

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



CONSTITUTION

August 2015

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

1. NAME

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

2. DEFINITIONS

- a. **The Association** 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).
- ~~a. The Committee is the body of Members elected by the Association at the Annual General Meeting of the Association from among those present or others who have consented in writing and will include the Spiritual Director (Parish Priest) and the Principal.~~
- b. **Office Bearers** of the Association, consist of the President; Vice-President; Secretary; and Treasurer elected at the Annual General Meeting of the P&F as per Clause 8(i).
- c. **The Governing Bodies** of the School are the Principal and the School Board ~~of Management.~~
- d. **The** consists of the **Office Bearers** and the Principal and ~~Spiritual Director (Parish Priest)~~ in their capacity as Ex-Officio Members.
- e. **Ordinary Members of the Association (Members)** are any parent/guardian of a child attending Our Lady of Grace School. The Our Lady of Grace Parish Priest(s) and the Our Lady of Grace School Principal, or their respective appointed representatives, shall be deemed ex-officio members of the Association.
- f. **Life Members of the Association (Life Members)** are those persons nominated and approved at Annual General Meeting to be a Life Member.
- e.g. **Friends of the Association (Friends)** are persons admitted to membership of the Association as "Friends" in General Meeting.

3. OBJECTIVES

- a. The objectives of the P&F 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 P&F shall be applied solely towards the promotion of the objects or purposes of the P&F and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the P&F, except in good faith in the promotion of those objects or purposes.

4. AIMS

The P&F 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." State Federation as laid down by the Constitution and approved by the Catholic Bishops of Western Australia.
- 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 PRINCIPAL

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. The P&F may admit to Membership any person having a genuine interest in the objects and aims of the P&F, provided that such person is approved per Clause 6(b). Members are any parent/guardian of a child attending Our Lady of Grace School. The Our Lady of Grace Parish Priest(s) and the Our Lady of Grace School Principal, or their respective

appointed representatives, shall be deemed ex-officio members of the Association.

- b. There ~~must be~~ four (4) categories of Members comprising Membership of the Association:-
- i. Ordinary Members (Members)
~~Committee Members~~
 - ii. Ex-Officio Members
 - iii. Life Members
 - ~~iv.~~ Friends
- c. Executive Committee Members 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 clause 8(i) or have consented in writing to be elected.
- d. Ex-Officio Members must be the ~~Spiritual Director (Parish Priest), the Principal and all Members of the teaching staff of Our Lady of Grace School~~ or their nominees.

7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- a. The Members may from time to time at a General Meeting determine the amount of the subscriptions to be paid by each Member.
- b. Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the ~~Committee Members in General Meeting~~ from time to time determines, the amount of the subscription determined under sub rule (a).
- ~~c. Subject to sub rule (d), a Member who's subscription is not paid within 3 months after the relevant date fixed by or under sub rule (b) ceases on the expiry of that period to be a Member, unless the Committee Members in General Meeting decides otherwise.~~
- cd. 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 ~~Committee Members in General Meeting~~ allows.

8. MEETINGS

Meetings of the Association will include:-

- i. The Annual General Meeting
- ii. General Meetings
- iii. Special General Meetings

Quorum at meetings:

- i. ~~At any Association Annual General Meeting or Special General Meeting, a total of twelve (12) members of the Association, including at least two (2) Office Bearers, will constitute a quorum.~~
- h.ji. ~~At any Association General Meeting two (2) Office Bearers and six (6) other Members will constitute a quorum.~~

8 (i) The Annual General Meeting

- ~~a.~~ ~~At the Annual General Meeting, 20 Members will constitute a quorum.~~
- b.a. ~~The Annual General Meeting of the P&F will be held between February and April of each year in every calendar year within 4 months after the end of the association's financial year.~~
- e.b. The Annual General Meeting will receive and consider the Annual Report of the Executive Committee.
- e.c. The Annual General Meeting will appoint an Auditor for the coming year who will not be a Member of the Executive~~7~~ Committee or Ex-Officio.
- e.d. The Annual General Meeting will elect the Executive Committee ~~and Committee Members~~ for the ensuing year in accordance with the provisions of clause 10, 11 and 12.
- ~~f.~~ ~~The Annual General Meeting will deal with any other matter or matters brought before the Committee Members present.~~
- g.e. Matters brought before the Annual General Meeting must be submitted in writing to the ~~Chairperson~~President or Secretary at least five (5) days before the Meeting.
- h.f. Notification of the Annual General Meeting will be given to all Members at least 28 days before the Meeting.

Recommended order of business for the Annual General Meeting: -

1. Minutes
2. ~~Chairperson~~President's Report
3. **Principal's Report**
4. Financial Statements and **Auditor's** Report (where applicable)
5. Correspondence
6. Executive Committee Reports (if not included in 2 above)
7. Notices of Motion
8. Election of Executive Committee
9. Appointment of an Auditor
10. P&F Voluntary Contribution
11. General Business

8 (ii) General Meetings

- a. P&F General Meetings will be open to all Members of the Association ~~unless called as closed by a majority of the Committee Members in General Meeting.~~
- b. P&F General Meetings will be held at least once a month during the school year and otherwise as determined by the ~~Committee Members in General Meeting.~~
- ~~b.c.~~ Only ~~Committee~~ Members, as per Clause 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.
- ~~e.d.~~ At least seven (7) days notice will be given for General Meetings.
- ~~e.e.~~ Procedure of a General Meeting is listed in Clause 9.

8 (iii) Special General Meetings

- a. Special General Meetings of the P&F may be called at any time by the ~~Chairperson~~ President and Secretary acting conjointly, or will be convened by the ~~Chairperson~~ President on a written application stating the business to be discussed and signed by at least ten (10) Members of the Association. At least five (5) of the signatories will be required to attend the Meeting so called.
- b. Special General Meetings will be convened ~~within fourteen (14) days~~ at the request of any of the Governing Bodies of Our Lady of Grace School.
- c. At any Special General Meeting, items for discussion will be limited to matters relating to the calling of such a Meeting.
- d. Members of the Association will be given fourteen (14) days written notice of any Special General Meeting and the nature of the business to be discussed. ~~Written notice will be mailed to the Members~~ will be provided written notice by email and/or the school newsletter.
- ~~e. At a Special General Meeting a quorum will consist of at least twenty (20) Members.~~

9. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- a. At a General Meeting, eight (8) Members, as per Clause 8, present in person constitute a quorum.
- b. If within 30 minutes after the time specified for the holding of a general meeting in a notice given:-
 - i. a quorum is not present, 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.
- c. If within 30 minutes of the time appointed by sub-rule (b)(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.
- d. The ~~Chairperson~~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.
- e. 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.
- f. When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- g. At a 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 sub-rule (i).
~~a special resolution put to the vote will be decided after the matter has been discussed, and if a poll is demanded, in accordance with sub-rules (i) and (k).~~
- h. A declaration by the ~~Chairperson~~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 sub-rule (i).
- i. At a General Meeting, a poll may be demanded by the ~~Chairperson~~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 ~~Chairperson~~President directs.
- j. If a poll is demanded and taken under sub-rule (i) in respect of an ordinary resolution, a declaration by the ~~Chairperson~~President of the result of the poll is evidence of the matter so declared.
- k. A poll demanded under sub-rule (i) must be taken immediately on that demand being made.

10. OFFICE BEARERS

- a. At the Annual General Meeting, the P&F will elect the Office Bearers of the Executive Committee consisting of ~~Chairperson~~President, Vice-~~Chairperson~~President, Secretary and Treasurer, ~~as well as Committee Members~~.
- b. The Principal and ~~Spiritual Director~~ (Parish Priest) in their capacity as Ex-Officio Members will be part of the Executive Committee.

11. TERM OF OFFICE

The term of office for Executive Members will be for one year with a maximum of three consecutive years in any one position. ~~There will be no limit as to the number of terms for Committee Members.~~

12. ELECTIONS

- a. Any Member of the P&F who is present at the Annual General Meeting, or who has consented in writing to be elected, will be eligible for election to the Executive Committee.
- b. No Ex-Officio Member or their representative can be elected to the Executive.
- c. The Executive positions will be elected from the Committee Members. For the purpose of this election the Principal or his appointee will occupy the Chair. This election is to take place at the Annual General Meeting.
- d. Positions will be decided by show of hands. If two or more nominations are received, the nominees will be absent for the vote.
- e. If a vacancy remains on the Executive Committee after election at the Annual General Meeting, or when a casual vacancy within the meaning of clause 13 occurs in the Executive Committee:-
 - i. the ~~Committee Members in General Meeting~~ may appoint a Member to fill that vacancy; and
 - ii. a Member appointed under this sub-rule will:-
 - i. hold office until elected otherwise; and
 - ii. 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;

- b. resigns by notice in writing delivered to the ~~Chairperson~~President or, if the Executive Committee Member is the ~~Chairperson~~President, to the Vice-~~Chairperson~~President and that resignation is accepted by resolution of the Committee~~Members in General Meeting~~;
- c. is convicted of an offence under the Act;
- d. is permanently incapacitated by mental or physical ill-health;
- e. is absent from more than –
 - i. 3 consecutive Committee~~General~~ meetings; or
 - ii. 3 Committee~~General~~ meetings in same financial year without tendering an apology to the person presiding at each of those Committee~~General~~ meetings; of which meetings the Member received notice, and the Committee~~Members in General Meeting~~ have resolved to declare the office vacant;
- f. ceases to be a Member of the Association; or
- g. is the subject of a resolution passed by a Special General Meeting ~~of~~ terminating his or her appointment as an Executive Committee Member.

14. VOTING

Only ~~Committee~~Members and Ex-Officio Members of the P&F as per clause 6 will be eligible to vote on any matter at any Meeting of the Association.

15. POWERS OF THE COMMITTEEMEMBERS IN GENERAL MEETING

The Committee~~Members in General Meeting~~ will have the power generally to give effect to the aims of the P&F and to the Rules of the Constitution, and the Committee~~Members in General Meeting~~ will, subject to any decisions of the P&F:-

- a. Formulate the Standing Orders of the P&F to be applicable to such meetings as the Committee~~Members in General Meeting~~ may determine;
- b. Establish such sub-committees as it may determine to give effect to the aims of the P&F;
- 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. ~~Set~~Recommend the voluntary P&F 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 P&F; and
- g. Be responsible for providing services to the immediate School community as it sees fit.

16. DUTIES OF OFFICERS

~~Chairperson-President~~ and Vice ~~Chairperson-President~~

- a. The ~~Chairperson-President~~ must preside at all General Meetings ~~and Committee Meetings~~.
- b. In the event of the absence from a General Meeting of:-
 - i. the ~~Chairperson-President~~, the Vice-~~Chairperson-President~~; or
 - ii. both the ~~Chairperson-President~~ and the Vice-~~Chairperson-President~~, a Member elected by the other Members present at the general meeting,

must preside at the General Meeting.

- ~~c. The Executive shall keep and maintain a register of Members. In the case of those qualifying for membership as parents and/or carers of children currently on the School roll, the School roll shall be considered as the register of members.~~

Secretary

- a. Co-ordinate the correspondence of the Association.
- b. Keep full and correct minutes of the proceedings of the Executive Committee and of the Association.
- c. Comply on behalf of the Association with:-
 - ~~i. keeping and maintaining a register of Members in an up to date condition, being a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for the purpose;~~
 - ~~ii. the register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Members at a General Meeting decides;~~
 - ~~iii. The secretary must cause the name of a person who dies or who ceases to be a Member to be deleted from the register of Members referred to in this clause;~~

~~iv.i.~~ keeping and maintaining in an up to date condition the rules of the Association and, upon request of a Member of the Association, must make available those rules for the inspection of 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;

ii. ~~maintaining a record of the names and residential or postal addresses of the~~ a register of the members of the Executive Committee comprising:

name;

position;

contact number; and

Email address.

The Secretary must, upon the request of a Member of the Association, make available the register for the inspection of the Member and the Member may make a copy of or take an extract from the register but will have no right to remove the register for that purpose.

~~In the case of those qualifying for membership as parents and/or carers of children currently on the School roll, the School roll shall be considered as the register of members.~~

~~v.iii.~~ 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.

- d. Unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rules of the Treasurer to be kept and maintained by, or in the custody of, the Treasurer; and
- e. Perform such other duties as are imposed by these rules on the Secretary.

Treasurer

The Treasurer must:-

- a. Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association.
- b. Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the ~~Committee~~ Members in General Meeting may from time to time direct.
- c. Make payments from the funds of the Association with the authority of a General meeting or of the Executive Committee and in so doing ensure that all cheques and EFT transactions are signed or otherwise authorised

by himself or herself and at least one other authorised Executive Committee Member, or by any two others as are authorised by the Committee Members in General Meeting.

- d. 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.
- e. Whenever directed to do so by the ~~Chairperson~~President, submit to the ~~Committee~~Members in General Meeting a report, balance sheet or financial statement in accordance with that direction.
- f. 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 paragraphs (d) and (e).
- g. Perform such other duties as are imposed by these rules on the Treasurer.

17. FINANCE

- a. The ~~Committee~~Members will cause true accounts to be kept of the monies received and expended, including services referred to in Clause 15 (g).
- b. The financial year of the P&F will be from 1 October to 30 September of each year, to enable a complete report from the Auditor to be presented at the P&F AGM.
- ~~b.c.~~ The accounts will be audited by the Auditor as per Clause 18.
- ~~e.d.~~ The ~~Committee~~Association will conduct its financial transactions through the Catholic Development Fund.
- ~~e.e.~~ All P&F General Operating Account cheques and EFT transactions will be signed or otherwise authorised by any two of the following:-

- i. ~~Chairperson~~President
- ii. Vice-~~President~~Chairperson
- iii. Secretary
- iv. Treasurer

e.f. 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. AUDITOR

The Members will appoint an Auditor, not being a Member of the Executive Committee or Ex-Officio, at the Annual General Meeting (AGM). The Auditor will audit the accounts of the P&F annually and the Auditor's report will be presented at the AGM ~~(on the occasion of a February AGM), or (on the occasion of a November AGM)~~ at the first P&F Meeting of Term One (1) of the following year.

~~a. The financial year of the P&F will be from 1 January October to 31 December 30 September of each year, to enable a complete report from the Auditor to be presented at the P&F AGM of the following year.~~

19. ASSETS

All assets of whatever nature purchased by or donated to the P&F (except the P&F's bank accounts) ~~not previously~~ are to be donated to the School. ~~may be vested in a trustee of the P&F. The Order of The Sisters of the Holy Family of Nazareth will be the sole trustee of the Association.~~

~~20. AFFILIATION~~

~~The P&F will affiliate with the Parents and Friends' Federation of Western Australia Incorporated.~~

~~201. AMENDMENT TO THE CONSTITUTION~~

~~Subject to Clause 4 hereof, t~~This Constitution may be amended or altered by Special Resolution at any Special General Meeting or Annual General Meeting of the P&F, ~~provided that notice of any proposed amendment or proposed alteration will have been given in writing at a previous Meeting of the P&F,~~ providing that the amendment or alteration be accepted by 75% of the Members present. In accordance with the Associations Incorporation Act 1987: S17(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.

~~212. REMUNERATION~~

No payment will be paid or transferred directly or indirectly to the P&F Members, provided that nothing will prevent the payment in good faith of remuneration to any officer or servant of the P&F for costs incurred in the service of the Association.

223. INTERPRETATION

Should any questions arise which is 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.

234. RESOLUTIONS

Resolutions and recommendations made by the Executive Committee will be presented for ratification by the Members at the next Ordinary or Special General Meeting.

245. DISSOLUTION

If, on the winding up of the P&F, any property of the P&F remains after satisfaction of the debts and liabilities of the P&F and the costs, charges and expenses of that winding up, that property shall be distributed:-

a) to the Our Lady of Grace School Parents and Friends' Association Incorporated in the first instance;

~~a) b)~~ _____ to another incorporated association having objects similar to those of the P&F; or

~~b) c)~~ _____ for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorising and directing the Executive Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the P&F.

256. 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 Chair before being debated.

~~b-a.~~ _____ 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/President.

~~e-b.~~ _____ A motion having been proposed but not seconded will neither be discussed nor placed on the Minutes.

- ~~e.c.~~ Any amendment proposed but not seconded will neither be discussed nor placed on the Minutes.
- ~~e.d.~~ 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.
- ~~f.e.~~ Members will speak to any motion, alternating negative and affirmative in that order.
- ~~g.f.~~ 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.
- ~~h.g.~~ No Member will speak to a motion after it has been put by the ~~Chairperson-President~~ and the voting has been given either in the affirmative or negative.
- ~~i.h.~~ The ~~Chairperson-President~~ will only cast a vote should the voting on any question before the Chair be equal.

~~27. RESCINDING OF RESOLUTIONS~~

~~No resolution previously passed by a Special or Ordinary General Meeting of the P&F will be rescinded unless Notice of Motion has been given at an Ordinary General Meeting prior to the Meeting at which such motion is to be discussed.~~

268. COMMON SEAL OF ASSOCIATION

The P&F ~~shall~~ does not have a common seal, ~~on which its name shall appear in legible characters.~~

- ~~a. The common seal of the P&F shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in clause 15.~~
- ~~b. The affixing of the common seal of the P&F shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.~~
- ~~c. The common seal of the P&F shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.~~

279. INDEMNITY

- a. Each of the ~~Committee~~ Members and their respective executors, administrators, personal representatives and successors, shall be at all times indemnified out of the funds of the Association from and against all damages, costs, charges and expenses paid or incurred by them in the carrying out of their duties as ~~Committee~~ Members unless the same shall be the result of gross negligence or wilful misconduct on the part of the ~~Committee~~ Member concerned.
- b. All servants, Members and agents of the Association shall be indemnified out of its funds from and against all damages, costs, charges and expenses incurred by them in carrying out of their duties as such servants, Members or agents, unless the same shall be the result of gross negligence or wilful misconduct on the part of the person concerned.