

# MBH SCHOOL ASSOCIATION CONSTITUTION

Section 111(5), *Education Act 2016* (Tas)

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## **IMPORTANT INFORMATION:**

This model constitution of school associations is published pursuant to section 111(5) of the *Education Act 2016* (Tas) (the **Act**) by the Minister administering the Act.

The establishment, functions and powers of a school association are subject to the Act.

A school association is a body corporate.

A school association established in accordance with the Act is not:

- an association for the purposes of the *Associations Incorporation Act 1964* (Tas);  
or
- the Crown, or an agency or instrumentality of the Crown.

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# MODEL CONSTITUTION OF SCHOOL ASSOCIATIONS

## Operative clauses

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### PART 1: PRELIMINARY

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#### 1 Name of School Association

Montrose Bay High School Association

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#### 2 Definitions and interpretation

##### 2.1 Definitions – general

In this Constitution, unless the context otherwise requires:

**Act** means the *Education Act 2016* (Tas).

**authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* (Cwlth).

**Committee** means the committee established, in accordance with this Constitution, to manage the affairs of the School Association.

**Committee member** means a member of the Committee of the School Association.

**Community Member** means, subject to clause 7.2, a person, who does not have children enrolled at the School, who has been accepted, in accordance with this Constitution, for membership of the School Association as a Community Member.

**Constitution** means this constitution for the School Association.

**Department** means the Department for the purposes of the Act.

**Government Body** includes a body politic, a government (federal, state or local), a governmental, judicial or administrative body, a tribunal, a commission, a department or agency of any government, and a statutory authority or instrumentality.

**Member** means, in relation to the School Association, the persons who, for the time being, are members of the School Association in accordance with clause 7.

**Minister** means the Minister administering the Act.

**Parent Member** means, subject to clause 7.3, each person, for time being, recorded in the School's records as a parent or guardian of a School Student currently enrolled at the School.

**Principal** means the principal of the School for the purposes of the Act.

**School** means the school, or schools, in respect of which the School Association is established, or continued in existence, in accordance with the Act.

**School Association** means the school association established, or continued in existence, in accordance with the Act, in respect of the School.

**School Association Year** means each period of 12 months ending on 31 March or another date determined by the Minister.

**School Student** means an individual who, for the purposes of the Act, is a school student at the School.

**Secretary** means the Secretary of the Department.

**Staff Member** means, subject to clause 7.3, a person who is, for the time being, a member of the State Service (as defined in the *State Service Act 2000* (Tas)) employed, on a permanent basis or fixed-term contract, at the School.

**Student Representative** means a School Student appointed by the Principal to act as a representative for School Students, and attend Committee meetings.

## **2.2 Definitions incorporated from *Education Act 2016* (Tas)**

Expressions defined in the Act have the same meanings when used in this Constitution, unless the context otherwise requires or that expression is given a different meaning in this Constitution.

## **2.3 Interpretation**

In this Constitution, unless the context otherwise requires:

- (a) headings do not affect the interpretation of this Constitution;
- (b) words denoting the singular include the plural and vice versa;
- (c) words denoting a gender include all genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (e) an expression denoting a natural person, company, partnership, joint venture, association, corporation or other body corporate or any Government Body includes any other of them;
- (f) a reference to any legislation includes any statutory modification or re-enactment of, or legislation substituted for, and any subordinate legislation (for example, regulations) issued or made under, that legislation;
- (g) a reference to an office in a Government Body or other body or organisation includes any person acting in that office, and if the office is vacant, the person who for the time being is substantially responsible for the exercise of the duties, functions or powers of that office; and
- (h) mentioning any thing after the words 'includes', 'included' or 'including' does not limit the meaning of any thing mentioned before those words.

## **2.4 Constitution not to affect application of Act**

Nothing in this Constitution affects or limits the application of the Act to the School Association or any of its Members.

## PART 2: FUNCTIONS AND POWERS OF SCHOOL ASSOCIATION

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### **3 Functions**

The School Association has the following functions:

- (a) to participate in the formulation and development of school policies, both in accordance with the Act and generally;
- (b) to participate in the formulation and implementation of plans for the improvement of the School;
- (c) to participate in:
  - (i) establishing and reviewing, from time to time, the School's objectives, priorities, strategic directions and values;
  - (ii) the planning of financial arrangements necessary to fund those objectives, priorities, strategic directions and values; and
  - (iii) evaluating the School's performance in achieving those objectives, priorities, strategic directions and values;
- (d) to participate in, and provide advice on, the selection of the person to be the Principal (other than a temporary Principal or acting Principal);
- (e) to provide advice and recommendations to the Secretary on any matter relating to policy with respect to State schools and schooling;
- (f) to foster in the School's community an understanding of:
  - (i) the value of education generally; and
  - (ii) the benefits of education;
- (g) to foster cooperation among teachers, students, parents and the School's community; and
- (h) other functions determined by the Minister or prescribed in the regulations made under the Act.

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### **4 Powers**

#### **4.1 Powers of School Association generally**

- (a) Subject to this Constitution, the Act and the regulations made under the Act, the School Association has power to do all things necessary or convenient to be done in connection with the performance of its functions.
- (b) Without limiting the generality of clause 4.1(a), the School Association has power to raise funds for the benefit of the School and to determine how those funds will be used.
- (c) Except in accordance with the Ministerial instructions (within the meaning of the Act), the School Association may not:
  - (i) employ any person;

- (ii) hold or otherwise deal with real property;
- (iii) borrow money from, or loan money to, any person or organisation; or
- (iv) enter into contracts with a contract price or value of more than \$5 000.

#### **4.2 Authorised deposit-taking institution account**

- (a) The School Association may open, maintain and operate such authorised deposit-taking institution accounts it considers necessary for the purposes of carrying out its functions.
- (b) In opening, maintaining and operating an authorised deposit-taking institution account, the School Association is to comply with any relevant Secretary's instructions (within the meaning of the Act).

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## **5 Performance and exercise of functions and powers of School Association**

- (a) The School Association must exercise its powers for the purposes of carrying out its functions for the benefit of the School.
- (b) In performing and exercising its functions and powers, the School Association:
  - (i) is to take into account Government policies and procedures:
    - (A) of which the Principal has given written notice to the School Association; or
    - (B) which are published on the website of the Department; and
  - (ii) may not do any thing which would cause the Principal or member of the staff of the School to act inconsistently with those policies and procedures.
- (c) In performing and exercising its functions and powers, the School Association may not:
  - (i) interfere with the day-to-day control or management of the School;
  - (ii) interfere with the provision of instruction in the School in accordance with the curriculum determined by the Secretary;
  - (iii) interfere with or intervene in, the administration of discipline at the School, except in so far as allowed under the Act; or
  - (iv) give directions to a teacher or any other member of the staff of the School in relation to the manner in which the teacher or member of staff performs their functions, other than to a member of the staff who is under the direct control of, and performing functions directly for the benefit of, the School Association.

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## **6 Duty to comply with Act and Secretary's instructions**

The School Association must comply with:

- (a) the Act and regulations made under the Act; and
- (b) the Secretary's instructions made under the Act.

## **PART 3: MEMBERS, COMMITTEES AND OFFICEHOLDERS**

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### **7 Membership of School Association**

#### **7.1 Membership**

- (a) The members of the School Association comprise, for the time being:
  - (i) Parent Members;
  - (ii) Staff Members;
  - (iii) Community Members; and
  - (iv) the Principal.
- (b) Subject to clause 7.3, for the avoidance of doubt, Parent Members, Staff Members and the Principal are automatically taken to be members of the School Association.
- (c) A person is not eligible to be a Member unless they are at least 18 years of age.
- (d) The School Association must not charge Members a membership fee.

#### **7.2 Community Members**

- (a) A person becomes a Community Member of the School Association when the Committee votes to appoint that person as a Community Member, and records that person's name, in the records of the School Association, as a Community Member.
- (b) The Committee must not vote to appoint a person as a Community Member of the School Association unless:
  - (i) the person has been nominated to become a Community Member of the School Association by at least two existing Members of the School Association;
  - (ii) the person has consented, in writing, to the nomination; and
  - (iii) the Committee is satisfied that the person has genuine reasons for wanting to become a Community Member of the School Association.
- (c) A Community Member's membership of the School Association is for an initial term of three years commencing on the date they become, in accordance with clause 7.2(a), a member of the School Association. At end of that initial term, the Community Member ceases to be a member of the School Association unless clause 7.2(d) applies.



- (d) Subject to clauses 7.2(e) and 7.2(f), the Committee may, by resolution, extend the membership term of a Community Member for a further period of three years. If so extended, the extended membership term commences on the date that the membership term of that Community Member would have otherwise expired but for the extension. At the end of the extended term, the Community Member ceases to be a member of the School Association unless the Committee again exercises its power to extend the membership term of that Community Member.
- (e) The Committee must not pass a resolution to extend the membership term of a Community Member unless the Community Member has agreed, in writing, to the resolution.
- (f) A resolution to extend the membership term of a Community Member cannot be passed by the Committee:
  - (i) if the term has already expired; or
  - (ii) more than four months before the date when the term would otherwise expire if it were not extended.
- (g) To avoid doubt, a Community Member of the Committee cannot vote on a resolution, by the Committee, to extend his or her membership term as a Community Member of the School Association.
- (h) A person who, in accordance with clauses 7.2(c) or 7.2(d), has ceased to be a Community Member of the School Association is eligible to be re-appointed as Community Member in accordance with clause 7.2(a).
- (i) A former Community Member, whose membership was previously cancelled pursuant to clause 7.2(j)(iii), is not eligible to be re-appointed, by the Committee, as a Community Member, unless the Members in a general meeting have previously agreed to that person's re-appointment.
- (j) A person who is a Community Member of the School Association also ceases to be such a member:
  - (i) when they die;
  - (ii) if they resign their membership by notice, in writing, to the Committee;
  - (iii) if at a general meeting of the School Association, the Members vote to cancel the membership of that person as a Community Member; or
  - (iv) if they become a Parent Member, Staff Member or the Principal.

### **7.3 Person may elect not to be Parent Member or Staff Member**

- (a) A person who qualifies as a Parent Member or a Staff Member of the School Association may, by notice in writing to the Committee, decide that they do not want to be a Member of the School Association.
- (b) A person who gives a notice under clause 7.3(a) ceases to be a Parent Member or a Staff Member, as the case may be, when that notice is received by the Committee. The Committee is to make a record of that fact in the records of the School Association.

- (c) A person who:
  - (i) has given a notice under clause 7.3(a); and
  - (ii) but for that notice would otherwise qualify as a Parent Member or a Staff Member,

may, by a further notice, in writing, to the Committee, decide to resume being a Parent Member or Staff Member, as applicable, of the School Association.

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## **8 Committee**

### **8.1 Establishment of Committee**

- (a) A committee (the **Committee**) is established to manage the affairs of the School Association.
- (b) The composition and size of the Committee is to be determined in accordance with the rules set out in Schedule 1.

### **8.2 Committee's functions and powers**

The members of the Committee must:

- (a) manage and conduct the affairs of the School Association:
  - (i) for the benefit of the School; and
  - (ii) in accordance with all applicable laws, including the Act, regulations made under the Act, and any relevant Secretary's instructions; and
- (b) exercise all of the functions and powers of the School Association, except those functions and powers which are required by the Act or this Constitution to be exercised by the Members of the School Association in a general meeting.

### **8.3 Principal taken to be member**

The Principal is taken to be a member of the Committee.

### **8.4 Election of members of Committee**

- (a) Subject to this clause 8.4, the members of the Committee (other than the Principal) are to be elected as follows:
  - (i) Staff Members of the Committee must be elected by a ballot of Staff Members;
  - (ii) Parent Members of the Committee must be elected by a ballot of Parent Members; and
  - (iii) Community Members of the Committee must be elected by a process approved by the Committee (but in the case of the first election for the Committee, approved by the Principal).
- (b) Subject to clause 8.3(c), elections for the members of the Committee (other than the Principal) must be held before the end of each School Association Year.

- (c) The first election of the members of the Committee must be held as soon as practicable after the Minister has established the School Association in accordance with the Act.
- (d) A person who is both a Parent Member and a Staff Member can only be elected to the Committee as a Staff Member.
- (e) A person employed at the School on a temporary part-time basis, or who is employed at another school, and who therefore, in each case, is ineligible for election to the Committee as a Staff Member, is nevertheless eligible for election as a Parent Member if they otherwise qualify as a Parent Member.

## **8.5 Conduct of elections for members of Committee and related matters**

- (a) The Principal must appoint a returning officer to conduct elections for the members of the Committee who, in accordance with clause 8.4, are to be elected by a ballot.
- (b) The returning officer must call for nominations for the election of members of the Committee who, in accordance with clause 8.4, are to be elected by ballot.
- (c) If any existing members of the Committee are to retire in accordance with clause 9.3, the nominations must be called for after the date upon which the members of the Committee to retire under clause 9.3 have been ascertained.
- (d) A person cannot be nominated for election to a position as a member of the Committee unless the person:
  - (i) has consented, in writing, to the nomination; and
  - (ii) is, at the time of nomination, eligible to vote in the election for that position.
- (e) Subject to clause 8.5(f), nominations in respect of a position must be proposed and seconded by at least two persons who are, at the time of nomination, eligible to vote in the election for that position.
- (f) Nominations of Community Members for election to the Committee may be proposed or seconded by any Member.
- (g) If the number of nominations for existing vacancies for any category of membership of the Committee, to be elected by ballot, does not exceed the number of vacancies, the returning officer must declare as duly elected the candidates nominated in respect of that category of membership.
- (h) If, despite the application of clause 8.5(g), there remains a vacancy on the Committee following the elections, in respect of a category of membership to be elected by ballot, the returning officer must:
  - (i) call for further nominations, in accordance with this clause 8.5, in respect of any vacant position;
  - (ii) conduct a second election if the vacancy relates to a category of membership which, in accordance with clause 8.4, is to be elected by a ballot; and

- (iii) if despite the call for further nominations, the number of further nominations for the remaining vacancies for any such category of membership does not exceed the number of vacancies, declare as duly elected the candidates nominated in respect of that category.
- (i) If, despite the application of clauses 8.5(g) and 8.5(h), there remains any vacancy on the Committee, the members of the Committee may appoint, by invitation, suitable persons to take up that vacancy. Persons appointed to the Committee under this clause 8.5(i) will be taken to be elected to the Committee.
- (j) If the School Association does not hold elections for members of the Committee in accordance with the requirements of this Constitution, the Secretary may:
  - (i) direct the School Association to hold elections for additional members of the Committee;
  - (ii) fix how and when such elections are to be held; and
  - (iii) fix the term of the members so elected (which must expire not later than the end of the next School Association Year after that election).

The School Association must comply with any such directions.

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## **9 Term of office of members of Committee**

### **9.1 Application**

This clause does not apply to the Principal in their capacity as a member of the Committee.

### **9.2 General rule**

Subject to clauses 8.5(j) and 9.3, a Committee member's term of office commences at the beginning of the next School Association Year after they are elected, and ends on day before the second anniversary of the date on which their term of office so commenced.

### **9.3 Rotation of office**

- (a) At the end of each School Association Year not less than one-half of each of the Parent Members, Staff Members and Community Members of the Committee must retire. If the number of members of the Committee in a category of membership is an uneven number, then in respect of that category, the number of members to retire will be the lowest whole number nearest to one-half.
- (b) The members of the Committee to retire in each category of membership referred to in clause 9.3(a) will be:
  - (i) any member who was appointed to fill a casual vacancy; and
  - (ii) the members who have been longest in office since last being elected or appointed.
- (c) The members of the Committee to retire under this clause 9.3 must be ascertained at least three months before the expiry of the School Association Year.
- (d) Where the members of the Committee were elected on the same day, the members to retire will be decided by lot unless they agree otherwise. If the

Committee fails to notify the Principal which members of the Committee are to retire under this clause 9.3 by the date at least three months before the expiry of a School Association Year, the Principal is to determine the members who are to retire, and the Principal's decision is to be final.

- (e) A member of the Committee who is to retire, or who has retired, under this clause 9.3 may nominate for re-election as a member of the Committee.
- (f) This clause 9.3 does not apply in respect of the first School Association Year if the School Association was established less than nine months before the end of that year.

#### **9.4 Casual vacancies**

- (a) A casual vacancy on the Committee is to be filled as follows:
  - (i) if the person who vacated the position (giving rise to the casual vacancy) was originally elected to that position (and did not take the position by appointment under clauses 8.5(g) and 8.5(h)), the candidate who:
    - (A) received the next highest vote (disregarding the votes of those candidates who were elected) in the election for the position that has become vacant; and
    - (B) agrees to become a member of the Committee,is to be appointed, by the Committee, to fill the vacant position; or
  - (ii) if clause 9.4(a)(i) is not applicable or does not result in the casual vacancy being filled, the remaining members of the Committee may appoint, by invitation, a suitable person to take up that vacancy.
- (b) Subject to clause 9.3, the term of office of a member of the Committee who is appointed to fill a casual vacancy is the balance remaining of the term of office of the person who vacated the position that gave rise to the casual vacancy.
- (c) The Committee may continue to act despite any casual vacancy in its membership provided that the Committee at least has the minimum number of members required by Schedule 1.
- (d) If, at any time, the Committee does not have the minimum number of members required by Schedule 1, the Secretary may appoint suitable persons to fill any vacant positions on the Committee.

#### **9.5 Vacation of office**

The office of a member of the Committee becomes vacant if the member:

- (a) dies;
- (b) resigns his or her office by notice, in writing, addressed to the Committee;
- (c) without an approved leave of absence from the Committee, fails to attend three consecutive Committee meetings;
- (d) is removed from office by a resolution, to that effect, passed at a general meeting of the School Association;

- (e) is removed from office by the Secretary on the grounds that the Secretary reasonably believes that the member is not a fit and proper person to continue as a member;
- (f) is a Parent Member, and the parent's child leaves the School;
- (g) is a Staff Member, and they resign as a member of the State Service (as defined in the *State Service Act 2000* (Tas)) or transfer to another School; or
- (h) ceases, for any reason, to be a Member of the School Association.

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## 10 School Association's officeholders

### 10.1 Officeholders

- (a) Each member of the Committee is an officeholder in the School Association for the purposes of the Act.
- (b) The Committee is to elect, in accordance with clause 10.2, the following officeholders:
  - (i) a chairperson (who must be a Parent Member or a Community Member, but must not be employed in the Department);
  - (ii) a deputy chairperson;
  - (iii) a secretary for the School Association; and
  - (iv) a treasurer for the School Association.

### 10.2 Election and removal of Specified Officeholders

- (a) The officeholders referred to in clause 10.1(b) (each a **Specified Officeholder**) must be elected by the Committee members from amongst the Committee members.
- (b) A Specified Officeholder vacates their position as a Specified Officeholder if, for any reason, they cease to be a member of the Committee.
- (c) The Committee may, by majority vote, remove any Specified Officeholder from office.
- (d) Each Specified Officeholder must resign from office at the first meeting of the Committee following an election for any members of the Committee. A Specified Officeholder who resigns in accordance with this clause is eligible for re-election or election as an officer.
- (e) The Principal must conduct any ballot required for the election of a Specified Officeholder.

### 10.3 Role of secretary of School Association

The role of the secretary of the School Association includes maintaining the minutes and other records of general meetings of the School Association (including notices of meetings), meetings of members of the Committee and circular resolutions.

#### **10.4 Role of treasurer of School Association**

The role of the treasurer of the School Association includes maintaining proper books of account and financial records in relation to the affairs of the School Association.

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### **11 Student Representative**

- (a) The Principal may appoint Student Representatives to attend Committee meetings.
- (b) The appointment of a School Student as a Student Representative ends:
  - (i) when the School Student ceases to be a School Student;
  - (ii) if the School Student resigns as a Student Representative;
  - (iii) at the end of each school year; or
  - (iv) if the Principal revokes the appointment.
- (c) A Student Representative (if any):
  - (i) may attend any meeting of the Committee;
  - (ii) may speak at any meeting of the Committee in connection with any matter that affects School Students;
  - (iii) is not a member of the Committee;
  - (iv) does not count towards the quorum of any meeting of the Committee;
  - (v) does not have any right to vote at any meeting of the Committee; and
  - (vi) unless otherwise decided by a majority of the Committee, is entitled to receive copies of notices, papers and minutes related to the business of the Committee.

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### **12 Sub-Committees of Committee**

- (a) The Committee may appoint one or more sub-committees, and delegate its powers and functions to them. The Committee must state, in writing, the terms of reference and the powers and functions which are to be delegated to the sub-committee.
- (b) A sub-committee may consist of members of the Committee and any other persons as deemed appropriate by the Committee.
- (c) An appointed member of the Committee must assume the role of reporting to that sub-committee on the activities of the Committee.
- (d) A quorum for a sub-committee meeting is one-half of the members of the sub-committee plus one. A sub-committee must not conduct its business unless a quorum is present.
- (e) The members of each sub-committee must appoint a secretary.

- (f) Each sub-committee must submit a report to the Committee as frequently as required by the Committee.

## PART 4: MEETINGS AND VOTING

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### **13 School Association meetings**

#### **13.1 General meetings**

- (a) The School Association must hold an annual general meeting of the School Association as close as practicable to the end of each School Association Year.
- (b) In addition to the annual general meeting, the School Association may, from time to time, hold special general meetings of the School Association.
- (c) A reference in this Constitution to a 'general meeting' means, as the context requires, an 'annual general meeting' or a 'special general meeting'.

#### **13.2 Business of the annual general meeting**

- (a) The ordinary business of the annual general meeting is:
  - (i) to confirm the minutes of the preceding annual general meeting and any special general meeting held since that meeting;
  - (ii) to receive, and if approved to ratify, the School Association's annual report;
  - (iii) to receive and ratify the annual School report;
  - (iv) to receive and ratify the annual financial statements of the School Association;
  - (v) to receive other relevant reports; and
  - (vi) where possible, to announce the results of the last election of members of the Committee.
- (b) The annual general meeting may deal with special business if notice of that business is given to Members in accordance with this Constitution.

#### **13.3 Convening of general meetings**

- (a) The Committee may convene a general meeting of the School Association.
- (b) If there is no Committee for the time being, a general meeting of the School Association may be convened by the Principal.
- (c) On the written request of not less than 10% of the Members, the secretary of the School Association (or if there is no secretary for the time being, the Principal) must convene a special general meeting of the School Association.
- (d) The request by the Members for a special general meeting must state the purpose of the meeting. The Members requesting the meeting must sign the request and deliver it to the secretary of the School Association (or if there is no secretary for the time being, the Principal).



- (e) If the School Association does not hold the special general meeting within 21 days from the date on which the request by the Members is delivered to the secretary of the School Association (or if there is no secretary for the time being, the Principal), the Members requesting the meeting, or any one of them, may convene the meeting within three months from the date the request is delivered to the secretary of the School Association (or if there is no secretary for the time being, the Principal).
- (f) The Committee must refund all reasonable expenses incurred by a Member in convening the meeting.

#### **13.4 Notice of general meetings**

- (a) At least 14 days before the date fixed for holding a general meeting of the School Association, the secretary of the School Association (or if there is no secretary for the time being, the Principal) must take reasonable steps to advertise the meeting through media such as the School newsletter, on the School notice board or a local newspaper circulating in the district where the School is located.
- (b) The advertisement must specify the place, day and time for the holding of the meeting and the nature of the business of the meeting.
- (c) An accidental omission to send a notice of a general meeting to any Member, or the non-receipt of that notice by any Member, does not invalidate the meeting or any proceedings, or resolution passed, at the meeting.

#### **13.5 Quorum for general meetings**

- (a) The School Association must not deal with any business at a general meeting unless a quorum is present.
- (b) The number of Members, determined in accordance with Schedule 1, is a quorum for a general meeting.
- (c) If no quorum is present within 30 minutes of the scheduled start time for the general meeting, the person presiding may adjourn the meeting to a time and place to be determined by the person presiding, or if the meeting has been convened upon the request of Members, the meeting must be dissolved.

#### **13.6 Chairperson of general meetings**

- (a) Subject to this clause 13.6, the chairperson of the Committee is to chair all general meetings of the School Association at which he or she is present.
- (b) If the chairperson of the Committee is not present, the deputy chairperson of the Committee is to chair the general meeting of the School Association.
- (c) If both the chairperson and the deputy chairperson of the Committee are not present at a general meeting of the School Association or do not want to act as chairperson, the members of the Committee present at the meeting must appoint a member of the Committee to act as the chair of the general meeting.
- (d) If no member of the Committee is present at a general meeting of the School Association, the Members present must appoint a Member to act as the chair of the general meeting.

### **13.7 Voting at general meetings**

- (a) A resolution put to the vote of a general meeting of the School Association is to be decided by a majority of the Members present and voting on the resolution.
- (b) Each Member present at the general meeting is entitled to one vote on a resolution. For the avoidance of doubt, if a Member is a member of the School Association in two or more capacities, that Member may only exercise one vote.
- (c) Voting on a resolution is to be decided on a show of hands unless a poll is demanded, by any Member present at the general meeting or by the chairperson, before the declaration, by the chairperson, of the result of the show hands. Unless a poll is demanded (and not withdrawn) a declaration by the chairperson of the meeting that a resolution has been carried, or lost, is conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against, the resolution.
- (d) A demand for a poll may be withdrawn.
- (e) If demanded, a poll is to be taken in such manner as the chairperson of the general meeting thinks fit, and the result of the poll will be the resolution of the meeting.
- (f) In the case of an equality of votes on a show of hands or a poll, the motion is lost. The chairperson of a general meeting of the School Association does not have a casting vote (in addition to their deliberative vote).
- (g) No voting by proxy or an agent is permitted.
- (h) A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting. If a challenge is made, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### **13.8 General conduct of meetings**

- (a) Members attending a general meeting of the School Association must behave in a reasonable manner at a meeting.
- (b) Subject to this Constitution, the general conduct of each general meeting of the School Association, and the procedures to be adopted at the meeting, are as determined by the chairperson for that meeting.
- (c) No business is to be conducted at a general meeting of the School Association other than the business specified in the notice calling the meeting.
- (d) The chairperson for a general meeting of the School Association may require the adoption of any procedures which are, in the chairperson's opinion, necessary or desirable for the proper and orderly casting or recording of votes at the general meeting, whether on a show of hands or on a poll.
- (e) The chairperson of a general meeting of the School Association may refuse:
  - (i) admission to, or require to leave and remain out of the meeting, any person who behaves or threatens to behave in a dangerous, offensive or disruptive manner, or who was not entitled to receive notice of the meeting; and
  - (ii) to allow the use of any camera or sound-recording device at the meeting.

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## **14 Committee meetings**

### **14.1 When Committee must meet**

- (a) The Committee must meet at least once per school term, for the School, at such places and such times as the Committee determines.
- (b) The Principal, the chairperson or any three Committee members may request a special Committee meeting. The secretary of the School Association must give written notice of such special meetings within seven days of receiving a request.

### **14.2 Quorum**

The quorum for a Committee meeting is a majority of the members of the Committee for the time being. The Committee must not deal with any business at a Committee meeting unless a quorum is present. A quorum must be present for the whole of the meeting of the Committee members.

### **14.3 Use of technology to hold meetings**

The members of the Committee may hold a meeting by using any technology (for example, teleconferencing) that is agreed to by all members of the Committee. The agreement may be a standing agreement. A member may only withdraw their agreement to a standing arrangement by giving reasonable notice.

### **14.4 Chairperson for meetings**

The chairperson is entitled to chair all Committee meetings at which he or she is present. If the chairperson is absent from a Committee meeting, the deputy chairperson is entitled to chair the meeting. If both the chairperson and deputy chairperson are absent from a meeting or do not want to act as chairperson of the meeting, the members of the Committee who are present must appoint a member of the Committee to chair the meeting.

### **14.5 Voting**

- (a) A resolution is carried at a Committee meeting if a simple majority of those present and voting, vote in favour of it.
- (b) Each Committee member present is entitled to one vote unless the member is disqualified from voting by clause 14.6.
- (c) Where there are an equal number of votes of the Committee members present, the chairperson of the meeting has a casting vote.
- (d) Any member of the Committee, including the chairperson, may abstain from voting on any question.

### **14.6 Conflict of interest**

If a member of the Committee has a direct or indirect pecuniary interest in a contract entered into by the School Association, or a proposed contract that the School Association is considering entering into, the member:

- (a) must disclose the conflict of interest to the Committee as soon as he or she becomes aware of it; and
- (b) must not take part in any deliberation or decision of the School Association that relates to that contract or proposed contract.

## **14.7 Circulating resolution**

- (a) The Committee may pass a circulating resolution without a meeting being held.
- (b) A circulating resolution is passed if all members of the Committee entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 14.7(c) or clause 14.7(d).
- (c) Each member of the Committee signs:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) Each member of the Committee sends an email to all other members of the Committee agreeing to the resolution as set out in the email.
- (e) A circulating resolution is passed when the last member of the Committee signs or otherwise agrees to the resolution in the manner set out in clause 14.7(c) or clause 14.7(d).

## **14.8 Observers**

Committee meetings are open to all members of the School Association and School Students to attend as observers, unless they are excluded by the chairperson of the meeting. Observers can only speak at the meeting in accordance with any directions given by the chairperson of the meeting.

# **PART 5: ADMINISTRATION**

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## **15 Payments to members of Committee**

- (a) Subject to clause 15(b), the School Association must not pay any fees or remuneration to members of the Committee or an officeholder of the School Association referred to in clause 10.
- (b) The School Association may:
  - (i) pay a member of the Committee for work they do for the School Association, other than as a member of the Committee, but only if the amount is not more than a reasonable fee for the work done; and
  - (ii) reimburse to a member of the Committee expenses reasonably and properly incurred by the member in carrying out their work as a member of the Committee.
- (c) A payment made under clause 15(b) must be approved by an absolute majority of the members of the Committee.

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## **16 Execution of documents**

### **16.1 Execution of documents using a seal**

- (a) The School Association may have a seal.

- (b) The seal is to be kept by the Principal.
- (c) The School Association may execute a document by affixing its seal to that document. The affixing of the seal must be attested by at least two members of the Committee.
- (d) The seal must not be affixed to a document unless its use has been authorised by a resolution of the members of the Committee.

## **16.2 Execution of documents without a seal**

The School Association may execute a document without using its seal if:

- (a) the execution of the document has been authorised by a resolution of the members of the Committee; and
- (b) the document is signed, for and on behalf of the School Association, by at least two members of the Committee.

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## **17 Information to be provided by Principal**

The Principal must provide to the Committee:

- (a) regular School financial reports at a minimum of quarterly intervals;
- (b) the annual report of the School; and
- (c) other information that will allow the School Association to carry out its functions and exercise its powers effectively.

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## **18 Financial and related records**

- (a) The Committee must make and keep written financial records in relation to the School Association that:
  - (i) correctly record and explain the School Association's transactions and financial position; and
  - (ii) enable true and fair financial statements to be prepared and audited in respect of the School Association.
- (b) The Committee must also keep written records that correctly record the operations of the School Association.
- (c) The records must be kept for a period of at least seven years.
- (d) The Committee must make the records available for:
  - (i) inspection by any Member and each member of the Committee; and
  - (ii) inspection and audit by the Secretary or a person authorised by the Secretary.
- (e) The members of the Committee must take reasonable steps to ensure that the records are kept safe.

## PART 6: MISCELLANEOUS

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### **19 Amendment of this Constitution**

- (a) This Constitution may only be amended in accordance with the Act.
- (b) A proposed amendment to the Constitution may only be submitted to the Minister for approval in accordance with section 112 of the Act if the amendment has been approved at a general meeting of the School Association.

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### **20 Indemnity**

Every Member of the School Association must be indemnified out of the property of the School Association against any liability for legal costs properly and reasonably incurred by that person in that capacity in defending any proceedings:

- (a) in which judgment is given in favour of that person;
- (b) in which that person is acquitted; or
- (c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

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### **21 Liability**

A Member or officeholder of the School Association is not, by reason only of he or she being such a Member or officeholder, liable to contribute towards the payment of the debts and liabilities of the School Association or the costs, charges and expenses of the winding-up of the School Association.

## Schedule 1

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- (a) The quorum for general meetings of the School Association is the number of members of the School Association equivalent to the number of elected members of the Committee (for the time being) plus one.
- (b) The Committee must have not less than five members.
- (c) The Committee must have not more than 11 members.
- (d) The Principal is taken to be a member of the Committee (and, for the avoidance of doubt, is to be counted as a member of the Committee for the purposes of paragraphs (b) and (c)).
- (e) Subject to paragraphs (b) and (c):
  - (i) at least one member of the Committee must be a Staff Member;
  - (ii) the members of the Committee must not include more than three Staff Members;
  - (iii) the members of the Committee must include not less than three Parent Members;  
and
  - (iv) the members of the Committee may include not more than three Community Members.