



THE CONSTITUTION OF HUMPTY DUMPTY TOY LIBRARY INC



HUMPTY DUMPTY TOY LIBRARY INC Altone Place, 6 Titus Road LOCKRIDGE

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1.0 NAME

1.1 The name of the organisation shall be the Humpty Dumpty Toy Library Inc., herein after referred to as the "Toy Library".

2.0 OBJECTIVES

The objectives for which the Toy Library is established are as follows:

- 2.1 To establish and maintain a non-profit toy library for pre-school and school aged children which will help to enrich their play and learning environment by providing for their use a wide range of toys, games and educational aids.
- 2.2 To provide for loan in the toy library, toys, games and educational aids which meet the standards established by the Australian Standards Association.
- 2.3 To provide an opportunity for members to exchange ideas about the range of toys, games and educational aids available and their relevance to children of different age levels.

3.0 POWERS

- 3.1 For the purpose of achieving or furthering these objectives the Toy Library shall have power:
 - a) to accept donations, subscriptions, raise monies for the purpose of acquiring the necessary facilities and equipment as required to assist in the effective operation of the toy library;
 - b) to rent or lease property for the purpose of operating a Toy Library; and
 - c) to do all such things as are necessary, incidental or conducive to the attainment of the objects of the association.

4.0 NON-PROFIT MAKING

- 4.1 The property and income of the Toy Library must be applied solely towards the promotion of the objects or purposes of the Toy Library and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Toy Library, except in good faith in the promotion of those objects or purposes.
- 4.2 A payment to a member out of the funds of the Toy Library is only authorised if it is:
- a) a payment in good faith to the member as reasonable remuneration for any services provided to the Toy Library, or for goods supplied to the Toy Library, in the ordinary course of business;
 - b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Toy Library.

5.0 MEMBERSHIP AND SUBSCRIPTION

Joining the Toy Library

5.1 Membership is open to citizens over 18years of age upon:

- a) payment of an initial joining fee followed by payment of an annual renewal fee, each 12 months thereafter, with the initial joining fee and annual renewal fee to be determined by the committee.
- b) undertaking in writing to abide by, observe and fulfil the terms, conditions, rules, bylaws and/or regulations from time to time made by the committee.

Leaving the Toy Library

5.2 Membership of the Toy Library will cease upon:

- a) notification of intent to resign by member;
- b) failure to renew membership within 6 weeks of renewal date;
- c) the person is expelled from the Toy library under Rule 6.17.

6.0 MANAGEMENT

6.1 The Toy Library shall be managed by a committee.

Election of committee

6.2 The committee shall be elected at the Annual General Meeting (herein referred to as “AGM”).

6.3 Any member of the Toy Library who is present at the AGM and or who has consented in writing to be elected shall be eligible for election to the committee.

6.4 The committee shall consist of:

- a) four (4) Office bearers, namely, president, vice president, secretary and treasurer; and
- b) unlimited number of ordinary members.

Term of office

6.5 The term of office of a committee member begins when the member is elected at an AGM or is appointed to fill a casual vacancy under Rule 6.15.

6.6 Unless a member resigns or is expelled from the committee, a committee member holds office until the positions on the committee are declared vacant at the next AGM.

Vacation of office

6.7 The committee shall vacate office at the AGM and all positions will be declared vacant.

6.8 Any person who wishes to resign from the committee shall do so in writing to the secretary or president, or if the person resigning is the secretary, to the president.

6.9 A member of the committee shall be deemed to have resigned if, without an acceptable apology he or she is absent from three (3) consecutive meetings.

6.10 At a committee meeting, the committee may by resolution remove a committee member from office in accordance with a decision of 75% majority of the committee present voting in favour of the removal.

Powers of the committee

6.11 The committee members are the persons who as the committee of the Toy Library, have the power to manage the affairs of the Toy Library

- 6.12 Subject to the *Associations Incorporation Act 2015*, these rules and the bylaws to do all things necessary or convenient to be done for the proper management of the affairs of the Toy Library.
- 6.13 The committee must take all reasonable steps to ensure that the Toy Library complies with the *Associations Incorporation Act 2015*, these rules and the bylaws (if any).
- 6.14 The committee may form sub-committees. Such sub-committees shall be responsible to the committee. Sub-committees so formed shall each include at least one member of the committee who shall represent it on the sub-committee.
- 6.15 The committee can appoint a Toy Library member to the committee to fill casual vacancies.
- 6.16 The committee shall define the duties and powers of its officers.
- 6.17 The committee, by a vote of 75% majority may cancel or suspend membership or such of the rights to which a member is entitled, of any member who in the opinion of the committee after making proper enquiry without reasonable excuse:
- a) the member contravenes any of these rules; and/or
 - b) the member acts detrimentally to the interests of the Toy Library.
- 6.18 The committee shall have the power to set limits on membership of the Toy Library from time to time when it cannot meet the physical demands of increased membership, without jeopardising the objectives of the Toy Library.
- 6.19 The committee may formulate the standing orders of the Toy Library to be applicable to such meetings as the committee may determine.

7.0 REGISTER OF MEMBERS

- 7.1 The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Toy Library under section 53 of the *Associations Incorporation Act 2015* to maintain the register of members and record in that register any change in the membership of the Humpty Dumpty Toy Library.
- 7.2 The register of members must include:
- a) each member's name; and
 - b) a residential, postal or email address

- 7.3 The name of a person who dies or ceases to be a member shall be removed from the register.
- 7.4 Any change to the register of members must be recorded within 28 days after the change occurs.
- 7.5 The register of members will be kept at a location to be determined by the committee.
- 7.6 A member may at any reasonable time inspect without charge the register of members.
- 7.7 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

7.8 If –

- a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the *Associations Incorporation Act 2015*; or
- b) a member makes a written request under section 56(1) of the *Associations Incorporation Act 2015* to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Toy Library.

8.0 GENERAL MEETINGS

- 8.1 The AGM of the Toy Library shall be held in each calendar year during the months of August or September or on such a date as is fixed by the Committee from year to year.

Notice of meetings

- 8.2 All members shall be given at least 14 days' notice in writing (notice may be provided by electronic communication) of a General Meeting.
- 8.3 If a special resolution is to be proposed at the General Meeting, all members shall be given at least 28 days' notice in writing (notice may be provided by electronic communication) of the General Meeting.
- 8.4 The notice must:
- a) specify the date, time and place of the meeting; and

- b) indicate the general nature of each item of business to be considered at the meeting;
- c) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

Quorum

- 8.5 A quorum for an AGM shall comprise ten (10) members or twenty per cent (20%) of the members, whichever shall be the lesser number.

Purpose of Annual General Meeting

- 8.6 The purposes of the AGM are:
- a) to confirm the minutes of the previous AGM;
 - b) to receive and consider:
 - (i) the annual report of the committee on the Toy Library's activities during the preceding financial year; and
 - c) to elect the office holders of the Toy Library committee and general committee members;
 - d) to deal with any other matters brought before the AGM.

Voting at general meeting

- 8.7 On any question arising at a general meeting, each member has one vote.
- 8.8 Except in the case of a special resolution, a motion is carried if a majority of members present at a general meeting vote in favour of the motion.
- 8.9 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 8.10 In the case of a special resolution, a motion is carried if 75% of members present at the general meeting vote in favour of the motion.

Minutes of general meetings

- 8.11 The secretary or in his/her absence another committee member, must take and keep minutes of each general meeting.
- 8.12 The minutes of each general meeting must record:
- a) the names of the members attending the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken at the meeting and the result of the vote;
 - d) any disclosures made by a committee member regarding a material personal interest in a matter being considered at the committee meeting;
 - e) any financial statements or financial report presented at the meeting;
 - f) any report of the review or auditor's report of financial statements or financial report presented at the meeting.
- 8.13 The minutes of all general meetings shall be open to inspection by any member at a time and place convenient to the secretary.

Extraordinary general meetings

- 8.14 Extraordinary General Meetings of the Toy Library may be convened by the president or upon written request signed by at least ten 10 members of the Toy Library or twenty per cent (20%) of members, whichever shall be the lesser number. These signatories shall be required to attend the meeting so called, or submit a written apology. The request must itemise all matters to be discussed.

9.0 WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- 9.1 Special resolution is required if it is proposed at a general meeting:
- a) to alter its constitution, including changing the name of the Toy Library;
 - b) to be wound up voluntarily; and
 - c) to deal with any of the other matters required by the *Associations Incorporation Act 2015*

10. COMMITTEE MEETINGS

- 10.1 The committee shall meet as required.

- 10.2 Notice of each committee meeting (notice may be provided by electronic communication) must be given at least 48 hours before the time of the meeting.
- 10.3 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 10.4 Unless there is urgent business, the only business that may be conducted at the meeting is the business described in the notice.
- 10.5 Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- 10.6 The president or, in the absence of the president, another committee member chosen by the committee members attending the meeting will chair the meeting.
- 10.7 The procedure to be followed at committee meetings must be determined from time to time by the committee including but not limited to the order of business at meetings.

Attendance at meeting

- 10.8 A committee member may attend a committee meeting by electronic communication including but not limited to by telephone or Skype and is taken to be present at the meeting and entitled to vote.

Quorum

- 10.9 A quorum for a committee meeting shall comprise 50% of its members.

Voting at committee meetings

- 10.10 Each member present at a committee meeting has one vote on any question arising at the meeting.
- 10.11 A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 10.12 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

Minutes of committee meetings

- 10.13 The secretary or in his/her absence another committee member, must take and keep minutes of each committee meeting.
- 10.14 The minutes must record the following:
 - a) the names of the committee members present at the meeting;

- b) the business considered at the meeting;
- c) any motion on which a vote is taken at the meeting and the result of the vote; and
- d) any disclosures made by a committee member regarding a material personal interest in a matter being considered at the committee meeting.

10.15 The minutes of all committee meetings shall be open to inspection by any member at a time and place convenient to the secretary.

11.0 EXPULSION OF MEMBERS

11.1 Any member whose membership rights are curtailed, cancelled or suspended under Rule 6.17 shall have a right of appeal to a general meeting of members called for that purpose.

12.0 RESOLVING DISPUTES

12.1 The procedure set out in this Division (the grievance procedure) applies to disputes:

- a) between members; or
- b) between one or more members and the Toy Library.

12.2 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

12.3 If the parties are unable to resolve the dispute between themselves within fourteen (14) days, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:

- a) the parties to the dispute; and
- b) the matters that are the subject of the dispute.

How grievance procedure is started

12.4 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

12.5 At least 7 days before the meeting is held, the secretary must give each party to the dispute written notice of the committee meeting (notice may be provided by electronic communication) which includes:

- a) when and where the committee meeting is to be held; and
 - b) that the party may attend the meeting and will be given a reasonable opportunity to make written and/or oral submission to the committee about the dispute.
- 12.6 If the dispute is between the member/s and the Toy Library and a party to the dispute gives written notice to the secretary that they do not agree to the dispute being determined by the committee and instead requests the appointment of a mediator then the committee must not determine the dispute.

Determination of dispute by committee

- 12.7 At the committee meeting the committee must:
- a) give each party to the dispute a reasonable opportunity to make written and/or oral submissions to the committee about the dispute; and
 - b) give due consideration to any submissions made; and
 - c) determine the dispute.
- 12.8 The committee must give each party to the dispute written notice (including by electronic communication) of the committee's determination, and the reasons for the determination, within seven (7) days of the meeting.
- 12.9 A party to the dispute may, within fourteen (14) days of receiving the committee's determination and reasons, write to the secretary (including by electronic communications) to request the appointment of a mediator.
- 12.10 Each party to the dispute is a party to the mediation.

13.0 MEDIATION

- 13.1 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation as soon as practicable before the mediation.
- 13.2 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the dispute.
- 13.3 The costs of the mediation are to be paid by the party that requested mediation.

14.0 FINANCE

Financial year

- 14.1 The Toy Library's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

Control of funds

- 14.2 The committee shall cause true accounts to be kept of monies received and expended.
- 14.3 The committee shall cause a Society account/s to be opened in the name of the Humpty Dumpty Toy Library Inc, in such savings bank or building society as may be determined.
- 14.4 All monies received by any member of the toy library on behalf of the Toy Library shall be paid to the Treasurer or authorised agent, who will then bank such monies in the above account/s. All monies must be receipted by the receiving agent.
- 14.5 Cheques shall be signed by the Treasurer and one of any two other authorised signatories as long as the signatories are not from the same household or immediate family.

Financial statements and financial reports

- 14.6 For each financial year, the committee must ensure that the requirements imposed on the Toy Library under Part 5 of the *Associations Incorporation Act 2015* relating to financial statements or financial report of the Toy Library are met.

Inspection of financial records

- 14.7 The accounts shall be open to inspection by any member upon giving reasonable notice to the treasurer at a time and place convenient to the treasurer.

15.0 INSURANCE

- 15.1 The committee shall effect such insurances as are deemed necessary by the committee.

16.0 CUSTODY OF BOOKS AND SECURITIES

- 16.1 Subject to Rule 16.2, the books and any securities of the Toy Library must be kept in the secretary's custody or under the secretary's control.

16.2 The financial records and, as applicable, the financial statements or financial reports of the Toy Library must be kept in the treasurer's custody or under the treasurer's control.

16.3 Rules 16.1 and 16.2 have effect except as otherwise decided by the committee.

16.4 The books of the Toy Library must be retained for at least 7 years.

17.0 INSPECTION OF RECORDS

17.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Toy Library.

18.0 COMMON SEAL

18.1 The Toy Library does not have a common seal.

19.0 DISSOLUTION

19.1 The Toy Library may be dissolved if a resolution to this effect is carried by a seventy five percent (75%) majority at a General Meeting called for this purpose.

19.2 In this Rule:

Surplus property, in relation to the Toy Library, means property remaining after satisfaction of –

- a) the debts and liabilities of the Toy Library; and
- b) the costs, charges and expenses of winding up or cancelling the incorporation of the Toy Library,

but does not include books relating to the management of the Toy Library.

19.3 On the cancellation of the incorporation or the winding up of the Toy Library, its surplus property must be distributed as determined by special resolution by reference to the persons mention in Section 24 (1) of the *Associations Incorporation Act 2015*

The End