

CONSTITUTION, OBJECTS AND RULES OF THE MONTE SANT’ ANGELO MERCY COLLEGE PARENTS’ AND FRIENDS’ ASSOCIATION

NAME

The name of the Association is the Monte Sant’ Angelo Mercy College Parents’ and Friends’ Association Incorporated (the Association).

PREAMBLE:

Monte Sant’ Angelo Mercy College Limited was incorporated in 1995 as an Australian Public Company limited by Guarantee.

The management of the College is entrusted to the Board of the Company by the owners of the College, the Congregation of the Sisters of Mercy North Sydney, subject to the Memorandum and Articles of Association provided by the Congregation. Under the governance model provided to the Board by the Congregation, the responsibility for the day-to-day management is delegated by the Board to the Principal and the College Executive. Under the governance model followed by the College, the Principal carries the delegated accountability for the relationship with the Association.

The Board recognises the important role played by the Association in assisting the Board to fulfil the charter given to it by the Sisters of Mercy is to provide the best educational opportunities to young women in a Christian environment and in a Catholic and Mercy tradition.

OBJECTS:

The objects of the Association are:

- 1 To assist in building friendships within the body of parents and friends of the College thereby increasing the sense of community within the College.
- 2 To represent the community of parents and friends of students of the Monte Sant’ Angelo Mercy College in matters relating to the College.
- 3 To act informally as a forum through which parents’ views can be presented to the College administration.
- 4 To promote the cause of education in the Mercy tradition by assisting in bringing together parents, friends and teaching staff of the College in co-operation relating to the educational and social needs of the College , staff and students.
- 5 To work co-operatively with the Principal in her work in connection with the College.
- 6 To assist the College with respect to the funding of expenditure given to those items that will have an immediate impact on the girls currently at the College.

Part 1 - Preliminary:

Definitions

In this Constitution:

“College” means the Catholic college for girls conducted by Monte Sant’ Angelo Mercy College Limited ABN 68 071 488241 and known as Monte Sant’ Angelo Mercy College in the State of New South Wales.

“Board” means the board of directors of Monte Sant’ Angelo Mercy College Limited.

“special general meeting” means a meeting other than the annual general meeting or a general meeting.

“the Act” means the *Associations Incorporations Act 2009*.

“The Regulation” means the Associations Incorporation Regulation 2010.

“Executive” means the Executive Committee elected by the Association and the immediate Past President subject to Clause (7).

“Public officer” shall be the Secretary of the Association.

“Delegates” are those people who represent the Association to outside bodies.

Part 2 – Membership:

Membership generally

- 1 Membership of the association shall be open to the following:
 - (a) (i) All parents or legal guardians of a student who is attending or has attended the College.
 - (ii) Any person who has been approved for membership of the Association by the Executive Committee of the Association.
- (b) The Principal of the College shall be an ex-officio member of the Association.

Cessation of Membership

- 2 A person ceases to be a member of the Association if the person:
 - (a) dies;
 - (b) resigns;
 - (c) ceases to pay subscriptions without the leave of the Executive Committee;
 - (d) is expelled from the Association.

Annual subscription

- 3 (a) A member of the Association shall pay to the Association such amount as is determined by the Executive committee from time to time as being the annual subscription.
 - (a) Where a membership fee has been paid on a family basis, each parent will be regarded as a separate member of the Association without a requirement to pay further fees.

Liability of Members

- 4 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 3.

Register of Members

- 5.1 (a) The public officer of the Association must establish and maintain a register of the Executive Committee of the Association specifying the name and postal or residential address of each person who is a member of the Executive Committee, together with the date on which the person became a member of the Executive Committee and the position they held.
 - (b) The public officer of the Association must establish and maintain a register of the Members of the Association specifying the name and postal or residential address of each person who is a member of the Association, together with the date on which the person became a member of the Association.
- 5.2 The register of members of the Association and of the Executive Committee must be kept in New South Wales at the main premises of the Association or, if the Association has no premises, the Association’s official address.
- 5.3 The register of members of the Association and Executive Committee must be open free of charge by any member of the Association at any reasonable hour.
- 5.4 If a member of the Association or Executive Committee requests that any information contained on the register about the member (other than a member’s name) not be available for inspection, that information must not be made available for inspection. The register must note the date of entry of the person in the relevant register and that the details are excluded by

- 5.5 A member of the Association must not use information about that person obtained from the 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 Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or Regulation.
- 5.6 A member who obtains details from the Register of Members or Register of Members of the Executive Committee may not provide that information to any other person who is not also a member of the Association.

Part 3 - The Executive Committee

Powers of the Committee

- 6 Subject to the Act, the Regulation and this Constitution and any regulation passed in general meeting, the Executive Committee:
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all functions which may be exercised by the Association other than those functions that are required by this constitution to be exercised by a general meeting of the members of the Association;
 - (c) has the power to perform all such acts as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association; and
 - (d) If a general meeting appoints more than one person as a co-holder of a position, each person will be regarded as a separate member of the Executive Committee and will hold all rights of a member in the Executive Committee in their own right.
 - (e) shall consist of the elected officers, representative officers and members referred to in clause 7 of this constitution.

7 Composition and membership of the Executive Committee:

- (a) The Executive Committee is to consist of the office bearers of the Association, four ordinary Executive Committee members and two elected delegates to outside bodies, along with the Principal who will be an ex-officio member of the Committee.
 - (b) The office bearers of the Association shall be the President, the Vice President, the Treasurer, the Assistant Treasurer, the Secretary, the Assistant Secretary, the Social Convenor and Class Parent Coordinator.
 - (ba) The role of any of the office bearers may be held by more than one person is so appointed by a general meeting.
 - (c) The immediate Past President(s) shall be a member of the Executive Committee and will occupy the non-elected position of Immediate Past President. Should the immediate Past President be unable to fulfil this role it will be left vacant.
 - (d) An ex-officio member shall not be entitled to vote on Executive Committee proposals.
- 8 Each member of the Executive Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the election of the Executive Committee, but is, with the exception of the President and Immediate Past President, eligible for re-election. The President (or joint President) may seek re-election for a further one (1) year term (maximum of a total of two (2) years' presidency).
- 9 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy, and the member shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of the appointment.

Election of members to the Executive Committee:

- 10.1 Nominations of candidates as office-bearers of the Association or as ordinary Executive Committee members or as a delegate to outside bodies:

- (a) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 10.2 If the number of nominations received for a position equals the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 10.3 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 10.4 The ballot for the office-bearers and ordinary members of the Executive Committee shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- 10.5 A person who is not a member of the Association shall not be eligible for election as an office-bearer of the Association or as a member of the Executive Committee member.
- 10.6 If insufficient nominations are received to fill any of the vacancies on the Executive Committee, further nominations can be received at the annual general meeting.
- 10.7 If insufficient nominations are received to fill any of the vacancies by the conclusion of the annual general meeting, any vacant positions remaining on the Executive Committee shall be deemed to be casual vacancies.

Secretary

- 11.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of her or his address.
- 11.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Executive Committee;
 - (b) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting; and
 - (c) all proceedings at Executive Committee meetings and general meetings.
- 11.3 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting, or by the Chairperson of the next succeeding meeting.

Treasurer

- 12 It is the duty of the Treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that correct books and accounts be kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of this Association.

Casual Vacancies

- 13 A casual vacancy in the office of a member of the Executive Committee occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporation Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held within a period of six months, or

- (f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty or conviction is imprisonment for not less than three (3) months, or
- (g) 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.
- (h) The person is or becomes a prohibited person under the Child Protection (Offenders Registration) Act 2000.

Meetings and Quorum

- 14.1 The Executive Committee shall meet at least once during each school term at such place and time as the Executive Committee may determine.
- 14.2 Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.
- 14.3 Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 14.4 Any six (6) members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 14.5 No business shall be transacted by the Executive 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- 14.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall be dissolved.
- 14.7 At a meeting of the Executive Committee:
 - (a) the President or, in the President's absence, the Vice President shall preside; or
 - (b) if the President and the Vice President are absent or unwilling to act, one of the remaining members of the Executive Committee may be chosen by the members present to preside.

Delegation from Executive Committee to sub-Committee

- 15.1 The Executive Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such functions of the Executive Committee as are specified in the instrument other than:
 - (a) this power of delegation; or
 - (b) a function which is a duty imposed on the Executive Committee by the Act or by an other law.
- 15.2 A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 15.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function or as to time or circumstances as may be specified in the instrument of delegation.
- 15.4 Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
- 15.5 Any act or thing done or suffered by a subcommittee 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 Executive Committee.
- 15.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

15.7 A subcommittee may meet and adjourn as it thinks proper.

Voting and decisions

16.1 Questions arising at a meeting of the Executive Committee or any subcommittee appointed by the Executive Committee shall be determined by a majority of the votes of members of the Executive Committee or subcommittee present at the meeting.

- (a) Each member present at a meeting of the Executive Committee or any subcommittee appointed by the Executive 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 chairing the meeting may exercise a second or casting vote.
- (b) Subject to rule 14(4), the Executive Committee may act despite any vacancy on the Executive Committee.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a subcommittee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or subcommittee.

Part 4 - General Meetings

17 A general meeting shall be held at least once every school term. Any member of the Association is entitled to attend such general meeting.

Annual General Meetings – holding of

18.1 The Association must, at least once in each calendar year and within the period of three (3) months after the expiration of each financial year of the Association convene an annual general meeting of its members.

18.2 Clause 18.1 has effect subject to any extension or permission granted under the Act.

Annual General Meeting – calling of

19.1 The Annual General Meeting of the Association shall, subject to the Act and Clause 18 be convened on such date and at such place and time as the Executive Committee thinks fit.

19.2 In addition to any other business which may be transacted at an annual general meeting of the business of an annual general meeting shall be:

- (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 members of the Executive Committee reports upon the activities of the Association during the last preceding financial year;
- (c) to receive a report from the Treasurer on the financial position of the Association during the last financial year;
- (d) to elect the office-bearers of the Association, delegates to outside bodies and ordinary members of the Executive Committee; and
- (e) to receive and consider the statement which is required to be submitted to members under the Act.

19.3 An Annual General Meeting shall be specified as such in the notice convening it.

Special General Meetings – calling of

20.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.

20.2 The Executive Committee must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the Association.

20.3 A requisition of members for a special general meeting:

- (a) must state the purpose of the meeting;

- (b) must be signed by the members making the requisition ;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 20.4 If the Executive Committee fails to convene a special meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 20.5 A special general meeting convened by a member or members as referred to in subclause 20.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the.
- 20.6 Executive Committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

General Meetings - notice

- 21.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice in the College newsletter (or similar publication) specify the place, date and time of the meeting and the business proposed to be transacted at the meeting.
- 21.2 Where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Association the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, by notice in the College newsletter (or similar publication) specify in addition to the matter required under subclause 21.1 the intention to propose the resolution as a special resolution.

Procedure

- 22.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 22.2 Twelve (12) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 22.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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.

Presiding Member

- 23.1 The President or, in the President's absence, the Vice President shall preside as chairperson at each general meeting of the Association.
- 23.2 If the President and the Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

- 24.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 24.2 Except as provided in subclause 24.1 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.

Making of decisions

- 25.1 A question arising at a general meeting of the Association shall be determined on a show of hands, or a secret written ballot if requested by no fewer than three (3) members present.
- 25.2 A declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 25.3 If the question is to be determined by a secret written ballot the ballot is to be conducted in accordance with the directions of the chairperson.

Special resolutions

- 26 A resolution of the Association may only be passed by the Association in accordance with Section 39 of the Act.

Voting

- 27.1 Upon any question arising at a general meeting of the Association a member has one (1) vote only.
- 27.2 All votes shall be given personally.
- 27.3 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. Upon any question arising at a general meeting of the Association, a member has one (1) vote only.

Insurance

- 28.1 The Association may effect and maintain insurance against public liability.
- 28.2 In addition to the insurance required under subclause 28.1 the Association may effect and maintain other insurance.

Funds

- 29.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive Committee determines.
- 29.2 All money received by the Association shall be deposited as soon as practicable to the credit of the Association's bank account, or held by the College for the Account of the Association.
- 29.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Use of Funds

- 30.1 Funds raised by the Association shall only be spent with the written approval of the Principal obtained in advance provided this approval will not be required for expenditure incurred in the day to day conduct and management of the Association.
- 30.2 At the start of each calendar year, the Principal will meet with the Executive Committee to determine the items of expenditure in the College's current operating and capital expenditure budgets that will be funded by the Association in that year. In determining the relevant items of expenditure, special consideration will be given to those items that will have an immediate impact on the girls currently at the College.
- 30.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive Committee being members authorised to do so by the Executive Committee.
- 30.4 If funds are held on account of the Association by the College, payment by the College shall be at the request of the Association by way of request signed by the office bearers and shall be made in accordance with the College's payment processes.

Alteration of Objects and Rules

- 31 The statement of objects and rules may be altered, rescinded or added to only by a special resolution of the Association. Any such alterations must be forwarded to the Board by the Principal for approval by the Board, prior to any special resolution being passed by the Association.

In addition an application to the Director-General of the Department of Services, Technology & Administration for registration of a change in the association's name, objects or constitution in accordance with Section 10 of the Act is to be made by the public officer or a committee member.

Common Seal

- 32.1 The Common Seal of the Association must be kept in the custody of the public officer.
- 32.2 The Common Seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal must be attested by the signature either of two (2) members of the Executive Committee or of one (1) member of the Executive Committee and of the Public Officer or Secretary.

Accounts and Audit

- 33.1 The Executive Committee must cause financial statements for the year to be prepared in relation to the Association's financial position, and must cause the financial statements to be audited in time for them to be submitted to the Association's next Annual General Meeting. The Annual General Meeting shall be held not more than three (3) months after the end of the financial year.
- 33.2 The financial statements must deal with such matters as prescribed by the Regulation and prepared in accordance with any requirements specified in the Regulations.
- 33.3 The financial year of the Association shall end on the 30 June and shall be for the period of 12 months unless the prior financial year ended on a different date in which case it will run from the end of the prior financial year.
- 33.4 A properly qualified Auditor shall be appointed and his or her duties regulated in accordance with the College's auditor.
- 33.5 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

Custody of Books

- 34 Except as otherwise provided by these rules the Public Officer shall keep in his or her custody or under his or her control all records and other documents relating to the Association.

Service of Notices

- 35.1 For the purpose of these rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 35.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.