

This is the annexure of 11 pages marked "A" referred to in  
Form 5 signed by me and dated 25/11/2014

# **BROCKMAN HOUSE INC.**



# **CONSTITUTION**



# BROCKMAN HOUSE INC CONSTITUTION



## 1. NAME

The name of the Association is Brockman House Inc.

## 2. DEFINITIONS

In this constitution, unless the contrary intention appears-

“Board Meeting” means the meeting referred to in item 9.5;

“General Meeting” means the meeting referred to in item 9.1;

“Annual General Meeting” means the meeting referred to in item 9.3;

“Special General Meeting” means the meeting referred to in item 9.1

“Board Member” means the person referred to in item 6;

“the Board” means the Board of Governance of the Association referred to in item 6;

“member” means a member of the Association;

“the Act” means the *Associations Incorporation Act 1987*;

“the Association” means the Association referred to in item 1;

“the President” means the President referred to-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with item 11.1; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in item 6.1 or, if that person is unable to perform his or her functions, the Vice President;

“the Vice President” means the Vice President referred to in item 11.2;

“the Secretary” means the Secretary referred to in item 11.3;

“the Treasurer” means the Treasurer referred to in item 11.4.



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## **3. OBJECTS**

The objects of the association are:

- 3.1. To promote the wellbeing and care of children and families in accordance with principles outlined in the Equal Opportunity Act.
- 3.2. To establish and maintain one or more non profit child care centres and or other agreed programs in response to community needs.
- 3.3. To provide and maintain suitable grounds, buildings and equipment for such purposes.
- 3.4. To promote, develop and co-ordinate programs which relate to cultural backgrounds of children, families and members of the community.
- 3.5. To undertake community development in response to community needs.
- 3.6. To act as a resource to individuals and government agencies concerned with the wellbeing of families and children.
- 3.7. To liaise with government and non-government agencies and funding bodies as from time to time may be necessary to appropriate.
- 3.8. To operate as a non profit public benevolent institution.

## **4. POWERS**

The powers of the Association shall be:

- 4.1. To purchase, take on lease or in exchange, hire or otherwise real or personal property and any other privileges necessary for the objects of the Association.
- 4.2. To borrow and raise funds in any lawful manner required for the objects of the association and upon such terms and securities as may be determined.
- 4.3. Appoint, employ and pay officers and servants and dismiss or suspend any officer and servants.
- 4.4. To do all such lawful things as are incidental or conducive to the attainment of the aforesaid objects.

## **5. MEMBERSHIP**

A person/organisation is eligible to apply for membership if they are:

- 5.1. A parent or guardian of a child who is attending any program at Brockman House Inc. or whose child is enrolled to attend the child care component of Brockman House Inc.
- 5.2. A person who is participating in any program in or emanating from Brockman House Inc.
- 5.3. Any other person who is interested in the Objectives of the Association and who is accepted by the Board.
- 5.4. A member organisation shall appoint from its members a representative nominated in writing who may speak and vote on its behalf.



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**Application:** members shall be those eligible persons/organisations who:-

- 5.5. Have paid the prescribed membership fee;
- 5.6. Are accepted by the Board that may at its discretion refer any application to a General Meeting for acceptance.
- 5.7. The Directors may nominate a person to the Board of Governance, for life membership of the Association, whose character and commitment upholds the objects and values of the Association. Life membership must be endorsed by majority vote of the Board of Governance, and gifted at an Annual General Meeting in the presence of members of the Association.

**Suspension:**

- 5.8. Any persons whose behaviour is considered not conducive to the objects of the Association may be suspended or expelled by a vote of not less than two-thirds of members present and voting at a validly constituted meeting, either General or Board.
- 5.9. Any suspended or expelled member may within two weeks of the suspension or expulsion being imposed, appeal to a Board or General Meeting, whichever imposed the action, called for that purpose, to have the suspension or expulsion reconsidered.
- 5.10. The Association shall not be required to accept the renewal of a suspended member when renewal next falls due.
- 5.11. The Association shall have the right to refuse entry to any member or child of a member if access is considered extremely detrimental to the wellbeing of other persons or the objects of the Association for as long a period as is deemed necessary by the Board.

**Cessation:** membership shall cease upon:-

- 5.12. Written resignation to the President of the Association.
- 5.13. Failure to renew membership by paying the prescribed membership fee within two months of expiry, or
- 5.14. Failure to pay any fees due with respect to using any service at the Association within two months of the same having been sought.
- 5.15. Any person or organisation upon ceasing to be a member in any manner whatsoever, shall forfeit all rights and claims upon the Association and its property and funds which may have been given by virtue of involvement with the Association.

## **6. GOVERNANCE**

The affairs of the Association shall be managed exclusively by a Governance Board consisting of-

- 6.1. a President;
- 6.2. a Vice-President;
- 6.3. a Secretary;
- 6.4. a Treasurer; and



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- 6.5. Not less than three and not more than nine other members;
- 6.6. The following people who shall be ex-Officio:-
  - The Directors of the Association
  - Any other person or agency that the Board co-opts for duration as is necessary.
- 6.7. The Board Members shall be elected at the Annual General Meeting and shall retire at the conclusion of business of the Annual General Meeting following the election. No paid employee of the Association can be elected to any position on the Board of Governance.
- 6.8. Any organisation representative shall, on election to the Board, become a member in their own right and shall act in the best interests of the Association and not as a representative of any other organisation;
- 6.9. Members shall be eligible to serve on the Board in a single position for five (5) consecutive years, at which time such affected members shall stand down from that position for a period of not less than one year, before being eligible for re-election to that the position.
- 6.10. At the commencement of each successive Annual General Meeting after the initial Annual General Meeting of the Association, those Board Members who have served for longer periods than the other Board Members shall cease to be Board Members, but shall be eligible for re-election to membership of the Board.
- 6.11. Any member of the Board who has a direct or indirect pecuniary interest in any matter that is being considered or is about to be considered at any meeting of the Board shall, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature of his or her interest to those present at the meeting and shall then cease to be present at the meeting and shall then cease to be present at any deliberation of the Board with respect to that matter.
- 6.12. A member of the Board shall cease to hold such office on:
  - 6.12.1. Resignation in writing as a Board Member
  - 6.12.2. Resignation or expulsion as a member
  - 6.12.3. Absence from three consecutive Board Meetings without explanations acceptable to the Board
  - 6.12.4. Ceases to be the nominated representative of a member organisation.
- 6.13. Any ex-officio or co-opted representative as per Clause 6.6 shall have the right to address any Board or General Meeting but shall have no right to vote at that meeting unless in the case of a general meeting, the person is a member of the Association and may vote in their own right.
- 6.14. A casual vacancy occurs in the Board when a Board Member
  - 6.14.1. dies;
  - 6.14.2. resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President;
  - 6.14.3. is convicted of an offence under the Act;



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- 6.14.4. is permanently incapacitated by mental or physical ill-health;
- 6.14.5. is absent from more than –
  - 6.14.5.1. three (3) consecutive Board Meetings; or
  - 6.14.5.2. three (3) Board Meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board Meetings; or
- 6.14.6. ceases to be a member of the Association.

## **7. POWERS OF THE BOARD OF GOVERNANCE**

The Board shall have the power to:

- 7.1. Co-opt members to fill any election vacancy on the Board for the remainder of the unexpired term. Such co-opted members shall have full voting rights;
- 7.2. Establish sub-committees with respect to the Association's agreed programs and method of operation, who shall report at each General Meeting any business which has transpired since the previous meeting;
- 7.3. To delegate to sub-committees such powers as the Board deems desirable;
- 7.4. Oversee the day-to-day operations of the Association in the absence of the Directors;
- 7.5. To employ or dismiss staff consistent with contractual obligations.
- 7.6. Agree to sign and abide by the Board of Governance's Code of Conduct.

## **8. FINANCE**

- 8.1. The financial year of the Association shall end on 30<sup>th</sup> June in every year.
- 8.2. Annual subscriptions shall fall due on the anniversary of the date they joined the Association.
- 8.3. The funds of the Association shall be lodged with such bank or society as the Board may from time to time appoint.
- 8.4. Such accounts to be operable on any two of four signatories lodged where the account is kept.
- 8.5. The accounts of the Association shall be audited annually by an auditor appointed at the Annual General Meeting.
- 8.6. A statement of income and expenditure shall be presented to each Board Meeting. If for any reason a statement is not available, it shall be presented at the next scheduled Board Meeting, never being more than two months in arrears. An audited statement of accounts shall be presented to the Annual General Meeting.



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## **9. MEETINGS**

### **9.1. General Meetings**

9.1.1. The first General Meeting shall be held at such time being not less than fourteen (14) days not more than ninety (90) days after the date of incorporation of the Association and at such place and time as determined by the Board.

9.1.2. General Meetings, which shall include the Annual General Meeting, shall be held not less than once (1) each calendar year and fourteen (14) days notice of the meeting shall be posted to all members.

### **9.2. Special General Meetings**

Special General Meetings shall be called by the Secretary within twenty-eight days of receipt of the Board, or at the written request of three (3) Board members, or six (6) members/member organisations, such request being signed by the members/member organisations and specifying the business to be carried out at that meeting. Each Special General Meeting shall be held within thirty days of receipt of such request. All members/member organisations shall received notice of such meetings seven (7) days in advance including details of the business to be carried out.

### **9.3. Annual General Meeting**

9.3.1. The Annual General Meeting shall be held not later than 31<sup>st</sup> October in every year.

9.3.2. The business of the Annual General Meeting shall be:

- (i) the receipt of the President's report for the previous financial year.
- (ii) the receipt of the Treasurer's report and the audited financial statements for the previous financial year together with the financial budget for the next or current financial year
- (iii) other reports as the Board deems desirable
- (iv) the election of office bearers and Board Members who must consent to their nomination in person or in writing
- (v) the appointment of an auditor, not being a member of the Association.
- (vi) the conduct of any other business as advised in the notice of meetings.

### **9.4. Quorum (for Annual General Meeting or Special General Meeting)**

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to its business. A Quorum at any General Meeting shall be ten Board Members or two-thirds of the Board Members whichever is the less. If at any General Meeting, there is no quorum within 30 minutes of the time appointed for the meeting, then a majority of Board Members present may decide to adjourn the meeting for a period of not more than 14 days.



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## 9.5. Board Meetings

- 9.5.1. The Board shall meet as often as may be required to conduct the business of the Association and in any event not less than six times in each calendar year.
- 9.5.2. The President or any two Board Members shall have the power to call a Board of Governance meeting.
- 9.5.3. Notice of meetings shall be given at the previous Board meeting or by seven (7) days written notice to all Board Members, or in any emergency such other notice as the Board shall ratify at the next Board regularly called.
- 9.5.4. A quorum at a Board Meeting shall be one half of the members of the elected Board and shall include at least two office bearers.

## 9.6. Minutes of Meetings of the Association

- 9.6.1. The Secretary shall cause proper minutes of all proceedings at all General Meetings and Board Meetings to be taken and then to be entered within 30 days after the holding of each Meeting.
- 9.6.2. Any out of session decisions made by the office bearers need to be ratified by Board Members at the next scheduled Board Meeting and noted in the minutes accordingly.
- 9.6.3. The President shall ensure that the minutes taken at a General Meeting or Board Meeting under 9.6.1 are checked and signed as a true and correct record by the President of the General Meeting or Board Meeting to which those minutes relate or of the next succeeding General Meeting or Board Meeting, as the case requires.
- 9.6.4. When minutes have been entered and sign as a true and correct record under 9.6, they shall until the contrary is proved, be evidence that –
  - 9.6.4.1. the General Meeting or Board Meeting to which they relate was duly convened and held;
  - 9.6.4.2. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - 9.6.4.3. all appointments or elections purporting to have been made at the meeting have been validly made.

## 10. VOTING

- 10.1. All financial members (individuals or organisation) shall be entitled to one vote.
- 10.2. 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 be by show of hands, require any other vote to be by secret ballot,
  - (iii) all voting shall be in person.





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- 10.3. The President at any meeting shall have a casting vote as well as a deliberative vote.

## **11. DUTIES OF OFFICE BEARERS**

### **11.1. President**

11.1.1. The President shall act as 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 members of the Board.

11.1.2. The President together with the Secretary and Director of Community Development shall prepare the agenda for the Board and General Meetings.

11.1.3. The President shall be an “ex-efficio” member of all sub-Boards established by the Board.

11.1.4. The President shall when necessary enforce the rules of the Association.

11.1.5. The President shall sign all papers and documents requiring an official authentication.

### **11.2. Vice-President**

11.2.1. The Vice-President shall be aware of all facets of the Association and shall deputise for the President whenever necessary.

11.2.2. Where both the President and Vice-President are absent the members present at a properly constituted meeting may elect an acting President for the time being.

### **11.3. Secretary**

11.3.1. The Secretary in conjunction with the Director of Community Development shall call meetings in accordance with the provisions of this constitution.

11.3.2. The Secretary shall keep records of the business of the Association 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 Association.

11.3.3. The Minutes of all General Meetings shall be accessible to all members of the Association. The minutes of all Board meetings and records of the Association shall be accessible to all Board members. Any minutes, documents or records, designated by the Board or the President of the Association as confidential shall be accessible to members on the vote of a Special General Meeting..

### **11.4. Treasurer**

11.4.1. The Treasurer shall cause monies received to be paid into an account authorised by the Board in the name of the Association. Major or unusual expenditure shall be authorised in advance by the Board or



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General Meeting, notwithstanding that the Treasurer shall have authority to pay such debts that are recurrent and standing in nature.

- 11.4.2. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member provided 24 hours notice is received.
- 11.4.3. The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Board Meeting.
- 11.4.4. The Treasurer shall present audited accounts to the Annual General Meeting.

## **12. COMMON SEAL**

The Common Seal of the Association shall be engraved in the name of the Association and kept in the safe at the Association's premises. The Seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Board and in the presence of the President and two members of the Board both of whom shall subscribe their names as witnesses. A register shall be kept and maintained in which the dates, names, signatures of witnesses and reason for using the seal shall be written.

## **13. NON-PROFIT**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association, provided that nothing shall prevent the payment, in good faith, of remuneration to any member, employee of the Association, or to any other person in return for services rendered to the Association.

## **14. AMENDMENT OF CONSTITUTION**

- 14.1. This Constitution may be altered, amended or replaced by a 75% majority of members present at an Annual General Meeting of the Association or, provided that notice of the proposed alteration, amendment or replacement of the Constitution shall have been given in writing to the Secretary at least 42 days prior to that meeting, and all members of the Association have been notified at least 28 days prior to that meeting of the proposed alteration, amendment or replacement.
- 14.2. A General Meeting may alter, amend or replace Rules for the proper administration of meetings or business by a majority of members present at a meeting of the Association, provided that not less than 7 days written notice, including notice of the proposed new Rule or repeal, alteration or amendment has been distributed to all members.
- 14.3. The Deputy Commissioner of Taxation in Western Australia and the Commissioner for Corporate Affairs, Western Australia, will be advised of any changes to the Constitution.



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14.4. The Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## 15. DISSOLUTION

In the event of winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the state of dissolution within 30 days of the dissolution. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions

**I CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT  
COPY OF THE CONSTITUTION OF BROCKMAN HOUSE INC.**

<b>Presidents Name</b>			
<b>Signature</b>		<b>Date</b>	