twenty eight (28) days or less than fourteen (14) days prior to the Annual General Meeting.
 - Upon receipt of all nominations for positions that are due for election, the Secretary shall distribute a list to all Members.



Constitution

- (iii) Both Spouses may not nominate for a position on the Board of Governors.
- (iv) Any person may nominate for more than one position on the Board but shall only be elected to one position.
- (v) If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the Chairperson shall declare such persons duly elected as Board Members.
- (vi) If a greater number of nominations are received than the number of positions available, positions will be filled by means of a ballot. A list of all nominations together with ballot papers will be distributed to eligible members.

To be counted, completed ballot papers must be returned two working days prior to the scheduled Annual General Meeting.

- (vii) If an insufficient number of persons nominate to fill existing vacancies the Chairperson shall call for nominations from the floor.
- (g) Any Office Bearer or Member of the Board shall cease to hold such office upon:-
 - (i) Resignation in writing
 - (ii) Suspension as a Member of the Centre
 - (iii) Absence for three (3) successive Board Meetings or four (4) out of any six (6) successive Meetings of the Board, unless the Board otherwise resolves or shall have previously granted such person leave of absence.
- (h) Vacancies unfilled or arising in the Office Bearers or other Board Members may be filled by the Board by co-opting a Member to serve until the next Annual General Meeting, when an election shall be held to fill that position for the remainder of its term, if any.

Notwithstanding this, the Board may function validly whilst having vacancies so long as its number is not reduced below the quorum.

7. PROCEEDINGS OF MEETINGS

- (a) The Board shall meet at least eight (8) times per year (twice per term), or as often as required, as well as the Annual General Meeting.
- (b) The quorum shall be not less than half ($\frac{1}{2}$) the number of the current Board Members including not less than one (1) Office Bearer.
- (c) Notice of Meetings shall be given at the previous Board Meeting or by seven (7) days written notice distributed to all Board Members or in an emergency by such other notice as shall be ratified by the Board.
- (d) All decisions of the Board shall be by simple majority vote by Members present. In the event of equality of votes, the Chairperson may have the casting vote for the status quo.



Constitution

8. GENERAL MEETINGS

- (a) General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objectives of the Centre.
- (b) Written notice of not more than twenty eight (28) days and no less than seven (7) days of all General Meetings shall be given to all Members.
- (c) Members shall be entitled to one vote on each issue at a General Meeting at which they are present.
- (d) A quorum at any General Meeting shall be ten (10) Members.
- (e) If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the Meeting then a majority of Members may decide to adjourn the Meeting for a period of not exceeding fourteen (14) days.
- (f) A Special General Meeting shall be called by the Secretary within twenty eight (28) days of receipt of a directive of the Board Members or six (6) Members of the Centre specifying the business to be conducted at the Meeting.
- (g) The Annual General Meeting should be held at least once in each calendar year and not more than three (3) months after the close of the financial year which shall be the 31st December unless altered at any Annual General Meeting.
- (h) The business of the Annual General Meeting shall be:
 - (i) To confirm the minutes of the preceding Annual General Meeting.
 - (ii) To receive the President's report for the previous financial year.
 - (iii) To receive the Principal's report for the previous financial year.
 - (iv) To receive the Treasurer's report and the audited financial statements for the previous financial year.
 - (v) To elect Board Members subject to 6 (f). Elections shall be in the order of President, Vice-President, Treasurer and other members.
 - (vi) To conduct any other business on the agenda.
 - (vii) To appoint an Auditor for the current financial year who shall be a Member of a recognised accountancy body, and who shall not be a Member of the Board.
- (i) Voting shall be by show of hands except that:
 - (i) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot
 - (ii) The Meeting may, by show of hands, require any other vote to be made by secret ballot.



Constitution

9. PRESIDENT

- (a) The President shall keep the Common Seal which shall be affixed only by resolution of the Board or of a General Meeting and in the presence of one other Board member.
- (b) The President shall chair Board and General Meetings except that in the absence of the President or at the request of the President or of a majority of the Meeting, the Vice-President or another Member may be elected as the meeting's Chairperson.
- (c) The President together with the Secretary and/or Principal shall prepare the agenda for Board and General Meetings.
- (d) The President shall encourage full balanced participation in Meetings by all Members and shall decide on matters of order.
- (e) The President shall act a Spokesperson unless an alternative Spokesperson has been appointed by the Board or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) Members of the Board.

10. TREASURER

- (a) The Treasurer shall cause monies received to be paid into an account authorised by the Board in the name of The Centre. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom there shall be no more than five (5) appointed by the Board. Major or unusual expenditure shall be authorised in advance by the Board or a General Meeting.
- (b) The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions. Monthly financial records shall be available for inspection by any Member, with due consideration to the day to day running of The Centre.

The Treasurer and/or Administrator at their discretion may withhold confidential and/or commercial information that they deem could be prejudicial to the best interests of The Centre.

At no time shall the books or financial records of The Association be removed from the Registered Premises.

Members who dispute the decision of the Treasurer and/or Administrator may appeal to the Board in writing.

- (c) The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances for each calendar month or as directed by Board.
- (d) The Treasurer shall present audited accounts for the preceding Financial Year to the Annual General Meeting.

11. SECRETARY

- (a) The Secretary, together with the President, shall call meetings in accordance with the provisions of this constitution.



Constitution

- (b) The Secretary shall cause records to be kept of the business of The Centre including the Constitution and policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of The Centre.

12. COMMITTEES

The Board shall have a Finance Committee, and may form Standing and Ad Hoc Committees as required, and may depute or refer to them such of the powers and duties of the Board as the Board may determine.

Each Committee shall report its proceedings to the Board and shall conduct their business in accordance with the directions of the Board which may itself act in any matter notwithstanding the existence of a committee formed for that purpose.

13. PUBLIC OFFICER

The Board shall appoint a Public Officer in accordance with the Associations Incorporation Act 1985.

14. CONSTITUTION

- (a) This Constitution may be repealed, altered or amended by resolution of two-thirds (β) of Members present and voting at a General Meeting of which not less than seven (7) days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all Members.

- (b) The Public Officer will notify the Office of Business & Consumer Affairs of any amendments to the Constitution within one (1) month of the amendments.

15. FINANCE

- (a) All monies and properties received or derived in connection with The Centre will be applied solely for the purposes of The Centre and no portion thereof shall be paid or transferred directly or indirectly by any means whatsoever to Members of The Centre, provided that nothing contained in that provision shall prevent payment in good faith to any person including a Member or employee of The Centre:
 - (i) Services rendered in respect of The Centre
 - (ii) Goods supplied in the ordinary and usual conduct of The Centre
 - (iii) Interest rates not exceeding those for the time prevailing in the community on money borrowed for the purposes of The Centre from any such Member or employee
 - (iv) Reasonable rent for premises demised or let by any such Member or person for the purposes of The Centre.



Constitution

- (b) The Centre shall have the power to raise money or secure payment of money required for any of the objectives of The Centre or for the satisfaction and performance of any of the obligations or liabilities incurred or undertaken by The Centre in such a manner as the board may from time to time think fit.

In the event of the winding-up or dissolution of The Centre if there remains after satisfaction of its debts and liabilities any surplus property the same shall not be paid or distributed amongst the Members but shall be given or transferred to such school or schools or a non-profit association having objectives similar to those of The Centre which has been approved under Section 78 (1) (a) of the Income Assessment Act and is determined by the Members by a majority vote at or before the winding-up or dissolution.

- (c) The Centre shall have all the powers, including the power of property ownership as set out in Section 25 of the Associations Incorporation Act 1985 as amended.

Reviewed	January 1996
Ratified by Special General Meeting	7 February 1996
Reviewed	1997
Ratified at Annual General Meeting	31 March 1998
Reviewed	November 2003
Ratified at Annual General Meeting	17 March 2004
Reviewed	February, 2006
Ratified at Annual General Meeting	15 March 2006
Ratified at Annual General Meeting	18 March 2009
Ratified at Annual General Meeting	27 March 2014