



**CONSTITUTION**

**OF THE**

**ST. ANDREW'S GRAMMAR**

**PARENTS**

**&**

**FRIENDS**

**ASSOCIATION**



# CONSTITUTION OF THE ST. ANDREW'S GRAMMAR PARENTS AND FRIENDS ASSOCIATION

## 1. NAME

The name of the Association shall be:

“St Andrew’s Grammar Parents and Friends Association” (**Association**).

## 2. AIMS AND OBJECTIVES

The aims of the Association shall be within the overall policies and/or guidance of the St Andrew’s Grammar School Board (**School Board**) to:

- a) To promote the Christian emphasis of St Andrew’s Grammar (**School**) by participation where appropriate in worship and presentation of the Christian message, and in creating a loving, caring community of faith in the School.
- b) To create opportunities for parents and teachers to become more closely acquainted in order to facilitate the discussion of subjects of mutual interest.
- c) To be available for consultation with the Principal of the School with the object of promoting the effectiveness of the School as an educational establishment affording assistance to this end.
- d) To organise social activities designed to promote the general welfare of the School.
- e) To provide assistance in School activities.
- f) To maintain close liaison with the School Board and generally assist it in promoting the interest of the School and the achievement of the objects of the School.
- g) To raise funds and expend them for the purpose of carrying the aims and objectives of the Association into effect, for the benefit of the School.
- h) To foster a close link between the School and the Greek Orthodox Churches under the Archbishop of the Greek Orthodox Archdiocese of Australia within the Ecumenical Patriarchate.
- i) To create fellowship among the members of the Association.

### **3. MEMBERSHIP**

- a) All parents and guardians of enrolled students of the School, together with parents of children to whom a place has been offered and from whom an acceptance of the offer of a place has been received, members of the School staff and members of the School Board shall automatically be members of the Association.
- b) Subject to the approval of the Executive Committee, membership of the Association shall otherwise be open to parents and guardians of past students of the School and all other adults interested in and willing to promote the welfare of the School. Any application for membership must be in writing and directed to the Secretary.
- c) Membership of the Association will be terminated:
  - i. automatically if a parent or guardian ceases to have any children enrolled at the School as students or does not take up the offer of a place at the School; or
  - ii. automatically if the person ceases to be a member of the School Staff or a member of the School Board; or
  - iii. upon receipt by a Executive Committee of a notice in writing from a member of their resignation from the Association; or
  - iv. upon receipt of notice from the Executive Committee terminating the membership.

### **4. SUSPENSION OR TERMINATION OF MEMEBRSHIP**

- a) If the Executive Committee reasonably considers that a member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association the Executive Committee must give the member thirty (30) days' notice in writing ("Notice") that a Executive Committee meeting will be convened to consider the proposed suspension or expulsion of the member. The Notice must set out the particulars of the conduct that warrants the Notice and specify the time, date and place of the Executive Committee meeting at which the question of that suspension or expulsion will be decided.
- b) At the Executive Committee meeting referred to in the Notice served under Rule 4(a) the Executive Committee may, after having afforded the member concerned, or the member's representative, a reasonable opportunity to be heard by or to make representations in writing to the Executive Committee, decide to suspend or expel, or decline to suspend or expel, the member from membership of the Association. The Executive Committee must forthwith, after deciding whether or not to suspend or expel the member, communicate that decision in writing to that member. A Member whose membership is suspended or terminated, ceases to be a member on the day on which the decision to suspend or expel the member is communicated to him or her.

## **5. REGISTER OF MEMBERS**

- a) The Secretary, or another person authorised by the Executive Committee, must comply with section 53 of the *Associations and Incorporations Act 2015 (Act)* by keeping up to date a register of members and record in that register any change in the membership of the Association.
- b) The register of members must be kept at the office of the School, or such other place as determined by the Executive Committee.
- c) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- d) If a member:
  - i. inspecting the register of members wishes to make a copy of, or take an extract from, the register of members; or
  - ii. makes a written request to be provided with a copy of the register of members;

the Executive Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **6. ANNUAL SUBSCRIPTIONS**

There shall be an annual subscription. The amount of the subscription shall be determined at a General Meeting of the members of the Association. Non payment of any such subscription shall not affect any rights to membership of the Association.

## **7. EXECUTIVE COMMITTEE**

- a) The governing body of the Association is to be called the Executive Committee and shall consist of a:
  - i. President
  - ii. Secretary
  - iii. Treasurer
  - iv. The Principal (Ex-officio)
  - v. School Board Representative
- b) The Secretary must maintain an up to date record of the office holders of the Association.
- c) The President, or in the President's absence the Treasurer, shall act as chairperson at all meetings of the Executive Committee and the Association, however convened.

**8. EXECUTIVE COMMITTEE MEMBERSHIP CONDITIONS**

- a) All members of the Executive Committee, other than the Principal and members of the School staff shall be parents or guardians of students enrolled at the School.
- b) No Executive Committee member, other than the Principal shall hold office for more than three (3) consecutive years. Members are eligible to nominate for re-election to the Executive Committee, immediately after the expiry of their term.

**9. ELECTION OF OFFICERS**

- a) The Executive Committee shall be elected at the Annual General Meeting of the Association for the ensuing calendar year.
- b) The Association's nominees to the School Board shall be elected by secret ballot. Such nominees may only be parents of students enrolled at School.

**10. CASUAL VACANCIES ON THE EXECUTIVE COMMITTEE**

- a) A casual vacancy occurs in the Executive Committee if an Executive Committee member:
  - i. dies;
  - ii. ceases to be a member of the Association;
  - iii. becomes disqualified from holding a position as a result of bankruptcy or conviction of a relevant criminal offence as identified by the Act;
  - iv. becomes incapacitated by mental or physical ill-health for a period exceeding 6 consecutive months;
  - v. resigns from the Executive Committee;
  - vi. is removed from Executive Committee; or
  - vii. is absent from more than three (3) consecutive Executive Committee meetings without permission of Executive Committee.
- b) If, for any reason, an office becomes vacant, or in the event of an office not being filled at the Annual General Meeting, the Executive Committee shall have the power to fill the vacancy and such appointment shall be valid until the next Annual General Meeting. Any person appointed must be a member of the Association.
- c) The Executive Committee shall have the right to co-opt additional members to the Executive Committee as it deems appropriate.

- d) A person appointed to fill a vacancy and co-opt additional members shall have the same rights as an elected member of the Executive Committee.

## **11. SCHOOL BOARD PARENT REPRESENTATION**

At the Annual General Meeting, one parent of a student enrolled at the School shall be elected as a parent representative on the School Board for a term of two years. Only parents of students attending the School are eligible to vote for these representatives. If the parent representative ceases to have children enrolled at the School, their membership of the Executive Committee ceases automatically and the position becomes vacant until filled either by a casual appointment by the Executive Committee or by election at the Annual General Meeting .

## **12. DUTIES OF EXECUTIVE COMMITTEE**

- a) It shall be the duty of the Executive Committee to put into effect any resolution made by the members at the Annual General Meeting or a General Meeting or Special General Meeting of the Association and to promote the aims and objectives of the Association. The Executive Committee shall have power to co-opt any member to assist in its work, either individually, or on committees or sub-committees.
- b) The Association may contract or enter into formal agreements upon the signature of two Members of the Executive Committee, one of whom shall be the President. Any such document thus signed shall be reported to the Executive Committee.

## **13. EXECUTIVE COMMITTEE MEETINGS**

- a) The Executive Committee will meet at least once every <insert number> weeks.
- b) The Secretary must give each Executive Committee member at least 48 hours' notice of each Executive Committee meeting. The notice must specify the date, time and place of the meeting and general nature of the business to be transacted at the meeting.
- c) All Executive Committee members have the right to attend and vote at Executive Committee meetings.
- d) The quorum for any of Executive Committee meeting shall be one half of the total number of Executive Committee members, rounded up to the nearest whole number.
- e) The Secretary must keep minutes of the proceedings and resolutions of all Executive Committee meetings together with a record of the names of persons present at each meeting.
- f) A question arising at an Executive Committee meeting is to be decided by a simple majority of votes, but if there is an equality of votes, the Chairperson is entitled to exercise a second or casting vote.

- g) All decisions may be made by general agreement or a show of hands.

#### **14. GENERAL MEETINGS**

- a) The Annual General Meeting of the Association shall be held in the final School term each year. At least one General Meeting or activity shall be held in each other School term at such date and time as may be decided upon by the Executive Committee.
- b) The Secretary shall give all members not less than 14 days notice of the Annual General Meeting or a General Meeting. The notice must specify:
  - i. the date, time and place of the meeting;
  - ii. the particulars and order of the business to be conducted at the meeting; and
  - iii. the text of any motions to be considered at the General Meeting.

#### **15. SPECIAL GENERAL MEETINGS CONVENED BY THE EXECUTIVE COMMITTEE**

- a) The Executive Committee may at any time convene a Special General Meeting of the Association. The Secretary shall give all members not less than 14 days notice of a Special General Meeting convened by the Executive Committee. The notice must specify:
  - i. the intention to convene a Special General Meeting;
  - ii. the date, time and place of the Special General Meeting;
  - iii. the particulars and order of the business to be conducted at the Special General Meeting; and
  - iv. the text of any motions to be considered at the Special General Meeting.

#### **16. SPECIAL GENERAL MEETINGS AT THE REQUEST OF MEMBERS**

- a) The Executive Committee must convene a Special General Meeting on the written request of 20% of the members of the Association. Such Special General Meeting shall be held within twenty-eight (28) days of receipt of the request by the Secretary.
- b) The written request by members for a Special General Meeting must
  - i. clearly state the purpose for which the Special General Meeting is requested;
  - ii. provide the text of any resolution to be considered at the Special General Meeting; and
  - iii. be signed by each member making the request
- c) The Secretary shall give all members not less than 14 days notice of a Special General Meeting being called at the request of members. The notice must specify:
  - i. the intention to convene a Special General Meeting as requested by members;

- ii. the names of the members requesting the Special General Meeting;
  - iii. the date, time and place of the Special General Meeting;
  - iv. the particulars and order of the business to be conducted at the Special General Meeting; and
  - v. the text of any resolution to be considered at the Special General Meeting.
- d) If the Executive Committee does not convene a Special General Meeting within 28 day of the request, the members making the request may convene the Special General Meeting. Such meeting must be held within 3 months of the date of the request and conducted in accordance with the requirements of this Constitution.

## **17. MEETING MINUTES**

The Secretary must keep minutes of the proceedings and resolutions from the Annual General Meeting and any General or Special General Meeting and these will be distributed to members via the School newsletter.

## **18. VOTING RIGHTS**

- a) Only parents or guardians of a student enrolled at the School shall be eligible to vote at a Annual General Meeting, General Meeting or Special General Meeting (however convened).
- b) Each family shall be entitled to one vote per child attending the School.
- c) Except in the case of a Special Resolution (as defined by the Act), a motion is carried if a majority of the members present vote in favour of the motion.
- d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- e) In the case of a Special Resolution, a motion is carried if a majority of three-fourths of the members present and who are eligible to vote, vote in favour of the Special Resolution.
- f) A member must be present at the meeting to cast a vote, there shall be no voting by proxy.

## **19. QUORUMS**

- a) At a General Meeting, Annual General Meeting or Special General Meeting (however convened) the quorum shall be 6 members. If this requirement is not met, at the designated time for the commencement of the meeting, the meeting will be adjourned and notices will be issued for a meeting to be held in 7 days.
- b) Should a quorum not be reached at this second meeting the meeting will lapse.



## 20. FUNDS OF THE ASSOCIATION

- a) The funds of the Association shall be kept in an account or accounts with a recognised financial institution as determined from time to time by the Executive Committee.
- b) Any withdrawal of money from this account shall be by cheque signed by the Principal and either the President or the Treasurer. All payments must be approved by the Executive Committee. Any surplus funds may be invested from time to time with the School on the resolution of the Executive Committee.
- c) The income and property of the Association wheresoever derived shall be applied solely towards the promotion of its aims and objectives as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment of remuneration to any officer or servant to the Association for services actually rendered in good faith to the Association.
- d) The Association must keep financial records that:
  - i. correctly record and explain the Association's transactions, financial position and performance; and
  - ii. enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- e) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.
- f) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- g) Without limiting sub-rule (f), those requirements include:—
  - i. the preparation of the Financial Statements and Financial Report as applicable;
  - ii. the auditing of the Financial Statements or Financial Report;
  - iii. the presentation of the Financial Statements or Financial Report to the Annual General Meeting of the Association and a copy of the report of the review or auditor's report;
  - iv. if required by the regulations made under the Act, the lodgment of the annual return with the Commissioner as required by the Act.
- h) The Association must ensure that an audit is undertaken of the Financial Statements or Financial Report of the Association.

- i) The Association shall appoint one or more auditors of the accounts of the Association who shall be appointed annually by the resolution of the Annual General Meeting.

## **21. FINANCIAL YEAR**

The financial year of the Association is the period commencing on <insert date> and ending <insert date>;, of each calendar year.

## **22. AMENDMENT OF CONSTITUTION**

- a) This Constitution may only be amended by Special Resolution at a Special General Meeting convened for the purpose of considering and voting on the motion and by otherwise complying with Part 3 Division 2 of the Act.
- b) The notice to amend the Constitution must be in writing, signed by the mover and the seconded and provided to the Secretary 21 days before the Special General Meeting.
- c) The notice to amend the Constitution must be attached to the notice sent to members advising of the Special General Meeting.
- d) The Special Resolution will be passed if a majority of three-fourths of the members present at the meeting in person, who are eligible to vote, vote in favour of the Special Resolution.

## **23. INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

- a) The financial records, books, documents, records, registers and securities must be kept at the office of the School, or such other place as determined by the Executive Committee.
- b) A member may at any reasonable time inspect without charge the financial records, books, documents, records and registers and securities of the Association.

## **24. DISPUTES ARISING UNDER THESE RULES**

- a) This Rule applies to disputes, that arise under this Constitution or relates to the Constitution, between:
  - i. two (2) or more members; or
  - ii. the Association, the Executive Committee or a member of the Executive Committee and one or more member.

- b) In this Rule, member includes any former member whose membership ceased not more than six months before the dispute occurred.
- c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- d) If the parties are unable to resolve the dispute, any party may refer the dispute to the Executive Committee by giving written notice to the Secretary of:
  - i. the parties to the dispute; and
  - ii. the details of the dispute.
- e) If the dispute is between the Association, the Executive Committee or a member of the Executive Committee and one or more member, any party may, by giving written notice to the Secretary, elect not to have the dispute referred to the Executive Committee and request the appointment of a mediator under Rule 26.
- f) The Secretary must convene an Executive Committee Meeting within 28 days of receipt of the notice referring the dispute to the Executive Committee.
- g) At the Executive Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases either orally, in writing or both.
- h) The Secretary must inform the parties to the dispute of the Executive Committee's decision within seven days after the Executive Committee Meeting referred to above.
- i) If any party to the dispute is dissatisfied with the decision of the Executive Committee they may elect to initiate further dispute resolution procedures as set out in Rule 26 - Mediation.

## **25. MEDIATION**

- a) This Rule applies:
  - i. where a person is dissatisfied with a decision made by the Executive Committee under Rule 25 - Disputes Arising Under These Rules; or
  - ii. where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the Executive Committee.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by this Constitution, or a party to the dispute is dissatisfied with a decision made by the Executive Committee under this Constitution a party to a dispute may provide written notice to the Secretary:

- i. of the parties to the dispute;
  - ii. the details of the dispute; and
  - iii. agree to, or request the appointment of, a mediator.
- c) The party or parties requesting the mediation must pay the costs of the mediation.
- d) The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement ;
    - 1. if the dispute is between a member and another member – a person appointed by the Executive Committee; or
    - 2. if the dispute is between a member or more than one member and the Association, the Executive Committee or a member of the Executive Committee – a person who is a recognized mediator or a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- e) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- h) The mediator, in conducting the mediation must:
  - i. give the parties to the mediation process every opportunity to be heard;
  - ii. allow all parties to consider any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to all parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

## **26. INABILITY TO RESOLVE DISPUTES**

If a dispute cannot be resolved under the procedures set out in this Constitution, any party to the dispute may apply to the State Administrative Tribunal to determine the

dispute in accordance with the Act or otherwise at law.

**27. DISSOLUTION**

The Deputy Commissioner of Taxation (Perth) shall be advised of the date the dissolution should this occur. If upon dissolution or winding up of the Association there remains, after the satisfaction of all its debts or liabilities, any profits and assets whatsoever the same shall not be paid to or distributed amongst the members of the Association for their personal profit or gain, but shall be given or transferred to the School Board on behalf of the School.