

## DRAFT

MLC School Parents ~~and Friends'~~

Association

Constitution

Part 1 – Preliminary

1. Name and objects

1.1 The "Association" is known as the MLC School Parents ~~and Friends'~~ Association, an unincorporated

association

that between 2000 and 2014 was registered under the NSW Associations Incorporation

Act under

number INC9874536.

1.2 The objects of the Association are:

(a) to support, foster and promote the interests of the School and the welfare of its students;

~~to and~~

in so doing be positive advocates for the School and its students;

(b) to undertake incidentally any activity conducive to the promotion of the interests of the School;

(c) to promote friendly relations and good fellowship among all connected with the School;

(d) to foster and maintain a community of goodwill and interest for parents ~~and fri~~, guardians and carers

of students of the School

amongst themselves and in and towards the School;

(e) to provide a network and forum for members to meet and exchange information on educational

and other issues of importance to the School and its students;

(f) to represent the views of parents within the School community and liaise with the School in matters of importance to the School and its students; ~~and~~

(g) to support the School in material, practical and financial ways including supplementing and improving School resources and promoting, participating in and providing funding for School activities and

(h) to 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.

1.3 In fulfilling these objectives the Association will recognise the responsibility of the Principal of the

School and the need for the Association to obtain appropriate agreements and, if necessary, approvals from the Principal:

including, but not limited to, in relation to:

(a) the timing, range and scope of all activities;

(b) funding support for any School initiatives;

(c) the composition of the Executive Committee and the Junior School Executive Committee.

1.4 The Association must not interfere in any way with the operation, control or management of the School.

1.5 Definitions and interpretation

1.46 In this constitution:

"Executive Committee" refers to the executive body of the Association, see cl ~~9 of this constitution.~~

"ause 7.

"JS President" means the President of the Junior School Parents Group.

"Crested Ware" refers to items bearing the school logo or crest as approved by the Principal.

"Financial Year" means:

a period of 12 months commencing on 1 January and expiring on 31-December,

or

(if the previous f

"Financial yYear did not expire on 31 December or if resolved by the

Association) the period of 12 months, or such other period (whether longer or

shorter than 12 months) not exceeding 18 months as the Association resolves,

commencing at the expiration of the previous financial year of the Association.

This aligns with the MLC School financial year.

As set out in cl 41 Transitional, the unincorporated association's first financial year will be 1 September 2014 to 31 December 2015.

"

December

"Junior School" means Pre-Kindergarten to Year 6 (inclusive) at MLC School.

"Junior School P&Farents is the Junior School Parents ~~and Friends~~ Group which is a sub committee of the

Group" Association. See clauses ~~16-14~~ and Annexure ~~21~~.

"Member", "and "Parent have the meanings given to them in clause ~~3 of this constitution~~.

~~Member"~~ and ~~"Friend~~

~~Member"~~2.

Member" of the

Association

"Office-Bearer" means a member of the Committee appointed to an office, see cl ~~9.2 of this constitution~~ause 7.2.

"Ordinary Committee means a member of the Executive Committee who is not an ~~o~~Office-bearer of

Member" the Association.

~~Member"~~ See clause 7.3

"Parent" means a person recognised by the School as being a parent, guardian or primary

carer of a student currently enrolled at the School.

"President" means the person holding office under this constitution as President of the Association. See cl ~~11~~ause 9.

"Principal" means the Principal of MLC School ~~Burwood NSW~~ as appointed by the School Council from time to time.

"Secretary" means the person holding office under this constitution as Secretary of the Association. See cl ause 12~~0~~.

"Assistant Secretary" means the person holding office under this constitution as Assistant Secretary of

the Association and secretary of the Junior School P&Farents Group. See cl ~~9~~ause 7.2(d)-2(d)

"School" means ~~the~~ MLC School ~~Burwood NSW~~(ACN 645 102 325).

"School Council" means the MLC School Council as constituted from time to time.

"Senior School" means Year 7 to Year 12 (inclusive) at MLC School.

"special general means a general meeting of the Association other than an annual general meeting" meeting.

"Treasurer" means the person holding office under this constitution as Treasurer of the Association. See [clause 120](#).

"Assistant Treasurer" means the person holding office under this constitution as Assistant Treasurer

of

the Association and treasurer of the Junior School P&F Parents Group. See [clause 7.2\(c\)](#).

"Vice-Presidents" means the two persons holding office under this constitution as Vice-President of

the Association. See [clause 7.2\(b\)](#).

1.57 In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty,

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, ~~and~~

(c) "writing" means any communication that results in visible text and includes electronic communications, for example, ~~fax, email and SMS~~.

~~The School has a record of parents, primary carers or guardians. Anyone recognised in the School records as the parent, primary~~

~~carer or guardian of a student is a parent for the purposes of membership of the P&F as a parent member. The School records are the~~

~~membership register for the Parent Members. If a grandparent, other relative or friend of a student at the School wishes to be a~~

~~member of the P&F and participate in P&F activities they can apply for membership as a Friend see cl 3.~~

~~1.6 The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same~~

~~manner as those provisions would so apply if this constitution were an instrument made under the Act.~~

~~1.7 Footnotes that appear in a published version of this constitution are not part of this constitution and~~

~~may be amended by the Committee without reference to a meeting of members.~~

~~Part 2—Membership~~

## ~~2. Membership generally 4~~

~~2.1 A person is eligible to be a Member of the Association if:~~

- ~~(a) the person is a natural person who supports the objects of the Association, and~~
- ~~(b) either the person is recognised by the School as being a parent, guardian or primary carer of a student enrolled at the School or has been nominated and approved for membership of the Association in accordance with clause 3.~~

~~2.2 The Principal of the School from time to time or their nominee is a Member of the Association and of~~

~~the Committee.~~

## ~~3. Becoming a Member~~

~~3.1 A person who is a natural person and is recognised by the School as being a parent, guardian or primary carer of a student enrolled at the School (a "Parent") is automatically a "Parent Member" of the Association, unless they choose to "opt out" of membership at the time the student they are responsible for commences at the School or at any other time, and remains a Parent Member until they cease to be a Member as set out in clause 4.~~

~~3.2 Alternatively any natural person may become a "Friend Member" of the Association if they are nominated for membership of the Association:~~

- ~~(a) by a Member of the Association in writing in the form set out in Annexure 1 to this constitution, and~~
- ~~(b) the nomination is lodged with the Secretary of the Association.~~

~~3.3 As soon as practicable after receiving a nomination for Friend Membership, the Secretary must refer~~

~~the nomination to the Committee, which is to determine whether to approve or to reject the nomination.~~

~~3.4 As soon as practicable after the Committee makes that determination, the Secretary must notify the~~

~~nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable).~~

~~At the time of the adoption of this form of the Constitution (August 2014) it was envisaged that the School would be~~

~~responsible for: 1. Ensuring that the parents of new students in 2014 receive the Association's information sheet for new~~

parents which would advise parents that they automatically become Parent Members unless they opt out (a tick box);

and are taken to consent (for the benefit of the Association and the School) to the use by the Association of the parent's

email address and contact phone number and the provision by the School to the Association of changes to that

information and of the date that the parent ceases to have a student enrolled at the School; 2. Ensuring parents of

students continuing in 2015 receive the Association's information sheet for continuing parents; and 3. Maintaining the

register of members and the list of those parents who elect not to become members of the Association.

3.5 The Secretary must on approval of a nomination as a Friend Member enter or cause to be entered the

nominee's name in the register of Members and, on the name being so entered, the nominee

becomes a Member of the Association. A Friend Member can be nominated and approved for

membership for a period no longer than three (3) years. On expiration of a term of membership for a

Friend Member application for a further term of membership can be made. Each term of membership

is to be no longer than three (3) years but can be less at the discretion of the Committee or the applicant.

3.6 There is no requirement for Parent Members to be nominated or vetted by the Committee or for the

Secretary to notify a Parent Member when they become a Member of the Association.

3.7 Parent Membership commences one month after a Parent has been sent information that includes an

opportunity to opt out of Parent Membership, or having opted out or resigned, promptly after a Parent

applies in writing to the Secretary for Parent Membership.

3.8 In this constitution references to Members of the Association includes all Parent Members, Friend

Members, and the Principal or nominee. Other than in respect of the process through which they become Members and cease to be Members and participate in the Committee, this constitution makes

no distinction between Parent Members, Friend Members, and the Principal or nominee.

4. Cessation of membership

~~A person ceases to be a Member of the Association if the person:~~

~~(a) dies, or~~

~~(b) resigns membership, or~~

~~(c) in the case of a Parent Member, the School ceases to recognise the person as being a parent, guardian or primary carer of a student enrolled at the School, or~~

~~(d) in the case of the Principal or nominee when they cease to hold that position or the term of their nomination expires, and~~

~~(e) in the case of a Friend Member the membership term expires.~~

## ~~5. Register of Members~~

~~5.1 The Secretary will establish and maintain a register of Members of the Association specifying the name and information to facilitate at least one contact method (postal or residential address or email~~

~~address or mobile phone number with SMS capability) of each person who is a Member of the Association together with the date on which the person became a Member. In respect of Members who are Parent Members, the Association's register will be a record of Parents who have chosen not to opt out of Parent Membership, or having opted out or resigned, apply in writing for Parent Membership. The Secretary may arrange for the School to establish and maintain the register of Members.~~

~~5.2 The register of Members is kept at the School.~~

## ~~6. Parent Member contributions~~

~~The Association may request and encourage Parents to make a financial contribution to the activities of the Association. The amount and frequency of contributions will be determined by the Committee.~~

## ~~7. Members' liabilities~~

~~The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is~~

~~limited to the funds and other assets of the Association.~~

## ~~Part 3 — The Committee~~

### ~~8. Powers of the email and SMS,~~

~~(d) a reference to a clause means a clause in this constitution.~~

1.8 The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under that Act.

## Part 2 – Membership

### 2. Becoming a Member

2.1 The Principal of the School - or their nominee is a Member of the Association and of the Executive Committee.

2.2 A Parent is automatically a “Parent Member” of the Association and remains a Parent Member until they cease to be a Member as set out in clause 3.

2.3 There is no requirement for Parent Members to be nominated or vetted by the Executive Committee or for the Secretary to notify a Parent Member when they become a Member of the Association.

2.4 In this constitution references to Members of the Association includes all Parent Members and the Principal or nominee. Other than in respect of the process through which they become Members and cease to be Members and participate in the Executive Committee, this constitution makes no distinction between Parent Members and the Principal or nominee.

### 3. Cessation of membership

3.1 A person ceases to be a Member of the Association if the person:

(a) is determined by the School, acting reasonably, to have 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, and their membership is terminated; or

(b) dies or resigns membership in writing, on the effective date of their resignation, or

(c) in the case of a Parent Member:

(i) the Parent Member opts out of membership in writing, effective on the date of the notice, at the time the student they are responsible for commences at the School; or

(ii) the School ceases to recognise the person as being a parent, guardian or primary carer of a student enrolled at the School, and

(d) in the case of the Principal or nominee when they cease to hold that position.

3.2 The School will establish and maintain a register of those persons who have ceased to be a Member

of the Association in accordance with this clause. The register may be kept electronically.

#### 4. Parent Member contributions

The Association may request and encourage Parents to make a financial contribution to the activities of

the Association. The amount and frequency of contributions will be determined by the Executive Committee.

#### 5. Members' liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the funds and other assets of the Association.

### Part 3 – The Executive Committee

#### 6. Powers of the Executive Committee

Subject to this constitution and to any resolution passed by the Association in general meeting, the Executive Committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of ~~Members of the Association, and~~
- ~~(c) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association and the furtherance of its objects.~~

#### ~~9. Composition and membership of Committee~~

##### ~~9.1 The Committee is to consist of:~~

- ~~(a) 3 Ordinary Committee Members and the Office-Bearers of the Association, all of whom are to be elected at the annual general meeting of the Association under clause 15,~~
- ~~(b) the Principal of the School or nominee, and~~
- ~~(c) the nominee of the School Council.~~

##### ~~9.2 The Office-Bearers of the Association are as follows:~~

- ~~(a) the President,~~
- ~~(b) two Vice-Presidents. One to be the Convenor of the Junior School P&F Group and the other to~~

~~be a Parent from the Middle or Senior years of the School,~~

~~(c) the Treasurer and an Assistant Treasurer. The Assistant Treasurer will be the treasurer of the Junior School P&F Group,~~

~~(d) the Secretary and an Assistant Secretary. The Assistant Secretary will be the secretary of the Junior School P&F Group,~~

~~The quarterly financial contribution to the P&F as at August 2014 is \$15 and is included as a separate line item in the Statement of~~

~~Tuition Fees for each term issued by the School.~~

~~(e) a Crested Ware Coordinator and an Assistant Crested Ware Coordinator. The Assistant Crested Ware Coordinator will be the Junior School P&F Group crested ware coordinator, and~~

~~(f) a Community Relations Coordinator and an Assistant Community Relations Coordinator. The Assistant Community Relations Coordinator will be the Junior School P&F Group community relations coordinator.~~

~~9.3 The Ordinary Committee Members are:~~

~~(a) a Parent Member responsible for a student in the Senior years of the Senior School to be the Senior School Representative,~~

~~(b) a Parent Member responsible for a student in the Middle years of the Senior School to be the Middle Years Representative, and~~

~~(c) a Parent Member responsible for a student in the Junior School to be the Junior School Representative.~~

~~9.4 An Office Bearer may hold up to 2 offices (other than both the President and Vice President offices).~~

~~9.5 The Committee must have at least 5 members.~~

~~9.6 Each member of the Committee (other than the Principal or nominee and the School Council nominee)~~

~~must, subject to this constitution, retire at the conclusion of the annual general meeting following the~~

~~date of the member's election, but is eligible for re-election if they have served no more than 3 consecutive years in the office for which they are nominating.~~

~~9.7 Within 14 days after vacating office, a former Committee member of the Association must ensure that~~

~~all documents in his or her possession that belong to the Association are delivered to a continuing office bearer for delivery to his or her successor.~~

~~9.8 The School Council may appoint an alternate nominee Committee member to exercise the powers of~~

~~its nominee Committee person at Committee meetings where the nominee Committee person is absent. If an alternate nominee Committee member is appointed they may attend all Committee meetings and if the Secretary is advised of their contact information then they will receive all information sent to Committee members.~~

#### ~~10. Election of Committee~~

##### ~~10.1 Nominations of candidates for election as Office Bearers of the Association (other than the Junior~~

~~School P&F Group office bearers and Junior School P&F Group ordinary committee member whom are elected in accordance with Annexure 2) and Ordinary Committee Members:~~

- ~~(a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and~~
- ~~(b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place, and~~
- ~~(c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations for any remaining vacancies are to be received at the annual general meeting.~~

##### ~~10.2 If insufficient further nominations are received at the annual general meeting, any vacant positions~~

~~remaining on the Committee are taken to be casual vacancies.~~

##### ~~10.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons~~

~~nominated are taken to be elected.~~

##### ~~10.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be~~

~~held.~~

##### ~~10.5 The ballot for the election of Office Bearers is to be conducted at the annual general meeting in such~~

~~usual and proper manner as the Committee may direct.~~

##### ~~10.6 A person nominated as a candidate for election as an Office Bearer of the Association or an Ordinary~~

~~Committee Member must:~~

- ~~(a) be a Member of the Association aged 18 or over,~~
- ~~(b) be in good financial standing with the School at the time of nomination,~~
- ~~(c) not have a conviction for an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months,~~
- ~~(d) not be barred from working with children under the Child Protection (Working with Children) Regulation 2013 or any similar law in any jurisdiction,~~
- ~~(e) not be prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth or any similar law in any jurisdiction, and~~
- ~~(f) not be disqualified from being a responsible entity under the Australian Charities and Not-for-profits Commission Act 2012 and related regulations of the Commonwealth, or any similar law in any jurisdiction.~~

~~10.7 No Member is entitled to hold any office or be an Ordinary Committee Member representing the same~~

~~school cohort for more than three consecutive years.~~

~~10.8 The Secretary will advise changes to elected Office-Bearers of the Association to the Secretary of the~~

~~School Council, for noting.~~

~~10.9 Members of the Committee will keep confidential all confidential business of the Committee, the~~

~~School and the School Council~~

## ~~11. President~~

~~The President will coordinate the activities of the Committee and the Association, try to establish consensus~~

~~around plans and priorities and will be the Association's primary representative. The Vice Presidents will~~

~~assist the President and will act as President in the President's absence. The Vice President that is a Middle~~

~~or Senior Years Parent will act as President in the President's absence. If they are unable or unwilling to act~~

~~as President the Vice President that is a Junior School parent will act as President. In the event neither are~~

~~able or willing to act the Committee members present at the meeting will determine who will act as President.~~

The nomination form should also include these criteria. A nomination form is in Annexure 3.

## 12. Treasurer and Secretary

### 12.1 Treasurer

(a) It is the duty of the Treasurer of the Association to ensure, with the assistance of the School:

(i) that all money due to the Association is collected and received and that all payments authorised by the Association are made;

(ii) that there is an account or accounts of the Association held in the name of the Association on trust for the Association with the School (on the basis that it holds money subject to direction by the Association) and (if authorised by the Committee) banks or other financial institutions determined by the Committee from time to time, and that money received is lodged in such account(s);

(iii) the payment from such account(s) by cheque (or as otherwise authorised by the Committee), of all debts and expenses of the Association as approved by the Committee;

(iv) the maintenance of proper records of all receipts and payments and all vouchers and other documents associated with those;

(v) (if the financial statements are to be audited) preparation, at the end of the financial year, of a financial statement of the Association's transactions, and submission of that statement together with relevant statements, receipts, vouchers, books and other records, to any auditor or auditors for audit and submission of the annual financial statement of the Association, together with any attached auditor's report, to the annual general meeting;

(vi) production, upon request, to the Committee and/or to any auditor(s) of all statements, receipts, vouchers, books and other records relating to the affairs of the Association;

(vii) submitting to the first general meeting in each year a budget of estimated income and expenditure for that year; and

(viii) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

(b) The Treasurer will present a written report to each regular Committee meeting, prepared with the assistance and support of the School, which includes:

(i) details of receipts and payments since the last report;

- ~~(ii) balance of the Association's accounts,~~
- ~~(iii) a statement of funds including details of funds which have already been committed for expenditure but have not yet been paid, and~~
- ~~(iv) a statement of funds generally allocated but which have not yet been committed to be expended, unless the Treasurer is advised otherwise by the President~~

Members of the Association, and

(c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association and the furtherance of its objects.

## 7. Composition and membership of Executive Committee

### 7.1 The Executive Committee is to consist of:

(a) 2 Ordinary Executive Committee Members and the Office-Bearers of the Association, all of whom are to be elected at the annual general meeting of the Association under clause 13, and

(b) the Principal of the School or nominee.

### 7.2 The Office-Bearers of the Association are as follows:

(a) the President,

(b) two Vice-Presidents. One to be the President of the Junior School Parent Association and the other to be a Parent from the Senior School,

(c) the Treasurer and an Assistant Treasurer. The Assistant Treasurer will be the treasurer of the Junior School Parents Group,

(d) the Secretary and an Assistant Secretary. The Assistant Secretary will be the secretary of the Junior School Parents Group,

(e) a Crested Ware coordinator and an assistant Crested Ware coordinator. The assistant Crested Ware coordinator will be the Junior School Parents Group crested ware coordinator, and

(f) a Community Relations coordinator and an assistant Community Relations coordinator. The assistant Community Relations coordinator will be the Junior School Parents Group Community Relations coordinator.

### 7.3 The Ordinary Executive Committee Members are:

(a) a Parent Member responsible for a student in the Senior School to be the Senior School

representative,

(b) a Parent Member responsible for a student in the Junior School to be the Junior School representative.

7.4 The Executive Committee must have at least 5 members.

7.5 Each member of the Executive Committee (other than the Principal or nominee) must, subject to this

constitution, retire at the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election if they have served no more than 3 consecutive years in the office for which they are nominating.

7.6 In the interests of renewal and succession planning, a member of the Executive Committee cannot

hold more than three different positions, meaning there is a limit of nine consecutive years on the Executive Committee.

7.7 Within 14 days after vacating office, a former Executive Committee member of the Association must

ensure that all documents in his or her possession that belong to the Association are delivered to the Secretary.

#### 8. Election of Executive Committee

8.1 Nominations of candidates for election as Office-Bearers of the Association (other than the Junior

School Parents Group office bearers and Junior School Parents Group ordinary committee member who are elected in accordance with Annexure 1) and Ordinary Executive Committee Members:

(a) the School will call for nominations and accept all responses on behalf of the Executive Committee

(b) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(c) must be delivered to the School at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place and

(d) The School will ensure the Secretary has a confirmed list of nominees at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place

8.2 The Principal is the returning officer at the AGM.

8.3 If insufficient nominations are received:

(a) to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations for any remaining vacancies are to be received at the annual general meeting,

(b) at the annual general meeting, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.

8.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons

nominated are taken to be elected.

8.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be

held at the annual general meeting.

8.6 The ballot for the election of Office-Bearers is to be conducted at the annual general meeting in such

usual and proper manner as the Executive Committee may direct.

8.7 A person nominated as a candidate for election as an Office-Bearer of the Association or an Ordinary Executive Committee Member must:

(a) be approved by the Principal (in their absolute discretion),

(b) be a Member of the Association aged 18 or over,

(c) be in good financial standing with the School at the time of nomination,

(d) not have been the subject of any action under the School's Parent Code of Conduct,

(e) not have a conviction for an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months,

(f) not be barred from working with children under the Child Protection (Working with Children) Regulation 2013 or any similar law in any jurisdiction,

(g) not be prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth or any similar law in any jurisdiction, and

(h) not be disqualified from being a responsible entity under the Australian Charities and Not-for-profits Commission Act 2012 and related regulations of the Commonwealth, or any similar law in any jurisdiction.

8.8 No Member is entitled to hold any office or be an Ordinary Executive Committee Member representing the same school cohort for more than three consecutive years.

8.9 The Secretary will advise changes to elected Office-Bearers of the Association to the Secretary of the School Council, for noting.

8.10 Members of the Executive Committee will keep confidential all confidential business of the Executive

Committee, the School and the School Council.

## 9. President

9.1 The President will coordinate the activities of the Executive Committee and the Association, try to

establish consensus around plans and priorities and will be the Association's primary representative.

9.2 The Vice-Presidents will assist the President and will act as President in the President's absence.

9.3 The Vice-President that is Senior School Parent will act as President in the President's absence. If they are unable or unwilling to act as President the Vice-President that is the Junior School President will act as President. In the event neither are able or willing to act the Executive Committee members

present at the meeting will determine who will act as President.

9.4 The term of the President and Vice President shall be 12 months.

## 10. Treasurer and Secretary

### 10.1 Treasurer

(a) It is the duty of the Treasurer of the Association to ensure, with the assistance of the School:

(i) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(ii) submitting to the first general meeting in each year a budget of estimated income and expenditure for that year, which is to be provided to the School in advance of the first general meeting for its review and approval.

(b) Unless the Association and the School (after consultation with the other) determine otherwise, the Association will appoint the School's auditors to be the Association's auditor or auditors for each Financial Year to audit the books and accounting records of the Association and its sub-committees, which may be undertaken as part of the School's audit. The appointment of the School's auditors will be at the School's expense.

(c) The Treasurer will present a written report, prepared with the assistance and support of the

School, to the Association at the annual general meeting which includes:

- (i) profit and loss statement of transactions,
- (ii) balance sheets as at the end of the previous financial year of the Association,
- (iii) ~~a statement of funds including details of funds which have already been committed for expenditure but have not yet been paid,~~
- (iv) ~~a statement of funds generally allocated but which have not yet been committed to be expended.~~
- ~~(d) If requested, the Treasurer will provide information on the Association's financial affairs to the School Council.~~
- ~~(e) The Assistant Treasurer will assist the Treasurer and will be the treasurer for the Junior School P&F Group.~~

#### ~~12.2 Secretary~~

- ~~(a) It is the duty of the Secretary to:~~
  - ~~(i) keep minutes of all appointments of Office Bearers and members of the Committee and to keep and keep up to date a register of members of the Committee;~~
  - ~~(ii) keep minutes of the names of members of the Committee present at a Committee meeting or Members at a general meeting;~~
  - ~~(iii) keep minutes of all proceedings at Committee meetings and general meetings in a book provided for the purpose and producing such minutes at all meetings;~~
  - ~~(iv) liaise with the President on the issue of the notices for all meetings of the Association and of the Committee;~~
  - ~~(v) liaise with the School to maintain the register of members of the Association;~~
  - ~~(vi) organise the custody, control and distribution of the correspondence papers, books and records of the Association;~~
  - ~~(vii) liaise with the President on notification to the Principal or the Principal's nominee and the School Council nominee or their alternate of meetings and planned Association activities and that normal courtesies are extended to the Principal, their nominee, the School Council nominee or their alternate at those activities;~~
  - ~~(viii) notify and liaise with the President, Principal or the Principal's nominee of planned Association activities and events for the purpose of ensuring that those activities are covered under the School or other appropriate insurances;~~

~~(ix) giving effect to the directions of the President, the Committee and the Association in general meeting.~~

~~(b) Correspondence, papers, books, registers, minutes and records of the Association may be kept electronically providing they are accessible to all persons entitled to access them and reasonable steps have been taken to protect them from loss. A copy of the draft minutes of proceedings at Committee and general meetings must be provided to all Committee members present at the meeting either at the meeting or promptly after it. Having allowed an opportunity for comment on the draft minutes and any revisions the chairperson of the meeting or the chairperson of the next succeeding meeting must decide which version will be the minutes of proceedings and authenticate that version. Authentication may be by signing a printed copy or recording in an electronic minute book that a particular electronic version is the minute, or the correct or final version of the minute.~~

~~(c) The Assistant Secretary performs the role of secretary for the Junior School P&F Group and also assists the Secretary of the Committee as required.~~

### ~~13. Casual vacancies~~

~~13.1 In the event of a casual vacancy occurring in the membership of the Office-Bearers of the Association,~~

~~the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.~~

~~13.2 A casual vacancy in the office of a member of the Committee occurs if the member:~~

~~(a) dies, or~~

~~(b) ceases to be a Member of the Association, or~~

~~(c) becomes bankrupt, or~~

~~(d) resigns office by notice in writing given to the Secretary, or~~

~~(e) is removed from office under clause 14, or~~

~~(f) becomes a mentally ill person or a mentally disordered person within the Mental Health Act of NSW, or~~

~~(g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee,~~

~~or~~

~~(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on~~

~~conviction is imprisonment for not less than 3 months, or~~

~~(i) is barred from working with children under the Child Protection (Working with Children) Regulation 2013 or any similar law in any jurisdiction, or~~

~~(j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth or a similar law in any jurisdiction, or~~

~~(k) is disqualified from being a responsible entity under the Australian Charities and Not for profits Commission Act 2012 and related regulations of the Commonwealth or a similar law in any jurisdiction.~~

#### ~~14. Removal of Committee members~~

~~14.1 The Association in general meeting may by resolution remove any Office Bearer of the Association~~

~~from the office before the expiration of the office bearer's term of office and may by resolution appoint~~

~~another person to hold office until the expiration of the term of office of the Member so removed.~~

~~14.2 If an Office Bearer of the Association to whom a proposed resolution referred to in subclause 14.1~~

~~relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may either send a copy of the representations to each member of the Association or have the representations read out at the meeting at which the resolution is considered.~~

~~14.3 If the School Council forms the opinion that an action of an Office Bearer of the Association is materially inconsistent with the objects of the Association then, having given the Office Bearer and either the Secretary or the President at least 7 days notice of its intention to consider so doing, a resolution of the School Council will be effective to remove that Office Bearer of the Association from~~

~~the office before the expiration of the Office Bearer's term of office.~~

~~14.4 In forming an intention to resolve as referred to in subclause 14.3 the School Council should seek~~

~~input from members of the Committee. The Office Bearer of the Association to whom a proposed resolution relates may make representations in writing to the School Council.~~

#### ~~15. Committee meetings and quorum~~

~~15.1 The Committee must meet at least once in each financial year at such place and time as the Committee may determine.~~

~~15.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.~~

~~15.3 Oral or written notice of a meeting of the Committee must be given by the Secretary or President to~~

~~each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.~~

~~15.4 Notice of a meeting given under subclause 15.3 must specify the general nature of the business to be~~

~~transacted at the meeting and no business other than that business is to be transacted at the meeting,~~

~~except business which the Committee members present at the meeting unanimously agree to treat as~~

~~business.~~

~~15.5 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting~~

~~of the Committee.~~

~~15.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an~~

~~hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned~~

~~to the same place and at the same hour of the same day in the following week.~~

~~15.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the~~

~~meeting, the meeting is to be dissolved.~~

~~15.8 At a meeting of the Committee:~~

~~(a) the President or, in the President's absence, the middle or senior years Vice-President is to preside, or if the middle or senior years Vice-President is absent or unwilling to act, the Vice-President who is the Convenor of the Junior School P&F Group, is to preside, or~~

~~(b) if the President and the Vice-President(s) are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the~~

meeting is to preside.

#### 16. Delegation by the Committee to sub-committee

16.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of

such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the Committee by any law.

For example, the Committee may from time to time appoint sub-committees for the making and/or carrying out of proposals or recommendations concerning any works, functions or other matters within

the objects of the Association like the organisation of an annual fair and such other activities as the Committee shall from time to time determine.

Annexure 2 to this constitution is the delegation constituting the Junior School Sub-Committee known

as the Junior School P&F Group.

16.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while

the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

16.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

16.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

16.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this

clause has the same force and effect as it would have if it had been done or suffered by the Committee.

16.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this

clause.

16.7 A sub-committee may meet and adjourn as it thinks proper.

~~16.8 The Committee may:~~

~~(a) appoint members of any sub-committee from its own ranks and/or from the ranks of the Association generally;~~

~~(b) appoint a Convenor and other sub-committee officers of each sub-committee and require each Convenor to keep a record of all business transacted and proposals and recommendations made by the sub-committee and to submit a written report to the Committee at reasonable intervals as requested, and the Convenor must comply with such requirements.~~

~~16.9 As determined by the Committee any one or more of the President, Vice-Presidents, Secretary or~~

~~Treasurer are ex-officio members of all sub-committees.~~

~~16.10 The leaders of designated "School Community Groups" may become sub-committees—see clause~~

~~37.~~

~~17. Voting and decisions~~

~~17.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee~~

~~are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.~~

~~17.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the~~

~~Committee (including the person presiding at the meeting) is entitled to one vote. If both the Principal~~

~~and their nominee or both the School Council nominee and alternate are present at the same meeting~~

~~only the Principal and the School Council nominee are entitled to vote. In the event of an equality of votes on any questions the person presiding will not have a second or casting vote and the vote on the~~

~~question will be defeated.~~

~~17.3 Subject to clause 15.5, the Committee may act despite any vacancy on the Committee.~~

~~17.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by~~

~~a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-~~

committee.

~~17.5 Resolutions may be validly made using technology without necessity for the members of the Committee or sub-committee to meet face to face. The Committee or sub-committee may pass a resolution without a face to face meeting being held:~~

~~(a) if all members of the Committee are given at least 3 days notice of the content of the resolution and a majority of the Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy; or~~

~~(b) if all members of the Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy; or~~

~~(c) if a Committee member gives all members of the Committee notice of an intention to propose an email resolution and:~~

~~(i) a majority of the members of the Committee agree (which agreement may be given electronically) to consider an email resolution and as to which of them will be the returning officer; and~~

~~(ii) a majority of the Committee entitled to vote on the resolution send by email to the returning officer a document (which may be the email or a separate document attached to the email) containing a statement that they are in favour of the resolution set out in the document; and~~

~~(iii) the returning officer ensures that copies of all emails voting on the resolution are sent to all members of the Committee.~~

~~(d) In the case of a signed document the resolution is passed when the last member needed for a majority of votes signs. In the case of an emailed document the resolution is passed when the returning officer receives the document sent by the last member needed for a majority of votes.~~

~~(e) Passage of a resolution under this sub-clause 17.5 must be recorded in the Association's records.~~

#### Part 4 — General meetings

#### 18. Annual general meetings — holding of, calling of and business at

~~18.1 The annual general meeting of the Association for a calendar year must be held in the last School~~

~~term of that year or the first School term of the next calendar year, on such date and at such place and~~

~~time as the Committee thinks fit.~~

~~18.2 In addition to any other business which may be transacted at an annual general meeting, the business~~

~~of an annual general meeting is to include the following:~~

~~(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,~~

~~(b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,~~

~~(c) to elect Office Bearers of the Association and Ordinary Committee Members,~~

~~(d) to receive and consider a financial statement and report summarising the financial affairs of the Association for the previous financial year.~~

~~18.3 An annual general meeting must be specified as such in the notice convening it.~~

~~19. Special general meetings—calling of~~

~~19.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.~~

~~19.2 The Committee must, on the requisition in writing of at least 100 Members, convene a special general~~

~~meeting of the Association.~~

~~19.3 A requisition of Members for a special general meeting:~~

~~(a) must state the purpose or purposes of the meeting, and~~

~~Although the financial year for the P&F will be 31 December the AGM can still take place in Term 4, as it is an unincorporated~~

~~association. It would mean that the financial report for the previous financial year will be presented 10—11 months after the close of the~~

~~financial year. The Committee can ensure that the financial year reports are presented at an earlier (term 1) advertised general meeting~~

~~for scrutiny by members, and that the presentation to the AGM is a formality. Alternatively the AGM could be held in Term 1, in which~~

~~case the financial report will be current but year 12 Parents who were office bearers in the previous year will have left the School.~~

~~(b) must be signed by the Members making the requisition, and~~

~~(c) must be lodged with the Secretary, and~~

~~(d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.~~

~~19.4 If the Committee fails to convene a special general meeting to be held within 1 month after that date~~

~~on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the~~

~~Members who made the requisition may convene a special general meeting to be held not later than 3~~

~~months after that date.~~

~~19.5 A special general meeting convened by a Member or Members as referred to in subclause 19.4 must~~

~~be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.~~

## ~~20. Notice~~

~~20.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special~~

~~resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding~~

~~of the general meeting, give a notice to each member specifying the place, date and time of the~~

~~meeting and the nature of the business proposed to be transacted at the meeting. A notice will be~~

~~sufficient if sent to any address (including email or in the case of text messages a mobile phone~~

~~number) that appears on the register of Members, even if it is no longer current, or if published in a~~

~~place (including a web site) that is used for providing information to the School community.~~

~~20.2 If the nature of the business proposed to be dealt with at a general meeting requires a special~~

~~resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding~~

~~of the general meeting, cause to be included in the notice to be given to each member, in addition to~~

~~the matter required under clause 20.1, the intention to propose the resolution as a special resolution.~~

~~20.3 No business other than that specified in the notice convening a general meeting is to be transacted at~~

~~the meeting except, in the case of an annual general meeting, business which may be transacted under clause 19.2.~~

~~20.4 A member desiring to bring any business before a general meeting may give notice in writing of that~~

~~business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.~~

#### ~~21. Quorum for general meetings~~

~~21.1 No item of business is to be transacted at a general meeting unless a quorum of Members entitled~~

~~under this constitution to vote is present during the time the meeting is considering that item.~~

~~21.2 Five Members present (being Members entitled under this constitution to vote at a general meeting)~~

~~constitute a quorum for the transaction of the business of a general meeting.~~

~~21.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is~~

~~not present, the meeting:~~

~~(a) if convened on the requisition of Members, is to be dissolved, and~~

~~(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.~~

~~21.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the~~

~~commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.~~

#### ~~22. Adjournment~~

~~22.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the~~

~~majority of Members present at the meeting, adjourn the meeting from time to time and place to place,~~

~~but no business is to be transacted at an adjourned meeting other than the business left unfinished at~~

~~the meeting at which the adjournment took place.~~

~~22.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of~~

~~the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.~~

~~22.3 Except as provided in clauses 21.3 and 22.2, notice of an adjournment of a general meeting or of the~~

~~business to be transacted at an adjourned meeting is not required to be given.~~

### ~~23. Making of decisions~~

~~23.1 A question arising at a general meeting of the Association is to be determined by either:~~

~~(a) a show of hands, or~~

~~(b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot a written ballot.~~

~~23a statement of funds including details of funds which have already been committed for expenditure but have not yet been paid,~~

~~(iv) a statement of funds generally allocated but which have not yet been committed to be expended.~~

~~(d) The School can in its sole discretion provide directions to the Treasurer and Assistant Treasurer to ensure compliance with the School's legal and regulatory requirements, including but not limited to section 83C of the Education Act 1990 (NSW).~~

~~(e) If requested, the Treasurer will provide information on the Association's financial affairs to the School Council and/or the Principal.~~

### 10.2 Secretary

It is the duty of the Secretary to:

(a) keep minutes and records (including electronically) of all appointments of Office-Bearers and members of the Executive Committee, the names of members of the Executive Committee present at a Executive Committee meeting or Members at a general meeting and all proceedings at Executive Committee meetings and general meetings;

(b) liaise with the President and the Principal or the Principal's nominee on the issue of the notices for all meetings of the Association and of the Executive Committee;

(c) organise the custody, control and distribution of the correspondence papers, books and records of the Association;

(d) notify and liaise with the President, Principal or the Principal's nominee of planned Association activities and events for the purpose of ensuring that those activities are covered

under the School or other appropriate insurances;

(e) give effect to the directions of the President, the Executive Committee and the Association in general meeting.

#### 11. Casual vacancies

11.1 In the event of a casual vacancy occurring in the membership of the Office-Bearers of the Association, the Executive Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the

annual general meeting next following the date of the appointment.

11.2 A casual vacancy in the office of a member of the Executive Committee occurs if the member:

(a) dies, ceases to be a Member of the Association, becomes bankrupt, becomes a mentally ill person or a mentally disordered person within mental health legislation, or resigns office by notice in writing given to the Secretary, or

(b) is removed from office under clause 12, or

(c) is absent without the consent of the Executive Committee from 3 consecutive meetings of the Executive Committee, or

(d) Is subject to action under the School's Parent Code of Conduct

(e) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(f) is barred from working with children under the Child Protection (Working with Children) Regulation 2013 or any similar law in any jurisdiction, or

(g) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth or a similar law in any jurisdiction, or

(h) is disqualified from being a responsible entity under the Australian Charities and Not-for-profits Commission Act 2012 and related regulations of the Commonwealth or a similar law in any jurisdiction.

11.3 The Executive Committee may act despite a casual vacancy and any act done by the Executive Committee is not invalidated solely due to there being a casual vacancy.

11.4 A Member appointed to fill a casual vacancy holds office until the next annual general meeting.

11.5 If a Member is appointed to fill a casual vacancy and subsequently an election for that office is held,

the period that the Member filled the casual vacancy is not to be taken into account in determining the number of terms that person has held in office.

## 12. Removal of Executive Committee members

12.1 In consultation with the Principal, the Association in general meeting may by resolution remove any

Office-Bearer of the Association from the office before the expiration of the Office-Bearer's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed, subject to this constitution.

12.2 If an Office-Bearer of the Association to whom a proposed resolution referred to in subclause 12.1

relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may either send a copy of the representations to each member of the Association or have the representations read out at the meeting at which the resolution is considered.

12.3 If the Principal forms the opinion that an action of an Office-Bearer of the Association is materially

inconsistent with the objects of the Association or the School's Parent Code of Conduct, then, having given the Office-Bearer and either the Secretary or the President at least 7 days' notice of their intention to consider so doing, the Principal can withdraw their approval of the Office -Bearer to hold

a position and that position will be declared vacant.

12.4 In forming an intention to act as referred to in subclause 12.3 the Principal may seek input from members of the Executive Committee. The Office-Bearer of the Association to whom this intention relates may make representations in writing to the Principal.

## 13. Executive Committee meetings and quorum

13.1 The Executive Committee must meet at least once in each financial year at such place and time as

the Executive Committee may determine. Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.

13.2 Oral or written notice of a meeting of the Executive Committee must be given by the Secretary or

President to each member of the Executive Committee at least 48 hours, or such other period as

may be unanimously agreed by the members of the Executive Committee, before the time appointed

for the holding of the meeting. The School will issue these notices on behalf of the Secretary or President.

13.3 Notice of a meeting given under subclause Error! Reference source not found.3.2 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as business.

13.4 Any 5 members of the Executive Committee constitute a quorum for the transaction of the business

of a meeting of the Executive Committee, as long as one member is the Principal or their delegate.

13.5 No business is to be transacted by the Committee unless a quorum is present and if, within half an

hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

13.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the

meeting, the meeting is to be dissolved.

13.7 At a meeting of the Executive Committee the President or in the President's absence, the Vice-President, or a person chosen by those members present at the meeting is to preside.

#### 14. Delegation by the Executive Committee to sub-committee

14.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees

(consisting of such Member or Members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the Executive Committee by any law.

14.2 For example, the Executive Committee may from time to time appoint sub-committees for the making

and/or carrying out of proposals or recommendations concerning any works, functions or other matters within the objects of the Association like the organisation of an annual fair and such other activities as the Executive Committee shall from time to time determine.

Annexure 1 to this constitution is the delegation constituting the Junior School Sub Committee known

as the Junior School Parents Group.

14.3 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

14.4 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

14.5 Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.

14.6 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

14.7 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

14.8 A sub-committee may meet and adjourn as it thinks proper.

14.9 The Executive Committee may:

(a) appoint members of any sub-committee from its own ranks and/or from the ranks of the Association generally;

(b) appoint a convenor and other sub-committee officers of each sub-committee and require each convenor to keep a record of all business transacted and proposals and recommendations made by the sub-committee and to submit a written report to the Executive Committee at reasonable intervals as requested, and the convenor must comply with such requirements.

14.10 As determined by the Executive Committee any one or more of the President, Vice-Presidents, Secretary or Treasurer are ex-officio members of all sub-committees.

14.11 Subject to this clause, the Executive Committee has the power to establish and disband any sub-committee.

## 15. Voting and decisions

15.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by

the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.

15.2 Each member present at a meeting of the Executive Committee or of any sub-committee appointed

by the Executive Committee (including the person presiding at the meeting) is entitled to one vote. If

both the Principal and their nominee are present at the same meeting only the Principal is entitled to

vote. In the event of an equality of votes on any questions the Principal will have the casting vote.

Subject to clause 13.4 the Executive Committee may act despite any vacancy on the Executive Committee.

15.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive

Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

15.4 Resolutions may be validly made using technology without necessity for the members of the Executive Committee or sub-committee to meet face to face. The Executive Committee or sub-committee may pass a resolution without a face to face meeting being held:

(a) if all members of the Executive Committee are given at least 3 days' notice of the content of the resolution and a majority of the Executive Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Executive Committee members if the wording of the resolution and statement is identical in each copy; or

(b) if all members of the Executive Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of a document may be used for signing by Executive Committee members if the wording of the resolution and statement is identical in each copy; or

(c) if a Executive Committee member gives all members of the Executive Committee notice of an intention to propose an email resolution and:

- (i) a majority of the members of the Executive Committee agree (which agreement may be given electronically) to consider an email resolution and as to which of them will be the returning officer; and
- (ii) a majority of the Executive Committee entitled to vote on the resolution send by email to the returning officer a document (which may be the email or a separate document attached to the email) containing a statement that they are in favour of the resolution set out in the document; and
- (iii) the returning officer ensures that copies of all emails voting on the resolution are sent to all members of the Executive Committee.
- (d) In the case of a signed document the resolution is passed when the last member needed for a majority of votes signs. In the case of an emailed document the resolution is passed when the returning officer receives the document sent by the last member needed for a majority of votes.
- (e) Passage of a resolution under this sub clause 15.4 must be recorded in the Association's records.

#### Part 4 – General meetings

##### 16. Annual general meetings—holding of, calling of and business at

##### 16.1 The annual general meeting of the Association for a calendar year must be held in the last School

term of that year or the first School term of the next calendar year, on such date and at such place and time as the Executive Committee thinks fit.

##### 16.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the Executive Committee reports on the activities of the Association during the last preceding financial year,
- (c) to elect and retire Office-Bearers of the Association and Ordinary Executive Committee Members,
- (d) to receive and consider a financial statement and report summarising the financial affairs of the Association for the previous financial year.

16.3 An annual general meeting must be specified as such in the notice convening it.

## 17. Notice

17.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special

resolution of the Association, the School on behalf of the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. A notice will be sufficient if sent to any address (including email or in the case of text messages a mobile phone number) that appears on the register of Members, even if it is no longer current, or if published in a place (including a web site) that is used for providing information to the School community.

17.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the School on behalf of the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, include in the notice given to each member, in addition to the matter required under clause 17.1, the intention to propose the resolution as a special resolution.

17.3 No business other than that specified in the notice convening a general meeting is to be transacted

at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 16.2.

17.4 A member desiring to bring any business before a general meeting may give notice in writing of that

business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 18. Quorum for general meetings

18.1 No item of business is to be transacted at a general meeting unless a quorum of Members, including

the Principal or delegate, entitled under this constitution to vote is present during the time the meeting is considering that item.

18.2 Five Members present (being Members entitled under this constitution to vote at a general meeting)

constitute a quorum for the transaction of the business of a general meeting.

18.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum

is not present, the meeting:

(a) if convened on the requisition of Members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

18.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for

the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

## 19. Adjournment

19.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the

majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

19.2 If a general meeting is adjourned for 14 days or more, the School on behalf of the Secretary must

give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

19.3 Except as provided in clauses 18.33 and 19.2, notice of an adjournment of a general meeting or of

the business to be transacted at an adjourned meeting is not required to be given.

## 20. Making of decisions

20.1 A question arising at a general meeting of the Association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot--a written ballot.

20.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular

majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against that resolution.

~~230.3~~ If the question is to be determined by a written ballot, the ballot is to be conducted in accordance

with

~~the directions of the chairperson.~~

#### ~~241. Special resolutions~~

A special resolution may only be passed by the Association at a meeting of the Association of which notice has been given to its Members no later than 14 days before the date on which the meeting is held, and if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution. The notice

must include the terms of the resolution and a statement to the effect that the resolution is intended ~~to~~

~~be passed as a special resolution.~~

#### ~~25. Voting~~

~~25.1 On any question arising at a general meeting of the Association a Member has one vote only.~~

~~25.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting~~

~~is not entitled to exercise a second or casting vote and the question will be defeated~~

~~25.3 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18~~

~~years of age.~~

#### ~~26. Proxy votes not permitted~~

~~Proxy voting must not be undertaken at or in respect of a general meeting.~~

#### ~~27. Postal ballots~~

~~The Association may hold a postal ballot or on line survey of Members to determine any issue or proposal using a process determined by the Committee.~~

#### ~~Part 5—Miscellaneous~~

#### ~~28. Insurance~~

~~28.1 The Uniting Church in Australia maintains insurances in respect of the operations of the Association~~

~~and each person who is or has been a member of the Committee (including as an Office Bearer) or who acts or has acted in a voluntary capacity for the benefit and with the authority of the Association~~

~~including:~~

- ~~(a) Legal liability cover (being public liability and professional indemnity); and~~
- ~~(b) Director's and Officers' cover.~~

~~28.2 The School maintains insurances in respect of the Association and each person who is or has been a~~

~~member of the Committee (including as an Office Bearer) or who acts or has acted in a voluntary capacity for the benefit and with the authority of the Association including:~~

- ~~(a) Public liability cover; and~~
- ~~(b) Personal accident cover for volunteers.~~

## ~~29. Indemnity~~

~~29.1 Each person who is or has been a member of the Committee (including as an Office Bearer) or who~~

~~acts or has acted in a voluntary capacity for the benefit and with the authority of the Association, shall~~

~~be indemnified against all personal liability and costs and expenses incurred by that person as a Committee member or volunteer (as the case may be) in prosecuting or defending any civil proceedings by the insurance referred to in Clause 28 unless such liability would be explicitly excluded~~

~~by the policies of insurance referred to in Clause 28.~~

~~29.2 The indemnity referred to in subclause 29.1 will not apply in respect of costs and expenses incurred by~~

~~a Committee member or volunteer (as the case may be) in prosecuting civil proceedings unless the commencement of those proceedings has the prior written consent of the Association.~~

## ~~30. Funds—source~~

~~30.1 The funds of the Association are to be derived from fees and subscriptions of Members, donations,~~

~~fund raising events, and, subject to any resolution passed by the Association in general meeting, such~~

~~other sources as the Committee determines.~~

~~30.2 Money received by the Association must as soon as practicable and without deduction be deposited in~~

~~the Association's accounts with the School or deposited as soon as practicable and without deduction~~

~~to the credit of the Association's bank or other authorised deposit-taking institution account as determined by the Committee.~~

### ~~31. Funds—management~~

~~31.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association~~

~~are to be used in pursuance of the objects of the Association in such manner as the Committee determines.~~

~~31.2 Any dealings in relation to the funds of the Association including cheques, drafts, bills of exchange,~~

~~promissory notes and other negotiable instruments or requests to withdraw funds from Association funds must be signed by any 2 members of the Committee, being members authorised to do so by the~~

~~Committee. Electronic funds transfers must be authorised by at least 2 members of the Committee, being members authorised to do so by the Committee. The President, Treasurer, either Vice President~~

~~or Secretary must be one of the two signatories~~

~~31.3 No member of Association will be appointed to any salaried office of the Association and no officer of~~

~~the Association will be paid fees. No remuneration or other benefit in money or money's worth will be~~

~~given by the Association to any member except as reimbursement for personal expenses approved by~~

~~the Committee.~~

### ~~32. Change of name, objects and constitution~~

~~The statement of objects and this constitution may be altered, rescinded or added to only by a special~~

~~resolution of the Association. Any amendment to this constitution will not take effect unless the School~~

~~Council has been notified and has endorsed the amendment.~~

### ~~33. Custody of books etc~~

~~Except as otherwise provided by this constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.~~

### 34. Inspection of books etc

34.1 The following documents must be open to inspection, free of charge, by a Member of the Association

at any reasonable hour:

(a) records, books and other financial documents of the Association,

(b) this constitution,

(c) minutes of all Committee meetings and general meetings of the Association.

34.2 A member of the Association may obtain a copy of any of the documents referred to in subclause 34.1

on payment of a fee of not more than \$1 for each page copied or such other fee as is determined by the Committee.

### 35. Service of notices

35.1 For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or

to be passed as a special resolution.

### 22. Voting

22.1 On any question arising at a general meeting of the Association a Member has one vote only.

22.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting

is not entitled to exercise a second or casting vote and the question will be defeated.

22.3 In the case of an equality of votes on a question at a general meeting, the Principal or delegate is

entitled to exercise a second or casting vote.

22.4 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18

years of age.

### 23. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

### 24. Postal ballots

The Association may hold a postal ballot or online survey of Members to determine any issue or

proposal using a process determined by the Executive Committee in consultation with the School.

## Part 5 – Miscellaneous

### 25. Insurance

25.1 The School maintains insurances in respect of the Association and each person who is or has been

a member of the Executive Committee (including as an Office-Bearer) or who acts or has acted in a voluntary capacity for the benefit and with the authority of the Association including:

(a) Legal liability cover (being public liability and professional indemnity);

(b) Director's and Officers' cover;

(c) Public liability cover; and

(d) Personal accident cover for volunteers.

### 26. Indemnity

26.1 Each member of the Executive Committee shall be indemnified by the School from the funds of the

Association to the relevant extent, against all losses and liabilities (including costs, expenses and charges) that may be instituted against them or any of the members of the Executive Committee in consequence of the performance of their duties.

26.2 In this clause, 'to the relevant extent' means:

(a) to the extent that the School is not precluded by law (including the Corporations Act 2001

(Cth)) from doing so; and

(b) for the amount that the Executive Committee or member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

26.3 The indemnity referred to in subclauses 26.1 and 26.2 will not apply in respect of costs and expenses incurred by a Executive Committee member or volunteer (as the case may be) in prosecuting civil proceedings unless the commencement of those proceedings has the prior written consent of the Association.

### 27. Funds--source

27.1 The Association recognises that in general funds held have been contributed by parents for the benefit of their students.

27.2 The funds of the Association are to be derived from fees and subscriptions of Members, donations,

fund raising events, and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive Committee determines, in consultation with the Principal or delegate.

27.3 Money received by the Association must as soon as practicable and without deduction be deposited

in the Association's accounts with the School.

## 28. Funds--management

28.1 Subject to this clause 28 and any resolution passed by the Association in general meeting, the funds

of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive Committee determines, in consultation with the Principal or delegate.

28.2 Any dealings in relation to the funds of the Association or requests to withdraw funds from Association funds must be authorised by any 2 members of the Executive Committee who are authorised to do so by the Executive Committee.

28.3 No member of Association will be appointed to any salaried office of the Association and no officer of

the Association will be paid fees. No remuneration or other benefit in money or money's worth will be

given by the Association to any member except as reimbursement for personal expenses approved by the Executive Committee.

28.4 The Association must disperse funds in a timely manner and in accordance with any wishes or directions given by the Principal from time to time.

28.5 The amount of funds spent and the project that is receiving the funds is subject to the Principal's

approval. The Association must present their proposal at the annual general meeting.

28.6 The Association may hold funds in a reserve for the purposes of fundraising and supporting the School. Unless otherwise agreed by the School, the amount of funds held in reserve must not exceed \$150,000. Should the funds exceed \$150,000, the School may, in its sole discretion, determine how the excess funds will be spent.

## 29. Disputes

29.1 The dispute resolution in this clause applies to disputes between a Member (which includes an Office-Bearer) and:

(a) one or more Members;

(b) one or more Office-Bearers;

(c) the Executive Committee; or

(d) the School.

29.2 A person may make a complaint to the Principal that a Member has:

(a) failed to comply with a provision of this constitution; or

(b) acted in a manner that is prejudicial to the Association and/or the School.

29.3 The Principal must handle complaints according to principles of natural justice, including but not

limited to allowing those involved a reasonable chance to be heard and to review any written statements.

29.4 The Principal may in their sole discretion refuse to deal with a complaint that they perceive is trivial

or vexatious.

29.5 The Principal may in their sole discretion, suspend, remove or expel a Member if after reviewing the

complaint the Principal is satisfied that the allegations in the complaint are proven.

### 30. Change of name, objects and constitution

30.1 The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association. Any amendment to this constitution will not take effect unless the Principal has been notified and has endorsed the amendment.

### 31. Custody and inspection of books etc

31.1 Except as otherwise provided by this constitution, the School on behalf of the Association must keep

in its custody or under its control all records, books and other documents relating to the Association.

31.2 The following documents must be open to inspection, free of charge, by a Member of the Association

at any reasonable hour:

(a) records, books and other financial documents of the Association,

(b) this constitution,

(c) minutes of all Executive Committee meetings and general meetings of the Association, within 4 weeks of the relevant meeting.

31.3 A member of the Association may obtain a copy of any of the documents referred to in subclause

31.21.2 on payment of a fee of not more than \$1 for each page copied or such other fee as is determined by the Executive Committee.

### 32. Service of notices

32.1 For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by electronic transmission to an address specified by the person for giving or

serving the notice, or

(d) by publishing it in a place (including a web site) that is used for providing information to members of the School community.

35~~2~~.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been

given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered ~~in the ordinary course of post, and~~

~~(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, and~~

~~(d) in the case of members, the day and time it was sent to any address (including email or in the case of text messages a mobile phone number) that appears on the register of members, even if it is no longer current, or published in a place (including a web site) that is used for providing information to members of the School community.~~

### 36. Auditors

~~Unless the Association or the School (after consultation with the other) determine otherwise the Association will appoint the School's auditors to be the Association's Auditor or Auditors for each Financial Year to audit the books and accounting records of the Association and its sub-committees. The appointment of the School's auditors will be at the School's expense.~~

### 37. School Community Groups

~~37.1 The Committee, subject to the approval of the School Council, may with the agreement (an affiliation~~

agreement) of the majority of the members of a group within the School community that shares the Association's objects designate that group as a "School Community Group". The agreement may include provisions in respect of the transfer of assets to the Association and for the Association to assume liabilities and must include a description of the group's objects and its internal governance as

they would operate if its leaders became a sub-committee of the Committee. For example, the titles and method of appointment of the group's leaders, frequency of meetings, decision-making processes,

financial processes and appropriate limits to its delegated authorities. All of the members of the group

must be eligible to be Members of the Association and the group's leaders must be Members of the Association.

37.2 If a group is designated as a School Community Group then:

(a) the leaders of the group (as set out in the affiliation agreement ) will be officers of a sub-committee of the Committee subject to clause 16 and the other provisions of this constitution,

(b) the group's activities in furtherance of its objects (as set out in the affiliation agreement) will be a function of the Association the management of which is delegated by the Committee to the School Community Group sub-committee, and

(c) assets and liabilities of the group set out in the affiliation agreement will, subject to the terms of the agreement and the completion of any agreed transfer process (for example, transferring funds into an Association bank account) become assets and liabilities of the Association.

37.3 Without limiting the generality of the delegation described in subclause 37.2(b) a School Community

Group sub-committee may, subject to the terms of the affiliation agreement, its objects and this constitution:

(a) determine the membership of the School Community Group and its leadership (the officers of the sub-committee), providing that its leadership must be Association Members and must include a convenor and secretary and if it collects money, a treasurer, all with the same duties as the President, Secretary and Treasurer of the Association;

(b) establish and operate accounts with Australian deposit taking institutions or the School opened in the name of and on trust for the Association with a style appropriate to that sub-committee which will be operated by the signature of two officers of the respective sub-committee, chosen

by the respective sub-committee from the office-bearers of each sub-committee. The balances of such accounts will be kept separate from the Association's and School's other funds and the funds collected in them may only be expended in pursuance of the objects of that School Community Group, for so long as it is possible for the Association to pursue those objects;  
(c) enter into agreements in the name of the Association, subject to clause 37.4 and to any approvals from the Committee required under the affiliation agreement.

37.4 A School Community Group must not enter into agreements (other than in respect of its funds under

clause 37.3(b)) in the name of the Association that may result in the Association incurring a liability (present, future or contingent) without the written authority of the Committee.

37.5 The Convenor of a School Community Group sub-committee or nominee must keep a record of the

sub-committee's office-bearers and the activities of the School Community Group and at each general

meeting of the Association and when requested by the Committee provide a written report of the School Community Group's activities.

37.6 The treasurer of a School Community Group sub-committee must provide the Treasurer of the Association with reports and information on the sub-committee's financial objectives, processes and transactions in the detail and frequency as may be reasonably required by the Treasurer of the Association.

37.7 Providing that the actions of the members of a School Community Group and office-bearers of a School Community Group sub-committee are consistent with and not in breach of material provisions

of this constitution and the School Community Group continues to share the Association's objects then

the Committee may only exercise directly or amend the delegations to a School Community Group sub-committee with the agreement of the members of the sub-committee or after giving the members

of the sub-committee at least 30 days notice in writing of the scope of its intended direct exercise or amendment. Any direct exercise or amendment must not cause a breach of subclause 37.3(b).

### 38. Authorised Signatories

The Committee may appoint any members of the Committee or agents of the Association as its "authorised signatories" to sign documents and to do things in respect of documents and under

~~agreements on behalf of the Association, either generally or subject to any restrictions provided for in~~

~~the appointment.~~

#### ~~39. Dissolution~~

~~39.1 The Association may be dissolved:~~

~~(a) by a vote of the General Meeting passed as a special resolution (cl 24), or~~

~~(b) subject to clauses 39.2 and 39.3, by a resolution of the School Council.~~

~~39.2 If the School Council forms the opinion that the continuance of the Association is not in the best interests of the School then, having given the Secretary and President at least 30 days notice of its intention to consider so doing, it may resolve that the Association will be dissolved.~~

~~39.3 The Committee may make representations in writing to the School Council concerning a proposed~~

~~dissolution.~~

~~39.4 Upon dissolution of the Association any funds or property standing to the credit of the Association will~~

~~be transferred to the School.~~

#### ~~40. Review~~

~~40.1 This constitution will be reviewed every 5 years or earlier if deemed necessary by the Committee.~~

~~40.2 The review process is to be carried out by members of the Association and is to include consultation~~

~~with the Principal, Members of the Association, members of the Committee and the School Council.~~

#### ~~41. Transitional~~

~~41.1 Commencement. The Association will be brought into existence by a special resolution passed by a~~

~~general meeting of the precursor incorporated association referred to in clause 1 of this constitution.~~

~~The time that that resolution is passed is the Association's "Commencement Time".~~

~~41.2 Membership. At the Commencement Time the Association's membership will be all persons eligible~~

~~to be Parent Members.~~

~~41.3 Committee. At the Commencement Time the Association's Office Bearers and Ordinary Committee~~

~~Members will be the persons who held the similar positions under the constitution of the precursor~~

incorporated association at the Commencement Time.

41.4 Junior School P&F Group. At the Commencement Time the Junior School P&F Group's Executive will be the persons who held the similar positions on the Junior School sub-committee of the precursor

incorporated association at the Commencement Time.

41.5 First financial year. The Association's first financial year will be 1 September 2014 to 31 December

2015.

Annexure 1—Application for Friend Membership of Association

(Clause 3.2)

APPLICATION FOR FRIEND MEMBERSHIP OF MLC SCHOOL PARENTS AND FRIENDS' ASSOCIATION

I,

{full name of applicant}

of

{address}

{relationship with MLC}

apply to become a member of the abovenamed unincorporated Association. In the event of my admission as

a member, I agree to be bound by the constitution of the Association for the period of [up to three years] years. ]Note: A Friend Membership of the Association comes to an end after the period of membership of the Association lapses.

Signature of applicant

Date:

I,

{full name}

a member of the Association, nominate the applicant for membership of the Association.

Signature of proposer

Date:

I,

{full name}

a member of the Association, second the nomination of the applicant for membership of the Association.

Signature of seconder

Date:

#### Annexure 2—Junior School Sub-Committee

(the “Junior School P&F Group”)

The Junior School P&F Group will be a sub-committee of the MLC School Parents and Friends’ Association

(“the Association”). Its objectives are the same as for the Association but with particular emphasis on:

▣ activities primarily for the benefit of or involving the Junior School students and parents but also from time to time for the benefit of the whole School, and

▣ raising matters of interest for the School community, for discussion with the Parents, in consultation with the Committee.

The Junior School P&F Group’s activities in furtherance of its objects will be a function of the Association,

the management of which is delegated by the Committee to the Junior School P&F Group.

A. Every Parent of the MLC Junior School who is a Member of the Association is also a member of the

Junior School P&F Group.

B. The Executive of the Junior School P&F Group will comprise the Convenor, Deputy Convenor, secretary, assistant secretary, treasurer, assistant treasurer, crested ware coordinator, community relations coordinator and Ordinary Committee Member for the Committee. The Junior School P&F Executive will be elected annually by members of the Junior School P&F Group at an annual general meeting of the Junior School P&F Group.

C. Each year the Junior School P&F Group will hold an annual general meeting.

D. A quorum for the annual general meeting will be 5 members including at least 2 members of the current Junior School P&F Group Executive.

E. The chairperson of the annual general meeting will be the Convenor, and in the event that they are

unwilling or unable to act, the Deputy Convenor, and in the event that they are unwilling or unable to

act the meeting will elect as chairperson another member of the Junior School P&F Group Executive.

~~F. Notice of the annual general meeting together with a call for nominations to Executive positions will be~~

~~given to members at least 14 days prior to the date of that meeting.~~

~~G. Any member is entitled to submit his or her name for election to the Executive. Nominations should be~~

~~in writing, signed by the nominee and nominator and lodged with the secretary prior to the commencement of the annual general meeting. If there are insufficient nominations the chairperson may call for additional nominations at the annual general meeting and if additional nominations are not~~

~~received casual vacancies will be declared with respect to those positions. Where there is only one nomination for an Executive position the chairperson will declare that nominee duly elected. Where there is more than one nomination for an Executive position a vote will be taken for that position.~~

~~H. The Executive will hold office until the conclusion of the next annual general meeting.~~

~~I. Elections for Executive members of the Junior School P&F Group will be conducted in accordance with clause 10 of the Association constitution, including the eligibility criteria and the Annexure 3 Committee member nomination.~~

~~J. The duties of the Convenor will be as for the President of the Association, and similarly for the secretary and treasurer and other officers of the Junior School P&F Group Executive.~~

~~K. Clauses 13 (casual vacancies), 14 (removal of committee members), 15 (committee meetings and quorum), 17 (voting and decisions) and 18—27 (clauses dealing with general meetings) of the Association constitution apply to the Junior School P&F Group, substituting appropriate analogous terms, and excepting that the financial year of the Junior School P&F Group must be the same as that~~

~~of the Association unless the Association Treasurer agrees otherwise.~~

~~L. Clauses 30 and 31 (funds source and management) of the Association constitution apply to the Junior~~

~~School P&F Group, substituting appropriate analogous terms.~~

~~M. The Convenor of the Junior School P&F Group or nominee must keep a record of the sub-committee's~~

~~office-bearers and the activities of the Junior School P&F Group and at each general meeting of the Association and when requested by the Committee provide a written report of the Junior School P&F Group's activities.~~

~~N. The treasurer of the Junior School P&F Group must provide the Treasurer of the Association with~~

~~reports and information on the sub-committee's financial objectives, processes and transactions in the~~

~~detail and frequency as may be reasonably required by the Treasurer of the Association.~~

~~Annexure 3—Committee member nomination~~

~~(Clause 10)~~

#### ~~NOMINATION FOR ELECTION AS A COMMITTEE MEMBER OF MLC SCHOOL PARENTS AND FRIENDS' ASSOCIATION ("MLC P&F")~~

~~I, [full name of nominee] of [address] [Parent / Friend Member, and if Parent, year (K—12) and names of~~

~~students]~~

~~agree to be nominated as a candidate for election as a member of the MLC P&F Committee. The offices and~~

~~positions that I would like to undertake are listed below in order of preference. I support the objectives of the~~

~~MLC P&F. I satisfy the criteria for taking a position on the Committee listed in clause 10.6 of the constitution~~

~~of the MLC P&F~~

~~in the ordinary course of post, and~~

~~(c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, and~~

~~(d) in the case of members, the day and time it was sent to any address (including email or in the case of text messages a mobile phone number) that appears on the register of members, even if it is no longer current, or published in a place (including a web site) that is used for providing information to members of the School community.~~

#### 33. Authorised Signatories

The Executive Committee may appoint any members of the Executive Committee or agents of the Association as its "authorised signatories" to sign documents and to do things in respect of documents and under agreements on behalf of the Association, either generally or subject to any restrictions provided for in the appointment.

#### 34. Dissolution

34.1 The Association may be dissolved:

(a) by a vote of the General Meeting passed as a special resolution (cl 21), or

(b) subject to clauses 34.2 and 34.3, by a resolution of the School Council.

34.2 If the Principal recommends to the School Council that the continuance of the Association is not in

the best interests of the School then, having given the Secretary and President at least 30 days' notice of its intention to consider so doing, it may resolve that the Association will be dissolved.

34.3 The Executive Committee may make representations in writing to the Principal in relation to such

recommendation and the School Council may take them into consideration when determining a proposed dissolution.

34.4 Upon dissolution of the Association any funds or property standing to the credit of the Association

will be transferred to the School and will be used by the School pursuing objects similar to the objects of the Association.

### 35. Review

35.1 This constitution will be reviewed every 5 years or earlier if deemed necessary by the Executive Committee.

35.2 The review process is to be carried out by members of the Association and is to include consultation

with the Principal, Members of the Association and members of the Executive Committee.

### Annexure 1 – Junior School Sub-Committee

(the "Junior School Parents Group")

The Junior School Parents Group will be a sub-committee of the MLC School Parents Association ("the

Association"). Its objectives are the same as for the Association but with particular emphasis on:

• activities primarily for the benefit of or involving the Junior School students and parents but also from

time to time for the benefit of the whole School, and

• raising matters of interest for the School community, for discussion with the Parents, in consultation

with the Executive Committee.

The Junior School Parents Group's activities in furtherance of its objects will be a function of the Association,

the management of which is delegated by the Executive Committee to the Junior School Parents Group.

A. The Junior School Parents Group has a delegation limit of \$5,000. If it wishes to incur an expense of

more than this amount then it must seek approval of the Executive Committee. In consultation with the

Principal and the Head of Junior School, the Junior School Parents Group can disburse up to \$5,000 towards initiatives the Head of Junior School has identified, without the approval of the Executive Committee.

B. Every Parent of the MLC Junior School who is a Member of the Association is also a member of the Junior School Parents Group.

C. The executive of the Junior School Parents Group will comprise the President, Vice-President, assistant secretary, assistant treasurer, JS crested ware coordinator, JS community relations coordinator and Ordinary Committee Member for the Committee ("Executive"). The Junior School Parents Executive will be elected annually by members of the Junior School Parents Group at an annual general meeting of the Junior School Parents Group.

D. Each year the Junior School Parents Group will hold an annual general meeting.

E. A quorum for the annual general meeting will be 5 members including at least 2 members of the current Junior School Parents Group Executive.

F. The chairperson of the annual general meeting will be the President, and in the event that they are

unwilling or unable to act, the Vice-President, and in the event that they are unwilling or unable to act the meeting will elect as chairperson another member of the Junior School Parents Group Executive.

G. Notice of the annual general meeting together with a call for nominations to Executive positions will be

given to members at least 14 days prior to the date of that meeting.

H. Any member is entitled to submit his or her name for election to the Executive. The School will coordinate the nomination process and receive nominations on behalf of the assistant secretary.

Nominations should be in writing, signed by the nominee and nominator and lodged with the School 14 days prior to the commencement of the annual general meeting. The School will provide the assistant secretary a list of confirmed nominees 7 days prior to the annual general meeting. If there are insufficient nominations the chairperson may call for additional nominations at the annual general

meeting and if additional nominations are not received casual vacancies will be declared with respect

to those positions. Where there is only one nomination for an Executive position the chairperson will declare that nominee duly elected. Where there is more than one nomination for an Executive position

a vote will be taken for that position.

I. The Executive will hold office until the conclusion of the next annual general meeting.

J. Elections for Executive members of the Junior School Parents Group will be conducted in accordance

with clause 8 of the Association constitution, including the eligibility criteria and the Annexure 2 Committee member nomination.

K. The duties of the JS President will be as for the President of the Association, and similarly for the secretary and treasurer and other officers of the Junior School Parents Group Executive.

L. Clauses 11 (casual vacancies), 12 (removal of committee members), 13 (committee meetings and quorum), 15 (voting and decisions) and 16 – 24 (clauses dealing with general meetings) of the Association constitution apply to the Junior School Parents Group, substituting appropriate analogous

terms, and excepting that the financial year of the Junior School Parents Group must be the same as that of the Association unless the Association Treasurer agrees otherwise.

M. Clauses 27 and 288 (funds source and management) of the Association constitution apply to the Junior School Parents Group, substituting appropriate analogous terms.

N. The President of the Junior School Parents Group or nominee must keep a record of the sub-committee's office-bearers and the activities of the Junior School Parents Group and at each general meeting of the Association and when requested by the Executive Committee provide a written report

of the Junior School Parents Group's activities.

O. The treasurer of the Junior School Parents Group must provide the Treasurer of the Association with

reports and information on the sub-committee's financial objectives, processes and transactions in such detail and frequency as may be reasonably required by the Treasurer of the Association.

Annexure 2 – Executive Committee member nomination

(Clause 8)

NOMINATION FOR ELECTION AS AN EXECUTIVE COMMITTEE MEMBER OF MLC SCHOOL PARENTS

ASSOCIATION ("Association")

I, [full name of nominee] of [address] [Parent, year (K – 12) and names of students]

agree to be nominated as a candidate for election as a member of the Executive Committee of the Association ("Committee"). The offices and positions that I would like to undertake are listed below in order

of preference. I support the objectives of the Association. I satisfy the criteria for taking a position on the

Executive Committee listed in clause 8.7 of the constitution of the Association.

Signature of nominee

Date:

I, [full name] a member of the Association, nominate the applicant as a candidate for election as a member

of the MLC P&F of

the Executive Committee.

Signature of proposer

Date:

I, [full name] a member of the Association, second the nomination of the applicant as a candidate for election

as a member of the MLC P&F Executive Committee.

Signature of seconder

Date:

Positions nominated for (delete positions not to Preference (1, 2, 3 .... if unsuccessful for highest  
be considered) preference nominee will be considered for next  
highest)

President

Vice President

Treasurer

Secretary

Crested Ware Coordinator

Community Relations Coordinator

Senior School Representative

Middle Years Representative

## Junior School Representative

See second page of annexure for an extract of clause 10.6 and other relevant constitution provisions

Extracts from the MLC P&F Constitution relevant to becoming a member of the Committee.

Nominations of candidates for election as Office Bearers of the Association and Ordinary Committee Members:

- (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place, and
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations for any remaining vacancies are to be received at the annual general meeting.

If insufficient further nominations are received at the annual general meeting, any vacant positions remaining on the Committee are taken to be casual vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

The ballot for the election of office bearers is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

A person nominated as a candidate for election as an Office Bearer of the Association or an Ordinary Committee Member must:

- (d) be a Member of the Association aged 18 or over,
- (e) be in good financial standing with the School at the time of nomination,
- (f) not have a conviction for an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months,
- (g) not be barred from working with children under the Child Protection (Working with Children) Regulation 2013 or any similar law in any jurisdiction,
- (h) not be prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth or any similar law in any jurisdiction, and

~~(i) not be disqualified from being a responsible entity under the Australian Charities and Not-for-profits Commission Act 2012 and related regulations of the Commonwealth, or any similar law in any jurisdiction.~~

~~No Member is entitled to hold any office or be an Ordinary Committee Member representing the same school~~

~~cohort for more than three consecutive years.~~

~~be considered) highest preference nominee will be considered~~

~~for next highest)~~

President

Vice President

Treasurer

Secretary

Crested Ware Coordinator

Community Relations Coordinator

Senior School Representative

Junior School Representative