

# **COMPARISON OF CONSTITUTIONS**

## **MLC School Parents Association**

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Original Constitution (v9, 2 June 2014)

vs.

Draft Constitution (Draft V1, 31 July 2026)

Prepared: 7 September 2026

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### Introduction

This document compares the key differences between the original MLC School Parents and Friends' Association Constitution (v9, dated 2 June 2014) and the proposed MLC School Parents Association Constitution (Draft V1, dated 31 July 2026). The draft introduces substantial changes, with an overarching theme of consolidating authority in the Principal and the School, simplifying the membership structure, and tightening governance controls.

### 1. Name Change

The Association is renamed from “MLC School Parents and Friends' Association” to “MLC School Parents Association,” dropping “and Friends” from the title.

### 2. Removal of Friend Membership

One of the most significant structural changes is the complete removal of the “Friend Member” category. The original constitution allowed any natural person to become a “Friend Member” through nomination by a Member, committee approval, and entry on the register, with membership terms of up to three years. The draft eliminates this category entirely, along with the associated application form (Annexure 1 in the original). Membership is now limited to Parent Members and the Principal or nominee.

### 3. Expanded Objects and Principal's Authority

The draft significantly expands the Association's stated objects and introduces explicit requirements for Principal approval across multiple areas of activity.

| Aspect            | Original Constitution | Draft Constitution                                             |
|-------------------|-----------------------|----------------------------------------------------------------|
| Number of objects | 5 objects, (a)–(e)    | 8 objects, (a)–(h)                                             |
| Advocacy role     | Not mentioned         | Added: “be positive advocates for the School and its students” |

| Aspect                   | Original Constitution                    | Draft Constitution                                                                                                                                                                      |
|--------------------------|------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Incidental activities    | Not mentioned                            | Added: “undertake incidentally any activity conducive to the promotion of the interests of the School”                                                                                  |
| Fellowship               | Not mentioned                            | Added: “promote friendly relations and good fellowship among all connected with the School”                                                                                             |
| Working with School      | Not mentioned                            | Added: “work positively and constructively with the School, including the Principal and the Principal’s nominee, in support of the School’s priorities, values and strategic direction” |
| Principal approval scope | General reference to obtaining approvals | Specifically lists: timing/range/scope of activities, funding support, and composition of Executive Committee and JS Executive Committee                                                |
| Non-interference clause  | Not present                              | New clause 1.4: “The Association must not interfere in any way with the operation, control or management of the School”                                                                 |

## 4. Committee Composition and Governance

The draft restructures the committee, renames it, and introduces new limitations on office-holding.

| Aspect                        | Original Constitution                                  | Draft Constitution                                                                                        |
|-------------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| Committee name                | "Committee"                                            | "Executive Committee"                                                                                     |
| Ordinary members              | 3 Ordinary Committee Members                           | 2 Ordinary Executive Committee Members                                                                    |
| School Council nominee        | Included as a committee member                         | Removed entirely                                                                                          |
| School cohort representatives | Senior School, Middle Years, and Junior School reps    | Senior School and Junior School reps only (Middle Years removed)                                          |
| VP description                | One VP to be “Convenor of the Junior School P&F Group” | One VP to be “President of the Junior School Parent Association”                                          |
| Office-holding limit          | May hold up to 2 offices (clause 9.4)                  | Cannot hold more than 3 different positions; 9-year consecutive limit on Executive Committee (clause 7.6) |
| President/VP term             | Not explicitly stated                                  | Explicitly 12 months (clause 9.4)                                                                         |

## 5. Election Process Changes

The draft significantly alters the nomination and election process, centralizing control with the School and the Principal.

| Aspect                 | Original Constitution          | Draft Constitution                                                                            |
|------------------------|--------------------------------|-----------------------------------------------------------------------------------------------|
| Nomination coordinator | Secretary receives nominations | School calls for and accepts nominations on behalf of Executive Committee                     |
| Nomination deadline    | At least 7 days before AGM     | At least 14 days before AGM                                                                   |
| Confirmed nominee list | Not specified                  | School must provide Secretary a confirmed list at least 7 days before AGM                     |
| Returning officer      | Not specified                  | Principal is the returning officer at the AGM (clause 8.2)                                    |
| Principal approval     | Not required                   | Candidates must be “approved by the Principal (in their absolute discretion)” (clause 8.7(a)) |
| Parent Code of Conduct | Not referenced                 | Candidates must not have been subject to action under the School’s Parent Code of Conduct     |

## 6. Cessation of Membership

The draft introduces new grounds for cessation of membership not present in the original. The School may now terminate membership where a person has “acted contrary to the best interests of the School or the Parent Association, brought the School into disrepute, or acted contrary to the Parent Code of Conduct.” The original had simpler cessation grounds—death, resignation, or ceasing to be a recognized parent/principal. The draft also shifts the register of ceased members to the School, whereas the original had the Secretary maintaining the full member register.

## 7. Enhanced Principal Powers

The draft significantly expands the Principal’s powers across multiple areas of Association governance:

- **Casting vote:** The Principal now has the casting vote on the Executive Committee in the event of a tied vote, and at general meetings. Under the original, tied votes were simply defeated in both settings.
- **Quorum:** The Executive Committee quorum now requires the Principal or their delegate. The original had no such requirement. General meeting quorum similarly now requires the Principal or delegate.
- **Removal power:** The Principal can now withdraw approval of an Office-Bearer and declare their position vacant (clause 12.3). Under the original, this removal power sat with the School Council.

- **Disputes:** The draft introduces an entirely new dispute resolution mechanism (clause 29) giving the Principal sole discretion to handle complaints, refuse trivial or vexatious complaints, and suspend, remove, or expel a Member. No equivalent clause existed in the original.
- **Funds:** The Principal now approves spending amounts and the projects receiving funds (clause 28.5). The draft also adds a \$150,000 cap on reserve funds, with the School having sole discretion over excess funds (clause 28.6).
- **Treasurer direction:** The School can give binding directions to the Treasurer and Assistant Treasurer for compliance with legal and regulatory requirements, including section 83C of the Education Act 1990 (NSW).

## 8. Financial Provisions

The draft introduces several new financial controls and modifies existing ones.

| Aspect                 | Original Constitution                                                   | Draft Constitution                                                                         |
|------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| Budget approval        | Budget submitted to first general meeting                               | Budget must be provided to the School in advance for review and approval                   |
| Signatory requirements | Two committee members, one being President, Treasurer, VP, or Secretary | Two authorized Executive Committee members (no specific office requirement)                |
| Reserve fund cap       | No cap mentioned                                                        | \$150,000 cap; School decides use of excess                                                |
| Fund disbursement      | At Committee's discretion                                               | Must be timely and in accordance with Principal's wishes or directions                     |
| Auditor appointment    | Separate clause (clause 36); School's auditors at School's expense      | Moved into Treasurer clause (10.1(b)); similar substance but may be part of School's audit |

## 9. Constitutional Amendment and Dissolution

The draft changes the endorsement requirement for constitutional amendments from the School Council to the Principal. Similarly, the dissolution pathway is reframed: the original allowed the School Council to directly resolve to dissolve the Association, while the draft has the Principal recommend dissolution to the School Council. Upon dissolution, the draft adds that funds must “be used by the School pursuing objects similar to the objects of the Association,” a safeguard not in the original.

## 10. Insurance and Indemnity

The original split insurance coverage between the Uniting Church in Australia (legal liability and D&O cover) and the School (public liability and volunteer accident cover). The draft consolidates all

insurance under the School alone, with no reference to the Uniting Church. The indemnity clause is also restructured: the original relied on insurance policies, while the draft provides indemnity “by the School from the funds of the Association” subject to Corporations Act limitations.

## 11. Removed Provisions

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Several provisions in the original are removed entirely from the draft:

- **School Community Groups** (clause 37 of the original), which allowed affiliation of community groups as sub-committees
- **Special general meeting requisition provisions** (clauses 19.1–19.5 of the original), which required the committee to convene a meeting on requisition by 100+ members
- **Transitional provisions** (clause 41 of the original), covering commencement, initial membership, and first financial year
- **Footnotes clause** (clause 1.7 of the original), which allowed the committee to amend footnotes without member reference
- **Friend Membership application form** (Annexure 1 of the original)

## 12. Junior School Sub-Committee Changes

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The draft renames leadership positions from “Convenor” and “Deputy Convenor” to “President” and “Vice-President.” It also introduces a \$5,000 delegation limit, requiring the sub-committee to seek Executive Committee approval for expenses exceeding that amount, though it can disburse up to \$5,000 toward initiatives identified by the Head of Junior School without Executive Committee approval. The original had no such delegation limit. The draft also adds School coordination of the JS nomination process with a 14-day lodgment deadline, whereas the original simply required nominations before the meeting.

## 13. Other Notable Changes

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- **Custody of books:** Responsibility shifts from the Secretary to the School on behalf of the Association.
- **Notice of meetings:** The School now issues notices on behalf of the Secretary or President, whereas the original had the Secretary issue notices directly.
- **School definition:** Changed from “MLC School Burwood NSW” to “MLC School (ACN 645 102 325).”
- **“Fax” removed:** The definition of “writing” no longer includes fax; the original referenced “fax, email and SMS.”

- **Review consultation:** The 5-year review process now consults the Principal, Members, and Executive Committee; the original also included the School Council.

## Conclusion

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The overarching theme of the draft is a significant consolidation of authority in the Principal and the School, with reduced roles for the School Council and the Secretary. The draft also simplifies the membership structure by removing Friend Members and tightens governance controls through new eligibility criteria, a reserve fund cap, Principal veto and casting vote powers, and a new dispute resolution mechanism.