



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 (“the Centre”).

- 2. DEFINITIONS**

BOARD
Means the Board of Governors of the Centre (the “Committee of Management” as defined in the Act).

GENERAL MEETING
Means a general meeting of Members of the Centre convened in accordance with this Constitution.

BOARD MEMBER
Means a member of the Board.

BOARD MEETING
Means a meeting of the Board convened in accordance with this Constitution.

MEMBER
Means a member of the Centre.

EMPLOYEE
Means any person who has a contract of employment with the Centre. For the avoidance of doubt this excludes temporary, relief or supply staff as well as independent contractors.

SPOUSE
Means husband, wife or a person in a de facto relationship.

ADULT
Means a person who is of the age of 18 or above.

THE ACT
Means the Associations Incorporation Act 1985.

OFFICE BEARERS
Means the President, the Vice-President and the Treasurer.

SPECIAL RESOLUTION
Means a special resolution as defined in the Act.

MONTH
Means a calendar month.

- 3. OBJECTS**

The objectives of the Centre shall be to:

 - (a) provide an educational centre and to educate children in accordance with the philosophies of Dr. Maria Montessori and her followers;
 - (b) encourage the development of every child to his or her maximum potential; and
 - (c) aid parents in the education of their child by involving them in the Centre.



Constitution

4. **POWERS OF THE CENTRE** (a) The Centre shall have all the powers conferred by section 25 of the Act.
5. **MEMBERSHIP** (a) **Types of Membership**
- The Centre shall have the following classes of Members:
- (i) Parent or Guardian Members – a parent or guardian of a child attending the Centre;
 - (ii) Employee Member – an Employee; and
 - (iii) External Member – an adult who is not a Parent or Guardian Member or an Employee Member whose application or membership is accepted by the Board.
- (b) **Eligibility for Membership**
- (i) In all cases an applicant to be a Member must support the objectives of the Centre and agree in writing to be bound by this Constitution.
 - (ii) In addition, an applicant to be an External Member must be proposed by a Member and seconded by another Member.
 - (iii) The application for membership of the Centre shall be made in writing with reasons for desiring membership and signed by the applicant for the proposer and the seconder.
6. **RESIGNATIONS** (a) A Member may resign as a Member by giving written notice to the Secretary. A resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Centre.
7. **EXPULSION OF A MEMBER** (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Centre.
- (b) Particulars of the charge shall be communicated to the Member in writing at least one (1) month before the Meeting of the Board at which the matter will be determined.
- (c) The determination of the Board shall be communicated to the Member in writing, and in the event of an adverse determination the Member shall (subject to 7(d) below), cease to be a Member fourteen (14) days after the committee has communicated its determination to the Member.
- (d) It shall be open to a Member in writing to appeal the expulsion to the Centre at a General Meeting. The intention to appeal shall be communicated to the Secretary or the Public Officer within fourteen (14) days after the determination of the Board has been communicated to the Member.



Constitution

- (e) In the event of an appeal under 7(d) above, the appellant's membership of the Centre shall not be terminated unless determination of the Board to expel the Member is upheld by the Members in General Meeting after the appellant has been heard by the Members should the appellant wish to be heard and in such event, membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

8. SUBSCRIPTIONS

- (a) The subscription fees for membership shall be such sum (if any) as the Board shall determine from time to time.
- (b) The subscription fees shall be payable on a date that the Board determines.
- (c) Any Member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a Member, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

9. GOVERNANCE BY THE BOARD

- (a) **Powers and duties**
- (i) The affairs of the Centre shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objectives of the Centre.
- (ii) The Board has the management and control of the funds and other property of the Centre.
- (iii) The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Centre on which this Constitution is silent.
- (iv) The President shall act as Public Officer as required by the Act unless the Board appoints another person in his or her place.
- (b) **Appointment**
- (i) The Board shall be comprised of:
- President
 - Vice-President
 - Treasurer
 - Five (5) other Members
 - Principal
 - Assistant Principal
 - Business Manager
 - Secretary
 - One (1) Staff Nominee
- each of whom has voting rights except the Assistant Principal, Business Manager, Secretary and the Staff Nominee all of whom are ex-officio and non-voting.
- (ii) A Board Member shall be a natural person.



Constitution

- (iii) The Board may appoint a person to fill a casual vacancy (whether unfilled or arising during the course of a year) and such Board Member shall hold office until the next Annual General Meeting of the Centre when an election shall be held to fill that position for the remainder of its term. The powers and authorities of the Board shall not be affected by having a casual vacancy provided that the Board still has a quorum as provided in clause 11(d).
 - (iv) The Principal is appointed by the Board on such terms and conditions as the Board shall from time to time determine.
 - (v) The Office Administrator of the Centre shall be the Secretary to the Board (ex-officio and non-voting).
 - (vi) The Staff Nominee of the Centre shall be elected by a majority of the Employees of the Centre (ex-officio and non-voting).
 - (vii) At each Annual General Meeting those Office Bearers and other Board Members who have served the prescribed term on the Board shall retire but be eligible for re-election, pursuant to 9(c).
- (c)
- (i) All persons who are Members shall be eligible to stand for election as a Board Member at the Annual General Meeting, except where a Member (or their spouse) is an Employee.
 - (ii) The Secretary shall call for nominations of eligible Members to such positions that are due for election not less than twenty-one (21) days prior to the Annual General Meeting. The nomination shall be signed by the nominee.
 - (iii) Nominations shall be in writing and given to the Secretary not less than fourteen (14) days prior to the Annual General Meeting.
 - (iv) Notice of all persons seeking election to the Board shall be given to all Members with the notice calling the Meeting at which the election is to take place.
 - (v) Nominations in alternate years are:
 - First year: President
 Two (2) x two (2) year positions
 One (1) x one (1) year position
 - Second year: Vice-President
 Treasurer
 Two (2) x two (2) year positions
 One (1) x one (1) year position
 - (vi) Only one (1) of the parents or guardians of a child attending the Centre may be elected to the Board at any one time. Spouses may not serve concurrently on the Board.
 - (vii) Any person may nominate for more than one position on the Board but if successfully elected to more than one position on the Board such person shall take up one position as decided by such person communicated in writing by such person to the Board.



Constitution

- (viii) If only the required number of persons is 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.
- (ix) 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 Members.
- (x) The Board shall determine the format of this ballot. To be counted, completed ballot papers must be returned two (2) working days prior to the scheduled Annual General Meeting.
- (xi) If an insufficient number of persons nominate to fill existing vacancies, the Chairperson shall call for nominations from the floor.

(d) **Disqualification of Board Members**

The office of a Board member shall become vacant if a Board member:

- (i) is disqualified from being a Board Member by the Act;
- (ii) is permanently incapacitated by ill health;
- (iii) resigns in writing; or
- (iv) becomes an Employee.

10. THE SEAL

- (a) The Centre shall have a Common Seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Centre. The affixing of the seal shall be witnessed by two (2) Board Members with voting rights, one of whom is the President unless the Board otherwise authorises.

11. PROCEEDINGS OF MEETINGS

- (a) The Board shall meet for the dispatch of business at least eight (8) times per year (twice per term) in addition to the Annual General Meeting.
- (b) Questions arising at any Meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes, the status quo shall prevail and the Chairperson shall not have a casting vote in addition to a deliberative vote, provided that the Assistant Principal, Business Manager, Secretary and the Staff Nominee shall not have voting rights.
- (c) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Centre must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract.
- (d) A quorum for a Meeting of the Board shall be five (5) Board Members with voting rights, including one (1) office bearer.



Constitution

- (e) Notice of Meetings shall be given at the previous Board Meeting or by seven (7) days written notice distributed to all Board Members (which may be by electronic means) or, in an emergency, by such other notice as shall be ratified by the Board.
- (f) Ordinary members of the Centre may attend meetings provided they have given seven (7) days' notice in writing (which may be by electronic means) of their reasons for attending, addressed to the President for approval.

12. GENERAL MEETINGS

(a) Annual General Meetings

- (i) The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.
- (ii) The Annual General Meeting should be held at least once in each calendar year and not more than five (5) months after the close of the financial year.

(b) The business of the Annual General Meeting shall be to:

- (i) confirm the minutes of the preceding Annual General Meeting;
- (ii) receive the President's report for the previous financial year;
- (iii) receive the Principal's report for the previous financial year;
- (iv) receive the Treasurer's report and the audited financial statements for the previous financial year;
- (v) announce the outcome of the ballot for-Board Members. Elections shall be in the order of President, Vice-President, Treasurer and other Board Members; and
- (vi) ratify the appointment of the Auditor for the current financial year who shall be a Member of a recognised accountancy body, and who shall not be a Board Member.

(c) Special General Meetings

- (i) The Board may call a special General Meeting of the Centre at any time.
- (ii) Upon a requisition of not less than twenty percent (20%) of the Members, the Board shall within twenty-eight (28) days of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (iii) Every requisition for a special General Meeting shall be signed by the relevant Members and shall state the purpose of the Meeting.



Constitution

- (iv) If a special General Meeting is not convened within twenty-eight (28) days, the requisitionists, or at least fifty percent (50%) of their number, may convene a special General Meeting. Such a Meeting shall be convened in the same manner as nearly as practical as a Meeting convened by the Board and for this purpose the Board shall ensure the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of Meeting. The reasonable expenses of convening and conducting such a Meeting shall be covered by the Centre.

- (d) **Notice of General Meetings**
 - (i) Written notice of not less than twenty-eight (28) days of all General Meetings shall be given to all Members.
 - (ii) The notice shall set out where and when the Meeting will be held and particulars of the business to be transacted at the Meeting.
 - (iii) A notice may be given by the Centre to any Member by serving the Member personally, by sending it by post or electronic means to the address appearing on the register of Members.
 - (iv) Where a notice is sent by post, the service is effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, service will be proved to have been effected at the time the letter would be delivered in the ordinary course of post.

- (e) **Proceedings at General Meetings**
 - (i) A quorum for the transaction of business at any General Meeting shall be ten percent (10%) of Members, present personally and not by proxy.
 - (ii) If within thirty (30) minutes after the time appointed for the Meeting a quorum of Members is not present, a Meeting convened upon the requisition of Members shall lapse. In any other case, a majority of Members present may decide to adjourn the Meeting for a period of not exceeding fourteen (14) days and if at such adjourned Meeting a quorum is not present within thirty (30) minutes of the time appointed for the Meeting, the Members present shall form a quorum.
 - (iii) The President shall preside as Chairperson at a General Meeting of the Centre provided that if the President is not present within five (5) minutes after the time appointed for holding the Meeting, or he or she is present but declines to take or retires from the chair, then Members may choose a Board Member or one of their own number to be the chairperson of the Meeting.
 - (iv) Notice of a Meeting at which a special resolution is to be proposed shall be given at least twenty-eight (28) days prior to the date of the Meeting.

- (f) **Voting at General Meetings**
 - (i) Subject to this Constitution, a Member has only one (1) vote at a Meeting of the Centre,



Constitution

- (ii) Subject to this Constitution, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy at that Meeting.
- (iii) Unless a poll is demanded by at least five (5) Members, questions for a decision at a General Meeting must be determined by a show of hands.

(g) **Poll at General Meetings**

- (i) If a poll is demanded by at least five (5) Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the Meeting on that question.
- (ii) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the Meeting.

(h) **Special and Ordinary Resolutions**

- (i) A special resolution is as defined by the Act.
- (ii) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

(i) **Proxies**

The Board may authorise the use of proxies in respect of a General Meeting. In that event only, a Member shall be entitled to appoint in writing a natural person who is also a Member to be their proxy and to attend and vote at any General Meeting of the Centre.

13. MINUTES

- (a) Proper minutes of all proceedings of General Meetings of the Centre and of Board Meetings shall be entered within one (1) month after the relevant Meeting in records kept for the purpose.
- (b) The minutes kept pursuant to this paragraph must be confirmed by the Members or the members of the Board (as relevant) at a subsequent Meeting.
- (c) The minutes kept pursuant to this paragraph shall be signed by the chairperson of the Meeting at which the proceedings took place or by the chairperson of the next succeeding Meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the Meeting was convened and duly held, that all proceedings held at the Meeting shall be deemed to have been duly held, and that all appointments made at a Meeting shall be deemed to be valid.

14. FINANCIAL REPORTING

(a) **Financial Year**

The financial year of the Centre shall be a period of twelve (12) months commencing on 1 January and ending on 31 December of each year.



Constitution

(b) **Accounts to be Kept**

The Centre shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Centre in accordance with the Act.

15. PRESIDENT

- (a) The President together with the Secretary and/or Principal shall prepare the agenda for Board Meetings and General Meetings.
- (b) The President shall encourage full balanced participation in Board Meetings and General Meetings by all Board Members.
- (c) The President shall act as a spokesperson for the Board 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) Board Members.

16. 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 made as cash, cheque or secure EFT payment methods (as available at the time), authorised by two (2) signatories of whom there shall be no more than five (5) appointed by the Board.
- (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.
- (c) The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances for each calendar month to the Board or as directed by Board.
- (d) The Treasurer shall present audited accounts for the preceding financial year to the Annual General Meeting.

17. SECRETARY

- (a) The Secretary shall call meetings in accordance with the provisions of this 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 Board Meetings and General Meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Centre.

18. COMMITTEES

- (a) 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.
- (b) 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.



Constitution

19. MANAGEMENT

- (a) The Principal is responsible to the Board for the administration and management of the Centre in accordance with the policies and strategic direction set down by the Board. The Principal is responsible for the implementation of Board decisions and for the employment and supervision of other Centre staff.

20. FINANCE

- (a) The income and capital of the Centre shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly by any means whatsoever to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Centre, provided that nothing contained in this provision shall prevent payment in good faith to any person including a Member or Employee in relation to:
 - (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; or
 - (iv) reasonable rent for premises demised or let by any such Member or person for the purposes of the Centre.
- (b) The Centre shall have the power to raise money or secure payment of money required for any of the objects 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.

21. DISSOLUTION

- (a) If after the winding-up of the Centre, there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organization which has similar objectives and has rules which prohibit the distribution of its assets and income to its members and is or are identified and by a resolution of Members in General Meeting.

22. CONSTITUTION

- (a) This Constitution may be altered (including an alteration to the Centre's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- (b) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- (c) The registered rules shall bind the Centre and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.



Constitution

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
Reviewed	16 March 2017
Ratified at Annual General Meeting	