

# Kilvington Grammar School Parents' and Friends' Association

ABN: 14 379 979 107

An unincorporated Association

## Constitution

**MOORES *LEGAL***

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## **Part 1 – INTRODUCTION**

### **1. Preliminary**

- (a) The organisation regulated by this Constitution is Kilvington Parents and Friends Association (otherwise known as “Kilvington Grammar School Parents’ and Friends’ Association”) hereinafter referred to as “the Association”.
- (b) The Association is unincorporated.
- (c) This Constitution is intended to be binding on the Members and enforceable by courts in Victoria.

### **2. Definitions**

In this Constitution unless expressed or implied to the contrary:

“Annual General Meeting” means the General Meeting of the Association held in accordance with clause 19(b).

“Annual Subscription” means the fee for qualification as a Financial Member.

“Associate” means any grandparent, aunt or uncle of a Student.

“Committee” means the committee of management of the Association.

“Constitution” means this constitution, comprising the purposes and rules of the Association.

“Board” means the Board of Directors of the School.

“Financial Member” means a Member (be they Parent or Associate) who has paid the relevant Annual Subscription.

“General Meeting” means a general meeting of Members convened in accordance with this constitution.

“Member” means any Parent or Associate, and includes Financial Members.

“Office Bearers” means the President, Vice President, Secretary and Treasurer of the Association.

“Parent” means a parent, and includes a guardian, of a Student.

“Principal” means the Principal of the School.

“School” means Kilvington Grammar School.

“Special Majority” means a vote in favour of a resolution by at least three quarters of those Financial Members present at the meeting at which the resolution is put.

“Student” means a past or present student of the School.

### **3. Interpretation**

In this Constitution, a reference to:

- (a) the singular includes the plural; and
- (b) one gender includes the other gender.

### **4. Registered Address**

The registered address of the Association is Parents' and Friends' Association c/- Kilvington Grammar School, 2 Leila Rd Ormond 3204.

### **5. Financial Year**

The financial year of the Association is from 1 November to 31 October.

## **PART 2 – PURPOSES AND POWERS**

### **6. Purposes**

The purposes of the Association are:

- (a) to foster friend-raising and goodwill amongst Parents and friends of the Students;
- (b) to undertake projects that will benefit the whole School and the wellbeing, development and enjoyment of Students;
- (c) to encourage the participation of Parents in School activities; and
- (d) to liaise with the Board and other School organisations.

### **7. Powers**

- (a) The Association has power to do all things that help it to achieve the purposes in Rule 6, in accordance with this Constitution.
- (b) The Association will act within School policy guidelines and is accountable to the Board.
- (c) The Principal will represent the Association at Board Meetings.

### **8. Not for Profit**

The property and income of the Association must be applied exclusively to the promotion of its purposes and no portion will be paid or distributed directly or indirectly to any Members except for approved payment of expenses incurred on behalf of the Committee for Association activities.

## **PART 3 – MEMBERSHIP**

### **9. Eligibility and Membership**

- (a) Membership of the Association is open to:

- (i) Parents; and
  - (ii) Associates.
- (b) A Parent may become a Financial Member by paying the relevant Annual Subscription, which is incorporated in the consolidated levy charged by the School in accordance with the billing cycle of School fees.
  - (c) An Associate may become a Financial Member by paying the relevant Annual Subscription as arranged with the School.
  - (d) Only Financial Members may vote at a meeting of the Association. For the sake of clarity, a Member who is not a Financial Member may attend a meeting of the Association but is not entitled to vote.
  - (e) Only Financial Members who are Parents are eligible to become Office Bearers. For the sake of clarity, Associates are not eligible to become Office Bearers, even if they are Financial Members.
  - (f) A right, privilege or obligation of a person by reason of the Association:
    - (i) is not capable of being transferred to another person, and
    - (ii) terminates upon the cessation of membership for any reason.
  - (g) A Member may be expelled from the Association by resolution of the Committee if the Committee is of the opinion that the Member has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association or the School.

## **10. Annual Subscription**

- (a) The Office Bearers together with the Principal will fix the Annual Subscription each year.
- (b) Subscriptions are payable to the School in accordance with the billing cycle of school fees, and the School will remit the subscriptions collected in one annual payment to the Association at a time to be decided by the Association in consultation with the Principal.

## **11. Register of members**

The School will maintain, and the Secretary will have access to a register of current Financial Members.

## **12. Member access to documents**

- (a) A Member may request to inspect:
  - (i) this Constitution; and
  - (ii) subject to sub-rule (c) the minutes of Association meetings.

- (b) A Member may make a reasonable request for copies of the documents requested under sub-rule (a). The Association can charge a reasonable fee for providing copies.
- (c) Members cannot inspect or get copies of the minutes of Committee Meetings unless the Committee specifically consents.

## **PART 4 – COMMITTEE**

### **13. Powers**

- (a) The business of the Association shall be managed by the Committee.
- (b) Subject to this Constitution and any policies of the Board, the Committee has power to perform all acts and tasks that appear to it to be essential for the proper management of the Association.
- (c) The Committee is accountable to the Association and the Board in the performance of its duties.

### **14. Composition**

- (a) The Committee shall consist of the Office Bearers and the Principal.
- (b) Office Bearers shall be elected at the Annual General Meeting or at a General Meeting thereafter.
- (c) Each candidate for election or appointment as Office Bearer must be nominated in writing by another Member.
- (d)
  - (i) Subject to sub-rule (ii), nominations must be received by the Secretary prior to the commencement of the Annual General Meeting or General Meeting (as the case may be).
  - (ii) In the event that there are not enough nominations received to fill all the vacancies on the Committee, the Chair shall in his/her absolute discretion call for nominations from the floor at the Annual General Meeting or General Meeting (as the case may be).
- (e) Nominees must be present at the Annual General Meeting or General Meeting (as the case may be) or have indicated their intention to serve in writing to the meeting

### **15. Term of Office**

- (a) Office Bearers must retire at the next Annual General Meeting following their election, but are eligible for re-election.
- (b) An Office Bearer may be elected or appointed to the same office for more than one successive term.

## **16. Vacation of Office**

- (a) An Office Bearer may resign at any time by giving notice in writing to the Secretary.
- (b) A person ceases to be an Office Bearer if he or she:
  - (i) ceases to be a Financial Member;
  - (ii) fails to attend three consecutive General Meetings without a leave of absence granted by the Committee; or
  - (iii) is removed from office by a resolution carried by a Special Majority at a General Meeting, provided that the Committee has resolved that the Member has been guilty of conduct unbecoming a Committee Member or prejudicial to the interests of the Association or the School and that notice of intention to move such a resolution is included in the notice summoning the meeting at which the resolution is proposed. Notice of the meeting must be circulated to all Financial Members and the Office Bearer in question must be provided with a written copy of the claim made against him/her.
- (c) If a vacancy arises in the office of an Office Bearer the position may remain vacant until an election can be held at a General Meeting.

## **17. Duty to Act in Good Faith**

- (a) Committee Members must comply with their legal duties under Australian laws and ensure that the Association complies with its duties under Australian laws.
- (b) Committee Members must exercise their powers and discharge their duties:
  - (i) in good faith and in the best interests of the Association and the School, and
  - (ii) for a proper purpose.
- (c) Committee Members and former Committee Members must not make improper use of:
  - (i) their position, or
  - (ii) information acquired by virtue of holding their position -so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

## **PART 5 MEETINGS**

### **18. Committee Meetings**

- (a) The Committee must meet at least once a term and this meeting may be combined with a General Meeting.

- (b) Notice of each Committee Meeting must be given to each Committee Member no later than seven days before the date of the meeting.
- (c) No business may be conducted at the Committee Meeting unless a quorum is present.
- (d) The quorum for a Committee Meeting is the presence of a majority of the Committee Members.
- (e) If a quorum is not present within 30 minutes after the notified commencement time the meeting must be adjourned and rescheduled.
- (f) If the President and the Vice President are absent from a Committee Meeting, the Committee Members present shall, subject to clause 22(f)(iii), elect one of the other Committee Members to act as Chair of the meeting.
- (g) On any resolution arising at a Committee Meeting, each Committee Member present has one vote. A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion. Voting will be by a show of hands.
- (h) If there are an equal number of votes for and against a motion, the Chair will have an additional casting vote.

## **19. Annual General Meetings**

- (a) Meetings of the Members shall be called General Meetings.
- (b) The Annual General Meeting of the Association must be held during November each year to:
  - (i) receive the financial and other reports of the Association;
  - (ii) elect Committee Members; and
  - (iii) discuss any other matter relating to the affairs, functions or membership of the Association.

## **20. All General Meetings**

- (a) The Committee shall hold a minimum of four other scheduled General Meetings of the Association on such dates and at such places as it decides per year.
- (b) Subject to clauses 28(b) and 29(a), seven days' notice specifying the place, date, time and agenda, of a General Meeting must be given to all Financial Members and posted on the School's website.
- (c) If the President and the Vice President are absent from a General Meeting, the Members present shall, subject to clause 22(f)(iii), elect one of the other Members present to act as Chair of the meeting.
- (d) No item of business may be transacted at a General Meeting unless a quorum of Members is present during the time when the meeting is considering that item.

- (e) Six Financial Members personally present (at least two of whom are Office Bearers) constitute a quorum for the transaction of business at a General Meeting of the Association.

## **21. Special General Meetings**

- (a) The Secretary must call a Special General Meeting of the Association within fourteen days upon the request of a minimum of three Financial Members.
- (b) The Secretary must inform all Financial Members in writing of the time, date, place and reason(s) for the Special General Meeting.
- (c) At any Special General Meeting business must be confined to the reasons for which it was called.
- (d) Accurate minutes of any Special General Meeting must be taken by the Secretary and copies made available to all Members prior to the next General Meeting.

## **22. Voting**

- (a) Each Financial Member is entitled to cast one vote in respect of each proposal or resolution at any General Meeting of the Association.
- (b) Members must vote personally and no proxy votes are permitted.
- (c) Voting on a resolution is by a show of hands unless a majority of Financial Members present request a secret ballot.
- (d) All resolutions are decided by a majority of votes of Financial Members present subject to clauses 16(b)(iii), 28(c) and 29(a).
- (e) The Chair at any meeting is entitled to a casting vote where there is equality of voting.
- (f) The Principal:
  - (i) shall be an ex-officio member of the Association; and
  - (ii) is entitled to attend any Committee Meeting or General Meeting (including Special General Meeting) of the Association; and
  - (iii) if, but only if, deemed necessary by the Board, shall act as Chair of any such meeting.

## **PART 6 FINANCIAL MATTERS**

### **23. Management of Funds**

- (a) The assets and income of the Association must be applied solely towards promotion of its purposes.
- (b) The funds of the Association shall be derived from Annual Subscriptions, donations and other sources as the Committee determines including fundraising activities.



- (c) Net profits from Association activities will be allocated to projects that will benefit the School as decided by the Principal in consultation with the Association.
- (d) All expenditure over \$200 must be approved by a majority at a General Meeting prior to being incurred.
- (e) All fund raising activities must be agreed upon by a majority of the Committee, in consultation with the Principal before they can be commenced.
- (f) All requests for cheques, withdrawal slips, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Office Bearers.
- (g) All monies received by the Association shall be counted immediately by no fewer than two Committee Members, one of whom should be the Treasurer, where possible. Monies to be deposited into the Association's bank account as soon as possible.

## **24. Financial Records – Treasurer**

The Treasurer must:

- (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association.
- (b) Ensure all moneys received are paid into the bank account or School provided accounts of the Association within five working days after receipt.
- (c) Make any payments authorised by the Committee from the Association's funds.
- (d) Ensure disbursements are approved and signed by at least two Office Bearers.
- (e) Ensure that the Association's bank account is reconciled on a monthly basis.
- (f) Ensure that the financial records are kept in good order and up to date.
- (g) Present a financial summary and the Bank Reconciliation at each General Meeting, and an annual Financial Statement at the Annual General Meeting.
- (h) Ensure that at least one other Committee Member has access to the accounts and financial records of the Association at all times.

## **25. Reporting**

- (a) Copies of the following must be forwarded to the Board via the Principal within twenty-one days of the Annual General Meeting:
  - (i) Financial Statement;
  - (ii) Bank statements; and
  - (iii) Minutes of the Annual General Meeting.
- (b) Access to the financial records will be made available to the financial officers and auditors of the School if so requested by the Board.

## **PART 7 GENERAL MATTERS**

### **26. Duties of President and Vice President**

- (a) Subject to clause 22(f)(iii), The President or in the President's absence, the Vice President, must act as Chair at General Meetings and Committee Meetings.
- (b) The Chair of the meeting must facilitate full and balanced participation by Members present at meetings of the Association and decide upon the manner in which meetings are conducted and matters of order.

### **27. Duties of Secretary**

- (a) The Secretary must give notice of meetings in accordance with the provisions of this Constitution.
- (b) The Secretary must ensure that the minutes of meetings are recorded.
- (c) The Secretary is responsible for the maintenance and safekeeping of:
  - (i) official records of the business of the Association and a register of minutes of meetings; and
  - (ii) the constitution and providing copies as requested.

### **28. Alteration to the Constitution**

- (a) Every proposal for amendment of, or addition to, the Constitution must be approved by the Board.
- (b) A minimum of 21 days' notice of the proposed amendment(s) must be given to all Financial Members.
- (c) A Special Majority of Financial Members present and voting at a General Meeting of the Association is required for an alteration or addition to the Constitution to be effective.

### **29. Dissolution**

- (a) The Members may voluntarily dissolve the Association by passing a resolution by Special Majority at a General Meeting of which not less than twenty-one days' notice has been given. Such notice must be given to:
  - (i) Financial Members; and
  - (ii) the Board.
- (b) Upon cessation the books, records and property of the Association must be forwarded to the School.
- (c) The Committee must follow any directions issued by the School regarding application of any assets or property of the Association remaining upon dissolution.

*Date of Adoption: [insert date]*