

**Radford College**

**Parents' and Friends' Association Incorporated**

# CONSTITUTION

Adopted at the Special General Meeting  
18 February 2010

# THE CONSTITUTION OF RADFORD COLLEGE

## PARENTS' AND FRIENDS' ASSOCIATION INCORPORATED

### 1. NAME

The name of the association is Radford College Parents' and Friends' Association Incorporated.

### 2. INTERPRETATION

In this Constitution:

- (a) unless the contrary intention appears, expressions referring to writing are to be construed as including references to lithography, photography and other modes of representing or reproducing words in a visible form;
- (b) words or expressions contained in these rules are to be interpreted in accordance with the provisions of the *Legislation Act 2001* (ACT).
- (c) except to the extent that such interpretation is excluded by or be repugnant to the context, words importing the singular number or plural number include the plural number and the singular number respectively, and words importing the masculine gender include both the masculine and feminine gender.

### 3. DEFINITIONS

“the Act” means the *Associations Incorporation Act 1991* (ACT);

“the Association” means Radford College Parents' and Friends Association;

“the College” means Radford College Limited;

“the Constitution” means the Constitution of Radford College Parents' and Friends' Association Incorporated;

“the Management Committee” means the Management Committee of the Radford College Parents' and Friends' Association as established under Clauses 13 and 17 of this Constitution;

“committee” means any committee of the Association, including the Management Committee;

“Member” means a member of the Association, pursuant to Clause 8;

“Registered” means to record in the Register of Children, or similar document maintained by the College, the name of a child whose parent or guardian wishes the child to attend the College and in respect of whom the appropriate registration fee has been received and accepted by the College;

“Secretary” means Secretary of the Association referred to in Clause 13;

“Sub-Committee” means an ad hoc or standing sub-committee established by the Management Committee pursuant to sub-clause 16(d) to carry out specified functions, subject to this Constitution and By-Laws made by that Committee;

“Trading Committee” means a committee established by the Management Committee pursuant to sub-clause 16(c) to carry on specified trading on behalf of the Association, in accordance with this Constitution and By-Laws made by the Management Committee to provide services for the College, subject to the limitations provided in the Act.

#### **4. OBJECTS AND PURPOSES OF THE ASSOCIATION**

The objects and purposes of the Association are to promote the interests, policies and purposes of the College by:

- (a) serving as the formal channel of communication and consultation between those responsible for the governance and management of the College and parents and guardians of pupils of the College or registered to attend the College;
- (b) fostering co-operation among teaching staff, parents or guardians, and pupils of the College, the body governing the College, the Collegians and other citizens with compatible interests;
- (c) assisting in the provision of books, teaching aids, and other facilities for education, recreation, sport and welfare at the College;
- (d) promoting liaison, consultation and co-operation with bodies having similar objectives so as to advance the knowledge, understanding and improvement of education within and outside the College;
- (e) fostering an interest in, knowledge and understanding of, and participation in the development of educational philosophy, principles, and practice by parents of pupils associated with the College; and
- (f) doing such other things consistent with the provisions of this Constitution as may be considered necessary or desirable for the promotion of the interest and purposes of the College.

#### **5. POWERS OF THE ASSOCIATION**

The Association has the power to do the following in pursuit of the objects of the Association:

- (a) to raise money and/or borrow money to limits, and on such terms as may be approved or directed by the resolution of an Annual General or a Special General Meeting, and to secure repayment of money borrowed, or payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (b) to apply funds raised to the purposes and objects of Radford College Limited as determined from time to time in consultation with the Principal of the College;
- (c) subject to the *Trustees Act 1925* (ACT) to invest moneys of the Association not immediately required for any of its objects or purposes, in such manner as the Management Committee may, from time to time, determine so as to promote the income of the Association;
- (d) to make gift, subscriptions, or donations to any of the Funds, authorities, or institutions covered by an item in any of the tables in Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth) with objects similar to those of the Association;
- (e) to print, publish and disseminate such newspapers, periodicals, books, leaflets or other similar documents as the Management Committee or

members by resolution of an Annual General or Special General Meeting may determine;

- (f) to undertake projects, either alone or in co-operation with other organisations in the execution of projects, concerned with promoting the objects and purposes of the College; and
- (g) to do such other things consistent with this Constitution as may be considered by an Annual General or Special General Meeting, or the Management Committee, to be desirable in pursuit of the objects and purposes of the Association.

## **6. TEACHING AND OTHER STAFF OF THE COLLEGE**

The Association must in no way exercise any authority over any of the staff of the College.

## **7. AFFILIATION**

The Association may, by resolution of an Annual General or Special General Meeting, affiliate with any other organisations pursuing similar goals and purposes.

## **8. MEMBERSHIP**

- (a) The membership of the Association is made up of:
  - I. Ordinary Members made up of:
    - (1) parents and guardians of pupils attending, or registered to attend the College, and who have paid the fee referred to in Clause 9; and
    - (2) friends resident in the Diocese of Canberra and Goulburn who satisfy the Management Committee that they have, and continue to have, a *bona fide* interest in furthering the objects of the Association and have paid the fee referred to in Clause 9; and
  - II. Honorary Members comprising the Principal and the teaching staff, other than those who are parents or guardians of pupils attending the College, or registered to attend the College. Such Honorary members do not have power to vote at the Annual General Meeting, Special General Meeting or General Meeting, stand for office, or nominate others for office, do not form part of the quorum at Association meetings, and are not be required to pay a membership fee.
- (b) Any eligible person seeking to become an Ordinary Member must make application to the Secretary in a manner prescribed by the Management Committee.

## **9. MEMBERSHIP FEE**

- (a) The annual membership fee of the Association is the amount determined by resolution of the Management Committee. The fee is to be on a per family basis.
- (b) Such fee is payable in respect of each calendar year. It must be paid annually to entitle the parents (or guardians) individually to exercise the rights and obligations of membership of this Association.

## **10. MEMBERS' LIABILITY**

The liability of a member to contribute towards the payments of the debts and the 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 as required by Clause 9.

## **11. DISCIPLINING OF MEMBERS**

- (a) Where the Management Committee is of the opinion that a member –
- (I) has persistently refused or neglected to comply with a provision of the Constitution; or
  - (II) has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- the Management Committee may, by resolution –
- (III) expel the member from the Association; or
  - (IV) suspend the member from such rights and privileges of membership of the Association as the committee may determine for a specified period.
- (b) A resolution of the Management Committee under sub-clause 11(a) is of no effect unless the Management Committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-clause 11(c) confirms the resolution in accordance with this Clause.
- (c) Where the Management Committee passes a resolution under sub-clause 11(a) the Secretary must as soon as practical cause a notice in writing to be serviced on the member –
- (I) setting out the resolution of the Management Committee and the grounds on which it is based;
  - (II) stating that the member may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (III) stating the date, place and time of that meeting; and
  - (IV) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Management Committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) Subject to section 50 of the Act, at a meeting of the Management Committee mentioned in sub-clause 11(b), the Management Committee must –
- (I) give to the member mentioned in sub-clause 11(a) an opportunity to make oral representations;
  - (II) give due consideration to any written representations submitted to the Management Committee by that member at or prior to the meeting; and

- (III) by resolution determine whether to confirm or to revoke the resolution of the Management Committee made under sub-clause 11(a).
- (e) Where the Management Committee confirms a resolution under sub-clause 11(d) the Secretary must within 7 days after that confirmation, by notice in writing, inform the member of that confirmation and of the member's right of appeal under Clause 12.
- (f) A resolution confirmed by the Management Committee under sub-clause 11(d) does not take effect:
  - (I) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (II) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with sub-clause 11(d).

## **12. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (a) A member may appeal to the Association in a General Meeting against a resolution of the Management Committee which is confirmed under sub-clause 11(d), within 7 days after notice of the resolution is serviced on the member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice under sub-clause 12(a) the Secretary must notify the committee which must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a General Meeting of the Association convened under sub-clause 12(b):
  - (I) no business other than the question of the appeal may be transacted;
  - (II) the Management Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - (III) the members present are to vote by secret ballot on the question of whether the resolution made under sub-clause 11(d) that resolution should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-clause 11(d) that resolution is confirmed.

## **13. MANAGEMENT COMMITTEE**

- (a) There is to be a Management Committee of the Association to manage its affairs as provided in Clause 16 below. Only Members of the Association can be on the Management Committee. The Committee consists of:

### Elected Office Bearers:

- i) The President
- ii) One Vice-President
- iii) The Secretary, and
- iv) The Treasurer

- v) One Assistant Treasurer
- vi) One Publicity Officer

Elected Ordinary Members:

- vii) 6 other members

Ex-officio Members:

- viii) The School Principal
- ix) The Immediate Past President, for a period of 12 months, and
- x) Any parent members of the Association, who by virtue of nomination by the Association are voting members of the Board of Directors of Radford College Limited.

- b) Except as provided for elsewhere in this Constitution ex-officio members of the Management Committee have the same rights and responsibilities as elected members of the Management Committee.
- c) Any or all elected members of the Management Committee may be removed from the Management Committee during their term of office by resolution carried by a two-thirds majority of those present and voting at an Annual General or a Special General Meeting, provided that notice of the motion to that effect has been given in the notice calling the meeting.
- d) A member of the Management Committee loses membership of that committee if:
  - (I) the member ceases to be a member of the Association; or
  - (II) for more than 3 consecutive meetings of the Management Committee the member is absent without the agreement of that Committee, or, if that is not practicable beforehand, of the President.
- e) No public or official statement may be made on behalf of the Association except by the President, or by the authority of the President, or by the authority of the Management Committee.
- f) Other Members

Each Trading Committee may send one representative to attend the meetings of the Management Committee, held in accordance with Clause 22 below, but not to extraordinary meetings held in accordance with Clause 23(a)(V) below. Such members may contribute to discussion but do not have the right to vote on any issues raised at Management Committee meetings.
- g) Co-opted Members

The Management Committee may co-opt such other members, with their agreement, to assist the Committee with specific activities or projects. Such co-opted members are invited to attend the meetings of the Management Committee held in accordance with Clause 22 below, but not to extraordinary meetings held in accordance with Clause 23(a)(V) below. Such co-opted members may contribute to discussion but do not have the right to vote on any issues raised at Management Committee meetings.

#### **14. PUBLIC OFFICER**

The Secretary is, ex-officio, the Public Officer for the purposes of the Act except that if the Secretary does not reside in the A.C.T. the Management Committee must nominate another member who is eligible to be the Public Officer in accordance with the Act.

#### **15. SECRETARY**

- a) The Secretary must keep minutes of -
  - (I) all elections and appointments of office bearers and ordinary Management Committee members;
  - (II) the names of members of the Management Committee present at a Management Committee meeting;
  - (III) all proceedings at Management Committee meetings and general meetings;
  - (IV) the numbers of members of the Association present at all meetings of the Association and all committees and sub-committees; and
  - (V) all decisions and relevant supporting information, reports etc, associated with all Annual General, Special General and Committee meetings.
- b) The Secretary must keep a file which contains the following documents –
  - (I) the Constitution of the Association;
  - (II) a copy of the Certificate of Incorporation;
  - (III) a copy of each years audited financial statement; and
  - (IV) a copy of any documents related to the College’s insurance that are relevant to the Association.
- c) The Secretary must control all records and other documents relating to the Association.
- d) (I) The Secretary is to keep in safe custody the common seal of the Association.  
 (II) The common seal is not to be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal is to be attested by any 2 members of the Management Committee.

**16. POWERS OF THE MANAGEMENT COMMITTEE**

- (a) The Management Committee has the responsibility of managing the affairs of the Association, and in doing so it may exercise any or all of the powers conferred on the Association, except in respect of those matters which it is specified in this Constitution may be decided upon only by members at an Annual General or Special General Meeting, and is to do all such acts and things as are directed or authorised to be done, by this Constitution, or are necessary, in pursuit of the objects of the Association;
- (b) The Management Committee must act promptly upon directions from, and decisions of Annual General or Special General Meetings of the Association which are in accordance with this Constitution;
- (c) The Management Committee may establish Trading Committees to conduct trading activities on behalf of the Association, subject to the limitations imposed by the Act. The operations of such Trading Committees is subject to by-laws made from time to time by the Management Committee, as provided for in sub-clause (f) of this Clause;
- (d) The Management Committee may form sub-committees to advise it or to carry out specific functions and may, either by resolution or by the making of by-laws, specify the terms of reference and powers of any sub-committee so formed;

- (e) The President, or the President’s nominee, is, ex-officio, a member of all committees and sub-committees;
- (f) The Management Committee may make by-laws, consistent with this Constitution, governing any part of the Association’s activities or functions, including setting down the duties and responsibilities of the office bearers, nomination of parent member(s) to the Board of Directors of Radford College Limited, and related matters, and the Constitution, terms of reference and operation of all sub-committees;
- (g) The Management Committee has the power to fill by nomination of a member any casual vacancy on the Management Committee which may arise from time to time during the term of its office.

**17. ELECTION OF OFFICE BEARERS AND MEMBERS OF THE MANAGEMENT COMMITTEE**

- (a) Office bearers and ordinary members of the Management Committee are to be elected at each Annual General Meeting referred to in Clause 19;
- (b) At least 75% of those people elected to positions under sub-clause 13(a)(i)-(vii) must be parents or guardians of pupils either attending or registered for attendance at the College;
- (c) Those members elected will serve from and including the day after the election, to and including the day that their successors have been elected, or until ceasing to hold office for some other reason;
- (d) Elected members of the Management Committee are eligible for re-election at the next Annual General Meeting, subject to sub-clause 17(e);
- (e) No member may serve more than 3 consecutive years in the one office, and may not be re-elected to that office for a period of 2 years;
- (f) No member may hold any one office specified in sub-clause 13(a)(i)-(iv), during any part of the year following that person’s completion of 3 consecutive years in that office. For the purpose of this sub-clause:
  - (I) “year” means the period between consecutive Annual General Meetings;
  - (II) where a member assumes an office other than at an Annual General Meeting, the period of service from the date of such assumption until the next Annual General Meeting is to be disregarded.
- (g) The notice calling the Annual General Meeting must call for nominations for the Management Committee, and must state that the closing date for nominations is the date of the day before the Annual General Meeting. It must also state where such nominations are to be lodged and the time by which they must be so lodged;
- (h) Subject to sub-clause 17(i) below, nominations for the election to the Management Committee must be made in writing, on the prescribed form, by a member and signed by that member. The nomination must be seconded by another member of the Association, and must be signed by the seconder. The nominee must also sign the nomination, signifying acceptance of nomination. Such nominations are to be lodged with the Secretary of the Association, by the closing date and time specified pursuant to sub-clause 17(g);

- (i) Should insufficient nominations be received to fill all vacancies on the Management Committee nominations for the remaining vacancies are to be called by the Chair from the floor of the meeting;
- (j) In the event of there being a greater number of candidates than that required to fill any position, election to that position is to be by ballot. The Chair must nominate a returning officer or officers from other members present who are not candidates for the positions subject to ballot, and who themselves have not nominated or seconded a nominee. In the event of an equality of votes, the successful candidate is to be chosen by lot;
- (k) If after calling for nominations under sub-clause 17(i) there are insufficient candidates to fill any position specified in clause 13 such vacant positions are to be deemed a casual vacancy and are to be filled under the conditions specified in sub-clause 16(g); and
- (l) Voting under sub-clause 17(k) is subject to sub-clause 23(d).

**18. ASSOCIATION'S NOMINEE ON THE BOARD OF DIRECTORS OF RADFORD COLLEGE LIMITED**

The Association nominee on the Board of Directors of Radford College Limited is to be a member of the Association nominated by the Management Committee. The conditions attaching to such a nomination are:

- (a) the nominee must be a member with a child attending the College;
- (b) while the nominee need not be one of the members elected to the Management Committee the nominee is to ex-officio take part and vote in the proceedings of the Management Committee as if elected to it;
- (c) the nominee is to be appointed by the Management Committee, and holds appointment at the pleasure of the Management Committee, but may not serve on the Board as the Association nominee for more than 2 consecutive years;
- (d) the nominee must report promptly to the Management Committee on all matters under consideration by the Board which affect the functions, interests, and role of the Association, must represent to the Board the views of the Association and must vote on the Board keeping in mind the views of the Management Committee; and
- (e) the nominee must not already be a member of the Board of Directors of Radford College Limited.

**19. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting must be held not later than the last day of February in each year.
- (b) The business of the meeting is:
  - (I) confirmation of the minutes of the previous Annual General Meeting;
  - (II) presentation by the President of an Annual Report on the affairs of the Association and the Association's activities for the last 12 months;
  - (III) presentation by the Treasurer of the audited financial statements as referred to in Clauses 24 and 28;

- (IV) election of the Management Committee for the ensuing year as provided for in Clause 17 above;
- (V) appointment of an auditor pursuant to Clause 27; and
- (VI) any general business of which notification has been given in the notice calling the meeting.

## **20. SPECIAL GENERAL MEETING**

- (a) A Special General Meeting may be called at any time by the Management Committee, or by requisition, in writing, from any one parent or guardian member from at least 15 different families, with children who are attending, or who are registered to attend the College; and
- (b) When called by requisition such meeting must be held within 28 clear days of the requisition having been received by the Secretary;
- (c) Only business for which the meeting has been requisitioned, or called under a decision of the Management Committee, of which notice has been given in the notice of the meeting may be dealt with by the meeting.

## **21. OTHER GENERAL MEETINGS OF MEMBERS**

A meeting of members of the Association may be called at any time by the Management Committee during the College year, excluding the Annual General Meeting or any Special General Meeting. These meetings must be spaced so as to keep members informed of the activities of that Committee, and give members the opportunity to raise issues of general concern or interest to the members, and to foster an interest in the pursuit of the educational objectives and purposes of the Association. Such meetings do not have power to make decisions or give directions to the Management Committee and the provisions of sub-clause 23(d) relating to quorums do not apply to such meetings.

## **22. MANAGEMENT COMMITTEE MEETINGS**

The Management Committee must meet with sufficient frequency to give all its members a reasonable opportunity to participate in the making of decisions on the affairs of the Association, and in any case not less than twice in any period of three months.

## **23. NOTIFICATION AND CONDUCT OF MEETINGS**

### **(a) NOTICE**

The following are the requirements for notice of general meetings and committee meetings:

- (I) at least 21 clear days notice to members of the Association of any general meeting and 7 clear days notice to committee members of any committee meeting must be given;
- (II) notice of Annual General and Special General Meetings must be given by the person for the time being carrying out the duties of Secretary;
- (III) notice of committee meetings must be given direct, in writing or in person, to the respective member of that committee either at the preceding meeting or subsequently;

- (IV) all meetings of the Association or Management Committee are to be called by the Secretary, on the authority of the President. In addition Management Committee meetings may be called on the written request of 7 members of the Management Committee.
- (V) any elected member of the Management Committee may call an extraordinary meeting of the Committee. Such extraordinary meetings are to have a quorum of no less than 6 elected members.
- (VI) the accidental failure of any member to receive a notice of any meeting does not invalidate that meeting.

(b) **FORM OF NOTICE FOR GENERAL MEETINGS**

Notice of a general meeting is taken to have been given to all members of the Association if any one or more of the following is done:

- (I) a notice is inserted in the Public Notices section of the Canberra Times on a Saturday;
- (II) a notice is inserted in 2 or more Radford Bulletins or equivalent, in which case notice is taken to have been given on the date of the publication of the second such Radford Bulletin or equivalent;
- (III) an email is sent to each email address used by the school for communicating with the families of children attending the school and to each email address held by the P&F for communicating with members who are ordinary members covered by paragraph 8(a)(I)(2) (which covers Friends).

(c) **CHAIRING OF THE ASSOCIATION MEETINGS**

The President takes the chair of all General and Management Committee meetings. In the President's absence the Vice-President is to assume the role. In the absence of the President and the Vice-President, the meeting must elect a Chair.

(d) **QUORUM**

The quorum for meetings is:

- (I) For any Annual General or Special General meeting 20 Ordinary members; and
- (II) For any Management Committee meeting 6 members of that Committee from the Elected Office Bearers and Elected Ordinary Members under sub-clause 13(a).

(e) **VOTING**

- (I) At any meeting each member present, and not precluded by this Constitution from voting, has one vote on each matter subjected to a vote, except that the Chair does not have a deliberative vote unless the motion under consideration is one for the amendment of this Constitution, but the Chair may exercise a casting vote on any other motion;
- (II) On the request of 5 members voting at an Annual General meeting or a Special General Meeting must be by secret ballot;
- (III) Voting at elections is to be counted by simple majority; and

(IV) The outcome of resolutions other than those to remove a member from the Management Committee (see sub-clause 13(c)), to amend this Constitution (see Clause 32) or to effect dissolution of this Association (see Clause 31) is to be determined by simple majority.

(f) **RULES OF DEBATE**

Discussions at any meeting are subject to the usual rules of debate

(g) **ADJOURNMENT**

The Chair of a meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting to a specified time and place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**24. FINANCE AND BANKING**

- (a) The funds of the Association are to be derived from annual membership fees, donations, fund raising activities and subject to any resolution passed by the Association in General Meeting and subject to section 114 of the Act such other sources as the Management Committee determines;
- (b) Subject to any resolution passed by the Association in General Meeting the funds of the Association must be used in pursuance of the objects of the Association in such manner as the Management Committee determines;
- (c) The financial year of the Association is the period from 1 December to 30 November;
- (d) The Treasurer of the Association must, on behalf of the Association, receive all moneys paid to the Association, and must as soon as practicable after receiving any money issue an appropriate receipt;
- (e) The Management Committee must open with such bank or approved institution as that Committee selects, banking accounts in the name of the Association into which all moneys received must be paid by the Treasurer of the Association as soon as practicable after receipt thereof;
- (f) Trading Committees must at the end of each school term, and may at any other time, remit to the Treasurer of the Association funds in excess of amounts considered necessary by them for normal operating requirements. Funds so remitted form part of the ordinary funds of the Association. Any proposals for capital expenditure by a Trading Committee must be referred to the Management Committee;
- (g) Except with the authority of the Management Committee, no payment of a sum exceeding \$25 may be made from the funds of the Association otherwise than by cheque drawn on the Associations Banking account, but the Committee may advance the Treasurer a sum adequate to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose;
- (h) No cheques may be drawn on any of the Association's accounts except for the payment of expenditure that has been authorised by the Management Committee, or by an Annual General or Special General Meeting. The Management Committee may delegate its authority in this regard to any other office bearer or member of the Association or sub-committee specifying the limits within which that delegated authority may be exercised;

- (i) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or, in the Treasurer's absence, by such other members of the Management Committee as that Committee may nominate for that purpose, and must be countersigned by either the President, the Vice-President or the Secretary;
- (j) The treasurer must prepare at the end of each financial year for presentation to the members at the Annual General Meeting:
  - (I) a statement of cash actually received and paid during the year irrespective of when earned or incurred (a Statement of Receipts and Payments);
  - (II) a statement of income earned and expenditure incurred during the year (a Statement of Income and Expenditure);
  - (III) a balance sheet setting out the assets and liabilities of the Association as at the end of the year (a Statement of Affairs); and
  - (IV) must arrange for each Trading Committee to do likewise.
- (k) The Management Committee may set down in the by-laws any books of account or financial records it wishes to specify must be kept by the Treasurer.

## **25. INSURANCE**

The Treasurer of the Association must ensure that there is current insurance cover for a "Voluntary Workers' Personal Accident" and "Public Liability". This may be through a policy held by Radford College or through a policy held by the Association. Such policies must cover members providing their services voluntarily, paid workers, and members of the general public..

## **26. INCOME AND PROPERTY OF THE ASSOCIATION**

- (a) No income or property of the Association, however derived, may be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association;
- (b) The Association must not:
  - (I) Employ or appoint a person who is a member of the Committee for payment of any remuneration by way of salary, fees or allowances, or
  - (II) Pay to pay any such person any remuneration or other benefit in money or moneys worth, other than the repayment of out-of-pocket expenses.
- (c) Nothing in the foregoing provisions of this Clause prevents the payment to a employee or member of the Association of:
  - (I) Remuneration in return for service actually rendered in good faith to the Association by the employee or member or for goods supplied to the Association by the employee or member in the ordinary course of business;
  - (II) Interest at a rate not exceeding the lowest level of the latest issue of Australian Savings Bonds on moneys loaned to the Association by the employee or member;

- (III) A reasonable and proper sum by way of rent for premises let to the Association by the employee or member.

## **27. APPOINTMENT OF AUDITOR**

- (a) At the Annual General or a Special General Meeting of the Association, the members present and eligible to vote must appoint a suitably qualified person, who is not a member of the Association, nor the Public Officer of the Association, as the Auditor for the Association;
- (b) The Auditor holds office until a successor is appointed or the Auditor's services are terminated under sub-clause 27(c);
- (c) The services of the Auditor may be terminated only by resolution of the Annual General or a Special General Meeting, after due notice of motion has been given to members to that effect, or by the appointment of a successor at the next Annual General Meeting;
- (d) Should the services of an Auditor be terminated by a resolution of an Annual General or a Special General Meeting, that meeting must appoint a successor;
- (e) Should an Auditor's services cease to be available as a result of resignation or some other such reason, a successor must be appointed at the next General Meeting or by the Management Committee if another Annual General or Special General Meeting is not required under this Constitution before the Association's books are required to be audited.

## **28. AUDIT OF ASSOCIATION'S ACCOUNTS**

- (a) At the end of each financial year as specified in sub-clause 24(c) the financial affairs, accounts and financial statements of the Association must be audited, and reported upon, by the Auditor in accordance with the Act and with the practices, rules and conventions applying in the auditing profession;
- (b) The Public Officer of the Association must cause to be delivered to the Auditor a list of all accounts, books and records of the Association;
- (c) The Auditor:
  - (I) has the right of access to the accounts, books, records, vouchers, and documents of the Association;
  - (II) may require from the officers or employees of the Association such information and explanations as may be necessary to undertake the duties of Auditor;
  - (III) may, in relation to the accounts of the Association, question any member of the Committee or any employee of the Association.
- (d) Under this clause, the accounts, books, and records of the Association include all accounts, books, and records of all Trading Committees as well as the Association's own accounts, books and records.
- (e) As required by the Act, the audited accounts to be presented at the Annual General Meeting should be in the hands of the Management Committee at least 14 days before the date of the Annual General Meeting as specified in sub-clause 19(a).

## **29. ADDRESS OF THE ASSOCIATION**

The official address of the Association is Radford College, College Street Bruce, A.C.T. 2617.

**30. ADDRESS FOR NOTIFICATION OF MEMBERS**

A notice is deemed to have been forwarded to a Member if addressed and posted to the address last received, or emailed to the email address last received, in writing by the College from that Member.

**31. DISSOLUTION OF THE ASSOCIATION**

Subject to the Act, the Association may be dissolved in terms of a resolution carried at a Special General Meeting of the Association, called for that purpose, and agreed to by 2/3 of the members present and entitled to vote. Such resolution must provide for the disposal of funds and other assets of the Association, with the proviso that the disposal of such funds and other assets will, where possible, be to Radford College Limited, to another body associated with Radford College Limited, or, if this is not possible, to some other similar institution.

**32. AMENDMENTS TO THIS CONSTITUTION**

- (a) Amendments to this Constitution can only be made at a Special General Meeting called for the specific purpose of altering any or all parts of this Constitution;
- (b) The conditions pertaining to Special General Meetings, as specified in Clause 20, apply to the conduct of such meetings;
- (c) Resolutions of change to any or all parts of this Constitution must be carried by 3/4 of the members present at the meeting, who are entitled to vote; and
- (d) Voting is to be in accordance with the conditions specified in sub-clause 23(e).

**33. DISTRIBUTION OF THIS CONSTITUTION**

A copy of this Constitution and amendments thereto must be provided to members of all committees and sub-committees of the Association and be available upon request to all members of the Association.

**34. AVAILABILITY OF DOCUMENTS**

The records, books and other documents of the Association are to be made available for inspection on request at Radford College, College Street, Bruce, ACT during school hours.

# **RADFORD COLLEGE P. & F. ASSOCIATION**

## **STANDING ORDERS**

### **APPENDIX TO CONSTITUTION**

1. These Standing Orders are applicable to all general meetings and Management Committee meetings, and are to be construed subject to the Constitution.
2. Meetings must, subject to the presence of a quorum, start at the time set out on the notice and must at all times continue until all business on the Agenda is disposed of or for 2 hours after which time the meeting may be extended at the discretion of the meeting.
3. If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting will lapse, and, subject to any resolution previously passed, the Chair must fix the time of the next meeting. All business on the Agenda of the lapsed meeting must be included on the Agenda of the next meeting and will take precedence over new business.
4. Any member wishing to speak at general meetings must rise and when called upon by the Chair must address the Chair. If 2 or more members rise simultaneously, the Chair must call upon the member who was first seen.
5. Except in Committee, no member other than the proposer of a motion or an amendment may speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder must not be recorded in the Minutes.
6. A motion or amendment before the Chair must not be withdrawn except by its mover and by leave of the meeting. No motion may be withdrawn while any amendment is under discussion or after any amendment has been adopted.
7. If required to do so by the Chair, the proposer of any motion or amendment must submit it in writing.
8. A motion or amendment before the Chair may be reworded by the mover subject to leave of the meeting.
9. Except in Committee, no member may speak more than once to any question, except that the mover of a motion (but not of an amendment) has a right of reply, which reply closes the debate. An amendment is to constitute a separate question from the original motion and from any other amendment.
10. A member moving a motion or amendment is deemed to have spoken to it. A member seconding a motion or amendment without speaking to it may reserve the right to speak to it subsequently.
11. When an amendment is before the Chair, discussion must be confined to that amendment. No further amendment may be proposed until the amendment before the Chair is disposed of. If an amendment is adopted, the original motion amended becomes and is treated as the motion. An amendment must be relevant to the question and not a negation of the original motion.
12. The Chair must, as far as practicable, call on speakers for and against a motion or amendment alternatively, subject to the right of the seconder to speak immediately after the mover. If 2 consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view or, in the case of a motion, to move an amendment, the motion or the amendment must (subject, in the case of a motion, to the mover's right of reply) be put without further debate.

13. Any member may raise a point of order, which will take precedence over all other business, and which will be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction must not constitute a point of order.
14. Any member disagreeing with the Chair's ruling on a point of order may move dissent. The Chair must then vacate the Chair and such motion must be put forth without debate.
15. On an equality of voting, the Chair must declare the question resolved so as to maintain the status quo.
16. A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move, "That the question be now put", which motion, if accepted by the Chair, must be put without amendment or debate. The Chair has absolute discretion to accept or refuse the motion. The Chair may also choose to put the question where it is considered that adequate discussion has taken place. In either case the mover of a motion retains the right of reply. If an amendment is before the Chair, the closure motion is deemed to close the debate on the amendment only.
17. A member may at any time move, "That the speaker be no longer heard" or, "That the speaker be heard for a further limited period only". Such motions must be put without amendment or debate. No other motion, except the closure motion or a motion dealing with the speaker's time, may be moved while a speaker has the floor.
18. During the discussion of a motion (but not of an amendment), a member who has not already participated in the debate on the motion may move, "That the question be not now put". This motion is open to debate, and must be debated together with the original motion. If carried, the original motion must not be dealt with further. If lost, the original motion must be put forth, subject to the mover's right of reply. The motion may be foreshadowed while an amendment is before the Chair, but in no case may it be put till all amendments have been disposed of.
19. A member may move, "That the debate (or meeting) be now adjourned". Discussion will be in order but only amendments as to time and/or place will be permitted. The motion must take precedence over other business before the Chair except points of order.
20. Standing Orders 1 to 19 or any of them may be suspended by a majority of those present. A motion to this effect will be open to debate.
21. No member may reflect on the vote of a meeting except on a motion for the rescission of any resolution previously adopted. No member may reflect on a Section of the Constitution or a Standing Order, except on a motion (of which due notice was given) to amend or repeal such Section or Order.
22. No person may speak on any matter for more than 5 minutes without the agreement of the meeting.
23. (a) A resolution passed at any meeting may be rescinded:
  - (I) at the same meeting only if 2/3 of the delegates present and voting, vote in favour of such rescission;
  - (II) at a subsequent meeting if notice of intended rescission is given in writing, in sufficient time for it to be included in the notice convening the subsequent meeting.
24. The Chair may defer discussions, or voting, on any matter for the purpose of obtaining expert advice.
25. The Chair must not make statements from the chair on matters before the Chair but may vacate the Chair to make statements during which time a temporary Chair is to be appointed,

unless by consent of the meeting, following a motion duly moved and seconded and passed by a majority of delegates present.

26. Notwithstanding anything in these Standing Orders, any decision made by a validly constituted meeting is not void by reason only of a departure from these Standing Orders which was not detected till after the decision had been made.
27. Alterations to the Standing Orders may only be made by a general meeting after due notice has been given.
28. Any matters not dealt with in the above Standing Orders are to be governed by the customary procedure at meetings.

## NOTES ON THE CONSTITUTION

1. Because, from time to time, some members of a committee may have had little experience in the administration of voluntary bodies, and each generally serves for only a relatively short time, we have spelled out, in some detail, the procedures that need to operate if efficient management is to be enjoyed. This should facilitate continuity of operations from Committee to Committee.
2. We believe the Constitution should reflect to outside persons and organisations a desire to be seen as a responsible and competent body, alert to the need for, and principles of, sound administration.
3. Our view is that a Constitution must be certain in its intent and expression and our drafting of it is so intended.
4. In drafting the original Constitution note was taken of the substance covered in the CCEGGSP&F Association's Constitution, the model Constitution issued by the P&C Council of the ACT, various other constitutions of incorporated bodies and the *Associations Incorporated Act 1991* (ACT).
5. The Constitution was reviewed and updated in 2009. During this review, consideration was given to the role of the Radford employee who is responsible for communications. It was agreed that this person should be the Publicity Officer for the P&F. The method proposed to achieve this is that the person join the P&F as a "Friend" and then be elected to the position.
6. The 2009 review also considered the issue of insurance. While the Constitution makes provision for ensuring that there is appropriate insurance in place, it is considered that it is also important that people who need to know are informed about any conditions on the insurance. Therefore the Committee needs to ensure that such people (eg the organisers of the fete) are provided with information about the conditions on the insurance.
7. The provision about appointment of the Radford Board nominee was also updated in 2009. The change (to appointment for a period of up to 2 years) is designed to facilitate the practice that has existed for a number of years of appointing the Board nominee for a 2 year period. The provision retains the flexibility to remove the nominee if necessary and retains the requirement that the nominee must have a child at the school.
8. Some provisions are directed at fostering vitality by facilitating a breadth of participation in the affairs of the Association eg: a limitation on the terms of service on the Management Committee and upon the Board.
9. There must be a regular communication between the Management Committee and Parents and between the Management Committee and the Board.
10. While membership by Friends has been provided for, we have aimed to ensure control by parents/guardians and preservation of their interests.
11. Our approach is based on the philosophy that the principal agents in the education of children are the parents; that such education will be best fostered and developed if it is seen as a process of partnership between parents and the College.