

# St Philip's Christian College (Newcastle) Parents Teachers & Friends Association Constitution

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Under the *Associations Incorporation Act 2016*

## **Disclaimer**

This publication must not be relied on as legal advice. For more information please refer to the appropriate legislation or seek independent legal advice.

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# Part 1 - Preliminary

## 1. Definitions

1.1 In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

1.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 In this constitution:

- a. **Association** - the St Philip's Christian College Newcastle Parents, Teachers and Friends Association.
- b. **Aims, Objectives and Interests** – The Aims, Objectives and Interests of the Association are as set out in:
  - The St. Philip's Christian Education Foundation Ltd (SPCEF Ltd) Vision and Mission Statement
  - The Organization Goals
  - The Organizational Core Values
  - The Educational Philosophyas amended from time to time, and any other Aims, Objectives and Interests of the College as communicated to the Association by the Principal.
- c. **College** – St Philips Christian College Newcastle as established by the Board.
- d. **Board** – SPCEF Ltd Board of Governors
- e. **Executive Committee** – the committee constituted under clause 2 of Part 4
- f. **Office Bearers** – the President, the Vice President, the Secretary and the Treasurer
- g. **Principal** – the Principal of the College
- h. **Executive Principal**- the CEO of SPCEF Ltd
- i. **Sponsor** – St Philip's Christian Education Foundation Ltd

1.4 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 – Objects and Limitations**

### **2.1 Objects**

The objects of the Association are to:

- support the College to achieve its Aims, Objectives and Interests;
- provide a forum for Parents, Teachers and Friends to be informed of the management and governance of the College;
- promote the educational interests of Parents, Teachers and Friends so that they may support the learning and development of the students;
- promote friendly relations and good fellowship among all connected with the College
- encourage and help maintain a collegial spirit amongst all students
- co-operate with the Board of Governors, Executive Principal, Principal and Staff in all matters of common interest within the school.

To achieve the objects, the Association may:

- a) raise money by:
  - i. subscriptions, donations, canteen, carnivals, fetes, dances, picnics;
  - ii. mortgage;
  - iii. purchasing and/or selling real or personal property; and/or
  - iv. such other means as may be approved by the Executive Committee;
- b) provide funds for the purchase of property, goods and services as approved or requested by the Principal
- c) provide prizes to Students or contribute to prizes the College gives to Students;
- d) grant honoraria;
- e) make gifts or donations; and
- f) establish and maintain a fund for the endowment of bursaries and to provide assistance by way of payment of fees or as the Executive Committee may otherwise decide for the assistance of any pupil as may be recommended by the Principal.

### **2.2 Limitations**

- 2.2.1 Neither the Association nor the Executive Committee shall have any powers or responsibilities in relation to the policy, control or governance of the College or in relation to any function or duty of the Board of Governors, the Executive Principal, the Principal or any teacher, officer or employee of the College.
- 2.2.2 The Association and the Executive Committee will duly observe any prohibition or restriction laid down from time to time by the Board of Governors (through the Executive Principal) in regard to the manner in which funds or moneys be raised from schools established and controlled by the Board of Governors.
- 2.2.3 Before the Association approves or proceeds with any public function at which it is proposed to raise moneys for or on behalf of the Association or the College, it shall obtain the approval of the Principal for such function, its nature and date.
- 2.2.4 The Association shall not donate or raise moneys for any specific College purpose unless such purpose is approved by the Principal.

## Part 3 – Membership

### 3.1 Eligibility

Any person is eligible to be a member of the Association if they:

- are a natural person;
- are over the age of eighteen (18) years;
- endorse the objects of the Association;
- agree to be bound by the terms of this Constitution;
- pay the annual membership fee; and
- have not been expelled from the Association.

### 3.2. Membership generally

3.2.1 A person is eligible to be a member of the association if:

- a) the person is a natural person, and
- b) the person has been nominated and approved for membership of the association in accordance with clause 3.

3.2.2 A person is **taken** to be a member of the association if:

- a) the person is a natural person, and
- b) the person was:
  - i. in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
  - ii. in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
  - iii. the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

3.2.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association was made.

### 3.3 Nomination for membership

3.3.1 A nomination of a person for membership of the association:

- a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
- b) must be lodged with the secretary of the association.
- c) The application may be sent by email or other electronic means.

3.3.2 As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

3.3.3 As soon as practicable after the committee makes that determination, the secretary must:

- a) notify the nominee, in writing or via email, that the committee approved or rejected the nomination (whichever is applicable), and
- b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum

payable under this constitution by a member as entrance fee and annual subscription.

- 3.3.4 The secretary must, on payment by the nominee of the amounts referred to in subclause 3.3.3b within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **3.4. Cessation of membership**

A person ceases to be a member of the association if the person:

- dies, or
- resigns membership, or
- is expelled from the association, or
- fails to pay the annual membership fee under clause 3.9 within 3 months after the fee is due.

### **3.5 Life Membership**

The Executive Committee may confer an honorary life membership on any current or former member of the Association in recognition of distinguished and sustained service to the Association for at least 5 continuous years. The Executive Committee will consider recommendations from the Executive Principal, Board, the School Principal and members of the Association or broader College community on potential suitable recipients for Life Membership which may be awarded at any time during the School year.

No annual fee will be required from persons awarded Life Membership.

### **3.6 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

### **3.7 Register of members**

3.7.1 The Association's secretary must establish and maintain a register of members of the association specifying the name and postal, residential and email address of each person who is a member of the association together with the date on which the person became a member.

3.7.2 The register of the members must be held in New South Wales:

- a) at the main premises of the association, or
- b) if the association has no premises, at the association's official address.

3.7.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

3.7.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

3.7.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

3.7.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **3.8 Resignation of membership**

- 3.8.1 A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3.8.2 If a member of the association ceases to be a member under the subclause (1), and in every other case where a member ceases to hold membership, the secretary must make and appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **3.9 Membership fees and subscriptions**

- 3.9.1 The annual membership fee shall be such sum as shall be recommended from time to time by the Executive Committee and approved by a general meeting.
- 3.9.2 The annual membership shall be paid in advance on or before the 30<sup>th</sup> March each and every year.

### **3.10 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 3.9.

### **3.11 Resolution of disputes**

- 3.11.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 3.11.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3.11.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

### **3.12 Disciplining of members**

- 3.12.1 A complaint may be made to the committee by any person that a member of the association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- 3.12.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3.12.3 If the committee decides to deal with the complaint, the committee:
- a) must cause notice of the complaint to be served on the member concerned, and
  - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and,
  - c) must take into consideration any submissions made by the member in connection with the complaint.
- 3.12.4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the



complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- 3.12.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 3.13.
- 3.12.6 The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 3.13, whichever is the later.

### **3.13 Right of appeal of disciplined member**

- 3.13.1 A member may appeal to the association in general meeting against a resolution of the committee under clause 3.12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 3.13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3.13.3 On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 3.13.4 At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.13.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 4 - The Executive Committee**

### **4.1 Powers of the committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

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

### **4.2 Composition and membership of committee**

- 4.2.1 The committee is to consist of:
  - a) the office-bearers of the association, and
  - b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 4.3.

- 4.2.2 The total number of committee members is to be 7.
- 4.2.3 The office-bearers of the association are as follows:
  - a) the president,
  - b) the vice-president,
  - c) the treasurer,
  - d) the secretary.
- 4.2.4 A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- 4.2.5 Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### **4.3 Election of committee members**

- 4.3.1 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 4.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 4.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 4.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 4.3.6 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 4.3.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- 4.3.8 Any person who is an employee of either the College or the Association is ineligible to be an Office Bearer.

### **4.4 The Duties of the President.**

The duties of the President and, in the President's absence or inability, the Vice President, include:

- a) Chairing and convening all meetings of the Association and the Executive Committee.
- b) Approving the Minutes of each meeting attended, as prepared by the Secretary, prior to their issuing.
- c) Act as the point of contact between the Association and the School Principal, Board, Staff, Students and members of the Association.
- d) Represent the Association at school meetings or events at the invitation of the principal and undertake any management committee roles if offered.
- e) Attend on behalf of the Association as a guest at all College events.

- f) Identify and appoint the Coordinator for the College Fair, provide input on coordination of the Fair and recommend to the Executive Committee the structure and any expenditure required.
- g) Liaise with the Principal on any matters that involve the Association and provide feedback to the College on issues and comments received from parents.
- h) Promote the Association, its aims and activities to parents new to the College and identify ways to increase parent participation.
- i) Provide written reports and articles for College information booklets and annual publications.
- j) Provide an annual written report to the Association at the Annual General Meeting.
- k) Attend to other duties as determined by the committee.

#### **4.5 The Duties of the Secretary**

- 4.5.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 4.5.2 It is the duty of the secretary to keep minutes (in written or electronic form) of:
  - a) all appointments of office-bearers and members of the committee, and
  - b) the names of members of the committee present at a committee meeting or a general meeting, and
  - c) all proceedings at committee meetings and general meetings.
- 4.5.3 Minutes of proceedings at a meeting must be approved and signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting. The chairperson can sign the minutes of meeting proceedings electronically.

#### **4.6 The Duties of the Treasurer**

It is the duty of the treasurer of the association to ensure:

- a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association and submitted for annual review.

#### **4.7 Casual vacancies**

- 4.7.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 4.7.2 A casual vacancy in the office of a member of the committee occurs if the member:
  - a. dies, or
  - b. ceases to be a member of the association, or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - a. resigns office by notice in writing given to the secretary, or
  - b. is removed from office under clause 4.8, or
  - c. becomes a mentally incapacitated person, or
  - d. is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - e. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - f. is prohibited from being a director of a company under Part 2D.6 Disqualification

g. from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

#### **4.8 Removal of committee members**

- 4.8.1 The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 4.8.2 If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **4.9 Committee meetings and quorum**

- 4.9.1 The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 4.9.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 4.9.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 4.9.4 Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 4.9.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 4.9.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 4.9.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 4.9.8 At a meeting of the committee:  
(a) the president or, in the president's absence, the vice-president is to preside, or  
(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

#### **4.10 Delegation by committee to sub-committee**

- 4.10.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:  
a) this power of delegation, and  
b) a function which is a duty imposed on the committee by the Act or by any other law.

- 4.10.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 4.10.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4.10.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 4.10.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 4.10.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 4.10.7 A sub-committee may meet and adjourn as it thinks proper.

#### **4.11 Voting and decisions**

- 4.11.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 4.11.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.11.3 Subject to clause 4.9.5, the committee may act despite any vacancy on the committee.
- 4.11.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **4.12 Term**

Each member of the Executive Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election provided they have not held the role for more than four continuous years in the preceding six years.

No member of the Executive Committee may hold the same position for more than four continuous years unless a special resolution approving a higher limit in respect of the incumbent is passed at an Annual General Meeting.

## **Part 5 - General meetings**

### **5.1 Annual general meetings - holding of**

- 5.1.1 The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 5.1.2 The association must hold its annual general meetings:
  - a) within 6 months after the close of the association's financial year, or
  - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

## **5.2 Annual general meetings - calling of and business at**

- 5.2.1 The annual general meeting of the association is, subject to the Act and to clause 5.1, to be convened on such date and at such place and time as the committee thinks fit.
- 5.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - c) to elect office-bearers of the association and ordinary committee members,
  - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 5.2.3 An annual general meeting must be specified as such in the notice convening it.

## **5.3 Special general meetings - calling of**

- 5.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 5.3.2 The committee must, on the requisition in writing or by email of at least 25 per cent of the total number of members, convene a special general meeting of the association.
- 5.3.3 A requisition of members for a special general meeting:
- a) must state the purpose or purposes of the meeting, and
  - b) must be signed by the members making the requisition, and
  - c) must be lodged with the secretary, and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 5.3.4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5.3.5 A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **5.4 Notice**

- 5.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 5.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- 5.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 5.2.2.

- 5.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **5.5 Quorum for general meetings**

- 5.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 5.5.2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 5.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) if convened on the requisition of members, is to be dissolved, and
  - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 5.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **5.6 Presiding member**

- 5.6.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 5.6.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **5.7 Adjournment**

- 5.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 5.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.7.3 Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **5.8 Making of decisions**

- 5.8.1 A question arising at a general meeting of the association is to be determined by either:
- a) a show of hands, or
  - b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- 5.8.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 5.8.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **5.9 Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **5.10 Voting**

- 5.10.1 On any question arising at a general meeting of the association a member has one vote only.
- 5.10.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 5.10.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- 5.10.4 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **5.11 Proxy votes not permitted**

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

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **5.12 Ballots**

- 5.12.1 The association may hold a postal ballot or electronic ballot to determine any issue or proposal.  
Note: a combination of a general meeting and electronic or postal ballot is not allowed.
- 5.12.2 A ballot is to be conducted in accordance with the Regulation.

## **Part 6 – Miscellaneous**

### **6.1 Insurance**

The association may effect and maintain insurance.

### **6.2. Funds - source**

- 6.2.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, canteen and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 6.2.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 6.2.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.3 Funds - management**

- 6.3.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 6.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employee being only the School Principal or School Bursar of St Philip's Christian College.



#### **6.4 Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

#### **6.5 Custody of books etc**

All records, books and other documents relating to the association must be kept in NSW at the association's official address in the custody of the public officer. This will be the public officer's address.

#### **6.6 Inspection of books**

- 6.6.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- a) records, books and other financial documents of the association,
  - b) this constitution,
  - c) minutes of all committee meetings and general meetings of the association.
- 6.6.2 A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- 6.6.3 The committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances, so the committee may maintain confidentiality.

#### **6.7 Service of notices**

- 6.7.1 For the purpose of this constitution, a notice may be served on or given to a person:
- a) by delivering it to the person personally, or
  - b) by sending it by pre-paid post to the address of the person, or
  - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 6.7.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **6.8 Financial year**

The financial year of the association is:

- a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

#### **6.9 Liaison with the College**

To foster and maintain friendly relations between the Association and the College the following provisions shall apply: -

- a) The School Principal might from time to time nominate someone to act as Liaison Councillor between the school and the Association. The Association Secretary will give the Principal and the nominated person notice of the date and agenda and minutes of all Meetings of the Association and the Executive Committee.
- b) The Principal and the nominated person are entitled to attend all meetings of the Association and the Executive Committee and take part in discussions and deliberations but neither shall be entitled to vote.
- c) Unless there are unusual circumstances the date of meetings of the Association and the Executive Committee will not conflict with the date of the Monthly Meetings of the SPCEF Ltd Board.

#### **6.10 Amendments to the constitution**

- a) Amendments to the Constitution must be approved by the Executive Committee or at a Meeting of the Association; and
- b) After obtaining the approval of the Executive Committee or the members of the Association for amendments to the Constitution, the proposed amendments must be forwarded to the Executive Principal for approval, following which they will take effect.

#### **6.11 Winding up**

- a) If at any time the Board at a special meeting called for the express purpose of considering the matter approves a resolution by the Executive Committee that the Association be wound up or if the Board of its own motion at such meeting resolves that the continuance of the Association is not in the opinion of the Board in the best interest of the College, then in either case the Association shall forthwith cease to use its name or any name which associates it with the College and shall take such steps as are necessary to disband and wind up its affairs.
- b) In the event of the winding up of the Association occurring, any surplus property of the association shall be transferred to another organisation with similar objects and which is not carried on for profit or gain of its individual members.
- c) No action at law or in equity shall lie against the Board or any Office Bearer of the Association or the Executive Committee on the part of any person in relation to the winding up of the Association.

#### **6.12 Use of Technology at Committee Meetings**

- a) Committee meetings can be held at two or more venues using any technology the committee approves. The technology used must give the committee member a reasonable opportunity to participate.
- b) Committee members who participate using such technology have the same rights as members who are present at the meetings, including voting rights.

#### **6.13 Association is Non-Profit**

- a) The association must apply its funds and assets so as to be consistent with its objectives.
- b) An association is prohibited from providing pecuniary gain for any of its members.  
Note: A 'pecuniary gain' is defined in section 5 of the act

# Appendix 1 Application for membership of association

(Clause 3 (1))

## APPLICATION FOR MEMBERSHIP OF ST PHILIP'S CHRISTIAN COLLEGE (NEWCASTLE) PARENTS TEACHERS & FRIENDS ASSOCIATION

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....  
[full name of applicant]

of .....  
[street address]

.....  
[email address]

.....  
[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....  
Signature of applicant Date

I, .....  
[full name]  
a member of the association, nominate the applicant for membership of the association.

.....  
Signature of proposer Date

I, .....  
[full name]  
a member of the association, second the nomination of the applicant for membership of the association.

.....  
Signature of seconder Date