

***Kindergarten Parents Victoria  
Constitution***

as amended at AGM October 2007

**MISSION STATEMENT**

***KPV is the peak organisation promoting the voice of parents in quality early childhood education for Victorian children.***

## STATEMENT OF PURPOSES

1. The name of the incorporated association is

**Kindergarten Parents Victoria Incorporated.**

2. The purposes for which the incorporated association is established are to:

- (a) promote, sustain and develop kindergarten and preschool services throughout Victoria;
- (b) recognise and represent the interest of parents and children to the community, government and other relevant bodies;
- (c) represent kindergarten committees of management as employers before Industrial Relations Tribunals;
- (d) communicate information and create support systems for kindergarten committees in the management of kindergartens;
- (e) encourage communication amongst kindergarten committees in their local or regional area and across the State of Victoria;
- (f) publish newsletters, circulars, manuals, pamphlets and engage in publicity through all media to further the above purposes;
- (g) join, affiliate, or associate with any organisation having similar or related aims;
- (h) invest and deal with monies of KPV as may be determined as incidental and related to attaining the above purposes;
- (i) employ staff in relation to the delivery of early childhood services in Victoria.

# CONSTITUTION

## Rules

### 1. Name

The name of the incorporated association is

### **Kindergarten Parents Victoria Incorporated**

### 2. Interpretation

### 3. In these rules unless the contrary intention appears:

*Association* means KPV Incorporated.

*Delegate* a person nominated to represent a KPV full member.

*Board* means the Board of Management of the KPV elected in accordance with these rules.

*Financial year* means the year ending on June 30th.

*General Meeting* means a general meeting of members convened in accordance with these rules.

*Interested person* means a person approved by the Board who is interested in the objects of the Association.

*Member* means a full or associate member of KPV.

*The Act* means the Associations Incorporation Act 1981.

*The Regulations* means the regulations under the Act.

*Standing Orders* means procedures in connection with meetings of the Board.

### 4. Policy

All major policy decisions are made by referendum, so that all members have an equal right to participate.

### 5. Policy shall be consistent with the purposes of KPV.

### 6. Policy shall be non-party political and non-sectarian.

### 7. Members

- (a) Any kindergarten or early childhood service which is not primarily a commercial venture shall be eligible to apply for membership to KPV. Any other entity, person or body may apply for membership of KPV, and the Board will determine whether or not to approve or reject the application having regard to whether such membership is conducive to the attainment of the Association's Statement of Purposes.

Such members will be known as **Full Members** and shall be entitled to one vote.

- (b) Any organisation interested in preschools, but which is not a Kindergarten Management Committee shall be eligible to apply for membership of KPV. Such members will be known as Associate Members (Organisation) and shall not be entitled to vote in referendum or at General Meetings, but may be elected to the Board of KPV but may not be elected as an office bearer. An organisation must notify in writing its representative.

- (c) Any person associated with preschools shall be eligible to apply for membership of KPV. Such members will be known as Associate Members (Individual) and shall not be entitled to vote in referendum or at General Meetings, but may be elected to the Board of KPV.

- (d) The Board may by resolution at a General Meeting determine that a person is to be a life member of the Association by reason of valuable service to the Association, and such person will not be required to pay any further subscriptions whatsoever, and shall be entitled to one vote.
8. An application for membership shall be:
- (a) made in writing
  - (b) and be lodged with the Secretary.
9. The application for membership shall be referred to the next Board meeting which shall approve or reject the nomination.
10. Upon approval of the application by the Board the Secretary shall write to the applicant requesting payment of the annual subscription within 28 days. A notice of rejection shall be given to the applicant informing the applicant their application has not been successful.
11. On receipt of the annual subscription the applicant shall become a member of KPV and the Secretary shall enter the member name into the Register of Members.
12. The rights, privileges and obligations of a member, as determined by the Board, are not transferable and terminate when a member dies or resigns, or is expelled.
13. **Annual Subscription**
- The annual subscription will be determined by the Board and shall be due and payable by the first day of July each year.
14. There is no joining fee.
15. **Register of Members**
- The Secretary shall keep and maintain a Register of Members which shall be available for inspection by the members at the office of KPV.
16. **Resignation of Members**
- A member of KPV who has paid all monies due and payable to KPV may resign from KPV by sending notice in writing to the Secretary.
17. On receipt of such notice the Secretary shall remove the member's name from the Register of Members.
18. A member of the Association who has not paid their annual subscription by the first day of August shall be deemed to have resigned and the Secretary shall note in the Register of Members that this member has ceased to be a member.
19. **Expulsion of a Member**
20. The Board may by resolution:
- (a) expel a member from KPV; or
  - (b) suspend a member from membership of KPV for a specified period,
21. if the Board is of the opinion that the member has:

- (i) refused or neglected to comply with these rules; or
  - (ii) been guilty of conduct unbecoming a member or prejudicial to the interest of KPV.
22. The decision of the Board to discipline a member shall be final, and no appeal to a General Meeting shall be permitted.
23. Before any decision in relation to discipline is made by the Board, the member concerned shall have the right after reasonable notice to appear before the Board to show cause why the member should not be disciplined. The notice to the member must specify the allegation against the member and must include a warning that the Board has the power to expel a member.

24. **Public Officer**

The Public Officer of the Association (who will either be the Secretary or such other Board member appointed by the Board) is responsible under the Regulations for the following:

- (a) notifying the Registrar of Incorporated Associations of:
  - (i) their appointment to the position of Public Officer, within fourteen days of the appointment (although notification is not required as a result of an unincorporated association becoming incorporated);
  - (ii) a change of address of the Public Officer, within fourteen days;
  - (iii) any amendments to the Rules or Statement of Purposes of the Association, within one month of the ratification of the proposed amendments by the Association in a general meeting;
  - (iv) the passing of a special resolution by the Association regarding the disposal of surplus assets after winding-up in accordance with the Act, within one (1) month of the passing of the resolution.
- (b) applying to the Registrar of Incorporated Associations for approval of any desired change of name, in accordance with the Regulations;
- (c) lodging with the Registrar:
  - (i) the documents required in respect of the annual general meeting, within one month of the date of the meeting (unless further time is granted by the Registrar);
  - (ii) details about any trust and a copy of any deed or other instrument creating or embodying that trust, upon the Association becoming a trustee of that trust, within fourteen days;
- (d) producing any book for the Registrar or his/her authorised officer on being required to do so, and telling the Registrar or his/her authorised officer where a book is at the time a request is made;
- (e) ensuring that the Registrar or his/her authorised officer is not hindered or obstructed in any way while that person is making an inspection of any part of the Association, in accordance with the Act.

25. **Finance**

Finance shall be obtained from members' subscriptions, endowments, grants, fees, voluntary contributions and such other sources as are approved by the Board and income derived from business conducted under the business name of KindaWorks.

26. **Delegates**

Each member kindergarten must nominate in writing, in a form which is approved by the Board from time to time, a delegate authorised to vote on behalf of that member at general meetings of KPV. This nomination may be changed at any time.

27. Member kindergartens may send more than one representative to general meetings, but only the representative nominated in writing shall be entitled to vote.

28. A delegate cannot grant a proxy.

29. **Annual General Meeting**

KPV will convene an annual general meeting of its members to be held within 5 months after the end of the financial year.

30. The ordinary business of the annual general meeting shall be:

- (i) to confirm the minutes of the last annual general meeting and the minutes of all general meetings held since;
- (ii) to receive from the Board written reports on the activities of KPV since the last AGM;
- (iii) to receive and consider the audited statement submitted by KPV in accordance with section 30(3) of the act;
- (iv) to elect members of the Board in place of those retiring;
- (v) to appoint an auditor for the next financial year;
- (vi) motions without notice may be presented.

31. **Special General Meetings**

A Special General Meeting must be called if the Board or any two of President, Vice President, Secretary, Treasurer, Public Officer so decide, or if 20 full members in writing require one to be held. This meeting is to be held within 40 days.

32. **Notice of Meetings**

At least 28 days notice in writing shall be given to all members of the date, time and place and nature of the business to be transacted at the general meeting of members.

33. **Procedure at Meetings**

No business shall be considered at a **Special General Meeting** other than the business set out in the notice of the meeting.

34. Any motion other than a motion to amend the Statement of Purposes and the Rules may be proposed at the Annual General Meeting without notice.

35. The quorum for an Annual General Meeting shall be 50 and for a Special General Meeting 25.

(a) In the event that the quorum for the Special General Meeting is not achieved within 30 minutes of the advertised commencement time, the meeting will be reconvened by the President within seven days and those members personally present shall constitute a quorum. The business to be transacted at this reconvened meeting will be limited to that notified in the original notice of meeting.

36. The President shall preside at all the General Meetings, if he/she is absent the Vice President shall preside.

37. If the President and Vice President are absent from the general meeting the members present shall elect a member to preside as Chairperson of the meeting.

38. A resolution put to the vote shall be decided on a show of hands or by ballot.

39. Each Full member shall be entitled to appoint another member or a delegate as a proxy by giving written notice to the secretary before commencement of the general meeting. A member cannot hold more than five proxies.

40. The chairperson or 20 delegates of members of KPV, present at the general meeting, may require an issue (other than a matter required to be dealt with by special resolution) be resolved by a referendum of all members. A referendum shall be conducted in accordance with rule 80, before or immediately after the result of the vote has been announced.

41. **Board of Management**

The affairs of KPV shall be managed by a Board.

42. The Board shall:

- (i) have the entire management and control of KPV, see that the purposes are maintained, and supervise and enforce the Statement of Purposes and Rules and Regulations of KPV;
- (ii) implement the policy determined by KPV members;
- (iii) make available to KPV members information on its activities;
- (iv) control and manage the income and expenditure of KPV to promote and achieve the purposes of KPV;
- (v) ensure proper accounting of all transactions is kept, including preparation of annual audit statement;
- (vi) ensure full and accurate minutes of all meetings are kept;
- (vii) put in place policies and procedures for the effective and efficient management of KPV;
- (viii) to delegate any of its powers, other than the power to delegate, to any member of staff, officer, Sub-Board or Reference Group;
- (ix) have the power to co-opt persons ("**Co-opted Representatives**") (whether Members or not) to act in an advisory capacity to the Board which extends to sitting in on Board meetings, however such persons will have no voting rights and can only serve as a co-opted member for no more than six consecutive years, unless extended by Board approval; and
- (x) determine the amount of remuneration, if any, to be paid to the President and the other members of the Board provided the amount determined reflects bona fide compensation for the time and effort provided by the President and Board members in the performance of their respective duties.

43. The Board shall consist of 10 persons excluding any Co-opted Representatives.

44. Three persons are elected each year for a two year term.

45. Four persons are elected each year for a one year term.

46. No more than two of the 10 persons on the Board at any one time may be Associate members of KPV.

47. All other members of the Board must at the time of their election be delegates.

48. No Board members shall serve for more than six consecutive years.

49. **Election of Officers of KPV**

- (i) Officers of KPV are elected from the Board within seven days of the Annual General Meeting. The term therefore of each officer commences upon election at the meeting immediately after the Annual General Meeting.
- (ii) The officers of KPV are President, Vice President, Secretary, Treasurer.. No more than two of these officers shall be Associate Members (Individual).

- (iii) The election of the office bearers shall be by secret ballot by those present in a manner determined by the Board from time to time.

50. **Board Procedure**

The Board would normally meet monthly and must meet at least once each quarter.

- 51. A quorum at the Board shall be fifty percent of the elected Board members at that time.
- 52. Arrangement must be available to enable Board members outside the metropolitan area to attend by telephone conference.
- 53. The President or in the President's absence the Vice President shall preside over the meeting.
- 54. If the President and Vice President are absent from the Board meeting the members present shall elect a member to preside as Chairperson of the meeting.
- 55. Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the person presiding shall exercise a second or casting vote.
- 56. Questions arising at a meeting of the Board shall be determined on a show of hands or ballot.
- 57. Written notice of each Board meeting shall be served on each Board member at a reasonable time before the meeting.
- 58. A member of the Board shall not supply directly or indirectly goods or services to KPV where such goods or services could be satisfactorily obtained elsewhere.
- 59. Any member of the Board who has a financial interest in any contract or arrangement made or proposed to be made with KPV shall disclose their interest at the first meeting where the contract or arrangement is considered.
- 60. Any member who has an interest in any contract or arrangement shall not be entitled to vote on this matter.
- 61. Board members shall not become paid employees of KPV.
- 62. Standing Orders will be determined from time to time by the Board provided that no determination may conflict with any rule contained in this Constitution.

63. **Election of Board Members**

All members shall receive a nomination form for the election of Board with the notice of the Annual General Meeting with such form allowing a member to nominate for one of the three two year terms, one of the four one year terms or both.

- 64. Complete nominations shall be delivered to the Secretary not less than 14 days before the date fixed for holding the Annual General Meeting.
- 65. A nomination form must be signed by the Nominee and one Nominator.

- (a) The Nominee must be a delegate of a KPV Full Member, or a representative of an Associate Member.
  - (b) The Nominator must be an Associate or Full Member of KPV.
66. If insufficient nominations are received to fill vacancies on the Board, the candidates nominated shall be elected and further nominations shall be received at the Annual General Meeting.
67. If the number of nominations received is equal to the number of vacancies to be filled in two and one year categories the persons nominated shall be deemed to be elected.
68. If the number of nominations received exceeds:
- (a) the number of vacancies to be filled in both categories then a ballot shall be held at the Annual General Meeting to determine the filling of the three two year terms prior to determining the filling of the four one year terms;
  - (b) for the category of two year terms only then a ballot shall be held at the Annual General Meeting to determine the filling of them; and
  - (c) for the category of one year terms only then a ballot shall be held at the Annual General Meeting to determine the filling of them.
69. Voting by ballot shall be performed by the preferential method to the extent that all candidates names for a category will be set out on the ballot form in alphabetical order and all persons entitled to vote will set against the names of their preferred candidates:
- (a) for the category of the three two year terms, the numbers 1, 2 and 3 in order of priority; and
  - (b) for the category of four one year terms, the numbers 1, 2, 3 and 4, in order of priority.
- A ballot will not be invalid if all numbers in a particular category have not been inserted.
70. For the purposes of these rules. the office of a member of the Board becomes vacant if that member:
- (a) ceases to be a member of KPV or ceases to be a delegate or representative of a member;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
  - (c) resigns his/her office by notice in writing given to the Secretary; or
  - (d) is absent for three consecutive meetings without acceptable reason or leave of absence,
71. and every such vacancy shall be deemed as a casual vacancy.
72. All elections are to be conducted by a Returning Officer as determined by the Board from time to time.

73. Should a casual vacancy on the Board occur during the year the Board may appoint a member or a delegate of a member of KPV to fill the vacancy until the next AGM.

74. **Reference Groups & Sub-Boards**

The Board shall establish any Reference Group or Sub-Committee from members drawn from the Board, members of KPV or other interested persons.

75. The Board shall determine the responsibility and role of each Reference Group/Sub-Committee.

76. Procedure of Reference Groups/Sub-Committees.

(a) The chairperson/convenor shall be a KPV Board member and shall exercise the responsibility for the operation of the Reference Groups/Sub-Committees.

(b) A quorum for its meetings shall be three of its members.

(c) All members shall have one vote.

(d) Minutes are to be kept of meetings.

(e) Reference Groups/Sub-Committees are to report regularly and make recommendations to the Board.

77. A member of the Reference Group or Sub-Committee shall not supply directly or indirectly goods or services to KPV, where such goods or services could be satisfactorily obtained elsewhere.

78. Any member of the Sub-Committee or Reference Group who has a financial interest in any contract or arrangement made or proposed to be made with KPV shall disclose their interest at the first meeting where the contract or arrangement is considered.

79. The Executive may be one of the Sub-Committees and its members shall be the Officers of KPV plus any other Board Members who attend.

80. **Referendum**

All major policy decisions are made by referendum so that all members have an equal right to participate.

81. Policy will be decided by the majority of returns.

82. A referendum can be initiated by the Board or by a notice in writing of 20 full members.

83. Full members will be given 60 days to consider the referendum and reply. (If the matter is urgent it may be necessary to lessen the time for reply.)

84. **The President**

All public statements on behalf of KPV must be made by the President or person designated by the President.

85. Any paid employees are responsible to the Board through the President.

86. **Secretary**

The Secretary of KPV shall ensure minutes of each general meeting and each Board meeting are kept together with a record of the names of persons present at these meetings.

87. The Secretary shall make available on written request, by a member, a copy of the minutes within 14 days of receipt of the request.

88. **Treasurer**

The Treasurer of KPV:

- (a) shall collect and receive all monies due to KPV and make all payments authorised by KPV; and
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of KPV.

89. The accounts and books of KPV shall be available for inspection by members.

90. **Staff**

The Board may appoint staff and shall define their duties and responsibilities.

91. The Board shall also have the power to terminate the employment of any staff.

92. **Regional Associations**

The formation of regional/local or district associations are encouraged.

93. Their role may include but not be limited to the following:

- (i) Passage of information from KPV to and from members.
- (ii) Assist KPV achieve its purposes and implement its policy.
- (iii) Representation of Sub-Boards and Reference Groups.

94. **Cheques**

All cheques and other negotiable instruments shall be signed by any two of the following signatories – Executive Director, Deputy Director, President, Secretary, Treasurer or Accountant.

95. **Seal**

The Common Seal of KPV shall be kept by the Secretary.

96. The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer or Executive Director of KPV.

97. **Alteration of Rules and Statement of Purposes**

These rules and the statement of purposes of the Association shall not be altered except by a Special Resolution at a General Meeting of KPV and must be approved by 75 per cent of delegates personally present.

- (I) to the effect that the provision for trading and winding up contained in the rules shall not be altered without the consent of the Minister.

98. **Winding Up**

- (a) If:
  - (i) the Association is wound up in accordance with the provisions of the Act; and
  - (ii) any property remains after satisfaction of all liabilities, it must not be paid to or distributed amongst the members.
- (b) The surplus must be transferred to some other institution or institutions which
  - (i) is charitable in purpose, and
  - (ii) has similar purposes to the Association, and
  - (iii) prohibits the distribution of income and property amongst members to an extent at least as great as is imposed on the Association under this rule, and
  - (iv) is a fund, authority or institution approved by the Commissioner of Taxation as being one referred to in section 78(1)(a) of the Income Tax Assessment Act 1936.
- (c) The institution or institutions must be determined in accordance with a special resolution of the members of the Association, or, in the absence of such a resolution, by the Registrar.

99. **Custody of Records**

The Secretary is responsible for the custody or control of all books, documents and securities of KPV.

100. **Income and Property**

- (a) The income and property of KPV must be used and applied solely in promotion of its purposes and the exercise of its powers and no proportion may be distributed paid or transferred directly or indirectly to or amongst the members.
- (b) This rule does not prevent the payment in good faith of
  - (i) interest to any member on money advanced by the member to the Association or otherwise owing to the member;
  - (ii) remuneration to any officers or servants of the Association or to any member of the Association for services actually rendered;
  - (iii) out of pocket expenses;
  - (iv) money lent;

- (v) reasonable and proper charges for goods hired to the association.
- (vi) reasonable and proper rent for premises let to the association.
- (c) This rule does not prevent the provision of services to a member to which that member would be entitled in accordance with the purposes if not a member.

## **101 Powers of the Association**

- (a) In addition to all the powers given to the Association by virtue of the Act, the Association may apply, invest or manage any moneys of the Association not immediately required in such manner as is from time to time thought fit.
- (b) The Association may invest and manage any moneys on behalf of any individual, institution or other entity.
- (c) In addition to all the powers given to the Association by virtue of the Act, the Association may acquire, establish and carry on anywhere in the world (either alone or in partnership with another) any type of trade or business and at any time to discontinue such trade or business and to deal with all property (whether tangible or intangible) and do all such other things in relation to such trade or business. These Rules comply with section 51(4) of the Act.
- (d) In exercising the powers under this clause the Association must exercise the care, diligence and skill that a prudent person would exercise in managing the affairs of other persons.
- (e) In exercising the powers contained in this clause the Association must not make investments which are speculative in nature and shall take investment advice when felt necessary.
- (f) Without limiting the matters that the Association may take into account when exercising the powers contained in this clause the Association must, so far as they are appropriate to the circumstances of the Association, have regard to:
  - I. the purposes of the Association and the needs and circumstances of the Members; and
  - II. the desirability of diversifying Association investments; and
  - III. the need to maintain the real value of the capital or income of the Association; and
  - IV. the risk of capital or income loss or depreciation; and
  - V. the potential for capital appreciation; and
  - VI. the likely income return and the timing of income return; and
  - VII. the length of the term of the proposed investment; and
  - VIII. the liquidity and marketability of the proposed investment during, and on the determination of, the term of the proposed investment; and
  - IX. the effect of the proposed investment in relation to the tax liability of the Association; and
  - X. the likelihood of inflation affecting the value of the proposed investment or other property of the Association; and
  - XI. the costs (including commissions, fees, charges and duties payable) of making the proposed investment; and
  - XII. the result of a review of existing investments of the Association.
- g. The Association may:
  - i. obtain and consider independent and impartial advice reasonably required for the investment of Association funds or the management of the investment from

- a person whom the Association reasonably believes to be competent to give the advice; and
- ii. pay out of the Association funds the reasonable costs of obtaining the advice.

## **102 Authorisation to Trade**

The Association is authorised to trade in accordance with Section 51(4) of the Associations Incorporated Act.

## **103 Grievance Procedure**

### **a) Objective**

The objective of the Grievance Procedure is to resolve any disputes under the rules between

- (i) a member and another member, or
- (ii) a member and the incorporated association.

### **(b) Grievance Sub Committee**

A standing Grievance Sub Committee will be established pursuant to rule 74, to investigate and facilitate the resolution of any disputes of the nature described above.

A member who either brought the grievance of who may be the subject of the grievance, may appoint any person to act on behalf of the member in the grievance procedure.

The Grievance Sub Committee shall comprise three (3) persons drawn from the KPV Executive of which one will be the President. The Board can however change the composition of the Sub Committee at any time provided the Sub Committee remains constituted by Board members.

The President will be the Grievance Officer. The role of the Grievance Officer is to receive any grievances submitted to the Board and to ensure the Procedure described below is carried out.

### **(c) Procedure**

A member may initiate a grievance in respect of a dispute of a type described above by reducing the grievance to writing and lodging it with the Grievance Officer.

Upon receipt of the grievance, the Grievance Officer must call a meeting of the Grievance Sub Committee within 14 days.

Prior to the meeting the Grievance Officer must investigate the grievance including interviewing any relevant persons who may be the subject of the grievance or have some knowledge relevant to it.

The Grievance Sub Committee must offer the member who lodged the grievance and any member who may be the subject of the grievance, an opportunity to be heard and to submit any other matters relevant to it.

The Grievance Sub Committee must decide whether any action under the rules or otherwise should be taken arising from the grievance and advise the Board of such.

The Board at the next scheduled meeting, may confirm, modify, or reject the decision of the Grievance Sub Committee. The decision of the Board will be final.

All parties to the dispute including the member who lodged the grievance must be advised in writing of the Board's decision.

(d) Proviso

This Procedure is not intended to alter a members right's arising out of any other rules under the Constitution.