

# **FORREST SCHOOL PARENTS' AND CITIZENS' ASSOCIATION INCORPORATED:**

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# FORREST SCHOOL PARENTS' AND CITIZENS' ASSOCIATION INCORPORATED

## CONSTITUTION

### Part 1: General

#### 1. Name

The name of the Association is the Forrest School Parents' and Citizens' Association Incorporated; hereafter referred to as "*the Association*".

#### 2. Interpretation

In this Constitution:

- (a) except where expressly excluded by the context, all words importing the singular or plural number shall include plural or singular number respectively; and all words importing the masculine or feminine gender shall include the feminine or masculine gender respectively;
- (b) "Forrest School" and "School" shall mean the schools known as the Forrest School on Hobart Avenue, Forest, and Deakin Preschool on Hopetoun Circuit, Deakin, both in the Australian Capital Territory;
- (c) "Forrest School Board" shall mean the school board in operation in the Forrest School from time to time as provided under the relevant legislation;
- (d) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;
- (e) words or expressions contained shall be interpreted in accordance with the provisions of the Interpretation Act 1937 and that Act as in force on the date on which this Constitution is adopted by the Association;
- f) Forrest Children's Services shall be known as the entity that operates the services on behalf of the Forrest School Parents' and Citizens' Association inc.

#### 3. Objectives and Purposes

The objectives and purposes of the Association are:

- (a) To support the operation in Forrest School of a learning environment of the highest quality, recognising the human and educational rights of all children, as well as respecting the cultural values, religious and other beliefs, and the democratic rights, of all families;

- (b) To encourage the close co-operation and interaction of teaching staff, parents and children;
- (c) To provide a forum in which parents and staff can freely and constructively exchange ideas on any topic related to the functions and operations of the school, its policies and management, and its various programs and curricula;
- (d) To promote the interests of the Forrest School and enhance its linkages, reputation and standing in the community; and
- (e) To further the interests of education in Australia and in the ACT, and to affiliate and/or co-operate with any other bodies having similar aims, in particular the ACT Council of Parents' and Citizens' Associations Incorporated.

#### **4. Functions**

Consistent with the objectives and purposes of this Constitution, the functions of the Association are:

- (a) To draw to the attention of the appropriate forum or authority, any matters affecting the wellbeing, safety or quality of education of the children at the School;
- (b) To develop and decide the necessary proposals for additional resources, and their relative priority, to achieve agreed objectives;
- (c) To frame financial budgets and undertake the necessary additional activities to raise the funds required to achieve agreed objectives;
- (d) To provide a Canteen service in the school;
- (e) To provide a Uniform Service for the school;
- (f) To provide and conduct other enrichment programs within or outside normal school hours, as agreed at General meetings;
- (g) To conduct such other activities and functions as are deemed by the Association to be in the interests of the Forrest School and/or the community which it serves such as: "before school care"; "after school care"; and "vacation care".

#### **5. Powers**

The powers of the Association are:

- (a) To take such steps from time to time as the Finance and Administration Committee or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- (b) To borrow and raise money in such manner and on such terms as the Association may determine at an appropriate General Meeting;

- (c) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (d) The buying, selling and supplying of and dealing in goods of all kinds;
- (e) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objectives and purposes of the Association;
- (f) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objectives and purposes of the Association;
- (g) To secure the repayment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association, as the Association may determine at an appropriate General Meeting;
- (h) Subject to the provisions of the Trustee Act 1957 of the ACT, to invest any moneys of the Association not immediately required for any of its objects or purposes, in such manner as the Association may from time to time determine by resolution;
- (i) To make gifts, subscriptions or donations to any fund, person, association or Institution consistent with the objectives and purposes of the Association;
- (j) To print and publish such newspapers, periodicals, books, leaflets or other documents as the Finance and Administration Committee or the members in General Meeting may think desirable for the promotion of the objectives and purposes of the Association;
- (k) To engage and employ staff on a full-time, part-time or casual basis for specified periods and purposes as approved by the Association;
- (l) The establishment and support, or aiding in the establishment and support of: associations; institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (m) The establishment and support or aiding in the establishment or support, of any other Association formed for any of the basic objectives of the Association; and
- (n) To do all such other lawful things as are necessary, incidental or conducive to the attainment of the objectives and purposes set out above.

## 6. Membership

- (a) Membership of the Association shall be open to:
- (i) parents or guardians of all pupils who attend Forrest School;
  - (ii) all citizens resident within the school area as defined from time to time;
  - (iii) members of the staff of the Forrest School; and
  - (iv) the Principal of the Forrest School.
- (b) A right, privilege or obligation of a person by virtue of their membership of the Association, is not capable of being transferred or transmitted to another person.
- (c) There shall be no specific entrance fee, subscription or other like charge payable by members of the Association as a requirement of their taking up membership; although, as provided elsewhere in this Constitution, assistance may be sought from parent and citizen members to contribute on a voluntary basis from time to time through the year, in terms, of financial contributions or personal exertions and assistance at functions and activities organised by the Association.
- (d) The liability of a member 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 relation to membership of the Association as required by section 6 (c).

## Part 2: Management

### 7. Office Bearers

- (a) The Office Bearers, or Executive Officers of the Association shall consist, at a minimum, of:
- (i) a President;
  - (ii) a Vice President;
  - (iii) a Secretary; plus
  - (iv) a Honorary Treasurer; or
  - (v) a Secretary/Honorary Treasurer where one person combines these roles and provided in Section 11 below; and
  - (vi) the Public Officer of the Association.
- (b) The roles and responsibilities will be as set out in sections 8 to 12, unless specifically varied and notified to the Association.

## 8. President

- (a) The President shall chair all General and Finance and Administration Meetings; in their absence a Vice-President shall take the chair.
- (b) The President as Chairman of any meeting may exercise both a deliberative and also, in the event of an equality of votes on any question, may exercise a second or casting vote.
- (c) The President shall be an ex-officio member of all other Committees and sub committees of the Association.
- (d) No person may occupy the position of President for more than three (3) consecutive years.

## 9. Secretary

The Secretary is the executive officer of the Finance and Administration Committee, and shall ensure that:

- (a) correspondence is dealt with expeditiously and copies provided where necessary to appropriate members of the Finance and Administration Committee;
- (b) correspondence is prepared as required by the Finance and Administration Committee or a General Meeting;
- (c) copies of all correspondence are kept for a period of seven (7) years;
- (d) notice is given in accordance with this Constitution and its Standing Orders, of any meetings of the Association or of its Finance and Administration Committee;
- (e) in consultation with the President, decisions of General Meetings or Finance and Administration Meetings are implemented;
- (f) minutes are made and kept of all General and Finance and Administration Meetings and other formal meetings held in the name of the Association;
- (g) members of the Finance and Administration receive copies of Finance and Administration Minutes and Agendas prior to the next such meeting;
- (h) notices and reports to the parent community generally are prepared and published, via the School Bulletin or by other means as directed;
- (i) a Property Register is maintained as provided in section 17 below; and
- (j) appropriate custody is maintained of all non-financial books and documents of the Association, including those of any subsidiary Committees established under this constitution.

## 10. Honorary Treasurer

The Honorary Treasurer shall oversight the appointed accountant/bookkeeper to:

- (a) ensure all moneys belonging to the Association are received, receipted and deposited into appropriate accounts;
- (b) ensure all payments of accounts for expenditures which have been properly authorised in accordance with this Constitution and its Standing Orders, are promptly made;
- (c) ensure such books and accounts are kept as the Corporate Affairs Commission, the Finance and Administration Committee and the Association's Auditor direct and require;
- (d) balance and reconcile the Finance and Administration Committee's accounts on a regular basis and provide reports progressively through the year to General meetings, summarising income, expenditure and liabilities to date and performance against budget targets;
- (e) ensure that the books and accounts of the Finance and Administration Committee, and of all associated Committees and Sub-Committees, are audited at the end of each financial year, and that appropriate sets of audited, consolidated accounts are prepared for presentation to the Annual General Meeting and for lodgement with the Registrar of Incorporated Associations;
- (f) furnish for presentation to the Annual General Meeting of the Association:
  - (i) a report on the financial position of the Association at the end of the financial year immediately preceding the Annual General Meeting;
  - (ii) a statement of the receipts and payments and income and expenditure of the Association for that financial year; and
  - (iii) a statement of the assets and liabilities of the Association at the end of that financial year;
- (g) in consultation with the Finance and Administration Committee, implement decisions of General Meetings relating to financial matters;
- (h) in consultation with the Finance and Administration Committee, prepare draft Financial and Cash Flow Budgets for consideration by appropriate General Meetings; and prepare final and revised Budgets which reflect the decisions of those consultations and meetings; and
- (i) undertake appropriate custody of all accounting and financial records, books and related documents of the Association, including those of all subsidiary Committees established under this Constitution.



### **11. Secretary/Honorary Treasurer**

- (a) If it is agreed at the Annual General Meeting to be appropriate and expeditious to do so, the roles and duties of Secretary and of Honorary Treasurer may be taken on by the same office bearer, whose office would accordingly be designated as Secretary/Honorary Treasurer.
- (b) In such case, the separate offices of Secretary and Honorary Treasurer would not be filled during the Secretary/Honorary Treasurer's term of office.
- (c) The continuation of this arrangement would be reviewed at the next Annual General Meeting.
- (d) The Secretary/Honorary Treasurer will have responsibility for ensuring the appropriate custody of all books, documents, securities or other records of the Association, including those of any subsidiary Committees established under this Constitution.

### **12. Public Officer**

- (a) At the Annual General Meeting, or the first subsequent meeting of the Finance and Administration Committee, a member of the Finance and Administration Committee who is resident in the ACT shall be appointed as the Public Officer pursuant to the Associations Incorporation Act 1991 of the ACT That Public Officer shall forthwith act in accordance with the requirements of that Act.
- (b) the Public Officer of the Association may also hold any other office on the Finance and Administration Committee of the Association.
- (c) the office of Public Officer becomes vacant if the person holding that office:
  - (i) is removed from office pursuant to Section 31 of this Constitution;
  - (ii) resigns this office by writing under his or her hand addressed to the President or other Office Bearer of the Finance and Administration Committee;
  - (iii) dies;
  - (iv) becomes insolvent under administration within the meaning of the Corporations Law;
  - (v) suffers from mental or physical incapacity;

- (vi) was convicted or released from imprisonment In respect of an offence refer-red to in subsection 63(1) of the Associations Incorporation Act 1991 (that is, has been convicted, whether inside or outside the Territory, of an indictable offence in relation to the promotion. formation or management of a body corporate, or an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more) within the period of 5 years immediately preceding his or her appointment as public officer, or is convicted of such an offence after taking office;
  - (vii) ceases to reside in the Territory; or
  - (viii) ceases to be a member of the Association.
- (d) A vacancy in the office of Public Officer shall be filled at the next meeting of the Finance and Administration Committee succeeding the date on which the vacancy occurred.

### **13. Finance and Administration Committee**

- (a) There shall be a Finance and Administration Committee of the Association.
- (b) The Finance and Administration Committee shall act upon and in accordance with decisions and directions from General Meetings of the Association, provided such directions and decisions are in accordance with the Objects and Powers of the Association.
- (c) The Finance and Administration Committee shall otherwise have responsibility and authority for the management of the affairs of the Association subject to the provisions of this Constitution to administer the After School Centre, After School Activities, Canteen, and Uniform Service functions of the Association as well as the financial reporting requirements of the Association if required.
- (d) The Finance and Administration Committee shall consist, at a minimum, of the following:
  - (i) the President;
  - (ii) the Vice-President;
  - (iii) the Secretary; plus
  - (iv) the Honorary Treasurer; or
  - (v) the Secretary-Treasurer where one person combines the two roles as provided in Section 12 below;

- (e) The Finance and Administration Committee shall have the discretionary power to co-opt, in an advisory capacity and for a specific purpose and specific period, any other members of the Association. Such co-opt arrangements will lapse at the next Annual General Meeting. Co-opted members have all rights of elected committee members except voting rights.
- (f) At the discretion of the Finance and Administration Committee, any of the Finance and Administration Committee positions may be shared between two people.
- (g) The Finance and Administration Committee may co-opt other members through the year, provided the total number of members does not exceed twelve (12) persons. A quorum of three Office Bearers is required for Finance and Administration Committee meetings. The Finance and Administration Committee shall meet at least once each term.
- (h) The Finance and Administration Committee can make any decisions as set out within the financial policy statement, without prior reference to the General meeting.
- (i) Subject to any direction by a General Meeting, and in accordance with the Annual Budget, the Finance and Administration Committee shall have authority to conduct the business of the canteen, after school care, after school activities and uniform shop, to employ full-time, part-time or casual staff for designated periods, to pay wages to staff and to pay any other operating or incidental costs necessarily incurred in operating these activities. Any staff employed shall be responsible to the Finance and Administration Committee under conditions laid down by that Committee or as determined at a General Meeting of the Association.
- (j) The Finance and Administration Committee shall ensure that all decisions regarding staff remuneration and conditions of service are appropriately recorded and kept confidential.
- (k) The Finance and Administration Committee shall maintain appropriate accounts on behalf of the Association at appropriate financial institutions, and employ an accountant/bookkeeper to:
  - (i) maintain appropriate books of account and financial records which provide a complete record of income and expenditure;
  - (ii) ensure all moneys belonging to the Committee are received and deposited promptly into the appropriate account;
  - (iii) pay accounts promptly for all expenses properly and necessarily incurred in canteen operations and related activities;

- (iv) ensure wages paid to canteen staff accord with the provisions of the relevant award and that other legal requirements and provisions relating to Tax Instalment Deductions, Long Service Leave, Superannuation etc as appropriate, are complied with;
  - (v) ensure that appropriate Insurance arrangements are set in place;
  - (vi) present to the General Meeting at least once per term a statement of income expenditure and other liabilities, and performance against budget estimates to date;
  - (vii) ensure that all the books and accounts are audited at the end of each financial year in accordance with Section 14 below;
  - (viii) frame financial and cash flow budgets for the following year and determine the appropriate amounts, after making prudent provision for the need and operations of the After School Care, After School Activities, Canteen and Uniform Shop, to help fund the school budget; and
  - (ix) present to the Annual General Meeting of the Association a complete set of audited accounts.
- (l) Any income derived from the business activities conducted by the Finance and Administration Committee is to be applied solely to the activities of the After School Care, After School Activities, Canteen and Uniform Shop or in support of the educational objectives of the school and not distributed, other than by way of authorised remuneration, among the members of the Finance and Administration Committee.

#### **14. Finances**

- (a) The Finance and Administration Committee shall, subject to the provisions of the Trustee Act 1957, open and maintain in the name of the Association, such accounts with such financial institutions as are approved by General or Finance and Administration Committee Meetings of the Association.
- (b) Wherever practicable, an appropriate rate of interest should be obtained on the balance of each such account.
- (c) Except as provided in (d) below, no expenditure shall be incurred without the standing or specific approval of the Finance and Administration Committee.
- (d) Where the person carrying out the duties of President, together with the Secretary and Honorary Treasurer or Secretary / Honorary Treasurer, consider that it is essential to incur particular expenditure before such a meeting can reasonably be arranged, they may do so. Such decisions must be recorded and ratified at the next appropriate meeting.

- (e) Moneys shall not be drawn from an account operated by the Finance and Administration Committee except when authorised by the Honorary Treasurer and another office bearer or other signatory as authorised by the Finance and Administration Committee;
- (f) Moneys shall not be drawn from an account operated by a subsidiary Committee or Sub Committee established in accordance with Part 5, except when authorised by two appropriately authorised members of the Finance and Administration Committee.
- (g) The Finance and Administration Committee may approve cash advances, or the equivalent of, to the extent it may decide it is required to carry out effectively the approved activities of the Association.
- (h) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association.
- (i) The Association shall not:
  - (i) appoint a member of the Finance and Administration Committee to any office in the Association to which there is payable any remuneration by way of salaries, fees or allowances; or
  - (ii) pay to any such person any remuneration or other benefit in money or money's worth (other than repayment of out-of-pocket expenses).
- (j) Nothing in the foregoing provisions prevents the payment in good faith to a servant or member of the Association of:
  - (i) remuneration in return for services actually rendered to the Association by the servant or member for goods supplied to the Association by the servant or member in the ordinary course of business;
  - (ii) interest at current bank overdraft rate on money lent; or
  - (iii) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.
- (k) True accounts shall be kept:
  - (i) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

- (ii) of the property, credits, liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by the Association for the time being those accounts shall be open to the inspection of the Members of the Association.

(l) Budget for the Forrest Children's Services will:

- (i) be presented at a General Meeting towards the end of the year;
- (ii) be itemised by function/sub-business;
- (iii) with discussion with Finance and Administration Committee, be amended as required;
- (iv) be approved at a Finance and Administration Committee meeting in time for implementation in the next year;
- (v) be reported on in full once a term; and
- (vi) allow the manager of those functions to operate without immediate reference to the Finance and Administration Committee, except by exception, such as when expenditure is outside the agreed budget.

(m) In the case of unauthorised or un-ratifiable expenditure those persons whom have incurred the expense are to make re-payments to the Forrest Parents' and Citizens' Association in a manner and over a period as determined by the Finance and Administration Committee.

#### **15. Financial Year**

The financial year of the Association is deemed as from 1 January to 31 December next.

#### **16. Insurances**

The Finance and Administration Committee, in accordance with directions given by an Annual General Meeting or General Meeting, shall determine appropriate insurance cover in relation to any or all aspects of the Association's activities or items where the Association is deemed to hold an insurable interest, and will negotiate an appropriate policy or policies in the name of the Association. The Finance and Administration Committee will ensure that the interests and requirements of all associated Committees and Sub-Committees are appropriately reflected in the scope of the Insurance arrangements entered into.

### **17. Property Register**

The Honorary Treasurer shall be responsible for the maintenance of a Property Register which will record relevant details, including financial details, of;

- (a) all items of equipment provided by the Association and donated to the School in which the Association retains at: insurable interest; and
- (b) all items of equipment directly owned by the Association and held in the name of the Association.

### **18. Auditor**

- (a) A suitably qualified person as required by the Associations Incorporation Act 1991 shall be appointed by the Annual General Meeting each year, as the Auditor of the Association, and that person shall carry out audits of the books and accounts of the Association as required by this Constitution, the Associations Incorporation Act and the Corporate Affairs Commission.
- (b) A person appointed as Auditor may be a member of the Association, but may not be an Office Bearer or a member of the Finance and Administration Committee or any other Committee or Sub Committee of the Association.
- (c) Where there is a vacancy in the office of the Auditor or where the Auditor is unable for any reason to perform the duties of Auditor, the Finance and Administration Committee shall as soon as possible appoint another suitably qualified person to act as Auditor.
- (d) The Auditor shall be paid such fees as are determined at a General Meeting of the Association.
- (e) The Auditor shall audit the financial vouchers and other relevant documents of the Association and take such other steps as are required in current accounting and auditing practice, and certify whether or not, in the Auditor's opinion, the financial statements are properly drawn up and present a fair and reasonable view of the Association's affairs and operations.
- (f) Full audited accounts shall be presented at the next Annual General Meeting following the end of the financial year, and it is the responsibility of the Honorary Treasurer to ensure that all books of account and associated record are completed and provided to the Auditor in sufficient time to enable this to be done.
- (g) These audit requirements include the financial operations and records of each and every associated Committee and Sub-Committee of the Association. For purposes of presentation to the Annual General Meeting, and lodgement with the Registrar of Incorporated Associations, the accounts of all Committee and Sub-Committee operations shall be consolidated.

### **19. Seal of the Association**

- (a) The Seal of the Association as required under the Associations Incorporation Act 1991 shall be in the form of a stamp, inscribed with the name of the Association encircling the words "Common Seal".
- (b) The Seal of the Association shall not be affixed to any instrument except by the authority of the Association at a General Meeting and the affixing thereof shall be attested by the signatures of two members of the Finance and Administration Committee; and that attestation shall be sufficient for all purposes that the Seal was affixed by authority of the Association.
- (c) The use of the Seal shall be recorded in the Minutes of the proceedings of the authorising Meeting.
- (d) The Seal shall remain in the custody of the Public Officer.

### **Part 3: Meetings**

#### **20. Annual General Meeting**

- (a) The Annual General Meeting is a General Meeting of the Association, and shall be held as early as practicable each year at such date, place and time as the Finance and Administration Committee determines.
- (b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is
  - (i) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (ii) to receive from the Finance and Administration Committee reports on the activities of the Association during the last financial year: and
  - (iii) to elect members of the committee, including office bearers; and
  - (iv) to receive and consider the statement of accounts and the reports that are required to be submitted under the Act, section 73 (1).

#### **21. General Meetings**

- (a) General Meetings of the Association shall be called by the Finance and Administration committee at least three (3) times in each year, including the Annual General Meeting, and a meeting to deal with forward financial planning in Term four (4).
- (b) a minimum of seven (7) days notice will be given of all General Meetings.
- (c) Such notice will be published generally to the members of the Association. by means of school bulletins, and will include the Agenda for the Meeting, and also notices of motions, where appropriate.



- (d) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item. Five (5) members shall constitute a quorum at all General Meetings.
- (e) Decisions will be by simple majority except as otherwise provided in this constitution.

## **22. Special General Meetings**

- (a) Special General Meetings shall be called at any time in response to:
  - (i) a request for such a meeting forwarded in writing to the Secretary, signed by not less than ten (10) members, specifying the purpose or purposes of such a meeting; or
  - (ii) a decision by the Finance and Administration Committee, or by the Office Bearer jointly where it is not possible to convene a meeting of the whole Committee, that a meeting is necessary.
- (b) A minimum of three (3) days notice will be given of such Special General Meetings.
- (c) Such notice will be published generally to the members of the Association by means of school bulletins, and will clearly set out the reasons and purpose or purposes of the Meeting. It will also include notices of motions, where appropriate.

## **23. Finance and Administration Committee Meetings**

- (a) The Finance and Administration Committee, or other Sub Committees meet separately from General Meetings of the Association at least once each term.
- (b) Meetings of any Sub Committee shall be open for attendance by any Committee member of the Association.
- (c) Notice of planned meetings will be advised generally to Committee Members for this purpose, by a notice circulated or posted to them. Minutes of previous meeting and other relevant papers will be available to Committee Members at least five (5) days before the date of the meeting.
- (d) No item of business shall be transacted at a Finance and Administration Committee Meeting unless a quorum of Committee Members entitled under these rules to vote, is present during the time when the meeting is considering that item, three (3) Committee Members shall constitute a quorum at all Finance and Administration Committee Meetings.
- (e) Decisions at Finance and Administration Committee Meetings shall be by simple majority unless otherwise provided in this Constitution.

- (f) All decisions required by the financial policy statement will be reported to the General Meeting for information.

#### **24. Conduct of Meetings**

- (a) The President, or in their absence the Vice-President, shall chair all Finance and Administration Committee and General Meetings. If none of these is available, the Meeting shall elect a Chairman from among those members present.
- (b) If at the expiry of half an hour after the time fixed for holding any General or Finance and Administration Committee meeting a quorum is not present, the meeting shall stand adjourned to an appropriate alternative date. The Secretary shall notify members of the time, place and date of the adjourned meeting.
- (c) If at the expiry of half an hour after the time fixed for holding such an adjourned meeting a quorum is not present, the meeting shall be dissolved;
- (d) The Chairman of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at such an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### **25. Quorum**

- (a) Five (5) members shall constitute a quorum at all General Meetings.
- (b) Three (3) Committee Members shall constitute a quorum at all Finance and Administration Committee Meetings.

#### **26. Standing Orders and Rules of Debate**

- (a) Meetings shall operate in accordance with the Standing Orders and Rules of Debate of the Association.
- (b) The Finance and Administration Committee of the Association at a meeting properly convened and constituted, may set, revise and amend Standing Orders and Rules of Debate consistent with this Constitution, prescribing matters which by the Constitution are required or permitted to be required, or which may be necessary or expedient for the conduct and management of the affairs of the Association.
- (c) The setting, revision or amendment of Standing Orders and Rules of Debate shall be advised generally to members as soon as practicable after having been made, and shall become effective as at the date of such advice.

## **27. Voting at Meetings and Other Decision Making**

- (a) Each member present at a General Meeting, and each Finance and Administration Committee Member present at a Finance and Administration Committee Meeting, is entitled to one vote on each motion put to the meeting.
- (b) Members of the Association are not entitled to vote by proxy at General or Finance and Administration Committee meetings, nor at meetings of other subsidiary committees established under this Constitution.
- (c) The Chairman presiding at any meeting has a deliberative vote, and also in the event of an equality of votes on any question, may exercise a second or casting vote.
- (d) Voting shall be by show of hands, but if one-third of members present so request, voting on any motion shall be conducted by secret ballot, in such manner as the person presiding may determine.
- (e) Unless a ballot is required, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Association, evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (f) Out-of-Session decisions need to:
  - (i) meet the same requirements as decisions made during in-person meetings that deal with matters of a similar nature;
  - (ii) be able to be supported by proof of a quorum; and
  - (iii) provide evidence of a majority vote.

## **Part 4: Vacancies and Elections for Office Bearers**

### **28 Vacation of Positions at Annual General Meeting**

At each Annual General Meeting of the Association, Office Bearers and ordinary Committee Members of the Finance and Administration Committee shall retire from office and their positions be declared vacant. Those retiring Office Bearers and Committee Members shall be eligible for re-election to their former or any other position on the Finance and Administration Committee, except as otherwise provided in this Constitution.

### **29. Election of Office Bearers at Annual General Meeting**

- (a) The members of the Association shall at the Annual General Meeting elect the Office Bearers as provided in Section 7.
- (b) The Principal or their deputy or nominee shall be the Returning Officer and shall conduct the election and declare the result.

- (c) Nominations of candidates for election as office bearers or committee members:
  - (i) shall be in writing signed by two members of the Association as Proposer and Secunder respectively with the written consent of the Candidate, and
  - (ii) shall be delivered to the Returning Officer at least seven (7) days before the date fixed for the holding of the Annual General Meeting, and
  - (iii) shall be received at the Annual General Meeting.
- (d) If insufficient nominations are received in terms of subsection (c) above to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be called for following the Annual General Meeting.
- (e) If the total number of nominations thus received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected at that Annual General Meeting.
- (f) if the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting;
- (g) The ballot shall be conducted in such usual and proper manner as the Committee and Returning Officer may direct.

### **30. Vacation of Office Bearers Subsequent to Annual General Meeting**

Office Bearer positions may become vacant if the office bearer or committee member:

- (i) is removed from office pursuant to Section 31 of this Constitution;
- (ii) resigns this office by writing under his or her hand addressed to the President or other Office Bearer of the Finance and Administration Committee;
- (iii) dies;
- (iv) becomes insolvent under administration within the meaning of the Corporations Law;
- (v) suffers from mental or physical incapacity;
- (vi) was convicted or released from imprisonment in respect of an offence referred to in subsection 63(1) of the Associations Incorporation Act 1991 (that is, has been convicted, whether inside or outside the Territory, of an indictable offence in relation to the promotion, formation or management of a body corporate. or an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more) within the period of 5 years immediately preceding his or her appointment as public officer, or is convicted of such an offence after taking office;
- (vii) fails, without leave granted by the Committee, to attend three (3) consecutive meetings of the Association; or
- (viii) ceases to be a member of the Association.

### **31. Removal of Office Bearers**

- (a) Any Office Bearer or other member of the Finance and Administration Committee may be removed from office by resolution, if carried by a two-thirds majority, at a properly convened and constituted General Meeting or Special General Meeting of which the prescribed notice has been given.
- (b) Grounds for such removal shall be one of the following:
  - (i) breach of fiduciary duty;
  - (ii) gross negligence in carrying out the duties of the position or a direction of a General or Finance and Administration Committee Meeting; and
  - (iii) other conduct or incident of sufficient gravity to indicate the person should not continue in their position.
- (c) Where the circumstances can reasonably be held to be of sufficient gravity to warrant such action, the Office Bearers, or the other Office Bearers where an Office Bearer is involved, may by their unanimous decision suspend that person from their position and reallocate their duties pending the outcome of the meeting provided for in subsection (a) above.
- (d) Where such proceedings are taken against an Office Bearer or Committee Member, that person shall be entitled to have copies of all relevant documents and other materials intended to be tabled at such a meeting. In relation to such proceedings, no later than five (5) days before the date fixed for that meeting, and be entitled to represent themselves before the meeting.
- (e) The provisions and procedures set out in this section shall also apply to officers and members of any and all subsidiary committees and sub-committees established pursuant to Part 5 of this Constitution.

### **32. Filling of Vacancies Arising Subsequent to Annual General Meeting**

- (a) Where a vacancy arises on the Finance and Administration Committee during the course of the year, the vacancy may be filled by the Finance and Administration Committee, either by further election from among the other members of the Committee, or from among the other members of the Association, provided this is confirmed by the next subsequent General Meeting of the Association,
- (b) Should that General Meeting fail to confirm the action taken, the position will be filled by an election held at that General Meeting.

## **Part 5: Subsidiary Committees and Sub-Committees**

### **33. Other Subsidiary Committees**

- (a) A General Meeting of the Association shall have the power to form any such additional subsidiary committees as may be considered necessary to achieve the purposes and objectives of the Association, and shall have power to delegate defined powers and responsibilities to such subsidiary committees in accordance with the provisions of this Constitution.
- (b) Any such Subsidiary Committee shall operate in accordance with the provisions of this Constitution and subject to the direction of the appropriate General Meeting of the Association.
- (c) Any such Subsidiary Committee shall operate in consultation with the Finance and Administration Committee.
- (d) The need for continuation of any such additional Committee will be reviewed at the next subsequent Annual General Meeting.

## **Part 6: Miscellaneous**

### **34. Alteration of the Constitution**

- (a) This Constitution may be amended by resolution passed by a three-quarters majority of members voting at a properly convened and constituted General Meeting of the Association.
- (b) Notice of the proposed amendment shall be included in the notice calling the General Meeting.

### **35. Dissolution of the Association**

- (a) The Association shall not be dissolved except by resolution passed by a three-quarters majority of members voting at a properly convened and constituted Special General Meeting called for that purpose.
- (b) There shall be no liability of members of the Association to contribute towards payment of the debts and liabilities of the Association, nor towards the costs, charges or expenses of winding up of the Association.
- (c) If upon the dissolution or winding up of the Association there remains, after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given in its entirety to the Forrest School.

### **36. Disclosure of Personal Interests of Committee Members and Office Bearers**

- (a) A Committee Member or Office Bearer who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the Finance and Administration Committee at which the contract or arrangement is first taken into consideration. If their interest then exists, or in other case, at the first meeting of the Committee after the acquisition of their interest.
- (b) If a member of the Finance and Administration Committee becomes interested in a contract or arrangement after it is made or entered into, he or she shall disclose their interest at the first meeting of the Finance and Administration Committee after he or she becomes interested.
- (c) No member of the Finance and Administration Committee shall vote as a member of a Committee or Sub-Committee in respect of any contract or arrangement in which they have interest and if he or she does so vote their vote will not be counted.
- (d) The requirements and obligations imposed by this section shall also fully apply to all members of other Committees and Sub-Committees established under the provisions of this Constitution.

### **37. Inspection by Members of Any Books or Documents of the Association**

- (a) Members of the Association shall have the right to inspect any books or documents of the Association and its Finance and Administration Committee and of any subsidiary committees established under the provisions of this Constitution, subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by the Association for the time being.
- (b) Should any member consider such inspection access is unreasonably being withheld, this member may make application in writing to the Finance and Administration Committee Secretary, who will ensure that appropriate access is granted to the member within twenty-one (21) days of the member's request being received.

### **38. Appeals**

- (a) Decisions associated with: unauthorised expenditure; un-ratified expenditure; or decisions resulting dismissal from Committee Positions are open to appeal.
- (b) Request for appeals must be lodged with the highest ranking Office Bearer not directly affected by the decision.
- (c) Appeals will be heard at the discretion of the Finance and Administration Committee with the exclusion of Office Bearers that are directly affected by the decision.
- (d) The Finance and Administration Committee, with the exclusion of Office Bearers that are directly affected by the decision, will form an Appeals Sub-Committee.

- (e) Appeals will be heard by the Appeals Sub-Committee.
- (f) Hearings of the Appeals Sub-Committee will be minuted and made available to Committee Members.
- (g) Rulings of the Appeals Sub-Committee are final.

Adopted at a General Meeting of the Association held on the 1<sup>st</sup> day of March 2017.