

# ADELAIDE UNIVERSITY CHILDCARE SERVICES INC.

## RULES

### 1. Name

The name of the Incorporated Association is Adelaide University Childcare Services Incorporated.

### 2. Definitions

In the Rules unless the contrary intention appears:

- a) "Association" means the Association referred to in Rule 1;
- c) "The Board" means the Board of Management referred to in Rule 9;
- d) "The Act" means the Associations Incorporation Act 1985;
- e) "The University" means the Adelaide University.

### 3. Objects

The objects of the Association are:

- a) To conduct and manage child care and related services for the children of staff, students and other members of the University and wider community in accordance with the Association's philosophy; and
- b) To do all things as may be incidental to the attainment of these objects.

### 4. Powers

The association may, subject to the Act and these Rules:

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate bank accounts; and
- d) Borrow and raise money for any of its objects and secure the payment thereof by charge on any of its property; and
- e) Invest its moneys-
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested: or
  - (ii) in any other manner authorised by the Rules of the Association; and
- f) Borrow money upon such terms and conditions as it thinks fit; and

- g) Give such security for the discharge of liabilities incurred by the Association as it thinks fit; and
- h) Appoint agents to transact any business of the Association on its behalf; and
- i) Enter into any other contract it considers necessary or desirable.

## 5. Income and Property

- a) Income and property of the Association shall be applied solely to the promotion of the objects of the Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Board
- b) Rule 5 (a) does not apply:
  - (i) To payment in good faith of remuneration to any officer, employee, agent or other person in return for services actually rendered: or
  - (ii) To the repayment of out-of-pocket expenses incurred by any Board member or authorised person on behalf of the Association.

## 6. Board of Management

- a) The affairs of the Association shall be managed and controlled exclusively by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association.
- b) The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- c) The Board shall consist of:
  - (i) a Chairperson who is not in the employ or a student of **Adelaide University**, who is not a parent user of a centre managed by the Association, and who is appointed by the Council of **Adelaide University**;
  - (ii) two persons nominated by the Chief Operating Officer and Director Infrastructure of the University, one of whom must have financial/accounting skills;
  - (iii) one parent representative for each campus of **Adelaide University** which has a child care centre managed by the Association, that representative to be selected according to processes determined by the Board, and
  - (iv) The Director of each Centre (ex officio)

- d) No member receiving a remuneration from the Association other than solely in the capacity as a sitting member of the Board, if appropriate, shall be eligible for appointment to the Board.
- e) The term of office of Board members appointed under 6 (c) (i) and (ii) shall be three years. The term of office for members appointed under 6 (c) (iii) shall be two years.
- f) The Treasurer, Secretary and Public Officer shall be elected by the Board.
- g) When a vacancy occurs within the meaning of Rule 8, the vacancy is to be filled as set out in Rule 6 with the term of office as set out in Rule 6 (c)
- h) Members can be reappointed for a further term.

## **7. Standing Committees**

The Board may appoint standing committees.

## **8. Vacancy in membership of the Board**

A casual vacancy occurs in the Board if a Board member:

- a) dies;
- b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chancellor of **Adelaide University**;
- c) is convicted of an offence under the Act by a court of competent jurisdiction;
- d) is absent for more than:
  - i) Three consecutive board meetings without seeking leave of absence; or
  - ii) Three 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.

## **9. Meetings of the Board**

- a) The Board shall meet as and when the occasion requires but not less than four times per year.
- b) A quorum at any Board meeting shall be four.
- c) The Chairperson shall chair all Board meetings but if he or she is unable to act, a person shall be elected at the meeting to act as Chairperson of the meeting.
- d) Questions arising at a Board meeting shall be decided by a majority of votes but if there is an equality of votes the person chairing the Board meeting shall have a casting vote in addition to a deliberative vote.
- e) Extraordinary meetings of the Board shall be convened by the Public Officer at the request of the Chairperson or at least three members of the Board.

- f) A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

**10. Minutes**

Minutes of all meetings of the Board shall be recorded and approved by the Board at its next meeting. On approval by the Board, the Minutes shall be signed by the Chairperson, and kept in a Minute Book.

**11. Auditor**

- a) An auditor who is not a member of the Board shall be appointed by the Board.
- b) The Auditor shall examine the financial records of the Association and furnish a report to the Association, as required by the Act.

**12. Financial year**

The financial year of the Association shall be the 12 months ending on 30 June each year.

**13. Reporting**

The Board will prepare a comprehensive annual report on service and management performance in the format specified by the University, and distribute to the University through the Chief Operating Officer and be available to the parents of all children who regularly use the centres managed by the Association.

**14. Seal**

- a) The common seal of the Association shall be kept in the custody of the Waite Campus Childrens Centre Director and shall only be affixed by the authority of the Board.
- b) The seal holders shall be the Chairperson, the Secretary and another member appointed by the Board.
- c) Any two seal holders shall countersign the affixing of the seal. The Secretary and Public Officer shall keep a copy of all documents to which the common seal is affixed.

**15. Alterations to the Rules**

Subject to approval by the University, alterations to these Rules may be made on the resolution of the Board, provided at least 21 days' written notice of the proposal to alter the Rules is given to all Board members.

## 16 Dissolution

- a) The Board cannot resolve to dissolve the Association, Subject to the Act, dissolving of the Association is a matter for, and only for, the University.
- b) If, on winding up the Association, there remain surplus assets as defined in the Act, such assets shall be distributed at the discretion of the University:
  - i) To other organisations and/or trust funds having objects similar to those of the Association; or
  - ii) For purposes associated with the objects of the Association; or
  - iii) For charitable or benevolent purposes; or
  - iv) For another purpose directed by the University.