

71 174 918 601



the infants' home
CHILD & FAMILY SERVICES

Thursday, 26 July 2012

We, The Infants' Home Ashfield, confirm that the attached Constitution and Rules are a full and correct copy of the Constitution and Rules of the Infants' Home, Ashfield. These documents may be relied upon as being a full and correct copy of these documents.



Executed under the common seal of
The Infants' Home, Ashfield.



~~Acting~~ President

~~Honorary~~ Treasurer

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ABN 71 174 918 661

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mail@theinfantshome.org.au

- Parent Support Programs
- Early Intervention Programs
- Infant Feeding and Settling Clinic (Sydney Hope Family Cottage)
- Family Day Care
- Learning and Development Centres (Long Day Care)

Under the provision of sub paragraph 78(4) item 411 of the Income Tax Assessment Act, donations of \$200 and upwards are allowable deductions.

The Infants' Home Ashfield
Constitution and Rules

NAME

1. The name of the organisation is "The Infants' Home Ashfield".

DEFINITIONS

2. 2.1 In this constitution unless the context or the subject matter otherwise requires:-

"Act" means The Infants' Home, Ashfield Act, 1924, No. 13 as subsequently amended, extended, consolidates or replaced together with any orders, regulations, instruments or other subordinate legislation made thereunder;

"Administration Manager" means any person appointed pursuant to paragraph 36 of this Constitution;

"Board" means the constituted Board of Directors of the Home from time to time;

"Constitution" means this constitution;

"Director" means a Member elected or appointed to the Board pursuant to this Constitution;

"Home" means The Infants' Home Ashfield;

"Member" means a person who,

- a) Has paid the yearly subscription fee of \$10.00 charged by the Home in consideration of the granting of membership or such greater yearly subscription fee as that person may elect to pay in consideration of the granting of membership; and
- b) Is registered for then time being as a member of the Home in the register maintained for that purpose pursuant to this Constitution;

"Person" means a natural person.

- 2.2 Words in the singular include the plural and words in the plural include the singular; words importing either gender include all genders; and expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photocopy, facsimile and other models of representing or reproducing words in a visible form.

OBJECTS

3. The objects of the Home shall be those set out in Section 5 of the Act.

BOARD

4. The governing body of the Home shall comprise a Board of Directors in which shall be vested the management of the Home and which shall be constituted as follows:-

4.1 Not less than five (5) Members elected by the Members at the Annual General Meeting.

4.2 An additional person (not necessarily a Member) nominated from time to time in writing by the Government of New South Wales, but only if first requested in writing by the Board.

5. The elected members of the Board shall hold office for not less than twelve (12) months and beyond that for a period until appointment of their successors. They shall be eligible for re-election. The member of the Board appointed by the government of New South Wales shall hold office until removed

by resolution of the Board or by notice in writing from the government of New South Wales to the Board.

6. Vacancies occurring on the Board between Annual General Meetings shall be filled by the Board.

7. The Board at its first meeting after the Annual General Meeting shall appoint the following office bearers from its number:-

President;

Vice President;

Honorary Treasurer; and

such other office bearers as it may deem necessary.

Such office bearers shall hold their office for such period, being a minimum of twelve (12) months, as the Board shall determine, but no office bearer shall serve in his or her position for more than nine (9) years and for more than six (6) consecutive years and no office bearer may hold office if he or she is no longer a Director.

8. Nominations for the elections of the Board must be made in writing signed by two (2) Members (with nominee's consent) and delivered to the Administration Manager at least fourteen (14) days prior to the Annual General Meeting. If the full number is not nominated the additional number required may be proposed and seconded at the Meeting. If there be more than the required number nominated for the election, an election by ballot shall take place, but if there be only the requisite number the chairperson shall declare those nominated duly elected.

9. The Boards shall ordinarily meet once monthly but a special meeting to deal with any urgent business may be called at any time at the instance of the President or any other three (3) Members of the Board upon their requiring the Administration Manager to do so the quorum shall consist of that number of Directors then elected or appointed which is closest to but exceeds sixty per cent of the total number of Directors elected or appointed.

10. Except where an Extraordinary Resolution of the Board is required, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In the case of an equality of votes at any meeting the President or other Director presiding shall have a second and casting vote.

11. An "Extraordinary Resolution" of the Board shall be a resolution pursuant to which a question or matter is decided at any meeting by at least three fourths (3/4ths) of the votes. A determination by three fourths (3/4ths) or more of the directors shall for all purposes be deemed an Extraordinary Resolution of the Board.

12. If at any meeting the President is not present then within fifteen (15) minutes after the time appointed for holding the meeting, the Vice President shall preside and if the Vice President is not present the Directors may choose one (1) of their number to preside over the meeting.

13. Any Director who has been absent from three consecutive ordinary meetings without leave or without satisfactory explanation may be deemed by the Board to have resigned.

14. The office of director shall be vacated if the Director:-

14.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

14.2 becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- 14.3 is removed by Extraordinary Resolution of the Board at any time;
- 14.4 ceases to be a Member;
- 14.5 resigns his or her office by notice in writing to the Administration Manager; or
- 14.6 is convicted:-
 - 14.6.1 on indictment of an offence against an Australian law or any other law in connection with the promotion, formulation or management of a body corporate or corporation; or
 - 14.6.2 a serious fraud; or
 - 14.6.3 a criminal offence as a result of which he or she is sentenced to a term of imprisonment or (except in the case of a motoring offence) a fine is imposed and the offence is considered by the Board to warrant his or her removal.
- 15. The Board may by Extraordinary Resolution remove any office bearer, Director or committee member before the expiration of his or her period of office and may by Extraordinary Resolution appoint another qualified person in his or her stead.
- 16. A Director shall not vote in respect of any contract or arrangement to be entered into or entered into by the Home in which he or she is not personally interested or any matter arising thereout. If he or she does so vote, the vote shall not be counted.
- 17. The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as a necessary quorum of the Board the continuing Director or Directors may act for the purpose of increasing the number of Directors of the Board to that number or of summoning a General Meeting of Members but for no other purpose.
- 18. The Board shall cause minutes to be made in books provided for the purpose:-
 - 18.1 of all appointments made by the Board;
 - 18.2 of the names of Directors of the Board present at all Board and committee meetings; and
 - 18.3 of all resolutions and proceedings at all meetings of the Home and of the Board and of any committee of the Board.
- 19. Any such minutes referred to in paragraph 18 of this Constitution purporting to be signed by the person presiding over such meeting or by the person presiding over the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

COMMITTEE

- 20. The Board may delegate any of its powers to a committee consisting of such Director or Directors which it sees fit; any committee so formed shall in the exercise of the power so delegated conform to any conditions that may be imposed on it by the Board.
- 21. A committee may elect a chairperson of its meetings. If no such chairperson is elected or if any meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting the members of the committee present may choose one (1) of their number to be chairperson of the meeting.
- 22. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson shall have a second and casting vote.

GENERAL

23. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director of the Board.
24. A resolution in writing, signed by a majority of the Directors of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Directors.

POWERS OF THE BOARD

25. The Board shall have full control of the property of the Home and absolute authority regarding disposition of such property and in the conduct of all the affairs, business and management of the Home, except in so far as it is otherwise expressly provided in this Constitution or the Act. The Board may also, from time to time at its discretion;-
 - 25.1 raise or borrow or secure the payment of any sum or sums of money for the purpose of carrying out all or any of the objects of the Home; and
 - 25.2 delegate all or any of its powers to a person or persons appointed by the Board by notice in writing.

ANNUAL GENERAL MEETING

26. An Annual General Meeting of Members shall be held each year at such time and place as may be determined by the Board but in any event at as early a date as is convenient to:
 - 26.1.1 receive the report and financial statements (including profits and loss and balance sheets) for the preceding year;
 - 26.1.2 to elect Directors, the Honorary Auditor, Honorary Solicitor, Honorary Architect and Visiting Medical Officers for the ensuing year; and
 - 26.1.3 to transact such business as may be brought forward.Any other meeting of Members shall be called a General Meeting.
27. Such meeting shall be convened by written notice to the Members and advertised in at least one (1) daily paper.
28. At least fourteen (14) days notice shall be given of any Annual General Meeting. Members shall be entitled each to one (1) vote at an Annual General Meeting or General Meeting, but no voting by proxy shall be allowed. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a second and casting vote.

GENERAL MEETING

29. The Board may at any time convene a General Meeting of Members by giving fourteen (14) days clear notice to the Members in the manner applying to Annual General Meetings for the purpose of considering the passing of such resolutions and considering such business as many be contained in the notice.

30. While not necessarily containing the particular resolution to be considered, any notice convening a General Meeting shall state the general nature of the business to be considered.
31. No business shall be transacted at any General Meeting or at an Annual General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. At any Annual General Meeting or General Meeting called by the Board, twenty (20) Members shall form a quorum. If a quorum be not present within fifteen (15) minutes after the time fixed for the Annual General Meeting or for a General Meeting, the Members present may adjourn the same to such day not less than seven (7) or more than twenty one (21) days subsequently and at such adjourned meeting the Members present though not less than fifteen (15) in number shall constitute a quorum.
32. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any person entitled to such notice shall not invalidate the meeting or the proceedings thereat.
33. The President, if any, of the Board shall preside as Chairperson at every General Meeting and Annual General Meeting of the Home or if there is no such Chairperson or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Members present shall elect one (1) of their number to be the Chairperson of the meeting.

NOTICES

34. A notice may be given by the Home or any Member personally or by sending it by post to him or her at his or her registered address, or (if he or she has no registered address within New South Wales) to the address, if any, within Australia, supplied by him or her to the Home for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
35. 35.1 Notice of every General Meeting (including Annual General Meeting) shall be given in any manner hereinbefore authorised to:-
 - 35.1.1 every Member having a right to attend and vote thereat, except those Members who (having no registered address within New South Wales) have not supplied to the Home an address within Australia for the giving of notices to them; and
 - 35.1.2 the Honorary Auditor for the time being of the Home.
- 32.2 No other person shall be entitled to receive notice of General Meetings.

THE ADMINISTRATION MANAGER

36. The Board shall from time to time appoint an Administration Manager whose duties, in addition to any others the Board may consider fit, shall be to:-
 - 36.1 keep a fair and impartial record of the activities of the Home;
 - 36.2 keep proper minutes of all meeting, ordinary, special and general;
 - 36.3 call all such meetings as the Administration Manager in this Constitution is required to call when properly directed;
 - 36.4 ensure that the Home's bookkeeper shall receive and give proper receipts for all money belonging to the Home;

- 36.5 co-ordinate the preparation and submission at each Annual General Meeting of a full report of the operations of the Home;
- 36.6 maintain the register of Members;
- 36.7 deliver and receive such communications, including but not limited to any correspondence, as the Board may require from time to time; and
- 36.8 subject to the Board's approval appoint such persons as the Board may from time to time direct, being persons whom the Administration Manager shall deem fit and proper to be employees of the Home, and attend to all matters incidental thereto.

ACCOUNTS BANKING

37. The Honorary Treasurer shall ensure that:-
 - 37.1 all accounts and all receipts and record of payments, which shall at all times be open to the inspection of the Board, shall be properly kept; and
 - 37.2 proper financial statements, profit and loss balance sheets are submitted at the Annual General Meeting.All financial statements shall be inspected and approved by the Honorary Auditor before being submitted to the Annual General Meeting.
38. The Board shall open and maintain a bank account/ accounts in the name of "The Infants' Home Ashfield" which shall be operated by any two (2) of the following: President, Vice President, Honorary Treasurer and the Administration Manager.

COMMON SEAL

39. The Common Seal of the Home shall never be used except by the authority previously given of its President, Vice President or any three (3) Directors, each of whom shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Honorary Treasurer or some other person appointed for that purpose by the President or Vice President.
40. A register shall be kept to record each use of the seal and each use of the seal will be reported to the Board and endorsed by it.

MEMBER REGISTER

41. The Home shall keep a register of its Members and enter in that register:-
 - 41.1 the names and addresses of the Members;
 - 41.2 the date of which the name of each person was entered into the register as a member; and
 - 41.3 the date at which any person who ceased to be a Member during the previous seven (7) years ceased to be a Member.

INDEMNITY

42. Every Director, Administration Manager, Honorary Auditor and other officer for the time being of the Home shall be indemnified out of the assets of the Home against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

AMENDMENT OF CONSTITUTION

43. This Constitution or any part thereof may be amended and new rules may be made at the Annual General Meeting or a General Meeting convened for that purpose, provided that, any five (5) Members have summoned such meeting by notice given by advertisement published in at least two (2) Sydney daily newspapers not less than seven (7) days before the date of such meeting and stating the purpose of that meeting.

THE BODY CORPORATE CONSTITUTED BY THE INFANTS' HOME ASHFIELD, ACT, NO. 13, 1924 AS AMENDED 17 November 1993.

RESOLUTIONS

1. THAT the rules of the Body Corporate be altered as follows:-

Rule 2.1 Insert a new definition of "member" as follows:

"Member" means a person who:

- (a) has paid the annual fee, if any, charged by the Home for membership; and
- (b) is registered in any register of members kept under the Constitution.

[The above amendment renders the definition consistent with the corresponding definition now contained in the Act as amended]

Rule 28 Delete "fourteen (14)" from the first sentence and insert "seven (7)".

[The above amendment reduces the notice period in respect of Annual General Meetings]

Rule 29 Delete "fourteen (14)" and insert "seven (7)".

[The above amendment reduces the notice period in respect to General Meetings]

Rule 31 Delete "twenty (20)" for the second sentence and insert "fifteen (15)".

Delete "fifteen (15)" from the third sentence and insert "ten (10)".

[The above amendment reduces the quorum for General Meetings and Annual General Meetings and reduces the quorum for adjournments of those meetings]

17th November, 1993

RESOLUTION

That the constitution of the Infants Home Ashfield be amended as follows:

1. Rule 4.1 - delete and insert instead:
"Not less than five (5) Members elected by the Members at the Annual General Meeting."
2. Rule 4.2 - add to the end of the Rule:
"but only if first requested in writing by the Board."
3. Rule 5 - add to the end of the Rule:
"the member of the Board appointed by the Government of New South Wales shall hold office until removed by resolution of the Board or by notice in writing from the Government of New South Wales to the Board."
4. Rule 7 - delete the words "Two (2) Vice Presidents" and insert instead:
"Vice President"
5. Rule 9 - delete the words "The quorum shall consist of five (5) Members." and insert instead:
"The quorum shall consist of that number of Directors then elected or appointed which is closest to but exceeds sixty per cent of the total number of Directors elected or appointed."
6. Rule 12 - delete and insert instead:
"If at any meeting the President is not present then within fifteen (15) minutes after the time appointed for holding the meeting, the Vice President shall preside and if the Vice President is not present the Directors may choose one (1) of their number to preside over the meeting."
7. Rule 38 - delete the words "Vice Presidents" and insert instead:
"Vice President"
8. Rule 39 - delete the word "a" before the words "Vice President" wherever the words "Vice President" appear in the Rule.

REGISTERED
27/7/2012
BK 4635 NO 760



Resolution passed at AGM 27 May 2009