



## Saint Stephen's College Parents and Friends Association

### Constitution

1. The name of the Association is **Saint Stephen's College Parents and Friends Association**

2. **Definitions**

In the interpretation of these rules:

- ◀ 'College' means Saint Stephen's College;
- ◀ 'The Council' means the Council of Saint Stephen's College Limited;
- ◀ 'The Management Committee' means the management Committee of the Association;
- ◀ 'The Headmaster' means the Headmaster of the College;
- ◀ 'Financial Year' shall mean the College P&F Accounting period **1 April to 30 March**
- ◀ 'Pupil' means a student of the College;
- ◀ 'Parent' means a parent or guardian of a student of the College;
- ◀ 'Officers' when referring to the Management Committee shall mean those members who hold the positions of:
  - President (1 position)
  - Treasurer
  - Secretary

Words imparting the masculine shall include the feminine and words in the singular shall include the plural and words in the plural shall include the singular.

3. **Objects**

The objects of the Association are:

- a) To promote a spirit of community and co-operation amongst the parents, friends and staff and the community as a whole;
- b) To co-operate with the College Council in working for the advancement and progress of the College;
- c) To co-operate with the Headmaster and staff in any matter that may be of benefit to the College;

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- d) To carry out all or any activities or fund raising consistent with the above objects provided that prior agreement to each such activity be given by the Headmaster.

The Association acknowledges that the administration and control of the College is vested solely in the Council of the College.

#### 4. **Membership of the Association shall be:**

- a) All parents of pupils attending the College who shall 'ipso facto' become members of the Association;
- b) The Headmaster of the College as ex officio member of the Council;
- c) Friends of the College who have been nominated for membership and have paid any annual subscription the amount of which and the manner of nomination to be laid down by the Management Committee from time to time.

#### 5. **Management Committee**

The Association shall be managed by a Management Committee consisting of:

- (a) (i) A President, Secretary, and Treasurer elected to office at the Annual General Meeting or Extraordinary General Meeting.
- (ii) The Headmaster of the College or delegate;
- (iii) up to four ordinary members elected by members in general meeting;
- (iv) The immediate past President for the ensuing twelve months.
- (b) The quorum of the Management Committee shall be three present in person, one of whom must be the President or his delegate nominated in writing, a member of the P&F Association other than the Secretary or Treasurer, and one of whom must be the Headmaster, Head of Junior or Senior School, or a member of the College Administration,.
- (c) The Management Committee shall meet not less than three times during each year at such times and at such places as the Management Committee or the President shall decide.
- (d) (i) Members of the Management Committee shall vacate office at each Annual General Meeting, but will be eligible for re-election provided that no office-bearer shall hold a committee position for more than four (4) consecutive years.

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- (ii) An elected member of the Management Committee who has been absent for three consecutive meetings of the Management Committee may have the position declared vacant by the Management Committee.
- (e) Any vacancy in the Management Committee occurring other than by normal termination may be filled by the Management Committee by the appointment of any person who is a member of the P&F provided that if any vacancy occurs in the office of President, Secretary, or Treasurer such vacancy shall be filled by the Management Committee by the appointment thereto of one of the existing members of the Management Committee.
- (f) Where the casual vacancy is the result of the absence of the President for more than two (2) consecutive meetings.
- (g) However if the number of committee members is less than the number fixed under these rules as a quorum of the Management Committee the continuing members may act only to increase the number of the Management Committee for the number required for quorum.

## 6. Functions of the Management Committee

1. Subject to these rules or a resolution of the association members carried at a general meeting, the Management Committee has
  - (a) The general control and Management of the administration of the affairs, property and funds of the association; and
  - (b) Authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent
2. The Management Committee may exercise the powers of the association
  - a) To borrow, raise or secure the payments of amounts in a way the association members decide; and
  - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property both present and future; and
  - (c) To purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and

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- (e) to mortgage or charge the whole or part of its property; and
  - to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - c) to provide and pay off any securities issued; and
  - d) to invest in a way the members of the association may from time to time decide
3. For subsection (2d) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –
    - (a) The financial institution for the association: or
    - (b) If there is more than one financial institution for the association - the financial institution nominated by the association.
  4. A Management Committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
  5. The secretary must give each Management Committee member at least 14 days notice of a special meeting of the committee
  6. A notice of a special meeting must state:
    - (a) The day, time and place of the meeting; and
    - (b) The business to be conducted at the meeting.
  7. The president, or if there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, a nominated delegate is to preside as chairperson at the meeting
  8. If a quorum is not present within 30 minutes after the time fixed for a Management meeting called on the request of committee members, the meeting lapses.
  9. If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of committee members, the meeting is to be adjourned to-
    - a) the same day, time and place in the next week; or
    - b) a day, time and place decided by the committee.
  10. If, at an adjourned meeting mentioned in subsection (1), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

**7. Resignation or removal from office of a Management Committee Member.**

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A Management Committee member may resign from the committee by giving written notice of resignation to the secretary.

The resignation takes effect on-

- the day and at the time the notice is received by the secretary; or
- if a later day is stated in the notice - the later day.

The Management Committee may terminate a member's position on the Committee if that member

- is convicted of an indictable offence; or
- conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

A member has no right of appeal against the member's removal from office under this section.

A unanimous vote is required at any meeting to remove a member from the Committee. This meeting will include the President and the Headmaster.

## 8. Sub-Committees or Project Teams

1. The Management Committee may appoint any number of sub-committees or Project Teams it may desire. Each sub-committee, or project team, shall be of no less than three persons in number and the President, Secretary and Headmaster shall be deemed to be ex officio additional members of all sub-committees.
2. The Management Committee may delegate the whole or part of its powers to a sub-committee or project team consisting of the association members considered appropriate by the committee
3. A sub committee or project team may exercise delegated powers in the way the Management Committee decides
4. A sub-committee or project team may elect a chairperson if its meetings
5. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be the chairperson of the meeting.
6. A Sub-committee or Project team may meet and adjourn as it considers appropriate.

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7. A question arising at a project team meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## 9. Constitution

- (a) This constitution and all duly confirmed alterations, additions or omissions thereof or thereto shall apply to and be binding on all members who are or may hereafter become members of the Association until they are made or become null and void according to the law.
- (b) Each member shall be entitled to see a copy of the Constitution.
- (c) The Management Committee shall have the power to interpret the constitution and to determine any matter for which no provision has been made subject to the ratification of an Annual or Extraordinary General Meeting and subject to endorsement by the College Board.

## 10. Amendment to the Constitution

The provision of this constitution may only be altered, repeated or amended by the approval of a simple majority of members present at any Annual or Extraordinary General Meeting duly convened. Any notice of alteration, amendment or repeal shall have appeared in the agenda. No amendment to this Constitution shall take effect until approved by the College Council in writing under the hand of the chairman or the Secretary of the Council.

## 11. Funds and Property

The property of the Association shall be vested in the members of the Management Committee for the time being. All funds will be banked in an account with the College bankers and no funds of the Association shall be drawn from the bank except by cheque, signed by two of the following.

- President
  - Secretary
  - Treasurer
- 1) No cheques, order or other authority shall be signed, except for ordinary expenses, without the consent of the majority of a Management Committee Meeting. Ordinary expenses of the Association shall include these expenses associated with day to day accounting requirements and others as authorised by the Management Committee.
  - 2) For the purposes of the Annual Financial Statement of the Association the financial year shall be deemed to be 1 April to 30 March

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## 12. Annual General Meeting (AGM)

The Annual General Meeting shall be held during the latter part of term one (1) ideally before the end of March, on a date and at a time to be fixed by the Management Committee for the following purposes:

- (i) To receive from the Committee a Report, an Audited Balance Sheet and Statements of Accounts for the preceding P&F Accounting Year (1 April to 30 March);
- (ii) To receive and adopt Audited Balance Sheet and Statement of Accounts for the preceding Accounting period;
- (iii) To elect a President, Secretary and Treasurer.
- (iv) To elect a Management Committee and to appoint an auditor for the ensuing year;
- (v) To decide on any resolution which may be submitted to the Meeting of which due notice has been given as provided hereunder;
- (vi) To deal with any other matter which may arise.

## 13. Election of the Management Committee

A member of the Management Committee may only be elected as follows:

- a) any 2 members of the association may nominate another member (the 'candidate') to serve as a member of the Management Committee;
  - (i) the nomination must be in writing; and signed by the candidate and the members who nominated him or her; and given to the secretary at least 7 days before the annual general meeting at which the election is to be held;
- b) Each member present at the annual general meeting (AGM) may vote for any number of candidates not more than the number of vacancies;
- c) If, at the start of the meeting, there are not enough candidates nominate, nominations may be taken from the floor of the meeting
- d) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place or usual place of meeting of the association for at least 24 hours immediately preceding the annual general meeting.
- e) Where there are no nominations for President, the Headmaster will assume the role of President and manage the P&F until these positions have been filled.

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- f) Where the Headmaster takes temporary Management of the P&F he shall outline to the AGM the provisions of 'winding up' the P&F then call a Extraordinary General Meeting within eight weeks of the AGM.

#### 14. Failure to call an Annual General Meeting

If a period of 16 months would elapse without an Annual General Meeting having been called or held the College Council may by notice in writing to the Committee request the Committee to call an Annual General Meeting within 28 days of the date of that notice and should the Committee omit to hold such a meeting within that time or within such other time as is acceptable to the Council then the Council itself may call and hold an Annual General Meeting for any or all of the purposes aforesaid.

#### 15. Extraordinary General Meeting

1. The Management Committee may at any time for any purpose call an Extraordinary General Meeting.
2. A request mentioned in subsection 1 must state –
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

#### 16. Notice of General Meeting

1. The secretary may call a general meeting of the association.
2. The secretary must give at least 14 days notice of the meeting
3. The Management Committee may decide the way in which the notice must be given
4. A notice of a general meeting must state the business to be conducted at the meeting

#### 17. Quorum for, and adjournment of General, Annual General and Extraordinary Meetings

1. At these meetings the number of members equal to double the number of members of the association presently on the Management Committee plus 1 form a quorum.
2. No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
3. If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee of the association the meeting lapses.

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1. If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee for the association, the meeting is to be adjourned to –
  - a) the same day, time and place in the next week; or
  - b) a day, time and place decided by the Committee.
5. If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
6. The chairperson may, with the consent of any meeting at which a quorum is present and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days
9. If a meeting is adjourned for at least 30 days, a notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
10. In this rule – ‘member’ includes a person attending as a proxy.

## 18. Procedure at General, and Management Committee Meetings

Subject to these rules, at each general meeting-

- a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
- b) For General Meetings, if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
- c) the chairperson must conduct the meeting in a proper and orderly way: and
- d) each question, matter or resolution must be decided by a majority of votes of the members present; and

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- e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- f) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
- g) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
- h) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- i) a member may vote in person or by proxy and
  - i. on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
  - ii. in a secret ballot, each member present in person or by proxy or by other properly authorised representative has 1 vote; and
  - i. an instrument appointing a proxy must be in writing
- j) a proxy may be a member of the association or another person; and
- k) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- l) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form –



**ASSOCIATION:**

I \_\_\_\_\_ of \_\_\_\_\_, being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
Signature

\*in favour of \_\_\_\_\_

This form is to be used the \_\_\_\_\_ resolution.

\*against

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- m) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - n) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and general meeting are entered in a minute book; and
  - o) the secretary must ensure the minute book for each General or Management Committee Meeting is open for inspection at all reasonable times by any member who previously applies to the secretary for the inspection.
2. To ensure the accuracy of the minutes recorded under subsection (1)(o) –
- a) the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy; and
  - b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

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- c) the minutes of each annual general meeting must be signed by the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

**19. Quorum**

The Quorum at all Management Committee Meetings of the Association shall be 3 members which shall include the President or his delegate and the Headmaster or his delegate

**20. Notice of Resolution**

Any member intending to refer a motion to a Management Committee or General Meeting for decision must give the Secretary a copy thereof at least 21 days before that meeting and the Secretary shall include that motion in the Agenda of that meeting.

**21. Chair and Voting**

At all General Meetings of the Association the President, and in his absence nominated Secretary, shall take the chair. Every member present shall be entitled to vote and shall have one vote on every motion, and in case of equality of votes, the Chairman shall have a second or casting vote. Unless otherwise determined by a majority of those present at the meeting, the ruling of the chair on any matter of procedure at the meeting shall be final.

**22. Notice of Annual General or Extraordinary Meetings**

Notice of each Annual General Meeting of the Association shall be given to members by means of an advertisement specifying the place, the day and the hour of the meeting placed in any newspaper circulated generally in the community served by the College, or the College Newsletter. In addition notices of Annual General Meetings of the Association may be given to members by post and/or by any other means deemed appropriate by the Management Committee.

**23. Communications with Parents and the Public**

The contents of all written communications to parents, or to any of them or to the public, or to any of them whether they be letters, circulars, notices, advertisements, press releases or any other form of written communication issued by or originating from the association, the Management Committee or any of its members or any sub-committees shall be approved by the Headmaster in advance.

**24. Honoraria**

No honoraria in any form shall be granted to any members of the Management Committee. This section shall not restrict the Management Committee from providing goods or services to members in appreciation for voluntary work undertaken for the

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Association. Any such consideration must be approved by the committee and be duly noted in the minutes.

**25. Auditor**

The Auditor of the Association shall be a registered Auditor.

**26. Audit**

- (a) The Management Committee shall cause the financial records of the Association to be audited by the Auditor of the Association prior to each Annual General Meeting of the Association.
- (b) The Management Committee may request the Auditor to audit the financial records of the Association at any time but no less than once per year being as at the conclusion of the P&F Association year.
- (c) At any time the College Board may require that the financial records of the Association be audited by any person qualified to do so appointed by the Council and any professional fees or costs of the person so appointed shall be to the account of the Board. The audit report resulting from such an audit shall be submitted to the Board.
- (d) Any member or members of the Association may petition the College Council to exercise its powers under clause (c) but the exercising of those powers shall be at the sole and absolute discretion of the College Council.

**27. Documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

**28. Winding Up**

The Association may be wound up only upon the vote of a two-thirds majority of members present at an Extraordinary or Annual General Meeting, called for the purpose of considering winding up the Association. In the event of a winding-up, the assets of the Association shall not be distributed to individual members but shall be paid and transferred to the College.