



Corporations Act 2001
A Public Company Limited by Guarantee
Constitution

Family Day Care Australia Limited
ACN: 094 436 021

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1 Nature of FDCA

- 1.1 The Company is a public company limited by guarantee.
- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$2 to the assets of FDCA if it is wound up while they are a Member, or within one year afterwards.

2 Objects

- 2.1 The objects of FDCA are:
 - (a) to promote the maintenance and expansion of family day care as a quality child care service;
 - (b) to be an advisory and consultative body unified in representing the interests of family day care services;
 - (c) to provide interaction, liaison and clear communication links between family day care stakeholders in each state and territory;
 - (d) to represent the interests of family day care on national issues by providing a direct avenue of contact for all levels of government;
 - (e) to research and collate information as required to achieve a national perspective on family day care issues;
 - (f) to provide cost effective products, service and resources tailored for the family day care community including, but not limited to, financial and insurance activities;
 - (g) to engage directly or indirectly in projects, ventures and activities that are consistent with the objects of FDCA, alone or jointly with any other person or legal entity, and for the purpose of obtaining funds to further the objects of FDCA; and
 - (h) to raise money to further the aims of FDCA and to secure sufficient funds for the objects of FDCA;
 - (i) to receive any funds and to distribute these funds in a manner that best attains the objects of FDCA; and
 - (j) to do all such things as are incidental or conducive to the operation of FDCA and otherwise for the attainment of all or any of the objects of FDCA.

3 Membership

Membership

- 3.1 Subject to the remaining clauses of this clause 3, the Membership of FDCA shall be unlimited in number and shall comprise ordinary members only, who shall have all of the rights and privileges of membership including the right to vote at general meetings of the members of FDCA.
- 3.2 Membership shall, subject to clause 3.3, be divided in to the following categories (for the purposes only of determining differential fees payable by each category of Member under clause 4.2), namely:
 - (a) Individual Membership;
 - (b) Scheme Membership; and
 - (c) Organisational Membership; and
 - (d) Such other categories of Membership as the Members determine by ordinary resolution passed at a properly convened general meeting of Members.

3.3 The eligibility criteria for admission to the categories of Membership set out in clause 3.2 are as follows:

- (a) **Individual Members** – this category of Membership is open to any person who fulfils all other requirements of this Constitution in respect of admission to Ordinary Membership, and is one (or more) of the following, namely:
 - (i) a parent;
 - (ii) a carer;
 - (iii) a person employed by or working as a volunteer for an operator in relation to a scheme; or
 - (iv) a resource worker;
 - (v) an employee of a state or territory family day care association;
- (b) **Scheme members** - this category of Membership is open to any Scheme that fulfils all other requirements of this Constitution in respect of admission to membership.
- (c) **Organisation members** - this category of Membership is open to any person who fulfils all other requirements of this Constitution in respect of admission to membership, and is:
 - (i) an incorporated body which is involved or associated with the provision of family day care in the opinion of the Board; or
 - (ii) a person who is the authorised representative of an unincorporated body which is involved or associated with the provision of family day care in the opinion of the Board.

3.4 The Board may:

- (a) admit, as an Associate of FDCA, any person, incorporated body, or unincorporated body (through its authorised representative), who is or that is supportive of the objects of FDCA but is not otherwise admitted by the Board as a Member of FDCA, for any reason; and
- (b) grant such rights and privileges to Associates of FDCA as the Board may from time to time determine, provided that Associates shall not in any circumstances be granted, nor shall they enjoy, the right to vote at general meetings of the members of FDCA.

Becoming a Member

3.5 The following provisions apply to applications for admission as a Member:

- (a) Membership is open to persons (including, for the avoidance of doubt, Schemes in the case of Scheme membership) that are supportive of the objects of FDCA and which are accepted to membership by the Board in accordance with this Constitution;
- (b) the application must be made by completing and signing the form approved for the purpose by the Board, and lodging it with the Secretary or such other person as the Board may direct from time to time; and
- (c) upon lodging the application, the applicant must pay the relevant entrance fee (see clause 4).

3.6 In respect of each application for Membership duly made in accordance with this Constitution:

- (a) The Secretary shall provide the application promptly to the Board, or to the Board's duly authorised delegate;
- (b) the Board, or to the Board's duly authorised delegate, shall consider the application promptly and may, after considering it, determine in the sole and absolute discretion of

the Board (or the delegated discretion of the Board's duly authorised delegate as the case may be) to accept or reject the application;

- (c) if the application is accepted, the applicant shall be admitted forthwith as a Member and shall be notified accordingly;
- (d) the Board, or to the Board's duly authorised delegate, does not have to give reasons for rejecting an application; and
- (e) if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

Notifying Member of Admission

3.7 Following admission of a new Member, the Secretary must promptly:

- (a) notify the Member in writing of the admission to membership by issuing a receipt for the entrance fee paid by the Member on account of the application for membership; and
- (b) cause the required details to be entered in the Register.

Ongoing Member Obligations and Rights

3.8 The Members of FDCA agree to be bound by the provisions of this Constitution.

3.9 For so long as a Member abides by the provisions of this Constitution, the Member shall enjoy the rights and privileges of membership under this Constitution and the Act.

3.10 In the case of a Member that is not a natural person, the Member shall be entitled to exercise their rights and privileges as a Member through their duly appointed Representative or Representatives (clause 9).

3.11 Members have the following rights:

- (a) All Members have the right to receive notices of, and to attend and be heard at any general meeting of the Members of FDCA;
- (b) Subject to the next following paragraph (c), each Member has the right to cast one vote, by postal ballot (as permitted by this Constitution) or in person (subject to clause 9) or by proxy (see clause 8), on each resolution proposed at a general meeting of the Members of FDCA;
- (c) In the case of Scheme Members, each Scheme Member shall have one vote for every 15 carers registered within that Scheme as at the more recent of:
 - (i) the date of acceptance by FDCA of the Scheme's application for membership, or
 - (ii) the date of the most recent renewal of the Scheme's membership,(in this clause called the "**effective date**"), such that, by way of explanation and example, a Scheme which is a Member and has between 1 and 15 carers registered as at the effective date shall have 1 vote, a Scheme which is a Member and has between 16 and 30 carers registered as at the effective date shall have 2 votes etc; and
- (d) In addition to, and without derogating from, the rights of Members set out in the previous paragraphs of this clause 3.11, FDCA may provide such benefits to each different category of Ordinary Membership, and to different groups within each category of Ordinary Membership, as the Board sees fit.

Register of Members

3.12 A Register of the Members must be kept in accordance with the Act.

3.13 The following details must be entered and kept current in the Register in respect of each Member:

- (a) the full name and contact details of the Member;
- (b) the date of admission to and cessation of membership; and
- (c) such other information as the Board requires.

3.14 Each Member is responsible to notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

4 Application fee

Amount of fees

4.1 Subject to clause 4.2, the:

- (a) entrance fee, payable upon admission to any category of Membership; and
- (b) annual subscription, payable upon renewal of Membership in any category of Membership,

is the amount determined by the Board from time to time.

4.2 For the avoidance of doubt:

- (a) the Board may determine differential entrance and annual subscription fees for the different categories of Ordinary Membership established under clause 3.2; and
- (b) the Board may determine differential entrance and annual subscription fees for Members within the Scheme Member category of Ordinary Membership based on the number of carers registered in the Scheme as at the effective date (as that expression is used in clause 3.11(c)), having regard to the different voting rights attaching to the Scheme based on the number of carers registered with the Scheme as contemplated by clause 3.11(c).

5 Removal and cessation of membership

Resignation

5.1 A Member may resign from membership of FDCA by giving written notice to the Secretary, and:

- (a) the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice; and
- (b) the Member's liability for any fees, subscriptions or other moneys in arrears at the date of such resignation shall continue until discharged by payment.

Removal from Membership

5.2 A Member may be removed by ordinary resolution of the Members in a general meeting, provided that:

- (a) the Board has first, pursuant to an ordinary resolution of the Board, given at least 2 months' written notice to the Member of the intention to terminate their membership and the grounds of the intended termination,
- (b) the Member has been invited, in the written notice, to provide to the Board any written representations which the Member wishes to be put to the meeting of the Members in a general meeting;
- (c) the Board has included a copy of the Member's representations in the notices calling the meeting (unless they were not provided by the Member in sufficient time);

- (d) if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting; and
- (e) whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.

Other cessation of membership

5.3 A Member which is a body corporate ceases to be a Member:

- (a) on the dissolution of the Member; or
- (b) on the insolvency of the Member.

6 No profits for members

Transfer of income or property

6.1 Subject to clause 6.2, all of the assets and income of FDCA shall be applied solely in the furtherance of the objects of FDCA and no portion of the profits of FDCA shall be distributed directly or indirectly to any Member.

Payments, services and information

- 6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
- (a) Remuneration payable to an employee of FDCA, who is also a Member, or a Member's Representative under clause 9, for services actually rendered to FDCA; or
 - (b) goods or services actually supplied to FDCA by a Member in the ordinary and usual course of the Member's business.

7 General meetings of Members

Convening of meetings

- 7.1 The Board must direct the Secretary to convene a general meeting of the Members if requested to do so by such number of Members as the Act provides may convene a general meeting of the Members.
- 7.2 The Secretary must, in any event, comply with the request of the Chair or of any 2 Directors to convene a general meeting of the Members.

Notice of general meeting

- 7.3 Notice of a general meeting of the Members:
- (a) may be given by any form of communication permitted by the Act.
 - (b) must specify the place, the day and the hour of meeting, the general nature of the business to be transacted and any other matters as are required by the Act.
- 7.4 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at general meetings

7.5 A quorum for the purposes of a general meeting of Members shall be the number of Directors in office at the date the meeting was called plus one, whether present personally, by their Representative or by proxy.

- 7.6 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair:
- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - (b) in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 7.7 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 7.8 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair and powers of chair

- 7.9 The Chair or, in his/her absence, the Deputy Chair, shall preside as chair at every general meeting of Members.
- 7.10 The Chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the Chair reasonably considers that the person's conduct is inappropriate.

Casting Vote of Chair

- 7.11 The Chair of a general meeting is not entitled to a second or casting vote on any resolution, whether by show of hands or on a poll.

Adjournment of meetings

- 7.12 The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 7.13 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.14 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.15 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

Postal Ballots

- 7.16 Notwithstanding any other provision, to the extent permitted by law, a resolution of the Members decided by postal ballot shall be as valid and effective as if it had been passed at a meeting of the Company duly called and constituted.
- 7.17 A postal ballot may be by electronic means.
- 7.18 A postal ballot must be held in the following circumstances:
- (a) to elect a Director to the Board (see clause 10.8);
 - (b) to appoint an auditor, except in the case of a continuing auditor;
 - (c) when the Board by special resolution (i.e. at least 75% of those Directors present at a properly convened meeting of the Board supporting the resolution) approves, to the extent permitted by law, an ordinary or a special resolution being decided by postal ballot; or
 - (d) when the Members by ordinary resolution (greater than 50% vote of those present at a properly convened meeting of Members) approve an ordinary or a special resolution being decided by postal ballot.

- 7.19 Subject to these rules, the Board must by special resolution (i.e. at least 75% of those Directors present at a properly convened meeting of the Board supporting the resolution) approves, adopt by-laws regulating the method of conducting postal ballots including such matters as:
- (a) whether distribution of notices of the postal ballot and ballot papers shall be permitted by email or other reasonable electronic means and if so the rules relating to that distribution;
 - (b) the provision to the Members of (either or both) electronic or printed copies of materials relevant to the postal ballot; and
 - (c) whether votes may be cast electronically or only by the return of the printed ballot paper duly completed by the Member casting the vote in question.

Voting on show of hands

- 7.20 All resolutions put to the vote of a general meeting of Members, which have not already been decided by postal ballot under this Constitution, must be decided on a show of hands unless a poll is demanded in accordance with clause 7.23.
- 7.21 On a show of hands, every Member present in person has the number of votes allocated to that Member in accordance with this Constitution (see clause 3.11)
- 7.22 On a show of hands, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of FDCA, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Vote on a poll

- 7.23 A poll may be demanded in respect of a resolution at a general meeting:
- (a) by the chair; or
 - (b) by at least 2 Members present and entitled to vote on the resolution:
 - (c) before the vote on that resolution is taken;
 - (d) before the result is declared on a show of hands; or
 - (e) immediately after the result is declared on a show of hands.
- 7.24 On a poll every Member present in person or by proxy has the number of votes allocated to that Member in accordance with this Constitution (see clause 3.11).
- 7.25 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.26 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

Electronic communication

- 7.27 For the purpose of this Constitution, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Ordinary Members not less than the quorum, whether or not any one or more of them are present in person at a place designated for the meeting or is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Company and all the provisions in these rules as to meetings of the Directors shall apply to such meetings as long as the following conditions are met:

- (a) all the Members for the time being entitled to receive notice of a meeting of the Company have been given notice of the meeting in a manner permitted by these rules;
- (b) each of the Members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Members taking part at the commencement of the meeting;
- (c) at the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of a meeting of the Members of the Company to the Chairperson and all the other members taking part taking part in the meeting by telephone or other means of communication;
- (d) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid; and
- (e) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

8 Proxies

Proxies and representatives of Members

- 8.1 At meetings of Members, each Ordinary Member may vote in person by its Representative (see clause 9) or by proxy.
- 8.2 A person attending as a proxy shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

Appointment of proxies

- 8.3 A Member may appoint another Member's Representative as their proxy to attend and vote in their place at a general meeting.
- 8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

- 8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
 - (a) each Member appointing a proxy must send or deliver to FDCA, for receipt by 5 pm on the last business day before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - (i) the document appointing the proxy; and
 - (ii) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority; and

- (b) The required documents must be either sent or delivered to FDCA's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

Revocation of appointment of proxy

8.7 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:

- (a) the death or unsoundness of mind of the appointor; or
- (b) the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

9 Members' Representatives

9.1 Members that are organisations shall appoint an individual as a Representative to exercise all or any of the powers of the Member under this Constitution or the Act or otherwise at law.

9.2 The appointment may be a standing one.

9.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

9.4 Subject to clause 9.6, a Member may appoint more than 1 Representative but only 1 Representative may exercise the body's powers at any one time.

9.5 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.

9.6 Notwithstanding clause 9.4, a Scheme Member may, for the purposes of attending and voting at General Meetings of the Members of FDCA, appoint a separate Representative for each vote allocated to that Scheme Member in accordance with clause 3.11.

9.7 Each Representative of a Scheme Member who attends such a meeting of Members must comply with all relevant by-laws promulgated by the Board requirements of the chair of the meeting with respect to signifying attendance on behalf of a Scheme Member and the exercising the vote or votes of the Scheme Member which have been allocated to the Representative.

10 Board of Directors

10.1 The governance of FDCA shall be the responsibility of the Board of Directors duly elected and appointed under and in accordance with this Constitution.

10.2 The Directors may exercise all of the powers of FDCA which are not, by the Act or by this Constitution, required to be exercised by the Members in a general meeting.

Number and rotation of Directors

10.3 The number of Directors of FDCA shall be a minimum of 7 and a maximum of 11, (but preferably a number between 9 and 11) comprising:

- (a) A minimum of 5 and a maximum of 6 Elected Directors, comprising:
 - (i) A minimum of 4 and a maximum of 5 Directors elected by the Members in accordance with this Constitution (Member Elected Directors); and

- (ii) 1 NMF Appointed Director, elected by the National Members' Forum in accordance with clause 10.5(a) of this Constitution (an NMF Elected Director); and
 - (b) a minimum of 2 and a maximum of 5 Board Appointed Directors, appointed by the Board in accordance with clause 10.10 of this Constitution.
- 10.4 FDCA may, by ordinary resolution of its Members, increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below 3 as required by the Act) and may also determine in what rotation the Directors appointed as the result of any such alteration are to go out of office.
- 10.5 As and from the the date of adoption of this Constitution and the AGM in 2012, the election and appointment of the Directors shall take place in accordance with clause 24, and thereafter, as and from the AGM in 2013, there shall be a staggered rotational system of election of Elected Directors such that:
- (a) the National Members' Forum shall be entitled to elect and appoint one Director to the Board each year for a term which commences at the close of the AGM in that year and terminates at the next AGM following their election to the Board in accordance with by-laws for the election of the NMF Elected Director from time to time promulgated by the Board; and
 - (b) at each AGM as and from the AGM in 2013 the Member Elected Directors who have been in office for a period of approximately 3 years since the AGM at which they were appointed, shall retire from office but, if they are not then disqualified by law or by this Constitution from being reappointed, shall be eligible for re-election.

Eligibility for appointment or election as a Director

- 10.6 A person is only eligible for election or appointment as a Director if:
- (a) they are not an employee of FDCA or of any related entity employing staff of FDCA;
 - (b) subject to clause 24.6, they have not then already served the Maximum Number of Consecutive Terms of Office unless a period of at least 3 years has passed since expiry of that person's last term of office as a Director;
 - (i) In the case of a Member Elected Director or an NMF Elected Director, that person is a Member of FDCA (or the Representative under clause 9 of a Member of FDCA).

Election of NMF Elected Director

- 10.7 If the one year term of the NMF Elected Director is due to expire at an AGM in accordance with clause 10.5 and the National Members' Forum for any reason fails to elect that Director, or another person in the place of that Director in their place at or before the relevant AGM, then:
- (a) Subject to clause 10.6, the incumbent Director's term of office shall be automatically extended for a period of up to 6 months after the AGM during which time the National Members' Forum may re-elect that person as a Director, or elect another person in place of that Director;
 - (b) for the purposes of calculating the one year term of office of a reappointed or newly appointed Director in the circumstances contemplated by the preceding paragraph, the reappointment or appointment (as the case may be) shall be deemed to have occurred at the immediately preceding AGM;
 - (c) if the National Members' Forum fails to reappoint the Director or to appoint another person as a Director in their place by written notice to the Board given within 6 months after the relevant AGM, then the incumbent Director shall be deemed to be reappointed; and

- (d) for the purposes of calculating the one year term of office of a reappointed Director in the circumstances contemplated by the preceding paragraph, the reappointment shall be deemed to have occurred at the immediately preceding AGM.

Election of Member Elected Directors (Including Postal Ballot)

10.8 The election of the Member Elected Directors to take effect at each AGM shall take place in the following manner:

- (a) the Board shall appoint a person who is not a Director or a Member of FDCA to be returning officer for the election;
- (b) a postal ballot shall be held amongst the Members prior to each AGM in respect of the Member Elected Director position or positions which become vacant at the AGM;
- (c) the postal ballot shall be conducted on a first past the post basis overseen by the returning officer, but otherwise in accordance with by-laws from time to time promulgated by the Board;
- (d) the Board must, at least 42 days prior to the date fixed for holding the relevant AGM, give notice to the Ordinary Members:
 - (i) calling for nominations for the position or positions of Member Elected Directors which will become vacant at the AGM; and
 - (ii) providing sufficient information to enable Ordinary Members to nominate for election in accordance with this Constitution and otherwise as required by any then current and relevant by-laws promulgated by the Board;
- (e) nominations for election as a Member Elected Directors must be in writing and signed by no fewer than 2 voting Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary, together with such biographical and other details as the candidate may furnish, not less than 28 days prior to the date fixed for the holding of the relevant AGM;
- (f) only persons who are eligible for election or appointment as an Elected Director under this Constitution may be nominated to stand for election;
- (g) the Board must, at least 21 days prior to the date fixed for the holding of the relevant AGM send ballot papers for the election to the Ordinary Members, accompanied by a brief outline of the background and experience and any other relevant information provided to the Board in respect of each of the candidates nominated for election to a Member Elected Director position; and
- (h) the Board must enable the returning officer to view and count the votes in the postal ballot and to view such other information relevant to the election as the returning officer may reasonably require;
- (i) the Board must ensure that the postal ballot is conducted so as to ensure completion of the postal ballot at least 7 days prior to the holding of the relevant AGM.

10.9 The results of the postal election ballot, as declared by the returning officer, shall be declared at, and take effect from the close of, the relevant AGM.

Appointment of Board Appointed Directors

10.10 The Board will appoint a minimum of 2 and a maximum of 5 Directors (**Board Appointed Directors**) to serve on the Board at any one time, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors; and

10.11 Each Board Appointed Director shall serve for a term for a period of 3 years, or such lesser period as the Board may determine, but shall be eligible for reappointment if they are not then disqualified by law or by this Constitution from being reappointed.

Retirement and removal from office

10.12 A Director may retire from office by giving notice in writing to FDCA of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to FDCA or, if another time is specified in the notice, at that time.

Vacation of office

10.13 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:

- (a) was an Elected Director and has, since being elected to the Board, ceased to be a Member of FDCA;
- (b) becomes bankrupt;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is absent without the prior consent of the Directors from 3 consecutive meetings of the Directors and the Board resolves that the office of that Director be vacated; or
- (e) becomes prohibited from being a Director by reason of an order made under the Act.

Casual vacancies

10.14 If there is a casual vacancy in the office of any of the Directors then:

- (a) if the casual vacancy arises in relation to an NMF Elected Director:
 - (i) the National Members' Forum shall be entitled to appoint a person to fill the casual vacancy before or at the next annual general meeting, provided that the person is not disqualified from being appointed by law or by this Constitution; and
 - (ii) the term of office of the person appointed to fill the casual vacancy shall expire at the next annual general meeting at which the person who vacated the office of Director early would have been required to retire pursuant to this Constitution, if they had not vacated office early, and is then eligible for re-election if not otherwise disqualified by the law or by this Constitution.
- (b) if the casual vacancy arises in relation to a Member Elected Director:
 - (i) the Board may appoint a person to fill the casual vacancy until the next annual general meeting after their appointment provided that the person is not disqualified from being appointed by law or by this Constitution;
 - (ii) at the next annual general meeting after the person's appointment to the casual vacancy, their appointment as a Director shall be submitted to a vote of the Members with the postal ballot for Member Elected Directors conducted under clause 10.8;
 - (iii) The person's appointment to fill the casual vacancy shall be deemed to be confirmed at the next annual general meeting if supported by an ordinary resolution of the Members in the postal ballot;
 - (iv) The person's appointment to the Board shall continue as and from the close of the annual general meeting only until the next annual general meeting at which the person who vacated the office of Director early would have been required to retire pursuant to this Constitution if they had not vacated office early; and

- (v) That person shall then be eligible for re-election or re-appointment at the next relevant annual general meeting provided that they are not otherwise disqualified by law or by this Constitution.

11 Chair and Deputy Chair

- 11.1 At the first meeting of the Board after each AGM, the Board shall elect from amongst their number:
- (a) a Chair; and
 - (b) a Deputy Chair
- 11.2 A person who is elected as Chair:
- (a) shall not be eligible to be elected as Chair for more than 4 consecutive 1 year terms;
 - (b) shall not, if they have already served as Chair for 4 consecutive 1 year terms, be eligible to be elected as Deputy Chair for at least 1 year after last having served as Chair; and
 - (c) shall, if they have served as Chair for less than 4 consecutive 1 year terms, be eligible to be elected as Deputy Chair provided that they must not serve more than 4 consecutive 1 year terms as Chair or Deputy Chair; and
 - (d) shall, if they have already served as Chair or Deputy Chair for 4 consecutive 1 year terms, be eligible for election as Chair or Deputy Chair for a further maximum 4 consecutive years, after the expiry of a period of 1 year since they last occupied the role of Chair or Deputy Chair.
- 11.3 A person who is elected as Deputy Chair:
- (a) may not be elected to the role of Deputy Chair for more than 4 consecutive 1 year terms;
 - (b) shall be eligible for elected as Deputy Chair for a further maximum 4 consecutive 1 year terms, after the expiry of a period of 1 year since they last occupied the role of Chair or Deputy Chair.
 - (c) Shall, subject to clause 11.2, be eligible to be elected as Chair at any time after having served as Deputy Chair, whether for 4 consecutive years or for any lesser term.
- 11.4 The Chair or, in his/her absence, the Deputy Chair, shall preside as chair at every meeting of the Board.
- 11.5 If for any reason there is not then a Chair nor a Deputy Chair, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

12 Directors' remuneration

Payment for expenses

- 12.1 Directors shall be entitled to be paid sitting fees for their role as Directors provided that such fees are approved annually in advance by the Members at a properly constituted meeting of Members.
- 12.2 In addition to sitting fees approved by the Members, Directors shall be entitled, on an equitable basis, to be paid all travelling, accommodation, and other reasonable expenses in relation to attending and returning from meetings of the Board or any of its committee or general meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Board.

13 Powers of directors

- 13.1 The Directors may exercise all of the powers of FDCA which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

14 Proceedings of directors

Convening of Directors' meetings

- 14.1 The Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 14.2 The Chair or the Deputy Chair or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 14.3 Notice of each meeting of the Directors must be given to each Director at least 48 hours before the meeting, or otherwise as determined by resolution of the Board, except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.
- 14.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum and voting at directors' meetings

- 14.5 A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.
- 14.6 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

Chair and Deputy Chair

- 14.7 If for any reason, within 15 minutes of the time nominated for a Board meeting to start, neither the Chair nor the Deputy Chair is present, but a quorum is present, the Directors who are present at the meeting shall select one of their number to chair the meeting until such time as the Chair or the Deputy Chair arrives, upon which they shall assume the chair.

Chair's casting vote

- 14.8 The chair does not have a second or casting vote at meetings of Directors.

Delegation of powers to committee

- 14.9 The Board may delegate any of their powers, except this power to delegate, to committees consisting of such Directors and such other persons as they think fit.
- 14.10 In the exercise of any powers delegated to it, a committee formed by the Board:
- (a) must conform to the directions of the Board; and
 - (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

Validity of acts of Directors

- 14.11 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

14.12 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

14.13 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

Resolution in writing

14.14 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.

14.15 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

14.16 In relation to a resolution in writing:

- (a) a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
- (b) a document bearing a facsimile of a signature is to be treated as signed.

Conflict of Interest

14.17 The Board shall, agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of FDCA if:

- (a) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;
- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
- (c) the goods or services are provided on arms-length terms;
- (d) The provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of FDCA; and
- (e) The Board agrees by ordinary resolution (excluding the interested Director) to the provision of the goods or services by the Director.

15 National Members' Forum

15.1 The Board shall from time to time, and at least twice annually, convene a group of persons (the **National Members' Forum**) comprising at least 2 NMF Representatives, one being an NMF (Carer) Representative and one being an NMF (Coordination Unit) Representative, from each state and territory.

15.2 The purpose of the National Members' Forum is to:

- (a) assist the Board to ensure that FDCA achieves its objects as set out in clause 2.1, and in particular the following objects:
 - (i) to be an advisory and consultative body unified in representing the interests of family day care services;

- (ii) to provide interaction, liaison and clear communication links between family day care stakeholders in each state or territory; and
 - (b) do such other things as authorised or directed by the Board from time to time.
- 15.3 During the period between adoption of this Constitution and the AGM in 2010, the NMF Representatives comprising the National Members' Forum shall be the persons determined by the Board between the date of adoption of this Constitution and the AGM in 2009.
- 15.4 As from the AGM in 2010, the Members shall be entitled to elect the 2 NMF Representatives for each state and territory in accordance with the following provisions:
- (a) The 2 NMF Representatives for each state and territory shall be elected each year by, and from amongst, the Members who have their principal place of residence or business (as the case may be) in the relevant state or territory;
 - (b) Each Member shall be entitled to vote in the election for either (but not both) the NMF (Carer) Representative or the NMF (Coordination Unit) Representative to the National Members' Forum for the state or territory in which the Member has their principal place of residence or business (as the case may be);
 - (c) Whether the Member is entitled to vote in the election of the NMF (Carer) Representative or the NMF (Coordination Unit) Representative shall be determined depending on whether the Member is classified as a carer or a coordination unit worker in accordance with by-laws from time to time promulgated by the Board;
 - (d) In the annual election of NMF Representatives, each Member shall be entitled to cast the number of votes for that Member as determined in accordance with clause 3.11;
 - (e) The appointment to the National Members' Forum of the 2 persons elected by the Members in each state or territory shall take effect from the close of the AGM in each year;
 - (f) A person shall not be eligible for election to the National Members' Forum for more than 9 consecutive years; and
 - (g) The annual election for the NMF Representatives shall otherwise be conducted in accordance with by-laws from time to time promulgated by the Board.
- 15.5 The Board shall ensure FDCA provides adequate support and resources to the National Members' Forum to enable them to operate in the manner contemplated by the other sub-clauses of this clause 15.

16 CEO

- 16.1 The Board may appoint any person, to the position of CEO, to act as chief executive officer of FDCA for the period and on the terms (including as to remuneration) the Board see fit.
- 16.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise.
- 16.3 The Board may at any time revoke or vary an appointment of; or any of the powers conferred on, the CEO.
- 16.4 If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as CEO until such time as the position can be permanently filled.

17 Secretary

- 17.1 The Directors may:

- (a) appoint, and terminate the appointment of, one or more Secretaries;
 - (b) determine their terms and conditions of appointment.
- 17.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the secretary of FDCA.

18 By-laws

- 18.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of FDCA, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

19 Seals and execution of documents

- 19.1 If FDCA has one, the Board must provide for the safe custody of the Seal.
- 19.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
- (a) 2 Directors;
 - (b) a Director and the Secretary; or
 - (c) a Director and some other person appointed by the Directors for the purpose.
- 19.3 The Company may execute a document without the use of a seal if the document is signed by:
- (a) 2 Directors;
 - (b) a Director and a Secretary; or
 - (c) the duly authorised delegate of the Board.

20 Surplus assets on winding up or dissolution

- 20.1 Upon the winding up or dissolution of FDCA, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:
- (a) has objects similar to the objects of FDCA; and
 - (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,
- as determined by the Members at or before the time of winding up or dissolution of FDCA and, in default of any determination, by the Supreme Court of New South Wales.

21 Indemnity

Costs and expenses

- 21.1 Every officer and past officer of FDCA is indemnified by FDCA against a liability for costs and expenses incurred by that person as an officer:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or

- (b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

21.2 Every officer and past officer of FDCA is indemnified against a liability incurred by that person as an officer to a person other than FDCA or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

21.3 The Company may pay the premium on a contract insuring a person who is or has been an officer of FDCA against:

- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
- (b) other liability incurred by the person as an officer of FDCA except a liability which arises from conduct that involves a wilful breach of duty in relation to FDCA or a contravention of sections 182, 183 or 184(2) or (3) of the Act.

22 Accounts, audit and records

Accounts

22.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

Audit

22.2 A registered Company auditor must be appointed.

22.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Rights of Inspection

22.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of FDCA or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of FDCA except as provided by law or authorised by resolution of the Board.

23 Notices

Persons authorised to give notices

23.1 A notice given by either FDCA or a Member in connection with this Constitution may be given on behalf of FDCA or Member by a solicitor, or, in the case of FDCA, by the Secretary or a Director.

23.2 The signature of a person on a notice given by FDCA may be written, printed or stamped.

Method and time of giving notices

23.3 In addition to the method for giving notices permitted by statute, a notice by FDCA or a Member in connection with this Constitution may be given by:

- (a) delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;

- (b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5th business day if sent outside Australia) after posting;
- (c) sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete; or
- (d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

Addresses for giving notices to Members and to FDCA

23.4 For the purposes of clause 22.3:

- (a) The address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to FDCA with a request that they be recorded in the Register or the other records of FDCA.
- (b) The street and postal address of FDCA is the registered office of FDCA and the facsimile, e-mail or other contact details are as FDCA may specify from time to time by written notice to the Members as the contact details for FDCA.

Proof of giving notices

23.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:

- (a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
- (b) a print out of an acknowledgement of receipt of the e-mail.

Persons entitled to notice of meeting

23.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of FDCA, if any. No other person is entitled to receive notices of general meetings.

24 Transitional Board Provisions (applicable 2009-2012 only)

24.1 As and from the date of adoption of this Constitution until the AGM in 2009, the Directors who were Directors as at the date of adoption of this Constitution shall remain in office until the AGM in 2009 whereupon they shall resign from office but be eligible for re-election or re-appointment to the Board as contemplated by clauses 10.6, 24.2 and 24.6.

24.2 For the purposes of election and appointment of the Directors as from the 2009 AGM:

- (a) The NMF Elected Director for the period of not more than 1 year (commencing at or after the AGM in 2009 and expiring at the AGM in 2010) shall be elected at the next NMF meeting held after the adoption of this Constitution;
- (b) There shall be 5 Member Elected Director positions open for election as at the AGM in 2009, the election for which shall be conducted in accordance with clause 10.8;
- (c) The term of office of each of the Directors who was elected to the Board at the AGM in 2009 shall expire progressively from the AGM in 2010 through to the AGM in 2012 in accordance with clauses, 24.3, 24.4 and 24.5; and
- (d) The Board shall forthwith after the AGM in 2009 appoint at least 2 and up to 5 more persons as Board Appointed Directors as contemplated by clause 10.10.

- 24.3 For the purposes of election and appointment of the Directors as from the 2010 AGM:
- (a) The NMF Elected Director shall be elected in accordance with clause 10.7;
 - (b) The Member Elected Directors then on the Board who were elected to the Board as at the AGM in 2009 pursuant to clause 24.2(a) (including any Director appointed to fill a casual vacancy of such a Director) shall determine at least 6 months prior to the 2010 AGM which 2 of their number shall stand down from office at the 2010 AGM (the "**2010 Retiring Directors**");
 - (c) The decision as to which 2 of the Member Elected Directors shall be the 2010 Retiring Directors shall be made on the basis that those 2 Member Elected Directors who have then been on the Board for the longest continuous period of years shall retire from office, and in the event of it being necessary to resolve the issue as between 2 or more persons who have served for the same continuous period of years, then it shall be resolved by the drawing of lots; and
 - (d) The 2010 Retiring Directors shall retire from office at the 2010 AGM provided that, if they are otherwise eligible for election under clause 10.6 (subject to clause 24.6), they shall be eligible to nominate for election to one of the 2 Member Elected Director positions which shall become available as at the AGM in 2010.
- 24.4 For the purposes of the AGM in 2011:
- (a) The remaining Member Elected Directors on the Board who were elected to the Board as at the AGM in 2009 pursuant to clause 24.2(a) (including any person appointed to fill a casual vacancy of such a Director) (the "**remaining 2009 Elected Directors**") , shall determine at least 6 months prior to the 2011 AGM which 2 of their number shall stand down from office at the 2011 AGM (the "**2011 Retiring Directors**");
 - (b) The decision as to which 2 of the remaining 2009 Elected Directors shall be the 2011 Retiring Directors shall be made on the basis that those 2 remaining 2009 Elected Directors who have then been on the Board for the longest continuous period of years shall retire from office, and in the event of it being necessary to resolve the issue as between 2 or more persons who have served for the same continuous period of years, then it shall be resolved by the drawing of lots; and
 - (c) The 2011 Retiring Directors shall retire from office at the AGM in 2011 provided that, if they are otherwise eligible for election pursuant to clause 10.6 (subject to clause 24.6), they shall be eligible to nominate for election to one of the 2 Member Elected Director positions which shall become available as at the AGM in 2011.
- 24.5 For the purposes of the AGM in 2012:
- (a) The remaining Member Elected Director, if any, then on the Board who was elected to the Board as at the AGM in 2009 pursuant to clause 24.2(a) (including any Director appointed to fill a casual vacancy of such a Director), shall retire from office as at the AGM in 2012; and
 - (b) provided that they are otherwise eligible for election pursuant to clause 10.6 (subject to clause 24.6), they shall be eligible to nominate for election to the one Member Elected Director position which shall become available as at the AGM in 2012.
- 24.6 Notwithstanding clause 10.6(b), each person who was a member of the Board of FDCA immediately prior to the adoption of this Constitution shall be eligible for election to one of the 5 positions open for Member Elected Directors as at the AGM in 2009, or appointment as a Board Appointed Director before the AGM in 2010, provided that then when their term of office next expires and they stand down:

- (a) If, upon standing down, they have been a Director of FDCA for 9 consecutive years or more, then they shall be deemed, when they stand down, to have served the Maximum Number of Consecutive Terms of Office for the purposes of clause 10.6(b) and so shall not be eligible for re-election or re-appointment to the Board until a period of at least 3 years has passed since expiry of that person's last term of office as a Director; or
- (b) If, upon standing down, they have been a Director of FDCA for less than 9 consecutive years, but for 6 or more consecutive years, then they shall be eligible for re-election or re-appointment to the Board for one further term of 3 years, upon the expiry of which they shall be deemed, when they stand down, to have served the Maximum Number of Consecutive Terms of Office for the purposes of clause 10.6(b) and so shall not be eligible for re-election or re-appointment to the Board until a period of at least 3 years has passed since expiry of that person's last term of office as a Director; or
- (c) If, upon standing down, they have been a Director of FDCA for less than 6 consecutive years, then they shall be eligible for re-election or re-appointment to the Board until such time as they have served the Maximum Number of Consecutive Terms of Office upon which they shall not be eligible for re-election or re-appointment to the Board until a period of at least 3 years has passed since expiry of that person's last term of office as a Director.

25 Interpretation

References to law and the Constitution

25.1 A reference to:

- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
- (b) this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

25.2 Each of the provisions of the Act which would but for this clause apply to FDCA as a replaceable rule within the meaning of the Act are displaced and do not apply to FDCA.

Presumptions of interpretation

25.3 Unless the context otherwise requires a word which denotes:

- (a) the singular denotes the plural and vice versa;
- (b) any gender denotes the other genders; and
- (c) a person denotes an individual and a body corporate.

25.4 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

25.5 Headings and any table of contents must be ignored in the interpretation of this Constitution.

25.6 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the principal office for the time being of FDCA is situated.

25.7 For the purposes of determining the length of a period (but not its commencement) a reference to:

- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
- (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning

of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

- 25.8 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 25.9 A provision of this Constitution, except that specifying the time for deposit of proxies with FDCA, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 25.10 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated
- 25.11 A reference to an Act of Parliament, whether State or Federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.

26 Definitions

- 26.1 In this Constitution, except where the context requires otherwise:

Act means the Corporations Act 2001.

AGM means an annual general meeting of the Members of FDCA and, where the content requires, means the specific annual general meeting in the context.

Associate Member means a person or an organisation admitted as an Associate Member of FDCA in accordance with clause 3.4 of this Constitution.

Board means the board of Directors of FDCA.

Board Appointed Director means a Director who is appointed to the Board by the Board in accordance with clause 10.100.

Carer means a person who is registered with a Commonwealth government approved family day care scheme.

CEO means the chief executive officer, referred to in clause 13.1.

Chair means the chair of the Board, elected from time to time in accordance with this Constitution.

Company means Family Day Care Australia Limited ACN 094 436 021.

Coordination Unit means staff employed within a Commonwealth government approved family day care scheme;

Director means a person elected or appointed in accordance with this Constitution to perform the duties of a director of FDCA and, unless the context requires otherwise, the expression **Directors** should be read as a reference to the Elected Directors and the Board Appointed Directors collectively.

FDCA means Family Day Care Australia Limited ACN 094 436 021.

Maximum Number of Terms of Office in relation to a Director means 3 terms of 3 years each

Member means a person or an organisation admitted as an Ordinary Member of FDCA in accordance with clause 3.2 of this Constitution.

Member Elected Director means a Director who is elected to the Board in accordance with clause 10.8.

NMF (Carer) Representative means a Member who is a Carer and who is elected to the National Members' Forum in accordance with clause 15.4.

NMF (Coordination Unit) Representative means a person who is employed within a Coordination Unit or is a representative of Coordination Units that is a Member of FDCA and who is elected to the National Members' Forum in accordance with clause 15.4.

NMF Elected Director means a Director who is elected to the Board by the National Members' Forum in accordance with clause 10.5(a).

National Members' Forum means the group of persons who are convened by the Board under clause 15 of this Constitution.

Parent means a person who is a parent or guardian of a child who is registered with an Australian government approved family day care scheme.

Register means the register of Members kept by FDCA under the Corporations Act 2001.

Representative means, in relation to a Member, the representative of the Member appointed under clause 9.

Scheme means a network of individuals providing family day care in their own homes for other people's young children, organised and supported by a central coordination unit.

Seal means, if FDCA has one, the common seal of FDCA, if any.

Secretary means a person appointed to perform the duties of a secretary of FDCA.