



NEGS PARENTS AND FRIENDS ASSOCIATION INC.

CONSTITUTION

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1. The name of the Association is NEGS Parents and Friends Association Inc. (NEGS P&F).

OBJECTS

2. The objects of the Association are:-

- (a) To promote the interests, and spread the knowledge of the aims of Christian education.
- (b) To foster and promote the interests of students at the School.
- (c) To represent the viewpoint of parents and friends with respect to the School's aims and activities.
- (d) To foster parent-teacher-student understanding and communication.
- (e) To encourage a closer understanding and friendship between parents of students attending the School.
- (f) To provide parents and friends with information of the latest trends in education.
- (g) As far as practicable, and with the approval of the Principal of the School to:-
 - assist in the improvement and maintenance of School grounds and buildings;
 - provide teaching aids and School equipment.
 - Provide sporting and playground equipment.
 - Engage in any other activities in the interests of the School and for the welfare of the students.
- (h) To raise funds for all or any of these purposes.

LIMITATION AND ALTERATION OF OBJECTS

3. (a) The Association acknowledges that the administration and control of the School is vested solely in the Board of the School and that the Association has no right to share or interfere in any way whatever in the management of the School. The Principal of the School shall determine what constitutes an interference with the management of the School.
- (b) Alteration of the objects of the Association may be effected by a majority vote at an Annual General Meeting ratified by the Board of NEGS Ltd.

INTERPRETATION

4. In this Constitution and these Rules, unless inconsistent with the relevant context or subject matter:-

“**Association**” means NEGS Parents and Friends Association Inc.

"Board" means the Board of Directors of NEGS Ltd.

"Committee" means the Management Committee of the Association for the time being.

"Financial Year" means the year ending on the last day of December or such other yearly period as a General Meeting from time to time may determine.

"Friends of the School" means any person who shall, from time to time, apply in writing to the Honorary Secretary of the Association for membership and who shall as a consequence after compliance with any requirements for membership determined by the Association from time to time, be enrolled in writing in the register of members of the Association.

"Full time attendance" means normal attendance as a full time student of the School during the ordinary School semester system for grades transition to year twelve (12) inclusive.

"Funds" means monies raised by, or donated to, or otherwise lawfully obtained by the Association.

"General Meeting" means a General Meeting of the Association whether annual, special or ordinary.

"Management of the School" means all and every aspect of the day to day operation and running administration of the School, including, without limitation, all executive and administrative functions, all teaching and other instructive activities, academic, sporting, or otherwise, all clerical, domestic and maintenance and other like duties performed by any person or persons in the employ of the School, be such employment on a permanent or temporary basis.

"Mediation" means mediation provided for in terms set out in these Rules. A time and place of the mediation will be decided by the Principal as mediator and notification of such hearing be given verbally to the disputants. No witnesses shall be allowed although the mediator may call upon a member to assist the inquiry where the mediator, in their discretion considers it necessary. The mediator shall decide the manner in which the inquiry is conducted and testimony is given. No decision of the mediator shall be reopened or be grounds for redress by any person. The mediator may be called by the Board of NEGS Ltd to give testimony to the Board where a matter in dispute is further dealt with by the Board.

"Parent of a student" or **"parents of a student"** includes any natural parent or parents of any student, any guardian, adoptive or foster parent and without limiting the foregoing any person having for the time being the care and control of any student attending the School.

"Principal" means the Principal of NEGS appointed by the Board.

“**Public Officer**” shall be the President from time to time of the Association.

“**Register of members of the Association**” means the register book to be prepared and maintained, from time to time, by the Honorary Secretary of the Association containing at any time all of the persons who shall have at that time applied for, and been granted by the Executive Committee membership of the Association.

“**School**” means NEGS Ltd.

“**Student**” means any person enrolled as a student at the School, from time to time, for full time attendance.

“**These Rules**” means the Constitution and Rules of the Association as the same now stand as herein set out, or as may, from time to time be amended by any alteration or addition thereto, or substitution therefor.

Words importing the singular shall where the context requires include the plural, and vice versa.

Words importing any gender shall where the context requires include any other gender.

MEMBERSHIP QUALIFICATIONS

REGISTER OF MEMBERS

5. The Register of Member (of all classes) shall be kept at the office of the School and shall be available for inspection at the office during school hours. To ensure the privacy of such members, the Register may only be inspected by persons who in the Principal’s opinion have a valid reason to seek such inspection. The Register may not be used for commercial purposes, or for any purpose which, in the opinion of the Principal, is not reasonably necessary for the business of the Association. It is not reasonable to use the Register to petition the members when issues may be raised by motion at a general meeting.

CLASSES OF MEMBERS

6. The members of the Association shall consist of ordinary members and honorary members.

ORDINARY MEMBERS

7. (a) The number of ordinary members shall be unlimited.

(b) The following persons shall be ordinary members of the Association:-

- All parent(s) of a student attending the School,
- The Principal of the School and
- Friends of the School, who have been nominated for membership and have paid an annual levy the amount of which and the manner of which nomination is to be determined by the management committee from time to time. Such persons must apply in writing to the Honorary Secretary of the Association.

HONORARY MEMBERS

8. The committee may from time to time appoint as an honorary member of the Association any person whom the committee considers to be a community leader or outstanding citizen or whose membership might benefit the Association, and such person upon consenting to be an Honorary member shall be and become a member of the Association and shall have no obligation to pay any fee or annual levy. An honorary member shall have the same voting and other rights in the Association as any other member, save that the committee may at any time by notice in writing terminate the honorary membership of any honorary member and the provisions hereinafter contained relating to cessation of membership shall not apply to an honorary member. A person who is an honorary member shall not be precluded from being entitled to apply to become an ordinary member of the Association. This class of membership is unlimited.

MEMBER'S LIABILITIES

9. A member of this Association (including a committee member and the public officer) is not, merely because of being such a member, liable in relation to the Association's liabilities or the costs charges and expenses of the winding up of the Association. Membership of this Association does not confer on a member of any right, title or interest, whether legal or equitable, in the Association's assets.

DISCIPLINING MEMBERS

10. (a) A member may resign from the Association at any time by giving notice in writing to the Honorary Secretary. Such resignation shall take effect at the time such notice is received by the Honorary Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(b) If a member:-

- i) is convicted of an indictable offence; or
- ii) fails to comply with any of the provisions of these Rules; or
- iii) conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association the Committee shall consider whether this membership shall be terminated.

- (c) The member concerned shall be given a full and fair opportunity of presenting their case and if the Committee resolves to terminate their membership it shall instruct the Honorary Secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 11. (a) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Honorary Secretary written notice of their intention to appeal against the decision of the Committee.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Honorary Secretary shall give notice of the appeal to the Principal who shall convene a mediation within 3 months.
- (c) Where a person whose application is rejected, does not appeal against the decision of the Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Honorary Secretary shall forthwith refund the amount of any fee paid.

INTERNAL DISPUTES

- 12. (a) Where a dispute between members (in their capacity as members) or between members and the Principal exercising powers under these Rules or the Association is unable to be settled and is likely to affect the general membership or working of the Association, the Principal upon being notified of such a dispute by a member, or the management committee, or the Principal of his own volition, shall attempt to mediate the dispute. Where resolution is unable to be reached, the Principal shall determine the dispute and the determination, with short reasons, shall be given to the disputants. Only in the instance where the Board, in its absolute discretion, resolves to review the Principal's determination, will the Board consider the dispute and make a determination. Such determination shall be final. Where a determination is final but is not accepted and/nor acted upon by an aggrieved disputant, disciplinary proceedings may at the discretion of the management committee, be commenced against such disputant.
- (b) A time and place of the mediation will be decided by the Principal as mediator and notification of such hearing be given verbally to the disputants. No witnesses shall be allowed although the mediator may call upon a member to assist the inquiry where the mediator, in their discretion considers it necessary. The mediator shall decide the manner in which the inquiry is conducted and testimony is given. No decision of the mediator shall be reopened or be grounds for redress by any person. The mediator may be called by the Board of NEGS Ltd to give testimony to the Board where a matter in dispute is further dealt with by the Board.

MANAGEMENT COMMITTEE

13. (a) The Association shall be managed by a Management Committee consisting of:-
- i) the President (and Public Officer);
 - ii) the Vice-President;
 - iii) the Honorary Secretary
 - iv) the Honorary Treasurer;
 - v) the Principal of the School or their nominee;and
 - vi) two ordinary members, who may be nominees from St John's Junior School sub-committee and the Boarder Parents' Association.

No person shall be eligible for election to the Committee unless they are a member of the Association.

- (b) The quorum of the Committee meetings shall be five of the members eligible to vote.
- (c) The Committee shall meet not less than every two months at such times and at such places as the Committee or the President shall decide.
- (d) The election of officers and other members of the Management Committee shall take place in the following manner:-
- i) nominations for all positions on the Management Committee (with the exception of the Principal) may be in writing and signed by the member and the proposer. Such nominations shall be lodged with the Principal at least three (3) days before the Annual General Meeting at which the election is to take place;
 - ii) a list of the candidates' names in alphabetical order, with the proposers' names, shall be posted in a conspicuous place in the School office and at the place of meeting of the Association no later than the day of the Annual General Meeting;
 - iii) where the body of the Annual General Meeting nominates from the floor, all or any of the candidates for the Committee, such nominations shall be dealt with in similar form to those nominated in writing;
 - iv) balloting shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - v) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
 - vi) members of the Committee shall vacate office at the close of the Annual

General Meeting of the Association held the year following their election but officers may only stay three successive years in the same office;

vii) an elected member of the Committee who has been absent for three consecutive meetings of the Committee may have his position declared vacant by the Committee.

(e) Any vacancy in the Committee occurring other than by normal termination may be filled by the Committee by the appointment of any person who is a member provided that if any vacancy occurs in the office of President, Vice-President, Secretary or Treasurer such vacancy shall be filled by the Committee by the appointment thereto of one of the members of the Management Committee determined by the vote of the Committee.

POWERS OF THE COMMITTEE

14. Subject to these rules and any resolution which may be passed at a General Meeting the Committee shall have the management and control of its own procedures at Committee meetings in respect of matters relating thereto and shall have the entire management of the business and affairs of the Association.

THE SUB-COMMITTEES

15. The Committee may appoint any number of Sub-Committees, including the St John's Junior School sub-committee, from among the members of the Association for such special purposes consistent with the objects of the Association, and for such period as the Committee shall determine. The recommendations and/or reports of any Sub-Committee shall be submitted for the consideration and approval, or otherwise, of the Committee. The Committee shall report on activities at each General Meeting. Members of Sub-Committees shall be entitled to attend any Management Committee meeting, but they shall not be entitled to vote at such meetings for such special purposes consistent with the objects of the Association.

CHAIR AND VOTING AT COMMITTEE MEETINGS – NOTICE

16. (a) At all Committee meetings the President, and in their absence the Vice-President shall take the chair. Every member present shall be entitled to vote and shall have one vote on every motion. In the 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 matters of procedure at the meeting shall be final.

(b) Notice of a Committee Meeting shall be given in writing, or verbally, or by telephone, or by other appropriate means.

GENERAL MEETINGS

17. The Annual General Meeting should be held once in each calendar year to:
- (a) receive the annual report of the Committee and the audit of financial statements for the year ended the previous 31st day of December *;
 - (b) elect the President and other Committee members requiring election;
 - (c) deal with any other matter brought before the meeting;
 - (d) Special General Meetings may be convened by the President and Secretary or by a majority of the Committee and shall be convened by them on a requisition in writing signed by at least ten members of the Association stating the reason for calling such a meeting;
 - (e) In addition to the Annual General Meeting, ordinary General Meetings shall be held at least twice each School year and at each such meeting the Committee shall make a report to the meeting of its activities since the previous General Meeting of the Association;
 - (f) A General Meeting (annual, special or ordinary) shall be convened by due notice given to all members at least 14 clear days prior to the date of the proposed holding of the meeting. Any such notice shall be in writing and may be given in such manner as the Committee shall determine from time to time which shall include, without limitation, any notice for the purpose, sent out with other notices to students and parents of students forwarded by the School or delivered to students by the School, published in any School newsletter, or in any other newsletter circulated in the area in which the School is situated.

NOTICE OF MEETING

18. (a) A Notice convening a Special General Meeting shall state concisely and clearly the matter to be dealt with at the meeting. No other business than that stated in the notice shall be dealt with at a Special Meeting so convened.
- (b) Any notice convening a General Meeting at which an amendment to these Rules is to be proposed shall contain particulars of any proposed amendment.
- (c) Lack of knowledge of any notice convening a General Meeting on the part of any member of the Association shall not invalidate the proceedings of that meeting.

QUORUM

19. (a) The quorum at all General Meetings of the Association shall be five members which shall include at least one member of the Management Committee.
- (b) If there be no quorum present within 15 minutes after the time fixed for the holding of the meeting (including a Committee meeting) the provisions of Clause 18 shall apply.

* (In line with NEGS Ltd reporting period)

PROCEEDINGS AT GENERAL MEETINGS

- 20. (a) Every member of the Association shall be entitled to attend and vote at any General Meeting and where a member is unable to attend in person, they may appoint a proxy to vote. No postal ballot shall take place in relation to any motion to be put to a meeting of members.

- (b) The President or in their absence the Vice-President shall preside as chairman at each General Meeting and each Committee meeting of the Association. If no such person shall be present, the members present shall choose someone of their number to be chairman of the meeting, be it a General Meeting, or a Committee meeting.

- (c) (i) At all meetings (general and Committee) any motion put to the meeting shall be determined by a vote, in the first instance each member having one vote and in the case of an even division of votes, the Chairman of the meeting (including a Committee meeting) shall be entitled to a second or casting vote.
- (ii) A member may vote in person or by proxy or by Attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present person or by proxy or by Attorney or other duly authorised representative shall have one vote.
- (iii) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or their Attorney duly authorised in writing. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (iv) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or form as near thereto as circumstances permit:-

NEGS PARENTS & FRIENDS ASSOCIATION INC.

I,

of

being a member of the above named Association, hereby appoint

of, or failing he/she

of, as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on theday of, 20...., and at any adjournment thereof.

Signed this..... day of, 20

.....
Signature

This form is to be used for in favour of/against the resolution.

Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as they think fit).

- (v) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (d) At any meeting, a declaration by the Chairman that a resolution has been carried, carried by a particular majority or lost or not carried by a particular majority shall be conclusive.
- (e) If it be so requested by any member at a meeting, a vote on any matter shall be taken by secret ballot of persons present and entitled to vote. This shall apply both to General and Committee Meetings.
- (f) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting.

ORDER OF BUSINESS

21. The order of business at an Annual General Meeting shall be:
- (a) Names of those present and apologies;
 - (b) Confirmation of minutes of previous Annual General Meeting;
 - (c) Correspondence and business arising there from;
 - (d) Receive a report from the Board and Principal on the state of the School;
 - (e) Receiving the financial statement of balance sheet of the affairs of the Association for the past financial year together with the auditor's report in respect thereof;
 - (f) Receiving the President's annual report;
 - (g) Electing the President, Officers and other Committee members;

- (h) Dealing with such amendments (if any) to these Rules as may be brought forward in accordance with the Rules made in that regard;
 - (i) Dealing with notices of motion.
22. The order of business at a Special General Meeting shall be:
- (a) Names of those present and apologies;
 - (b) Dealing with the business for which the meeting has been convened.
23. The order of business of an ordinary General Meeting shall be:
- (a) Names of those present and apologies;
 - (b) Minutes of the previous General Meeting;
 - (c) Board and Principal's Report;
 - (d) President's Report;
 - (e) Treasurer's Report;
 - (f) Correspondence;
 - (g) Dealing with other reports and such matters as may be brought forward by the Committee
 - (h) Dealing with such general business as may be brought forward at the meeting.
 - (i) Dealing with notices of motion.

FINANCE

24. The financial year of the Association shall conclude on the 31st December in each year.

FUNDS AND ACCOUNTS

25. (a) Funds may be raised by the Association for its objects by whatever manner deemed appropriate by the management committee, subject to the approval and concurrence of the Principal who may refer any proposal to raise funds to the Board for its consideration and ultimate sanction. The committee shall not act contrary to any direction of the Principal or the Board.
- (b) The funds of the Association shall be banked in the name of the Association with such account as is from time to time determined by the Committee. Any two of the following, namely, the President, Honorary Secretary, Honorary Treasurer and such members of the Committee as may from time to time be specifically appointed by the Committee, for the purpose, are authorised to operate on any such account of the Association and any one of them may endorse cheques for deposit to the account.
- (c) The Association may conduct an account with any bank or any building society or any other such recognised and reputable financial institution as the Committee shall determine from time to time.

- (d) The Committee shall have power to invest the funds of the Association in any investments which shall conform with the requirements of the Trustee Act (NSW) 1925.
- (e) Proper books and accounts shall be kept and maintained either in written printed form showing correctly the financial affairs of the Association and particulars usually shown in books of like manner.
- (f) All monies shall be banked as soon as practicable after receipt thereof.
- (g) No account rendered to the Association shall be paid until it is presented to, and be passed for payment, at a Committee meeting.
- (h) The Honorary Treasurer shall at each Committee meeting, and otherwise as required by the Committee, submit to the Committee a report of the financial affairs of the Association, and shall submit to each Annual General Meeting such a statement in writing duly audited by the auditor or auditors of the Association.
- (i) The books and accounts of the Association shall be open for inspection at any meeting (General or Committee) by any member.

PETTY CASH

26. The Honorary Secretary may be provided with such amount from the funds of the Association as the Committee shall from time to time determine, for petty cash in respect thereof. The Honorary Secretary shall operate an imprest system.

AUDIT

27. An Honorary Auditor shall be appointed by the Board to audit the Association's accounts on an annual basis.

BORROWING OF MONEY

28. The Committee has no power to borrow money on the Association's account.

PROPERTY OF THE ASSOCIATION

- 29. (a) Membership of the Association does not confer on a member any right, title or interest, whether legal or equitable, in the assets of the Association.
- (b) The income, profits and property of the Association shall be applied solely to the promotion of its aims and objects and no part thereof shall be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit, to or amongst the members, provided that remuneration and reimbursement for expenses incurred may be paid, in good faith, to members, officers and servants of the Association, or other persons, in return for service actually rendered to the Association.

COMMON SEAL

30. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

ALTERATION TO RULES

31. Subject to the provisions of the Associations Incorporation Act 1984, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, N.S.W. Office of Fair Trading.

DISSOLUTION

32. (a) The Association shall be and be deemed to be dissolved by the passing of a resolution to that effect by not less than two-thirds of the members present at a Special General Meeting called for the purpose.
- (b) On dissolution, all minutes books, records, and net assets of the Association shall be handed to the Principal of the School for disposition and use as determined by the Board.

AFFILIATION

33. The Association may be affiliated with the Parents and Friends Association of New South Wales, or any other like organisation, or body as the Committee shall determine from time to time.

CONSTITUTION OF NEGS PARENTS AND FRIENDS ASSOCIATION INC.