

ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC.

Association Constitution 2016

(Registered Version 1.3)

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

Version Control

Version	Author / Revised	Reviewed by	Date Reviewed	Next Review Date
V 0.1	<i>Iain Stevenson</i>	<i>Chair of Council, Auxiliary & Supporters Gps</i>		
V 0.2	<i>Iain Stevenson</i>			
V0.3	<i>Helen Duncan Claire Jackson Philip Duncan</i>			
V0.4	<i>Helen Duncan</i>	<i>Association general meeting</i>		
V0.5	<i>Helen Duncan</i>	<i>Association General meeting</i>	<i>18/11/08</i>	
V0.6	<i>Helen Duncan</i>	<i>Special General Meeting of St Paul's Supporters' Assoc</i>	<i>28/04/09</i>	
V0.7	<i>Peter Blackford</i>	<i>Changes as requested by Department of Justice letter dated 16 June 2009 – rule 41(2) replaced President of Association with Chief Executive; removed 27B (8) regarding Supporter Groups operating bank accounts in their own name</i>	<i>03/08/09</i>	
V1.0	<i>Peter Blackford</i>	<i>V0.7 registered with Department of Justice and Attorney-General as noted in letter dated 03 August 2009. Version number updated to 1.0 following registration (File name updated to Association_Constitution_2009_V1.0.doc)</i>	<i>16/08/09</i>	
V1.1	<i>Peter Blackford</i>	<i>Changes as requested by ATO and approved at SPSSA AGM 22nd March 2011 – clause 47 replaced</i>	<i>27/04/11</i>	
V1.2	<i>Peter Blackford</i>	<i>Changes registered by Office of Fair Trading as noted in letter dated 09 June 2011. (File name updated to Association_Constitution_2009_V1.2.doc)</i>	<i>13/08/11</i>	
V1.3	<i>Peter Beahan</i>	<i>Change of membership from annual to ongoing while a member has a child or ward enrolled at the school</i>	<i>23/02/16</i>	

This proposed Constitution combines the model rules provided by the Office of Fair Trading and a Model P&C Constitution employed by Queensland Schools. It contains adjustments to align it with the provisions of the current Association Constitution and amendments proposed by the Chair of St Pauls School Council, St Pauls School Auxiliary and various St Pauls School Supporters Groups.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a Executive committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated Association is THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC.(*the Association*).

3 Objects

The objects of the Association are to promote the interests, and facilitate the development and further improvement of the St Paul's School (Bald Hills) ('The School') by:

- (1) Endeavouring to bring about closer co-operation between the parents of students attending the School, other members of the community and the staff and students of the School;
- (2) Providing or assisting in the provision of financial or other resources or services for the benefit of students of the School; and
- (3) Participating in any committee or other body comprising members of the School and wider community, which will contribute to the general benefit of students attending the School.

4A General Powers

(1) The Association has the powers of an individual.

(2) The Association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4B Special Powers

The Association has the following specific powers:

- (1) To establish sub-committee and supporter groups as the Association considers necessary for specific purposes;
- (2) To conduct within the premises of the School a canteen or tuckshop or other amenity of the School where such an amenity is of benefit to the School community

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (3) To print and publish newsletters, books or leaflets in pursuit of the Association's objects, with due regard for copyright or other intellectual property rights of any party;
- (4) To employ, dismiss or suspend employees as may be necessary for the purposes of the Association, subject to relevant industrial awards or employment agreements;
- (5) To pay any person or supplier for goods or services provided to, or on behalf of, the Association;
- (6) To invest and deal with the money of the Association;
- (7) To remove a person as a member or officer or both, subject to the provisions of this Constitution;
- (8) To seek contributions, donations or sponsorship from members or other persons;
- (9) To sell, improve, develop, exchange, dispose of, and otherwise deal with property in the general control of the Association;
- (10) To facilitate consultation with parents of the school community if and when required by the school council;
- (11) To facilitate communication between the school council, or its members, and parents of the school community;
- (12) In consultation with the School Council, to borrow money from a person or financial institution; and
- (13) To enter into any agreement which has as its objects the provision of equipment, amenities, or facilities for the benefit generally of the students attending the School.

5 Classes of Members

- (1) Parents of pupils attending the School, parents of past pupils of the School, past pupils and any other persons aged 18 years or over, who are interested in the welfare of the School, are eligible to be members of the Association. There is only one class of membership.
- (2) The Head of School is a member of the Association.
- (3) The number of members is unlimited.

6 Automatic membership

(Only applicable where moving from an unincorporated Association to an incorporated one)

7 New Membership

- (1) Membership of the Association remains current while a member has a child or ward enrolled at The School.
- (2) Membership of the Association lapses at the Annual General Meeting (AGM) of the Association for any members who do not have a child or ward currently enrolled at The School. Membership is granted by:
 - attendance at the AGM and signing the Association Register of Members; or
 - submission of a completed registration form signed by 1 member of the Association (the **proposer**) and seconded by another member (the **seconder**), to the secretary prior to the AGM"
- (3) Applications for membership at any other time must be proposed by 1 member of the Association (the **proposer**) and seconded by another member (the **seconder**).
- (4) This application for membership must be—
 - in writing; and
 - signed by the applicant and the applicants proposer and seconder; and
 - in the form decided by the Executive committee.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

8 Membership fees

Not applicable

9 Admission and rejection of new members

- (1) The Association must consider an application for membership at the next general meeting held after it receives the application for membership.
- (2) The secretary of the Association must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Association considers the persons application, the person is advised—
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.
- (3) The Association must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the Association present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- (5) The secretary of the Association must, as soon as practicable after the Association decides to accept or reject an application, give the applicant notice of the decision.

10 When membership ends

- (1) A member may resign from the Association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The Association may terminate a member's membership if the member—
 - (c) is convicted of an indictable offence; or
 - (d) does not comply with any of the provisions of these rules; or
 - (e) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Association terminates a member's membership, the Association must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Association decides to terminate the membership, the secretary of the Association must give the member a written notice of the decision.

11 Appeal against rejection or termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Association must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

13 Register of members

- (1) The secretary of the Association must keep a register of members of the Association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the Association decides.
- (3) The register must be open for inspection by members of the Association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the Association may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Association has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

- (1) A member of the Association must not—
 - (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

15 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the Association elected by the Association as secretary; or
 - (b) any of the following persons appointed by the Executive committee as secretary—

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (i) a member of the Association's Executive committee;
 - (ii) another member of the Association;
 - (iii) another person.
- (2) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the Executive committee must ensure a secretary is appointed or elected for the Association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the Executive committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (4) If the Executive committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Executive committee, the person does not become a member of the Executive committee.
- (5) However, if the Executive committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the Executive committee, the person becomes a member of the Executive committee.
- (6) If the Executive committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Executive committee.
- (7) In this rule— *casual vacancy*, on a Executive committee, means a vacancy that happens when an elected member of the Executive committee resigns, dies or otherwise stops holding office.

16 Removal of secretary

- (1) The Executive committee of the Association may at any time remove a person appointed by the committee as the secretary.
- (2) If the Executive committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Executive committee.
- (3) If the Executive committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Executive committee under rule 15(5), the person remains a member of the Executive committee.

17 Functions of secretary

The secretary's functions include, but are not limited to—

- (1) Calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association;
- (2) Keeping minutes of each meeting;
- (3) Keeping copies of all correspondence and other documents relating to the Association;
- (4) Maintaining the register of members of the Association.

18 Membership of Executive committee

- (1) The Executive committee of the Association consists of a President, Treasurer, Head of School, Chairs of Tuckshop and Retail Sub-committees (if applicable) and any other members the Association members elected at an Annual General Meeting.
- (2) A member of the Executive committee, other than a secretary appointed by the Executive committee under rule 15(1)(b)(iii), must be a member of the Association

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (3) At each annual general meeting of the Association, the members of the Executive committee must retire from office, but are eligible, on nomination, for re-election. A person may only serve as President for two consecutive terms. Other positions may only be held for three consecutive terms.
- (4) A member of the Association may be appointed to a casual vacancy on the Executive committee under rule 21.

19 Electing the Executive committee

- (1) A member of the Executive 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 Executive committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) 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 in the office or usual place of meeting of the Association for at least 24 hours immediately preceding the annual general meeting.
- (4) If required by the Executive committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Executive committee must ensure that, before a candidate is elected as a member of the Executive committee, the candidate is advised—
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.

20 Resignation, removal or vacation of office of Executive committee member

- (1) A member of the Executive committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 Vacancies on Executive committee

- (1) If a casual vacancy happens on the Executive committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Executive committee may act despite a casual vacancy on the Executive committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Executive committee, the continuing members may act only to—
 - (a) increase the number of Executive committee members to the number required for a quorum;
or
 - (b) call a general meeting of the Association.

22 Functions of Executive committee

- (1) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Executive committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The Executive committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The Executive committee may exercise the powers of the Association—
 - (a) to raise or secure the payment of amounts in a way the members of the Association 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 Associations property, both present and future; and
 - (c) to appoint and dismiss staff as required to operate the business of the Association.

23 Meetings of executive committee

- (1) Subject to this rule, the Executive committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Executive committee must meet at least once every 4 months to exercise its functions.
- (3) The Executive committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Executive committee.
- (5) The Executive committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Executive committee must not vote on a question about a matter or proposed matter with the Association if the member has an interest in the matter or proposed matter and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Executive committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, Executive committee meeting

- (1) At a Executive committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Executive committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Executive committee
- (4) meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Executive committee who are present are to decide the day, time and place of the adjourned meeting.
- (5) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Executive committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the Executive committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) 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.
- (5) A special meeting of the Executive committee must be held within 14 days after notice of the meeting is given to the members of the Executive committee.

26 Minutes of Executive committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive committee meeting are documented.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (2) Draft minutes must be available to all Association members at least 48 hours prior to the next general meeting. Matters that come under Staff-in-Confidence should not be made publicly available and may be withheld from the circulated draft minutes.
- (3) To ensure the accuracy of the minutes, the minutes of each Executive committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive committee meeting, verifying their accuracy.

27A Appointment of subcommittees

- (1) The Executive committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.
- (2) A member of the subcommittee who is not a member of the Executive committee is not entitled to vote at an Executive committee meeting.
- (3) A subcommittee may meet and adjourn as it considers appropriate.
- (4) A question arising at a subcommittee 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.

27B Appointment of Supporter Groups

- (1) The Association may establish Supporter Groups for specific purposes, consistent with the objectives and functions of the Association. A list of current Supporter Groups are included at Attachment A.
- (2) Supporter groups will operate under the general supervision of, and will be subject to conditions imposed by, the Association. The Association may disband a supporter group at an Annual General Meeting or Special Meeting if it has not complied with the conditions imposed.
- (3) Members of the supporter groups must be members of the Association. Supporter groups must elect a Chairperson and Treasurer. Detail of the elected officials should be notified to the Association Secretary within 14 days of the election. If not already members of the Association, supporter group members must join the Association at the next general meeting.
- (4) Elected officers may not hold office for more than three successive years.
- (5) All officers are eligible to serve in an alternate capacity at the end of their term in any given capacity (e.g. a person may be Chairperson for 3 years and then Treasurer for 3 years).
- (6) Members of the Executive committee of the Association are eligible to hold positions on supporter groups.
- (7) If a Supporter Group is authorised by the Association to raise and expend funds, the Treasurer of the sub-committee must
 - (a) take charge of amounts received by the supporter group; and
 - (b) keep a proper record of receipts and expenditure of the supporter group; and
 - (c) ensure amounts received by the supporter group are deposited promptly (within 2 weeks) in an account with a financial institution in the name of the supporter group, or in another account, as directed by the Association.
- (8) Funds raised by the Supporter Groups will be used by the Association in accordance with the supporter group wishes.
- (9) Each Supporter Group of the Association will report progress in writing to every General Meeting of the Association. All draft minutes of supporter groups meetings, including financial records and a list of

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

items approved for expenditure (including amount to be spent and date to be spent by), should be submitted to the Secretary of the Association within 14 days of the supporter group meeting.

- (10) Matters arising at meetings of a Supporter Group may be resolved by a majority of votes of members present. If the voting is equal the question is decided in the negative.
- (11) At any meeting of a Supporter group five (5) members constitutes a quorum. Up to two persons eligible to be Association members, but not yet members there-of, may attend and count towards the quorum of a Supporter Group provided that they are nominated and appointed as Association members at the next Association General Meeting.
- (12) If a quorum is not present, the meeting will adjourn to a date determined by members.

28 Acts not affected by defects or disqualifications

- (1) An act performed by the Executive committee, a subcommittee, Supporter Group or a person acting as a member of the Association is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the executive committee, subcommittee or person acting as a member of the executive committee; or
 - (b) a executive committee member, subcommittee member or person acting as a member of the executive committee was disqualified from being a member.

29 Resolutions of executive committee without meeting

- (1) A written resolution signed by each member of the executive committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30 First annual general meeting (not applicable)

31 Annual general meetings

- (1) Each annual general meeting must be held at least once each year; and within 3 months after the end date of the Association's reportable financial year.
- (2) The date of the Annual General Meeting of the Association will be determined at the General Meeting held prior to the end of the Association's financial year.
- (3) The Secretary will give fourteen (14) days notice of the intention to convene the Annual General Meeting in a manner determined by the officers.
- (4) All matters considered to be the business of the Annual General Meeting can be placed on the agenda by notifying the Secretary prior to the meeting.
- (5) The quorum for the Annual General Meeting of the Association shall be fifteen (15) members.
- (6) No business of the Annual General Meeting will be transacted unless a quorum of members is present.
- (7) If a quorum is not present the meeting will be cancelled, in which case the officers will determine a date for the meeting and the Secretary will give not less than fourteen (14) days notice of the meeting date. If at that meeting a quorum is not present, those members present will be the quorum. Where a quorum lapses during a meeting, the meeting will be adjourned to a later date as determined by the officers.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

32 Business to be conducted at annual general meeting

The order of business at an Annual General Meeting is:

- (1) Welcome to members and introduction of any special visitors;
- (2) Apologies;
- (3) Confirmation of minutes of the previous Annual General Meeting;
- (4) Business arising out of the minutes;
- (5) Receipt and adoption of the Association's audited annual financial statement and Treasurer's report (to include all financial sub-committee's audited financial statements);
- (6) Receipt and adoption of the President's Annual Report;
- (7) Vacation of all positions;
- (8) Renewals and applications for membership;
- (9) Election of executive committee;
- (10) Confirmation of continuing sub-committees and supporter groups of the Association (including appointment of chairpersons of sub-committees);
- (11) Appointment of the Association's Auditor,
- (12) General business.

33 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 to each member of the Association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The Executive committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the Executive committee's decision—
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

34 Quorum for, and adjournment of, general meeting

- (1) General Meetings of the Association will be held once each month during the school year with a minimum of nine meetings a year.
- (2) If it is decided by the executive of the Association that the General Meeting of the Association will be held on a different day to that decided by the resolution of the Association under a) above, then the Secretary will give not less than seven (7) days notice of the meeting to all members in a manner determined by the executive.
- (3) The quorum for a General Meeting of the Association shall be nine (9) members
- (4) No business of the Association will be transacted at any General Meeting unless a quorum of members is present.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (5) If a quorum is not present the meeting will be cancelled, in which case the officers may determine a date for the meeting and the Secretary will give not less than seven (7) days notice of the meeting date.
- (6) Where a quorum lapses during a meeting, then the meeting will terminate. All unfinished business will be placed on the agenda for the next General Meeting. Any matters of urgency may be considered by the executive committee.

35 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) 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 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.
- (4) All matters considered to be business of the General Meeting can be placed on the agenda by notifying the Secretary prior to the meeting.
- (5) Business at a General Meeting of the Association should include:
 - (a) Apologies;
 - (b) President's welcome and comments;
 - (c) Head of School's comments;
 - (d) Confirmation of the minutes of the previous meeting;
 - (e) Business arising from the minutes;
 - (f) Correspondence - inward and outward;
 - (g) Business arising from the correspondence;
 - (h) Association Treasurer's report and financial statement, and any business arising from Treasurer's report including approval and/or ratification of Association expenditure;
 - (i) Sub-committee and Supporter Group reports and financial statements, and any business arising;
 - (j) general business; and
 - (k) applications for membership and recording of new members.

36 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible 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.
- (3) The method of voting is to be decided by the executive committee.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (6) 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.

37 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the executive committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the executive committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the executive committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the executive committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
 - (c) The purpose for which the meeting is convened will be the only business of the meeting.
 - (d) The business of the Special Meeting will not be transacted unless a quorum is present.
 - (e) The quorum for a Special Meeting of the Association shall be fifteen (15) members.
 - (f) If a quorum is not present the meeting will be cancelled, in which case the officers may determine a date for the meeting and the Secretary will give not less than seven (7) days notice of the meeting date.
 - (g) If a quorum lapses during the meeting, the meeting will terminate, in which case the officers may determine a date for the meeting and the Secretary will give not less than seven (7) days notice of the meeting date.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the executive committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

38 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Association]:
I, of , being a member of the Association, appoint

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

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

- (2) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (3) A proxy may be a member of the Association or another person but that person can only act as proxy for one person at any meeting.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) 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.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of 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

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

39 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are documented.
- (2) To ensure the accuracy of the minutes—
 - (a) 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
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) The secretary must, within 14 days of the general meeting, make the minutes available to all members.

40 By-laws

- (1) The Association may make, amend or repeal by-laws, not inconsistent with these Rules.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

41 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at an Annual General Meeting or Special General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive of the department administering the Act.

42 Common seal

- (1) The Executive committee must ensure the Association has a common seal
- (2) The common seal must be—
 - (a) kept securely by the Executive committee; and
 - (b) used only under the authority of the Executive committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Executive committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the Executive committee; or
 - (c) someone authorised by the Executive committee.

43 Funds and accounts

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the executive committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the Association who have been authorised by the executive committee to sign cheques issued by the Association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the executive committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at an Association committee meeting. No expenditure, except as a matter of urgency as approved by a majority of the executive committee, may be incurred without the prior approval of the Association.

44 General financial matters

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

- (1) On behalf of the Executive committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- (3) The financial affairs of the association shall be audited each financial year by the Auditor appointed at the Annual General Meeting.

45 Documents

The executive committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46 Financial year

The end date of the Association's financial year is 31 December in each year.

47 Distribution of surplus assets to another entity

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

THE ST PAUL'S SCHOOL (BALD HILLS) SUPPORTERS ASSOCIATION INC. CONSTITUTION

ATTACHMENT A

Supporter Groups as at February 2016

Cadets

Cricket

Hockey

Football

Junior School

Music

Netball

Rugby

Swimming

Tennis

Touch Football

Volleyball