



Baringa Child-Care Centre Association Incorporated
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BY-LAWS

BARINGA CHILD-CARE CENTRE ASSOCIATION INCORPORATED

an incorporated association

2023

Introduction

Pursuant to Clause 71 of the Constitution of Baringa Child Care Centre Incorporated, the following By-Laws are made by the Board for the maintenance of sound practice and the promotion of the interests and objects of Baringa Child Care Centre Incorporated.

The following By-Laws are made to give effect to Constitutional provisions where necessary.

Contents

1. Classes of Members	2
2. Board Elections	3
3. Reserved Matters	6
4. Board Committee Terms of Reference	8

1. Classes of Members

Relates to Constitution Clause 8

FAMILY MEMBER

- 1.1 Family Membership is for parents of children enrolled for one of the organisation's services
- (a) membership will begin automatically when their first child begins enrolment.
 - (i) All adults in each "**Family Unit**" count as a single Family Member.
 - (ii) For the purpose of this membership class, Family Unit means in relation to the child – his/her mother, father, step parents, adoptive parents, grandparents, legal guardians/carers.
 - (b) this class of membership will have:
 - (i) the right to receive notices of General Meetings;
 - (ii) the right to attend, speak and vote at all General Meetings;
 - (iii) the right to stand for nomination to the Board;
 - (iv) such further and other rights as the Board determines from time to time.

STAFF MEMBER

- 1.2 Staff Membership is for persons who are employed by the Association.
- (a) membership will begin automatically when the person becomes an employee of the organisation and will end automatically when his/her employment ends.
 - (b) for the purpose of this membership class, if an employee has a child/ren enrolled in one of the organisation's services, they will remain a Staff Member and not a Family Member.
 - (c) this class of membership will have:
 - (i) the right to receive notices of General Meetings;
 - (ii) the right to attend, speak and vote at all General Meetings;
 - (iii) exemption from annual membership fee or Centre Improvement fee, unless the Staff Member has a children currently enrolled in one of the organisation's services; and
 - (iv) such further and other rights as the Board determines from time to time.

COMMUNITY MEMBER

- 1.3 Community Membership is for other persons who are willing to support the objects of the Association but is not a member for the purposes of 1.1 or 1.2.
- (a) membership will begin when approved by the Board, and the person joins the Association.
 - (b) this class of membership will have:
 - (i) the right to receive notices of General Meetings;
 - (ii) the right to attend, speak and vote at all General Meetings;
 - (iii) the right to stand for nomination to the Board;
 - (iv) exemption from annual Building Levy fee; and
 - (v) such further and other rights as the Board determines from time to time.

2. Board Elections

Relates to Constitution Clause 30

- 2.1 Under the Constitution, the minimum number of elected directors is three (3) and the maximum is eight (8) directors (clause 30.1).
- 2.2 The Board is able to fix any process for nominations, determine the eligibility criteria for candidates for election and establish and supervise processes and procedures for nominations for each election, that is consistent with the Constitution.
- 2.3 Should voting take place other than voting in person, such as for example completing a postal or electronic vote, such a manner shall be termed '**Direct Voting.**'
- 2.4 The Board may establish and supervise processes and procedures for Direct Voting at any particular and/or at all general meetings on such terms as the Board may in its discretion deem appropriate from time to time including as to: the treatment of Direct Votes; dealing with multiple votes; and counting Direct Votes for the purposes of quorum.
- 2.5 Generally, all vacant Board positions are filled on a 'first-past-the-post' basis.
- 2.6 One important exception is that, where the number of nominations for election to the position of Director is equal to or less than the number of vacant positions, then those persons so nominated shall be deemed to be elected to the office of Director.

NOMINATION OF CANDIDATES

- 2.7 Nominations of candidates for Board Members must be:
 - a. made in writing;
 - b. signed by one (1) Member of the Association;
 - c. accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - d. submitted to Centre Management not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.
- 2.8 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- 2.9 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- 2.10 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 2.11 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

ELECTION

- 2.12 The ballot for the election of Board Members must be conducted at the Annual General Meeting in the way the Board may direct.
- 2.13 A person is not eligible to simultaneously hold more than one (1) position on the Board.

PROCEDURE

Returning Officer

- 2.14 The Board has delegated the role for the AGM Board Elections “**Returning Officer**” to the Executive Officer.
- 2.15 The Returning Officer is responsible for:
- a. administering, advertising and addressing enquiries related to nominations for Board Elections;
 - b. assessing the eligibility of nominating candidates in accordance to the Constitution, prior to commencing the Voting Process;
 - c. any other task assigned to him/her in these By-Laws or required by the Constitution in relation to elections.

Eligibility to Vote

- 2.16 Family Members may only submit one voting form per Family Unit.
- 2.17 Staff Members are not eligible to serve on the Board but are entitled to vote.

Voting Process

- 2.18 Members with voting rights will cast their vote via an online voting form.
- a. Only one voting form per eligible association member will be accepted.
 - b. If an association member submits more than one voting form, the first voting form received will be deemed as the only voting form submitted (and subsequent voting form will be disregarded).
 - c. In the case of a Member that is not a natural person (Service or Organisation Member), the Member’s vote must be cast by the duly appointed Representative.
- 2.19 The online voting form will include instructions on how to vote and the following information:
- a. Terms and Conditions of the voting process.
 - b. How to vote using the ‘check box’ voting mechanism. The maximum number of candidates a member may vote for, depend on the number of vacant Board positions.
 - c. The Association Member casting the vote will be required to disclose their name and email on the voting form, however content of the voting form will be held in strict confidence and not disclosed beyond the Returning Officer.
 - d. The candidates will appear on the voting form in alphabetical order based on surname.
 - e. The candidate statements will be made available on the Baringa website and linked from the voting form. Each candidate’s election material will appear on Baringa’s website in the same order as they appear on the voting form.

Counting the Votes

- 2.20 The voting form must be open and available to Association Members for at least 24 hours. Voting will automatically close on the specified due date/time. Late votes will not be accepted.
- a. The voting Association Member's name and email on the voting form will be used by the
 - b. Returning Officer to cross check against the Members' Register to ensure eligibility.
 - c. As soon as practicable after voting closes and no later than 48 business hours after the voting closes, the Returning Officer shall, deal with valid votes, then invalid votes.
 - d. The valid votes cast will be counted and collated under each of the candidate's names.
- 2.21 The candidate/s who have received the highest numbers of valid votes in descending order shall be declared elected until all available positions are filled.
- a. In the event of a tie which results in an inability to determine the candidate who has won the last remaining position, the Returning Officer, in the presence of the scrutineer, shall draw by lot the winning candidate/s from the candidates with equal votes.
- 2.22 The Returning Officer will prepare a statement noting:
- a. The list of elected candidates and number of valid votes cast for each candidate
 - b. The list of non-elected candidates and number of valid votes cast for each candidate
 - c. The total number of valid votes cast
 - d. The total number of votes deemed invalid
- 2.23 The statement shall be signed by the Returning Officer and witnessed by the scrutineer, if required. The statement shall be forwarded to the Board Chair and a copy retained by the Returning Officer.
- 2.24 In the event of an elected candidate withdrawing for any reason after the voting process, the available place would be filled by the candidate with the next highest number of votes.

Notification of Elected Directors

- 2.25 After the conclusion of the vote, the Returning Officer shall notify all candidates by email as to the outcome of their candidacy.
- 2.26 A copy of the Returning Officer's declaration shall be provided to the Chair of the Annual General Meeting for declaration to Association Members at the Annual General Meeting.
- 2.27 Submitted voting forms shall be retained for two months after the declaration of the results at the Annual General Meeting after which time they may in the discretion of the Board be destroyed.

3. Reserved Matters

Relates to Constitution Clause 29

- 3.1 The Board may delegate responsibility for implementing any decision of the Board regarding a Reserved Matter.
- 3.2 The matters described in Schedule 1 where indicated, implementation of which, may be delegated by the Board to the Organisation Management.

SCHEDULE 1	Board	Management EO: Executive Officer CD: Centre Director
Banking Tax and Finance		
Opening and closing of bank accounts	Reserved	Implemented by EO
Lending and Borrowing of monies	Reserved	Implemented by EO
Investment of Association Funding	Reserved	Implemented by EO
Budgets	Approved by the Board	Prepared by EO. Expenditure within Board approved budget
Annual Reporting and Financial Audits	Approved by Board	Prepared by EO
Compliance to Regulatory Authorities	Reported to the Board	Managed by CD
Tax and Legal Advice	Reported to the Board	Implemented by EO
Insurances	Reported to the Board	Implemented by EO
Significant Contracts		
Property dealings – buying or selling	Reserved	Implemented by EO
Leasing and Licencing of property	Reported to the Board	Implemented by EO
Purchase of goods and/or services	Reported to the Board	Expenditure by EO up to value of Board approved budget
Appointments		
Engaging/termination of advisors (e.g. accountant, insurance broker, lawyer)	Reported to the Board	Implemented by EO
Employment of Management Educational Leader	Reserved Matter	Support functions by EO and CD as required

Employees		
Engaging/termination of staff	Agree to delegate	To the value of \$70,000 excluding super
Termination due to serious misconduct	Reported to the Board	Implemented by CD
Redundancies	Reserved	Implemented by CD
Enterprise Bargaining	Reserved	Implemented by EO
Centre Management		
Approval of requisite Association Plans (business, strategic, quality improvement etc)	Reported to the Board	Prepared by EO and CD
Approval of Association policies and procedures involving complex legal/tax/regulatory matters	Reported to the Board	Prepared by EO and CD
Oversight of correspondence with external stakeholders, such as Government, Industry peak bodies, media.	Agree to delegate	Implemented by EO and CD

4. Board Committee Terms of Reference

Relates to Constitution Clauses 52 and 53

- 4.1 This By-Law applies to Baringa's governance framework to guide Committees.
- 4.2 As per s52 and 53 of the Constitution, the Board may form general and advisory committees and may delegate to committees, any powers and/or functions (not being duties imposed on the Board as the Board Members of the Association by the Act or the general law) as it thinks fit.
- a. The Board is not bound by Committee decisions. Committees must comply with directions given by the Board; and operate in accordance with the directions of the Board.
 - b. Committees should not make any determinations regarding its policy advice and recommendations to the Board without consultation with Centre Management.
 - c. Committee activities and priorities must be aligned with the Strategic Plan.
- 4.3 Committees operate as outlined below:
- a. Committees must have a minimum of three (3) Board Members, one of which will serve as the Committee Chair.
 - b. Board Members may nominate to be on a maximum of two (2) Board Committees.
 - c. The Board may appoint a maximum of one (1) non-Board member to each Committee to provide specialist expertise, skill, governance or management experience.
 - d. The Executive Officer or their delegate, will provide secretariat support to Board Committees.
 - e. Committee minutes must be circulated to the committee members and all Board members and within one (1) month of the committee meeting or prior to the next Board meeting whichever is the earliest.
 - f. The Board will review Committee membership and terms of reference annually.
- 4.4 Committee Meetings must be conducted as outlined below:
- a. Committee meetings will be held as required throughout the year, and a quorum shall be at least one half of Committee membership.
 - b. Committee Papers other than minutes are considered as working papers of the Board and not normally tabled at Board Meetings, but available for any Board Member to review upon request.
 - c. Committee Meeting outcomes and recommendations must be reported back to the Board for decisions.

FINANCE, RISK AND AUDIT COMMITTEE

- 4.5 The Finance, Risk and Audit Committee reviews matters concerning:
- a. The integrity of Baringa's financial statements and financial reporting systems;
 - b. Baringa's compliance with financial reporting and related regulatory requirements;
 - c. Major procurement activities, including insurance, external auditor and capital works; and
 - d. Risk management.
- 4.6 The Committee reviews and makes recommendations to the Board on:
- a. Annual budget and external financial audit;
 - b. Any significant estimates and judgments in financial reports, irregularities or concerns;
 - c. Business development opportunities to diversify and increase income;
 - d. The processes used to monitor and comply with laws, regulations and other requirements relating to external reporting of financial and non-financial information;

- e. The major financial risk exposures, risk appetite, risk policy and risk management framework. The framework includes risks relating to Work Health and Safety, which will be reviewed through the People Development Committee; and
- f. Oversees the development and review of key policies regarding risk management.

4.7 The Committee provides guidance to Management on:

- a. Financial, risk and work health and safety policies; and
- b. Business development opportunities.

PEOPLE DEVELOPMENT COMMITTEE

4.8 The People Development Committee reviews matters concerning:

- a. The integrity of Baringa's human resources framework;
- b. Professional development and outcomes of annual staff survey; and
- c. Positioning Baringa to be an employer of choice.

4.9 The Committee reviews and makes recommendations to the Board on:

- a. Enterprise Bargaining Agreement development and negotiations;
- b. Human resource framework to enable long term staff retention and career development;
- c. Work Health and Safety reviews and ongoing improvement; and
- d. Management performance reviews, succession planning and recruitment;

4.10 The Committee provides guidance to Management on:

- a. Human resources and work, health and safety policies; and
- b. Utilising staff working groups, including mechanisms for representing staff views.

PROGRAMS AND STAKEHOLDERS COMMITTEE

4.11 The Programs and Stakeholders Committee reviews matters concerning:

- a. Strategic program priorities;
- b. Community engagement opportunities and outcomes of annual family survey;

4.12 The Committee reviews and makes recommendations to the Board on:

- a. Reconciliation Action Plan;
- b. Health and Wellbeing Opportunities for children, staff and families; and
- c. Government funded programs including the Three Year Old Initiative and Early Learning Connection Program.

4.13 The Committee provides guidance to Management on:

- a. Evaluation of programs to optimise positive impact on the broader community;
- b. Relevant partnerships and relationships that will assist the achievement of Baringa's vision, mission and strategic objectives;
- c. Potential local and national advocacy opportunities relevant to the sector.