CONSTITUTION OF
ST HILDA’S PARENTS’ AND FRIENDS’ ASSOCIATION INC

1. Name
The name of the Association shall be St Hilda’s Parents’ and Friends’ Association Inc.

2. Objects of Association

   a. To foster and promote the welfare and progress of St Hilda’s Anglican School for Girls (Inc) (the School) by encouraging a sense of community and commitment within the School family and by seeking to enrich School life.

   b. To raise funds and provide better facilities and services for the School.

   c. To co-operate with the School, the School Council, the Principal and their appointees.

3. Definitions
In the interpretation of these rules:

   a. The School means St Hilda’s Anglican School for Girls;

   b. The School Council means the Council of St Hilda’s Anglican School for Girls;

   c. The Principal means the Principal of St Hilda’s Anglican School for Girls;

   d. The Committee means the Committee of the Association;

   e. The Accounts means the financial bank accounts and records of the Association;

   f. Parent means the mother, father or guardian of a student enrolled at St Hilda’s Anglican School for Girls;

   g. The Act means the Associations Incorporations Act 1987.

4. Powers of Association

The Association shall have the power to do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

   a. acquire, hold, deal with and dispose of any real or personal property of the Association;

   b. erect and improve, repair, pull down and rebuild buildings and other structures;

   c. open and operate bank accounts;

   d. invest its money:
i. In any security in which trust monies may lawfully be invested; or

ii. In any other manner authorised by the rules of the Association.

e. to sell, exchange, mortgage, lease, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Association;

f. to borrow or raise or secure the payment of money as the Association sees fit;

g. to invest and deal with the moneys of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined;

h. to appoint agents to transact any business of the Association on its behalf;

i. to levy on and to collect from members of the Association, the subscription and fees provided for in these rules; and

j. to accept donations to the Association.

This is provided that if in any way any property of the School is affected or if the exercise of such power affects any property of the Association situated on any property belonging to the School, then none of the aforementioned powers shall be exercised without the approval of the School Council.

5. Association Property

The income and property of the Association shall be vested in the Association and shall be applied solely for the promotion of the Objects and no part thereof shall be paid or transferred directly or indirectly to the members provided that remuneration may be paid in good faith to officers, servants or members of the Association in return for services actually rendered to the Association.

6. Membership

The following shall be eligible for membership of the Association:

a. all parents and guardians of students who are attending or who have formerly attended the School;

b. any person who has made a meritorious and outstanding service to the Association, nominated for Honorary Life Membership to the Association and elected as such at the Annual General Meeting. An Honorary Life Member has all the rights, privileges and duties as an ordinary member;

c. such other persons who shall be interested in the School whose membership shall be accepted at the discretion of the Committee.

7. Financial Member

a. A member, other than an Honorary Life Member who has no requirement to pay any contribution and is automatically a financial member, shall be deemed to become a financial member of the Association in good standing upon payment of the annual contribution until the end of the School year in respect of which the annual contribution was paid.

b. The payment of one annual contribution shall deem both parents of students attending the School as financial members of the Association.
8. Annual Contribution
   a. The annual contribution shall be an amount which will from time to time be reviewed by the
   Association in general meeting.
   b. The Committee may, at its discretion, provide that contributions be paid periodically during the
   School year.

9. Termination of Membership

   Membership of the Association may be terminated upon:
   a. failure by any member to comply with the Objects of the Association
   b. receipt by the Secretary or another Committee member of a notice in writing from a member of
   his or her resignation from the Association; or

10. Members Bound By Constitution and Rules

   All members shall be deemed to be bound by the provisions of the Constitution and Rules of the
   Association.

11. Annual General Meeting

   The Annual General Meeting shall be held within four months after the end of the Association's
   Financial Year (31 December).

   An Annual General Meeting must be held every calendar year.

12. Extraordinary General Meeting

   The Committee may convene an Extraordinary General Meeting whenever they deem fit.

   An Extraordinary General Meeting must be convened within 30 days upon receiving a request in writing
   to do so from not less than seven (7) members for the purpose specified in that request.

13. Proceedings at General Meetings

   Business

   No business shall be transacted at any General Meeting unless a quorum of members is present at the
   time when the meeting proceeds to business. Four (4) members shall be a quorum.

   Chairman

   The President or, in the President’s absence, the Vice-President shall preside as Chairman at every
   General Meeting of the Association.

   Alternate Chairman

   If neither the President nor the Vice-President is present and willing to act as Chairman within fifteen
   minutes after the time appointed for holding the meeting, the members present shall choose one of
   their number to be Chairman.
Voting

Unless otherwise resolved by the meeting, questions arising at any General Meeting shall be decided by a show of hands, and in the case of equality of votes the Chairman of the meeting shall have a casting vote.

14. Office Bearers and Committee

The Association and the affairs and property thereof shall be managed by a Committee comprising the following:

The Officers:

   a. President;

   b. Vice-President or two Co-Vice Presidents;

   c. Secretary; and

   d. Treasurer or two Co-Treasurers

   and

   e. Five (5) Committee Members, one of whom shall be a member of the St Hilda’s Auxiliary.

   f. The Committee shall have power to co-opt other members of the Association to the Committee.

   g. The following shall be ex-officio members of the Committee:

      i. The Principal or his or her Nominee;

      ii. A representative of the School’s Development Office.

President and Vice-President

The President shall preside at all meetings.

In the event of the absence of the President, the Vice-President or another Committee member, duly elected for that purpose, will preside at the meeting.

Secretary

The Secretary shall keep minutes of all meetings attended, keep correspondence, issue notice of meetings, keep the records and carry out such further duties as the Committee shall from time to time direct.

Treasurer

   a. The Treasurer (or Co-Treasurers) shall receive all moneys payable to the Association and give receipts for the same as required.

   b. All moneys received shall be paid into the Accounts.

   c. At each Committee Meeting the Treasurer shall present the financial statements of the Association.
d. The Treasurer (or Co-Treasurers) shall keep proper books of account of all moneys received and disbursed and generally perform all such further duties as the Committee shall from time to time direct.

Casual Vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

a. resigns, by notice in writing;

b. is convicted of an offence under the Act;

c. is permanently incapacitated by mental or physical ill-health;

d. is absent from more than 3 consecutive Committee meetings or 3 Committee meetings in the same financial year without tendering an apology to the Secretary;

e. ceases to be a member of the Association;

f. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member; or

g. dies.

15. Terms of Office

a. All Officer Bearers and Committee Members, with the exception of the Treasurer or Co-Treasurers shall hold office from the date of their election or appointment until the next Extraordinary General Meeting held in accordance with section 16, at which time they shall be eligible for re-election or re-appointment as the case may be.

b. The Treasurer or Co-Treasurers shall hold office from the date of their election or appointment in accordance with section 16 until the holding of the next Annual General Meeting of the Association at which the audited accounts of the Association are presented for which such Treasurer or Co-Treasurers have been responsible (a period of approximately fifteen months). For the period of their term of office which falls between the end of the School Year during which they have served, and the next following Annual General Meeting of the Association, the Treasurer and Co-Treasurers shall hold office solely for the purpose of preparing the Association accounts for the preceding School Year, and shall assist the newly elected Treasurer or Co-Treasurers in resolving issues that have arisen during the previous School Year.

c. Any casual vacancies may be filled by the Committee or Members appointed by the Committee. They shall hold office for the unexpired portion of the term of the vacating Committee Member.

16. Nominations

a. Nominations for the Officer Bearers and other Committee Members shall be in writing and given to the Secretary prior to an Extraordinary General Meeting held in November. Nomination forms shall require the signatures of proposer and seconder. The nominee shall indicate acceptance of the nomination. The proposer and seconder shall be members of the Association in good standing.

b. All nominations for Officers and other Committee Members may also be made from the floor of the meeting without the necessity of giving notice of nomination.
c. No Person shall be eligible for election unless he or she is a financial member of the Association and is a parent or guardian of a student enrolled at the School.

d. The election for all Committee Members shall be by ballot or show of hands by members present and voting thereon at the Annual General Meeting or by duly submitted proxy. No election shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and in which case all nominees shall be declared duly elected.

e. All other matters as to the conduct and declaration of elections shall be as determined as necessary by the President in consultation with the Committee.

17. Proceedings of the Committee

a. The Committee shall meet together at least five times during each School Year for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

b. Questions arising at any meeting shall be decided by a majority of votes.

c. In the case of an equality of votes the President has a casting vote.

d. Any Committee Member may, and the President on the requisition by a Committee Member can, at any time summon a meeting of the Committee.

18. Powers and Duties of Committee

a. The Committee shall have power to open and operate bank accounts and the Committee shall each year appoint not more than two members of the Committee with power to operate on the Accounts. They shall be the President and the Treasurer (or one of the Co-Treasurers) and signing powers can also be conferred on the Director of School Development.

b. All moneys received by the Association shall be banked to the credit of the Accounts with all reasonable despatch.

c. All moneys drawn from the Accounts shall be ratified by the Committee either prior to the withdrawal or at the next meeting.

d. Every withdrawal, including cheques, shall be signed by at least two Committee Members authorised to operate on the Accounts.

19. Defects in Appointment

All acts done by a meeting of the Committee or of a sub-Committee appointed by the Committee from time to time, or by any person acting as a member of the Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that person was disqualified, be deemed to be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee.

20. Sub-Committees

The Committee may appoint Sub-Committees from time to time either on a permanent or temporary basis to be responsible for specific activities of the Association as directed by the Committee, and shall be subject to the control and direction of the Committee.

Each Sub-Committee will be constituted and run in accordance with rules suitable to such Sub-Committee, bearing in mind the level of activities and funding of such Sub-Committee, provided however that the Sub-Committees:
a. follow all guidelines issued by the Treasurer or Co-Treasurers from time regarding the handling of monies, operation of bank accounts and keeping of financial records;

b. hold annual elections for officers analogous to the elections set out in this Constitution;

c. provide a full report to the Committee at least once a Term on the past and projected activities of such Sub-Committee, and make every effort to have a representative of the Sub-Committee available for each Committee meeting;

d. follow guidelines issued by the Committee on the issue of fundraising within and outside the School Community;

e. create and follow rules which will not be inconsistent with the rules of the Association; and

f. provide details as far as possible in advance of all planned activities of the sub-Committee to the Development Office and the Committee for their prior review and approval for the purpose of achieving a better balance and forward planning of activities over the School year.

21. Accounts

The Committee shall cause proper accounts to be kept with respect to:

a. All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

b. All sales and purchases of goods by the Association; and

c. The assets and liabilities of the Association.

22. Keeping of Records

The accounts, books and records of the Association, including the records of the Sub-Committees shall be kept at the registered office of the Association, or at such other place or places as the Committee thinks fit and shall always be open to the Committee Members and shall otherwise be available for inspection by members of the Association upon request.

23. Financial Year

The Financial Year of the Association shall be the twelve months expiring on 31 December each year.

24. Audit

a. The Association accounts shall be audited each year by the auditor of the Association who shall be a Chartered Accountant or a Certified Practising Accountant.

b. The auditor shall be nominated and approved at the Association's Annual General Meeting.

c. The auditor shall submit a report on the accounts of the Association to the President, and the Treasurers and Co-Treasurers for presentation to the members of the Association at an Extraordinary General Meeting to be held no later than three months following the end of the Association's Financial Year.

25. Common Seal

The Committee shall provide custody of the Common Seal of the Association. The Seal shall not be used or affixed to any document except by the authority of the Committee and every document to
which such Seal is affixed shall be countersigned by the Secretary and any two of the President, Vice President and Treasurer or Co-Treasurer.

26. Construction of Rules

In the event of any question arising as to the construction of any of the foregoing rules or as to any matter not provided for by these rules the Committee shall have power to decide the same. Its decision shall be final, provided that nothing shall at any time be done by way of direction addition or amendment which shall be contrary to or offend any of the provisions for the time being of the Constitution of the School.

27. Alteration of Constitution

The Constitution may be altered or added to by a Special resolution carried by a 75% (three-fourths) majority of members present and entitled to vote at a General Meeting or at any Extraordinary General Meeting convened for the purpose.

28. Indemnity

Every member of the Committee and other officer or servant of the Association is acting in good faith and shall be indemnified by the Association against defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted.

It shall be the duty of the Committee, out of the funds of the Association, to pay all costs losses and expenses which any of such persons may incur.

29. Liability for Acts

No member of the Committee or other officer or servant of the Association shall be liable for the acts, neglects or defaults of any other Committee member or servant of the Association unless the same happens through their own dishonesty, wilful negligence, default, breach of duty or breach of trust.

30. Disqualification

No Member shall conduct himself or herself so as to bring the Association into disrepute. If it appears to the Committee that any Member is guilty of an unremedied breach of the provisions of this Constitution or is guilty of any misconduct, the Committee may in the exercise of its discretion, forfeit that Member's membership of the Association. The Committee shall give the Member notice in writing of any allegations of the acts and he/she shall be given twenty one (21) days in which to provide explanations or evidence, and he/she shall be given the opportunity to appear in person before the Committee and to call witnesses to give evidence before the Committee.

31. Appeal

Every determination of the Committee affecting a member of the Association shall be subject to appeal to a General Meeting at the instance of that Member PROVIDED THAT an appeal against the Committee's determination shall be lodged with the Secretary within one (1) month of that determination.

32. Winding Up

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members.
The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members and which Association shall be determined by resolution of the members.

33. Registered Office

The registered office of the Association shall be care of The Development Office, St Hilda's Anglican School for Girls (Inc.), Bay View Terrace, Mosman Park.