

**OUR LADY OF GRACE SCHOOL  
PARENTS & FRIENDS' ASSOCIATION INC**



**CONSTITUTION**

**September 2017**

**OUR LADY OF GRACE SCHOOL  
PARENTS & FRIENDS' ASSOCIATION INCORPORATED**

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## 1. NAME

The name of the Association will be the Our Lady of Grace School Parents and Friends' Association Incorporated (Association).

## 2. DEFINITIONS

In this Constitution, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**address** means —

- (a) a residential or business address; or
- (b) a post office box address; or
- (c) an email address.

**Association** means the incorporated association to which these rules apply and is the body of parents and guardians of the children in Our Lady of Grace School and includes ex officio membership to Parish Priests and School Principals (or their respective appointed representatives).

**Associations Incorporation Regulations 2016 (Regulations)** are the regulations which prescribe matters and things that required or permitted to be prescribed or that are necessary or convenient to be prescribed giving effect to the Act in accordance with Section 183 of the Act.

**Auditor** means the Auditor, not being a Member of the Executive Committee or Ex-Officio, appointed at the annual general meeting (AGM) in accordance with Part 5, Division 7 of the Act.

**books**, of the Association, includes the following —

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) a document;
- d) any other record of information.

**by-laws** means by-laws made by the Association under rule 64 of the Regulations.

**casting vote** means a vote which may be exercised by the presiding officer if the votes are divided equally on a question.

**chairperson** means the person who presides at all general meetings in accordance with Rule 16(a) and (b).

**Commissioner** means the person for the time being designated as the Commissioner under Section 153 of the Act.

**committee meeting** means a meeting of the committee. Every ordinary general meeting shall represent a Committee Meeting.

**Constitution** means these rules of the Association, as in force for the time being.

**dissolution** means cancellation of incorporation or winding up of the Association.

**distribution plan** means a statement showing —

- a) the intended recipients of surplus property of the incorporated association concerned; and
- b) an estimate of the amount or value of the property that each intended recipient is to receive.

**Executive Committee (Committee)** is the **governing body** of the Association and consists of the **Office Bearers** and the Principal and Parish Priest in their capacity as Ex-Officio Members. As the governing body, the Executive Committee is the management committee and has the power to manage the affairs of the Association.

**Ex-officio members of the Association** means The Our Lady of Grace Parish Priest(s) and the Our Lady of Grace School Principal, or their respective appointed representatives.

**financial records** includes —

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- b) documents of prime entry; and
- c) working papers and other documents needed to explain —
  - i. the methods by which financial statements are prepared; and
  - ii. adjustments to be made in preparing financial statements.

**financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act. For the cash basis of accounting, this includes -

- i. a statement of receipts and payments for the financial year; and
- ii. a reconciled statement of bank account balances as at the end of the financial year; and
- iii. a statement of assets and liabilities as at the end of the financial year.

**financial year** of the Association, is the period notified to the **Commissioner** under the Act and stated in Rule 17.4. Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

***Friends of the Association (Friends)*** are persons admitted to membership of the Association as "Friends" in general meeting.

***general meeting*** of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.

***Governing Bodies*** of the School are the Principal and the School Board.

***Life Members of the Association (Life Members)*** are those persons nominated and approved at annual general meeting to be a Life Member.

***minute book*** means the designated place of storage for the minutes of general meetings and can be in electronic and/or hard copy form.

***Office Bearers*** of the Association, consist of the president; vice-president; secretary; and treasurer elected at the annual general meeting of the Association as per Rule 8(i).

***Ordinary Members of the Association (Members)*** are any parent/guardian of a child attending Our Lady of Grace School.

***poll*** means the process of voting in relation to a matter that is conducted in writing.

***president*** means the committee member holding office as the President of the Association.

***quorum*** means the minimum number of members required to be present to hold a general meeting

***register of members*** means the register of members referred to in Section 53 of the Act.

***Regulations*** (see ***Associations Incorporation Regulations 2016***).

***secretary*** means the committee member holding office as the secretary of the Association.

***special resolution*** means a resolution passed by the votes of not less than three fourths of the members of the association who cast a vote at a general meeting, in accordance with Section 51 of the Act.

***treasurer*** means the committee member holding office as the treasurer of the Association.

***vice-president*** means the committee member holding office as the vice-president of the Association.

### **3. OBJECTIVES**

- a. The objectives of the Association are to fulfil the aims of the Association in the spirit of Christian co-operation and to promote in the school an active relationship with Christ and His Church.
- b. The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

### **4. AIMS**

The Association is an integral part of the Catholic School structure and is a valuable instrument in this important Church apostolate.

The Association should:-

- a. Support the expectations of the Catholic Bishops of Western Australia, communicated through the Catholic Education Commission of Western Australia. The Bishops Mandate states that "one of the key roles of Catholic schools is to help parents in the education of their children and especially in their development as young men and women ready to make a contribution to society."
- b. Strive to develop at the School, a real community of parents, teachers and students which reflects a truly Christian ethos.
- c. Work closely with the School Authorities, in particular the School Principal, who is the leader of the school community, to achieve common goals.
- d. Act as liaison between the wider school communities to achieve common goals.
- e. Ensure that a high level of social and education interaction exists between home and school, parents and teachers.
- f. Provide a healthy forum for ideas and discussion on any relevant issue that will benefit the education of the children.

## 5. POWERS OF THE COMMITTEE

- a. The Executive Committee members are the persons who, as the governing body of the Association, have the power to manage the affairs of the Association.
- b. Subject to the Act, this Constitution, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c. The Executive Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- d. The Principal shall have the power to veto any decision made at any meeting dealing with matters of internal operation of the school.

## 6. MEMBERSHIP

- a. There are four (4) categories of Members comprising Membership of the Association:-
  - i. Ordinary Members (Members)
  - ii. Ex-Officio Members
  - iii. Life Members
  - iv. Friends
- b. Office Bearers must be the parent(s) or guardian of a child attending Our Lady of Grace School who have been elected by the association at the annual general meeting per Rule 8(i) or have consented in writing to be elected, and are not ineligible in accordance with Section 39 and Section 40 of the Act.
- c. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under Section 53 of the Act to maintain the **register of members** and record in that register each members name, address and any change in the membership of the Association.

## 7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- a. The Members may from time to time at a general meeting determine the amount of the voluntary subscriptions to be paid by each Member.
- b. The subscription for each Member will be levied annually on or before 1 July or such other date as the Members in general meeting from time to

time determine, the amount of the subscription determined under subrule (a).

- c. A person exercises all the rights and obligations of a Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (b) or within 3 months thereafter, or such other time as the Members in general meeting allow.

## **8. MEETINGS**

### **8.1. Ordinary General Meeting**

- a. Association ordinary general meetings will be held at least once a month during the school year and otherwise as determined by the Members in general meeting. These ordinary general meetings represent Committee Meetings.
- b. At an ordinary general meeting, eight (8) Members of the Association, including at least two (2) Office Bearers present in person, will constitute a quorum.

### **8.2. Annual General Meeting**

#### **8.2.1. Procedure and Quorum for Annual General Meeting**

- a. The annual general meeting of the Association will be held in every calendar year within 6 months after the end of the association's financial year.
- b. At any Association annual general meeting a total of twelve (12) members of the Association, including at least two (2) Office Bearers, will constitute a quorum.
- c. The annual general meeting will receive and consider the Annual Report of the Executive Committee including the Financial Statements of the Association.
- d. Matters brought before the annual general meeting must be submitted in writing to the president or secretary at least five (5) days before the Meeting.
- e. Notification of the annual general meeting, including the date, time and place will be given to all Members at least twenty eight (28) days before the Meeting.



### **8.2.2. The ordinary business of the Annual General Meeting is as follows —**

- a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
- b. to receive and consider —
  - i. the Executive Committee's annual report on the Association's activities during the preceding financial year; and
  - ii. the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
  - iii. a copy of the Auditor's report on the financial statements as required to be presented for consideration in accordance with Part 5 of the Act;
  - iv. to elect the Office Bearers of the Association;
  - v. to appoint or remove an auditor of the Association in accordance with Division 7 of the Act;
  - vi. to confirm or vary the P&F voluntary contribution to be paid by members.
  - vii. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **8.3. Special General Meeting**

- a. Special general meetings of the Association may be called at any time by the president and secretary acting conjointly, or will be convened by the president if at least 2% of members require a special general meeting to be convened.
- b. The members requiring a special general meeting to be convened must -
  - i. make the requirement by written notice given to the secretary; and
  - ii. state in the notice the business to be considered at the meeting; and
  - iii. have the notice signed by at least 2% of the members of the Association; and
  - iv. have at least five (5) of the signatories attend the meeting so called.
- c. Special general meetings will be convened at the request of any of the Governing Bodies of Our Lady of Grace School.

- d. The special general meeting must be convened within twenty eight (28) days after notice is given under subrule 8.3(b) and (c).
- e. At any Association special general meeting, a total of twelve (12) members of the Association, including at least two (2) Office Bearers, will constitute a quorum.
- f. At any special general meeting, items for discussion will be limited to matters relating to the calling of such a Meeting.
- g. Members of the Association will be given fourteen (14) days written notice of —
  - i. the proposed special resolution; and
  - ii. the time and place of the general meeting at which it is proposed to move the resolution to each member of the association.
- h. The notice must set out the wording of the proposed special resolution.
- i. Members will be provided written notice by email and/or the school newsletter.
- j. If notice is not given in accordance with subrules 8.3(g), (h) and (i) the special resolution has no effect.

## **9. PROCEEDINGS AND QUORUM AT GENERAL MEETINGS**

### **9.1. Procedure and order of business**

- a. Association general meetings will be open to all Members of the Association.
- b. Only Members, as per rule 6, will have full voting rights at general meetings. Observers attending meetings will not be entitled to a vote, although their participation in the meeting will be encouraged.
- c. The secretary must give to each member —
  - i. at least fourteen (14) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - ii. at least seven (7) days' notice of a general meeting in any other case.
- d. The notice must —
  - i. specify the date, time and place of the meeting; and
  - ii. indicate the general nature of each item of business to be considered at the meeting; and
  - iii. if a special resolution is proposed —
    - (a) set out the wording of the proposed resolution as required by Section 51(4) of the Act; and

- (b) state that the resolution is intended to be proposed as a special resolution; and
  - (c) comply with rule 10 (regarding appointment of a proxy).
- e. Unless subrule 9.1(f) applies, the only business that may be conducted at the meeting is the business described in the notice.
- f. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- g. The procedure to be followed at a general meeting must be determined from time to time by the committee.
- h. The order of business at a general meeting may be determined by the members at the meeting.
- i. A person who is not a member may attend a general meeting if invited to do so by the committee.
- j. A person invited under subrule 9.1(i) to attend a general meeting —
  - i. has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - iii. cannot vote on any matter that is to be decided at the meeting.

## **9.2. Quorum at General Meetings**

- a. If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given, a quorum is not present:-
  - i. the general meeting lapses; or
  - ii. the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- b. If within thirty (30) minutes of the time appointed by subrule 9.2(a)(ii) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- c. The president may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- d. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

- e. When a general meeting is adjourned for a period of thirty (30) days or more, the secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

### **9.3. Voting at General Meetings on an ordinary resolution**

- a. At any general meeting an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to subrule 9.3(f).
- b. Only Members and Ex-Officio Members of the Association as per rule 6 will be eligible to vote on any matter at any general meeting of the Association.
- c. Each member has one vote on any question arising at the meeting and they may vote personally or by proxy.
- d. Except in the case of the special resolution, a motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- e. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- f. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- g. A declaration by the president of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule 9.3(h).
- h. At a general meeting, a poll may be demanded by the president or by three or more Members present in person or by proxy and, if so demanded, must be taken in such a manner as the president directs.
- i. If a poll is demanded and taken under subrule 9.3(h) in respect of an ordinary resolution, a declaration by the president of the result of the poll is evidence of the matter so declared.
- j. A poll demanded under subrule 9.3(i) must be taken immediately on that demand being made.
- k. For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —
  - i. must have been an ordinary member at the time notice of the meeting was given under rule 8; and
  - ii. must have paid any subscription or other money payable to the Association by the member.

#### **9.4. Voting for Special Resolutions**

- a. a resolution is a special resolution if it is passed —
  - i. at a general meeting of an incorporated association; and
  - ii. by the votes of not less than three fourths of the members of the association who cast a vote at the meeting.
- b. A person is taken to cast a vote at a general meeting as mentioned in subrule 9.4(a) if the person has a right under the rules of the association to vote on the resolution and —
  - i. votes in person at the meeting; or
  - ii. votes on the resolution by proxy.

#### **9.5. Resolutions at General Meetings**

- a. Resolutions and recommendations made by the Executive Committee will be presented for ratification by the Members at the next Ordinary or special general meeting.
- b. Subject to subrule 9.5(d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - i. carried; or
  - ii. carried unanimously; or
  - iii. carried by a particular majority; or
  - iv. lost.
- c. If the resolution is a special resolution, the declaration under subrule 9.5(b) must identify the resolution as a special resolution.
- d. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
  - i. the poll must be taken at the meeting in the manner determined by the chairperson; and
  - ii. the chairperson must declare the determination of the resolution on the basis of the poll.
- e. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

- g. A declaration under subrule 9.5(b) or (d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **9.6. Standing Orders**

- a. A notice entered on the agenda will not be proceeded with unless the Member giving such notice, or another Member acting as the proxy, is present when the business is called in order.
- b. All motions must be seconded and then read from the chairperson before being debated.
- c. The question being put will be resolved in the affirmative or negative by voice, or should a division be called, by a show of hands or ballot at the discretion of the chairperson.
- d. A motion having been proposed but not seconded will neither be discussed nor placed on the Minutes.
- e. Any amendment proposed but not seconded will neither be discussed nor placed on the Minutes.
- f. Only one amendment will be discussed at one time. If any amendment is carried, it will become part of the original motion. Further amendments, one at a time, can be proposed, discussed and dealt with in a like manner.
- g. Members will speak to any motion, alternating negative and affirmative in that order.
- h. During any discussion, any Member present may move without debate "that the motion be now put". When amendments have been lost, the original motion will be put.
- i. No Member will speak to a motion after it has been put by the chairperson and the voting has been given either in the affirmative or negative.
- j. The chairperson will only cast a vote should the voting on any question before the chairperson be equal.

## **10. PROXIES AT GENERAL MEETINGS**

- a. Subject to subrule 10(b), an ordinary member may appoint an individual who is an ordinary member as the member's proxy to vote and speak on the member's behalf at a general meeting.

- b. An ordinary member may be appointed as the proxy for not more than 5 other members.
- c. The appointment of a proxy must be in writing and signed by the member making the appointment.
- d. The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf.
- e. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- f. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form that —
  - i. clearly identifies the person appointed as the member's proxy; and
  - ii. has been signed by the member.
- g. Notice of a general meeting given to an ordinary member under rule 8 must —
  - i. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - ii. include a copy of any form that the committee has approved for the appointment of a proxy.
- h. A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- i. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## **11. TERM OF OFFICE**

- a. The term of office of an Executive Committee member begins when the member —
  - i. is elected at an annual general meeting; or
  - ii. is appointed to fill a casual vacancy under rule 13.
- b. Subject to rule 13, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting, notwithstanding subrule 11(d).
- c. A committee member may be re-elected for a period of a year at two (2) consecutive annual general meetings.
- d. At a general meeting, the Association may by resolution remove a committee member from office.

- e. The term of office for Executive Members will be for one (1) year with a maximum of three (3) consecutive years in any one position.

## **12. ELECTION OF COMMITTEE MEMBERS**

### **12.1. How members become Executive committee members**

- a. A member becomes an Executive Committee member if the member —
  - i. is elected to the committee at an annual general meeting; or
  - ii. is appointed to the committee by the committee to fill a casual vacancy under rule 13.
- b. The school Principal and Parish Priest in their capacity as Ex-Officio Members will be part of the Executive Committee.

### **12.2. Nomination of committee members**

At least twenty eight (28) days before an annual general meeting, the secretary must send written notice to all the members —

- a. calling for nominations for election to the committee; and
- b. stating the date by which nominations must be received by the secretary to comply with subrule 12.2(c).
- c. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- d. The written notice must include a statement by another member in support of the nomination.
- e. A member may nominate for one specified position of office holder of the Association.
- f. A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under subrule 12(c).

### **12.3. Election of office bearers**

- a. At the annual general meeting, a separate election must be held for each position of office bearer of the Association.
- b. For the purpose of this election the school Principal or his appointee will occupy the Chair.
- c. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.



- d. If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- e. An Ex-Officio Member or their representative cannot be elected to an Executive position.
- f. If more than one member has nominated for a position, positions will be decided by show of hands.
- g. If two or more nominations are received, the nominees will be absent for the vote.
- h. Each ordinary member present at the meeting may vote for one member nominated for the position.
- i. A member who has nominated for the position may vote in accordance with that nomination.
- j. On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.
- k. If a vacancy remains on the Executive Committee after election at the annual general meeting, or when a casual vacancy within the meaning of rule 13 occurs in the Executive Committee:-
  - i. the Members in general meeting may appoint a Member to fill that vacancy; and
  - ii. a Member appointed under this sub-rule will:-
    - (a) hold office until elected otherwise; and
    - (b) be eligible for election to membership of the Executive Committee at the next annual general meeting.

### **13. CASUAL VACANCIES IN MEMBERSHIP OF EXECUTIVE COMMITTEE**

A casual vacancy occurs in the office of an Executive Committee Member and that office becomes vacant if the Executive Committee Member:-

- a. dies or otherwise ceases to be a member; or
- b. resigns by notice in writing delivered to the president or, if the Executive Committee Member is the president, to the vice-president and that resignation is accepted by resolution of the Members in general meeting; or
- c. is the subject of a resolution passed by a special general meeting terminating his or her appointment as an Executive Committee Member; or
- d. becomes ineligible to accept an appointment or act as a committee member under Section 39 of the Act; or

- e. becomes permanently unable to act as a committee member because of a mental or physical disability; or
- f. fails to attend three (3) consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

#### **14. MINUTES OF GENERAL MEETINGS**

- a. The committee must ensure that minutes are taken and kept of each general meeting.
- b. The minutes must record the following —
  - i. the names of the committee members present at the meeting;
  - ii. the name of any person attending the meeting under subrule 9(1)(b);
  - iii. the business considered at the meeting;
  - iv. any motion on which a vote is taken at the meeting and the result of the vote.
- c. The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d. The chairperson or the chairperson of the next committee meeting must ensure that the minutes of a committee meeting are reviewed and confirmed as correct at the next committee meeting by —
  - i. proposing a motion that the minutes of the previous meeting be accepted; and
  - ii. requesting a seconder to support the motion;
- e. When a motion to accept the minutes of a committee meeting as correct has been passed by the chairperson, and this is noted in the minutes they are, until the contrary is proved, evidence that —
  - i. the meeting to which the minutes relate was duly convened and held; and
  - ii. the matters recorded as having taken place at the meeting took place as recorded; and
  - iii. any appointment purportedly made at the meeting was validly made.

NB: Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

## **15. POWERS OF THE MEMBERS IN ORDINARY GENERAL MEETINGS**

The Members in ordinary general meetings represent Committee Meetings and will have the power generally to give effect to the aims of the Association and to the Rules of the Constitution, and the Members in general meeting will, subject to any decisions of the Association:-

- a. Formulate the Standing Orders of the Association to be applicable to such meetings as the Members in general meeting may determine;
- b. Establish such sub-committees as it may determine to give effect to the aims of the Association;
- c. Provide for the appointment of Members to any such sub-committee and for the conduct and operation thereof;
- d. Elect and define the duties and powers of its officers;
- e. Recommend the voluntary Association contribution (to be agreed on at the annual general meeting);
- f. Raise funds by other voluntary means for the further educational benefit of the Our Lady of Grace School children in accordance with the aims of the Association; and
- g. Be responsible for providing services to the immediate school community as it sees fit.

## **16. DUTIES OF OFFICERS**

### **16.1. President and Vice President**

- a. The president, or in his absence the vice-president, must preside at all general meetings subject to subrule 16(b).
- b. In the event of the absence from a general meeting of both the president and the Vice-president, a Member elected by the other Members present at the general meeting must preside at the general meeting.
- c. It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- d. The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## **16.2. Secretary**

The secretary has the following duties —

- a. dealing with the Association's correspondence;
- b. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- c. preparing the notices required for meetings and for the business to be conducted at meetings;
- d. unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under Section 53(1) of the Act (and referred to under subrule 6(c) of this Constitution);
- e. maintaining on behalf of the Association an up-to-date copy of these rules, as required under Section 35(1) of the Act; upon request of a Member of the Association, must make available those rules for the inspection by the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose;
- f. unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of the names and addresses of the Executive Committee and other persons authorised to act on behalf of the Association, as required under Section 58(2) of the Act;
  - i. a Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
  - ii. A person must not use or disclose information in the record maintained under subrule 16.2(f)(i) except for a purpose —
    - a) that is directly connected with the affairs of the association; or
    - b) that is related to the administration of the Act.
- g. The secretary shall cause a register to be kept in which shall be entered the names of all persons admitted to membership of the Association as "Friends". The minutes of a meeting may be used as the register. Membership of a 'friend' shall be reviewed each year.
- h. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- i. maintaining full and accurate minutes of committee meetings and general meetings;

- j. carrying out any other duty given to the secretary under these rules or by the committee.

### **16.3. Treasurer**

The treasurer has the following duties —

- a. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Executive Committee;
- c. ensuring that any payments to be made by the Association that have been authorised by the Executive Committee or at a general meeting are made on time;
- d. ensuring that the Association complies with the relevant requirements of Part 5 of the Act (Financial records, reporting and accountability);
- e. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f. coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- h. carrying out any other duty given to the treasurer under these rules or by the committee.
- i. comply on behalf of the Association with respect to the accounting records of the Association by:-
  - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - ii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - iii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - iv. submitting to Members at each annual general meeting of the Association accounts for the Association showing the financial position of the Association at the end of the immediately preceding financial year.

- j. Whenever directed to do so by the president, submit to the Members in general meeting a report, balance sheet or financial statement in accordance with that direction.
- k. Unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in subrules 16.3(d) and (e).
- l. Perform such other duties as are imposed by these rules on the treasurer.

## **17. FINANCIAL RECORDS AND OBLIGATIONS**

### **17.1. Source of funds**

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### **17.2. Obligation to keep financial records**

An incorporated association must keep financial records that —

- a) correctly record and explain its transactions and financial position and performance; and
- b) enable true and fair financial statements to be prepared in accordance with Division 3 of the Act.

### **17.3. Retention of financial records**

An incorporated association must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.

### **17.4. Financial year of the Association**

The financial year of the Association will be from 1 October to 30 September of each year.

### **17.5. Obligation to prepare annual financial statements**

Within six (6) months after the end of each financial year, the Association in respect of the financial year must prepare financial statements that give a true and fair view of the financial position and performance of the Association.

### **17.6. Audit of Financial Statements**

The financial statements will be audited by the Auditor in accordance with Section 69 of the Act.

### **17.7. Control of funds: financial transactions and authorisations**

- a. The Association must open an account in the name of the Association with Catholic Development Fund from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- b. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- c. The Association will use the cash basis of accounting.
- d. All payments made by the Association will be signed or otherwise authorised by any two of the following:
  - i. President
  - ii. Vice-President
  - iii. Secretary
  - iv. Treasurer
- e. A payment to a member out of the funds of the Association is authorised if it is —
  - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - ii. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - iii. the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- f. All assets of whatever nature purchased by or donated to the Association (except the Association's bank accounts) are to be donated to the School.
- g. The accounts will be open for inspection by any Member upon giving reasonable notice to the treasurer at a time and place convenient to the treasurer.

### **18. AMENDMENT TO THE CONSTITUTION**

This Constitution may be amended or altered by Special Resolution at any general meeting or annual general meeting of the Association, providing that the amendment or alteration be accepted by 75% of the Members present. In accordance with the Associations Incorporation Act 1987: Section 17(2), notice of the special resolution shall be lodged with the Commissioner within one month of the passing of the special resolution for the alteration of the rules to take effect.

## **19. BY-LAWS**

- a. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- b. By-laws may —
  - i. provide for the rights and obligations that apply to any classes of associate membership approved under rule 6; and
  - ii. impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
  - iii. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
  - iv. provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- c. A by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations or these rules.
- d. Without limiting subrule 19(c), a by-law made for the purposes of subrule (b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- e. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## **20. DISSOLUTION**

If, on dissolution of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that dissolution, that property shall be distributed -

- a) to the Our Lady of Grace School Parents and Friends' Association Incorporated in the first instance;
- b) to another incorporated association having objects similar to those of the Association; or
- c) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;

which incorporated association or purposes, as the case requires shall be determined by special resolutions of the Association when authorising and directing the Executive Committee under Section 129 of the Act to cancel the incorporation and prepare a distribution plan for the distribution of the surplus property of the Association.

## **21. COMMON SEAL OF ASSOCIATION**

The Association does not have a common seal.



## **22. DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

- a. Should any questions arise which are not provided for in these rules or as to the interpretation thereof, the opinion of the Executive Committee may be empowered to seek an outside opinion on any question raised.
- b. The members in general meeting may decide to suspend a member's membership or to expel a member from the Association if —
  - i. the member contravenes any of these rules; or
  - ii. the member acts detrimentally to the interests of the Association.
- c. At the meeting at which a dispute is to be considered and determined, the committee must —
  - i. give each party to the dispute, or the party's representative, reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - ii. give due consideration to any submissions so made; and
  - iii. determine the dispute
  - iv. Minute a resolution to that effect.
- d. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.
- e. The following grievance procedure applies to disputes under or relating to the rules —
  - i. between members; or
  - ii. between one or more members and the Association.
- f. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
- g. If the parties cannot resolve the issue a mediator can be requested and must be a person chosen —
  - i. if the appointment of a mediator was requested by a member by agreement between the member and the Executive Committee; or
  - ii. if the appointment of a mediator was requested by a party to a dispute, by agreement between the parties to the dispute.
- h. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.