

The Armidale School Parents and Friends Association Incorporated

CONSTITUTION

Guide to this Constitution

This is the Constitution of the association that is incorporated under the Associations Incorporation Act 2009 (NSW) ('Act') as The Armidale School Parents and Friends Association Incorporated (the 'P&F', association number 9878454). The Constitution will be recorded in the Register of Incorporated Associations.

This Constitution must, under the Act, address each of the matters referred to in Schedule 1 to the Act. Those matters are listed in the Table below, together with the reference to the applicable clause or clauses of this Constitution.

Section 25 of the Act (as amended on 1 September 2016) provides that if an association's constitution fails to address a matter referred to in Schedule 1, the provisions of the model constitution with respect to the matter are taken to be part of the association's constitution.

In some places this Constitution adopts (mainly by reproducing) the corresponding provision in the model constitution. These are not necessarily required provisions with respect to a matter referred to in Schedule 1 as mentioned above. The full provisions of the model constitution are prescribed by and located in the Regulation made under the Act, specifically as set out in Schedule 1 to the Regulation.

Also for brevity and to avoid overlap and inconsistency, this Constitution may refer to but won't necessarily repeat the provisions in the Act and the Regulation applicable to the governance, operations and conduct of the P&F, so reference should also be had to the Act and the Regulation.

This Constitution has been drafted using the model constitution as a basis for the style of drafting, with adaptations to suit the P&F and based on the old constitution of the P&F.

This Constitution also contains a statement of the association's Objects in clause 43(2). Those objects will also be recorded in the Register of Incorporated Associations.

The Table

Matter as referred to in Schedule 1 (as at 1 September 2016)	Reference
1 Membership qualifications - The qualifications (if any) for membership of the association.	Cl 2
2 Register of members - The register of the association's members.	Cl 7
3 Fees, subscriptions etc - The entrance fees, subscriptions and other amounts (if any) to be paid by the association's members.	Cl 8

4 Members' liabilities - The liability (if any) of the association's members 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.	CI 9
5 Disciplining of members - The procedure (if any) for the disciplining of the association's members and the mechanism (if any) for appeals by members in respect of disciplinary action taken against them.	CI 11 - 12
6 Internal disputes - The mechanism for the resolution of disputes between members (in their capacity as members) and between members and the association.	CI 10
7 Committee - The composition and functions of the Committee, including: (a) the election or appointment of the Committee members, and (b) the terms of office of the Committee members, and (b1) the maximum number of consecutive terms of office of any office-bearers on the Committee, and (c) the grounds on which, or reasons for which, the office of a Committee member is to become vacant, and (d) the filling of casual vacancies occurring on the Committee, and (e) the quorum and procedure at meetings of the Committee.	CI 13 - 24
8 Calling of general meetings - The intervals between general meetings of the association's members and the manner of calling general meetings.	CI 25 - 27
9 Notice of general meetings - The time within which, and the manner in which, notices of general meetings and notices of motion are to be given, published or circulated.	CI 28
10 Procedure at general meetings - The quorum and procedure at general meetings of the association's members, and whether members are entitled to vote by proxy at general meetings.	CI 29 - 37
11 Postal and electronic ballots - The kinds of resolution that may be voted on by means of a postal or electronic ballot.	CI 36
12 Sources of funds - The sources from which the funds of the association are to be or may be derived.	CI 39
13 Management of funds - The manner in which the funds of the association are to be managed and, in particular, the mode of drawing and signing cheques on behalf of the association.	CI 40
14 Custody of books etc - The custody of books, documents and securities of the association.	CI 44
15 Inspection of books etc - The inspection by the association's members of books and documents of the association.	CI 45
16 Financial year - The association's financial year.	CI 47
17 Winding up – The winding up of the association.	CI 42

This Guide does not form part of the association's Constitution, and section 10 of the Act does not apply to any changes to it.

Constitution

Part 1 Preliminary

1 Definitions

1) In this Constitution:

Casual Member means a Parent or Friend in relation to a past or present pupil in respect of whom a membership payment has been collected by the School on behalf of the P&F or otherwise paid, or such other Friend as the Committee agrees to treat as or deem to be a Casual Member.

Committee means the governing body of the P&F. Any reference to the 'Committee' (including in a provision in the model constitution or the Act) is a reference to the Committee.

Company means the Australian public company called The Armidale School (ACN 141 108 241) and being the registered proprietor of the School.

Friend means an interested person who endorses or supports the Objects of the P&F.

Member Register means the register of the association's members (including Voting Members) established and maintained under clause 7.

ordinary committee member means a member of the Committee who is not an office-bearer of the P&F.

P&F means the association registered under the Act with the name of 'The Armidale School Parents and Friends Association Incorporated' (number 9878454). Any reference to the 'association' (including in a provision in the model constitution) is a reference to the P&F.

Parent means a parent or step-parent or guardian or grandparent or foster parent of a past or present pupil of the School, or another person in a similar position of responsibility in relation to a present pupil of the School.

School means the non-government school situated in Armidale and known as The Armidale School.

secretary means:

- a) the person holding office under this Constitution as secretary of the P&F, or
- b) if no person holds that office—the public officer of the P&F.

special general meeting means a general meeting of the P&F other than an annual general meeting.

The Act means the Associations Incorporation Act 2009 (NSW).

The Regulation means the Associations Incorporation Regulation 2016 (NSW).

Voting Member means a Parent or Friend who has submitted a completed membership form to the Committee or its delegate in accordance with clause 3.

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.

- 3) 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 Membership

2 Membership generally

- 1) A person is eligible to be a member of the P&F as an association if:
 - a) the person is a natural person, and
 - b) the person has expressly or impliedly or apparently consented to become a member of the association in accordance with the definition of Casual Member, or the person seeks to become of Voting Member under clause 3, and
 - c) the person falls within one of the categories of membership set out in clause 2(2).
- 2) The categories of membership of the P&F are:
 - a) Casual Members; and
 - b) Voting Members.
- 3) Casual Members may be joint members (eg 2 parents of a pupil).
- 4) Voting Members cannot be joint members.

3 Application for membership (Voting Members)

- 1) An application by a person for membership of the P&F as a Voting Member:
 - a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - b) must be lodged (including by electronic means, if the Committee so determines) with the secretary of the P&F or another person collecting applications on behalf of the P&F.
- 2) As soon as practicable after receiving an application for membership as a Voting Member, the Committee must, unless it is evident from the application that the person is not eligible to become a Voting Member, enter or cause to be entered the Voting Member's name and other particulars in the Member Register in accordance with clause 7.
- 3) A Voting Member need not be a Casual Member prior to becoming a Voting Member.

4 Cessation of membership

A person ceases to be a member of the P&F as an association (in any category of membership) if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the P&F, or
- d) being a Casual Member, has not been a person in respect of whom there has been a pupil at the School for over 3 years,
- e) fails to pay the annual membership fee (if any) under clause 8(2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member (in any category of membership) of the P&F:

- a) is not capable of being transferred or transmitted to another person, and

- b) terminates on cessation of the person's membership.

6 Resignation of membership

- 1) A member of the P&F may resign from membership of the P&F (in any category of membership) by giving to the P&F or its agent written notice of such resignation of the member's intention or desire to resign and, on the expiration of any period of notice indicated (or otherwise immediately), the member ceases to be a member.
- 2) If a Voting Member of the P&F ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Committee must make or cause to be made an appropriate entry in the Member Register, recording (if known or readily ascertainable) the date on which the Voting Member ceased to be a member.

7 Register of members

- 1) The Committee of the P&F must establish and maintain a Member Register for the P&F (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Voting Member of the P&F together with the date (if known or readily ascertainable) on which the person became a Voting Member.
- 2) The Member Register must be kept in New South Wales:
 - a) at the main premises of the P&F, or
 - b) if the P&F has no premises, at the P&F's official address.
- 3) The Member Register may include the names of Casual Members, although details maintained regarding Casual Members have no evidential value.
- 4) The Member Register must be open for inspection, free of charge, by any member of the P&F at any reasonable hour.
- 5) A member of the P&F may obtain a copy of any part of the Member Register on payment of a fee of not more than \$1 for each page copied.
- 6) A member must not use information about a person obtained from the Member Register to contact or send material to that 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 P&F or other material relating to the P&F, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7) If the Member Register is kept in electronic form:
 - a) it must be convertible into hard copy, and
 - b) the requirements in subclauses (2) and (4) apply as if a reference to the Member Register is a reference to a current hard copy of the Member Register.
- 8) The Committee must audit the Member Register at least once in every 3 years.

8 Fees and subscriptions

- 1) A member of the P&F must, on admission to membership, pay to the P&F a fee of \$1 or, if some other amount is determined by the Committee in conjunction with the School, that other amount. The School is authorised to collect these membership payments from any person or persons, having regard to the definition of 'Casual Member', and in accordance with such procedures as the School and the Committee may agree from time to time, including before a person becomes a member in any category.
- 2) In addition to any amount payable by the member under subclause (1), a Voting Member of the P&F must pay to the P&F an annual membership fee of nil or, if some other amount (not exceeding \$50) is determined by the Committee, that other amount:
 - a) except as provided by paragraph (b), before the first day of the financial year of the P&F in each calendar year, or

- b) if the member becomes a member on or after the first day of the financial year of the P&F in any calendar year – on becoming a member and before the first day of the financial year of the P&F in each succeeding calendar year.

9 Members' liabilities

The liability of a member of the P&F to contribute towards the payment of the debts and liabilities of the P&F or the costs, charges and expenses of the winding up of the P&F is limited to the amount, if any, unpaid by the member in respect of membership of the P&F as required by clause 8.

10 Resolution of disputes

- 1) A dispute between a member and another member (in their capacity as members) of the P&F, or a dispute between a member or members and the P&F as an association, are to be referred to a Disputes Committee comprising the Headmaster of the School, the president of the P&F, and the chair of the Company's board to attempt to resolve or moderate the dispute with all parties acting in good faith.

11 Disciplining of members

- 1) A complaint may be made to the Committee by any person that a member of the P&F:
 - 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 P&F.
- 2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 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.
- 4) The Committee may, by resolution, expel the member from the P&F or suspend the member from membership of the P&F 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.
- 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 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 P&F confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- 1) A Voting Member may appeal to the P&F in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect. Casual Members have no right to appeal.
- 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) 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 P&F to be held within 90 days after the date on which the secretary received the notice.
- 4) At a general meeting of the P&F 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 Voting Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by Voting Members of the P&F.

Part 3 The Committee

13 Powers and duties of the Committee

Subject to the Act, the Regulation, this Constitution and any resolution passed by the P&F in general meeting, the Committee:

- a) is to control and manage the affairs of the P&F, and
- b) may exercise all the functions that may be exercised by the P&F as an association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the P&F as an association, and
- c) may make by-laws (available for reading by all Voting Members) that are not inconsistent with this Constitution, for the following matters:
 - a. Life memberships;
 - b. The control and management of the affairs of the P&F between Committee meetings by an executive comprising some or all of the office-bearers (who may or may not be constituted as a sub-committee under clause 23);
 - c. Year representatives (ie liaison parents);
 - d. Outsourcing to the School and its employees;
 - e. Any other matter conducive to the management of the affairs of the P&F; and
- d) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the P&F, and it must also cause the P&F's financial statements for the previous financial year to be submitted to the annual general meeting referred to in clauses 25 and 26.

14 Composition and membership of Committee

- 1) The Committee is to consist of:
 - a) the office-bearers of the P&F, and
 - b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the P&F under clause 15.
- 2) The total number of Committee members is to be not less than 7 and (unless otherwise determined by the Committee) not more than 20.
- 3) The office-bearers of the P&F are as follows:
 - a) the president,
 - b) the vice-president,
 - c) the treasurer,
 - d) the secretary.
- 4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).

- 5) There is no maximum number of consecutive terms for which a Committee member may hold office, except that a person cannot hold the office of president for more than 4 years from the time of first taking that office (but may take that office again after a 1 year period has elapsed).
- 6) Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the annual general meeting next following the date of the Committee member's election, and is eligible for re-election.
- 7) The Committee must appoint a public officer as required by section 34 of the Act, although the position of public officer may, but need not be, held by a Committee member.
- 8) Each member of the Committee must provide the secretary and the public officer of the P&F with all particulars in relation to that member (including name, date of birth and residential address) as will enable the register of Committee members to be kept in accordance with section 29 of the Act and the Regulation. Extra particulars may be required for office-bearers.

15 Election of Committee members

- 1) Nominations of candidates for election as office-bearers of the P&F or as ordinary committee members:
 - a) must be made with the consent (in writing or otherwise) of the nominee, and
 - b) must be made not more than 60 days prior to the date fixed for the holding of the annual general meeting at which the election is to take place (nominations may be received at the annual general meeting).
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated by the start of the meeting will be taken to be elected and further nominations may be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 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.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 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 any usual and proper manner that the Committee directs.
- 7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the P&F must be a Voting Member of the P&F (applications for Voting Membership may be made concurrently with candidate nominations).
- 8) Ordinary committee members may be designated with titles (other than office-bearers) as the Committee may determine (eg assistant secretary or assistant treasurer).

16 Secretary

- 1) The secretary of the P&F must, as soon as practicable after being appointed as secretary, lodge notice with the P&F of his or her address.
- 2) It is the duty of the secretary to keep minutes (whether 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 of the P&F, and
 - c) all proceedings at Committee meetings and general meetings of the P&F.
- 3) The P&F as an association is required to keep accounts and minutes of proceedings as required by section 50 of the Act and the Regulation, and the Committee shall support both the secretary and the treasurer of the P&F in this regard.
- 4) The P&F may obtain the assistance of School employees to support the secretary.

17 Treasurer

It is the duty of the treasurer of the P&F to ensure:

- a) that all money due to the P&F is collected and received and that all payments authorised by the P&F are made, and
- b) that correct books and accounts are kept showing the financial affairs of the P&F, including full details of all receipts and expenditure connected with the activities of the P&F, and that lodgements are made in accordance with the Act of summaries of the P&F's financial affairs for the previous financial year,
provided that in respect of a) and b) the P&F may obtain the assistance of School employees to support the treasurer and the School may act as agent for the P&F.

18 Casual vacancies

- 1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Voting Member of the P&F to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 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 P&F, or
 - c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under clause 19, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Committee from 5 consecutive meetings of the Committee, or
 - h) 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
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19 Removal of Committee members

- 1) The P&F in general meeting may by resolution remove any member of the Committee from the office of Committee 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 Committee member so removed.
- 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 P&F, the secretary or the president may, if the cost of doing so is reasonable, send a copy of the representations to each Voting Member of the P&F or, if the representations are not so sent, the member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

20 Committee meetings and quorum

- 1) The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine. Such meetings may be referred to as "P&F meetings". The Headmaster of the School is to be invited to all Committee meetings.
- 2) Additional meetings or special meetings of the Committee may be convened by the president or by any member of the Committee.
- 3) Oral or written notice of a special meeting of the Committee must be given by the secretary or president to each member of the Committee at least 48 hours (or any other period that may be

unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- 4) Notice of a special 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.
- 5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 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.
- 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.
- 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, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
- 9) Unless the Committee determines otherwise, all Committee meetings are to be open to all members of the P&F (and all TAS parents), provided that unless the person presiding over the meeting determines otherwise, only Committee members may vote.
- 10) All Committee members must observe the disclosure of interests requirements set out in section 31 of the Act.

21 Appointment of association members as Committee members to constitute quorum

- 1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of Voting Members of the P&F as Committee members to enable the quorum to be constituted.
- 2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- 3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at Committee meetings

- 1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members and other interested persons a reasonable opportunity to participate.
- 2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Committee to sub-committee

- 1) The Committee may, by formal resolution, delegate to one or more sub-committees (consisting of the member or members of the P&F that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the delegation, 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.
- 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.

- 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, that may be specified in the delegation.
- 4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 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.
- 6) The Committee may, by resolution, revoke wholly or in part any delegation under this clause.
- 7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- 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.
- 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.
- 3) Subject to clause 20(5), the Committee may act despite any vacancy on the Committee.
- 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.
- 5) Voting by attendees who are not Committee members is not permitted, other than as may be permitted under clause 20(9).

Part 4 General meetings

25 Annual general meetings—holding of

- 1) The P&F as an association must hold its annual general meetings:
 - a) within 6 months after the close of the P&F's financial year, or
 - b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

26 Annual general meetings—calling of and business at

- 1) The annual general meeting of the P&F is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
- 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 P&F during the last preceding financial year,
 - c) to elect office-bearers of the P&F and ordinary committee members,
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings—calling of

- 1) The Committee may, whenever it thinks fit, convene a special general meeting of the P&F.

- 2) The Committee must, on the requisition of at least 15 Voting Members, convene a special general meeting of the P&F.
- 3) A requisition of Voting Members for a special general meeting:
 - a) must be in writing, and
 - b) must state the purpose or purposes of the meeting, and
 - c) must be signed by the Voting Members making the requisition, and
 - d) must be lodged with the secretary, and
 - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Committee fails to convene a special general meeting to be held within 6 weeks after the date on which a requisition of Voting 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) A special general meeting convened by a member or members of the P&F 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.
- 6) For the purposes of subclause (3):
 - a) a requisition may be in electronic form, and
 - b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the P&F, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, publish a notice to the School community specifying the place, date and time of the meeting and, if considered necessary, the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the P&F, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be published to the School community specifying, in addition to the matters required under subclause (1), the intention to propose the resolution as a special resolution of Voting Members.
- 3) Except as determined otherwise by the Committee, 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 26(2).
- 4) A Voting Member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must, unless otherwise determined by the Committee, include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 5) The Headmaster of the School is to be invited to all general meetings of the P&F.

29 Quorum for general meetings

- 1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote (ie Voting Members) is present during the time the meeting is considering that item.
- 2) Eight Voting 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. Applications for Voting Membership may be received prior to or during a general meeting.
- 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.
- 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 Voting Members present (being at least 3) are to constitute a quorum.

30 Presiding member

- 1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the P&F as an association.
- 2) If the president and the vice-president are absent or unwilling to act, the Voting Members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Voting 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.
- 2) If a general meeting is adjourned for 14 days or more, the secretary must publish notice of the adjourned meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 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.

32 Making of decisions

- 1) Subject to the Act, a question arising at a general meeting of the P&F is to be determined by either:
 - a) a show of hands of Voting Members or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - b) if on the motion of the chairperson or if 5 or more Voting Members present at the meeting decide that the question should be determined by a written ballot—a written ballot of Voting Members.
- 2) If the question is to be determined by a show of hands of Voting Members, 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 P&F, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 3) Subclause (2) applies to a method determined by the Committee under subclause (1)(a) in the same way as it applies to a show of hands.
- 4) If the question is to be determined by a written ballot of Voting Members, the ballot is to be conducted in accordance with the directions of the chairperson.
- 5) Ordinary resolutions may be passed by the P&F only in accordance with section 38 of the Act.

33 Special resolutions

A special resolution may only be passed by the P&F as an association in accordance with section 39 of the Act.

34 Voting

- 1) On any question arising at a general meeting of the P&F a Voting Member has one vote only. Casual Members are not permitted to vote and any votes cast are to be disregarded.

- 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.
- 3) A member is not entitled to vote at any general meeting of the P&F unless all money due and payable by the member to the P&F has been paid.
- 4) A member is not entitled to vote at any general meeting of the P&F if the member is under 18 years of age.
- 5) The chairperson must, at the start of each general meeting advise those present that voting rights are only available to Voting Members.

35 Proxy votes not permitted

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

36 Postal or electronic ballots

- 1) The P&F may hold a postal or electronic ballot (as the Committee determines) of Voting Members to determine any issue or proposal (other than an appeal under clause 12).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- 1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the P&F's members a reasonable opportunity to participate.
- 2) A member of the P&F who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting as a Voting Member, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The P&F may effect and maintain insurance and may have the School arrange and pay for insurance on its behalf.

39 Funds—source

- 1) The funds of the P&F are to be derived from entrance fees and annual subscriptions of members, donations, fundraising events, and any other sources that the Committee determines.
- 2) All money received directly by the P&F must be deposited as soon as practicable and without deduction to the credit of the P&F's bank or other authorised deposit-taking institution account.
- 3) The P&F must, as soon as practicable after receiving any money, issue or cause to be issued an appropriate receipt.
- 4) The School may act as the agent of the P&F in receiving money for the account of the P&F.

40 Funds—management

- 1) Subject to any resolution passed by the P&F in general meeting and the approval mentioned in clause 43(2)(c), the funds of the P&F are to be used solely in pursuance of the Objects of the P&F referred to in clause 43 in the manner that the Committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories as mentioned in clause 48. The Committee may set similar rules for authorisation of transactions to be conducted by online banking.

41 Association is non-profit

Subject to the Act and the Regulation, the P&F must apply its funds and assets solely in pursuance of the Objects of the P&F referred to in clause 43, and must not conduct its affairs so as to provide pecuniary gain for its members (or any of them) having regard to any definition of that expression in the Act.

42 Distribution of property on winding up of association

- 1) Subject to the Act and the Regulation, in a winding up of the P&F, any surplus property of the P&F is to be distributed in accordance with a special resolution of the P&F. Subject to the foregoing, such distribution shall be to any or all of the School, the Old Armidaliens' Union Inc., or The Armidale School Foundation Ltd.
- 2) In this clause, a reference to the surplus property of the P&F is a reference to that property of the P&F remaining after satisfaction of the debts and liabilities of the P&F and the costs, charges and expenses of the winding up of the P&F.

43 Change of name, objects and Constitution

- 1) An application for registration of a change in the P&F'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.
- 2) The Objects of the P&F are:
 - a) to maintain and foster the goodwill and interest of Parents and Friends of the School in the School.
 - b) to encourage and conduct amongst and through Parents and Friends of the School, activities contributing to the wellbeing of the School.
 - c) to support and assist the School in a material, practical and financial manner provided that all activities of the P&F shall have the approval of the Headmaster and, if he deems it necessary, the board of the Company.

44 Custody of books etc

Except as otherwise provided by this Constitution, all records, books and other documents relating to the P&F must be kept in New South Wales:

- (a) at the main premises of the P&F, in the custody of the public officer or a member of the P&F (as the Committee determines), or
- (b) if the P&F has no premises, at the P&F's official address, in the custody of the public officer.

45 Inspection of books etc

- 1) The following documents must be open to inspection, free of charge, by a Voting Member of the P&F at any reasonable hour:
 - a) records, books and other financial documents of the P&F,
 - b) this Constitution,
 - c) minutes of all Committee meetings and general meetings of the P&F.
- 2) A Voting Member of the P&F 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.
- 3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the P&F to inspect or obtain a copy of records of the P&F that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the P&F or the School.

46 Service of notices

- 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.
- 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.

47 Financial year

The financial year of the P&F is each period of 12 months after the expiration of the previous financial year of the P&F, commencing on 1 January and ending on the following 31 December.

48 Execution of documents

The P&F as an association may execute a document in any manner specified in section 22 of the Act, and the Committee may appoint authorised signatories (in addition to the public officer) in accordance with section 36 of the Act.

49 Official address

- 1) The Committee may determine the P&F's official address for the purposes of the Act.
- 2) The official address so determined enables service of documents on the P&F in accordance with section 101 of the Act and must be an address within New South Wales at which the public officer of the P&F (as referred to in clause 14(7)) can generally be found.
- 3) The official address need not be the same as the main (or any) premises of the P&F but must enable compliance with clauses 7(2), 44 and 45, and compliance with section 29 of the Act as regards the register of Committee members (as referred to in clause 14(8)).

50 Appointment of Company members

- 1) Clause 6 of the Company's constitution provides for the appointment, by the P&F, of 6 members or former members of the P&F to membership of the Company (Category P Members) for a period of 6 years.
- 2) The Committee shall appoint the six Company members referred to in 1). The Committee will determine the appointment (and re-appointment) procedure of the Company members, taking into account the provisions of the Company constitution. The Committee may also call for nominations from members or former members of the P&F, either at a general meeting or otherwise. Nominations shall be seconded by a member of the P&F.
- 3) The Committee may appoint a Company member to fill a casual vacancy.
- 4) A sub-committee may be appointed to assist in identifying suitable candidates for appointment by the Committee as Company members under 1). That sub-committee (or the Committee) shall consult with the Headmaster of the School in this regard.
- 5) The provisions of clause 8.1 of the constitution of the Company deals with the cessation of a Company member's membership through retirement, removal, resignation or otherwise. The Committee may, if in its opinion it is appropriate to do so, request that a Company member resign their membership of the Company.
- 6) Any member or former member of the P&F who is able to attend regularly the meetings of the members of the Company shall be eligible for appointment as a Company member under 1). A

Category P Member so appointed is to conduct themselves as a representative of the P&F, taking into account clause 46.3 of the constitution of the Company which provides that Company Members have a responsibility and a right to inform their appointing entity or body as to the financial and operational performance of the School.
