Constitution

Scotch College Parents' Association (Association)
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Agreed terms

1. Defined terms and interpretation

1.1 Defined terms

The following words have these meaning in these Rules unless the contrary intention appears.

Association means the unincorporated association known as 'Scotch College Parents' Association'

Committee means the management committee of the Association formed in accordance with these Rules.

Constitution means these Rules of the Association as amended from time to time.

Financial Year means 1 January to 31 December.

Headmaster means the Headmaster of Scotch College or his nominated representative.

Honorary Life Member means a person who has been elected as an Honorary Life Member in accordance with rule 5(b).

Member means a person who has become a member of the Association in accordance with these Rules, and has not ceased to be a Member through the operation of these Rules.

Register of Members means the list of Members referred to in rule 5(c).

Special General Meeting means a general meeting of the Association as referred to in Part 5 of this Constitution.

Voter means any person entitled to vote at a general meeting of the Association pursuant to Rule 26(c).
1.2 **Interpretation**

Unless the context otherwise requires, a word which denotes:

(a) the singular includes the plural and vice versa;

(b) a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and government body; and

(c) a notice includes any consent, publication or other written communication.

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**Part 2: Name, Purposes and Funds**

2. **Name**

The name of the association governed by these Rules is the 'Scotch College Parents' Association'.

3. **Objectives**

The objects and purposes for which the Association is established are to:

(a) To encourage close liaison and good understanding between parents of boys and between those parents and staff at Scotch College.

(b) To foster and promote the welfare and progress of Scotch College, and to co-operate with the Headmaster or his appointee to this end.

(c) To co-operate, through the Headmaster or his appointee, with any other body or organisation deemed to be promoting the welfare of Scotch College.

4. **Funds – Source, Application and Distribution of Surplus**

(a) The funds of the Association will be derived from membership fees and fund raising.

(b) The funds of the Association will be used and applied solely in pursuance of the objectives and purposes of the Association set out in these Rules, in such manner as the Committee determines under the guidance of the Headmaster.

(c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be approved by the President or in his absence an Office-Bearer of the Association.
(d) No income or property will be paid or transferred directly or indirectly to any Member except for approved reimbursements.

(e) In the event of the dissolution of the Association, the net assets of the Association is to be distributed to the Council of Scotch College Incorporated.

Part 3: Membership

5. Eligibility for Membership

(a) The Association will consist of all parents and/or guardians of boys attending Scotch College who shall be eligible for membership. At the invitation of the Committee any member shall be eligible to continue his membership notwithstanding his/her son may have left Scotch College.

(b) The Committee may elect as an Honorary Life Member any person which the Committee is reasonably satisfied has given outstanding services to the Association.

(c) The Committee shall cause to be established and maintained a register of Members of the Association specifying:

(i) the name, address and class of each person who is a Member, together with:

(ii) the date on which the person became a Member;

(iii) the date, where applicable, on which they ceased to be a Member; and

(iv) any other information required from time to time by the Committee as part of an application for membership or for any other purpose associated with these Rules.

6. Nomination for Membership of Committee

Nomination for membership of the Committee shall be made by a Member in writing prior to the commencement of the Annual General Meeting.

7. Termination of Membership

(a) A person ceases to be a Member of the Association if the Member:

(i) resigns that membership;

(ii) does not pay the membership fee;
(iii) is expelled from the Association by the Committee acting reasonably; or
(iv) dies.

(b) Upon cessation of membership for any reason the Member will return any material which is the property of the Association.

(c) A Member may resign from membership of the Association by notice in writing to the Committee of the Member's intention to resign and, upon the Committee receiving the notice, the Member ceases to be a Member. Where a Member ceases to be a Member, the Committee shall make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

8. Annual Subscriptions Fees

(a) In consultation with the Headmaster the Committee may from time to time determine the membership fees payable by each Member.

(b) Termination of membership does not entitle a person to any refund of all or part of any membership fee.

9. Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a Member:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

10. Termination of Membership of Committee

The term of a Member of the Committee is:

(a) from the date of that member's election or being co-opted until the commencement of the next Annual General Meeting;

(b) until that Member is expelled on a vote of at least 10 Members of the Committee.

Part 4: The Committee

11. Powers and Functions of Committee
(a) The Committee shall consist of not less than 10 nor more than 17 Members.

(b) The office-bearers of the Association must be members of the Committee and will comprise:

President
Two Vice-Presidents
Honorary Secretary
Honorary Treasurer

(c) Subject to these Rules and to any resolution passed by the Association in general meeting, the Committee:

(i) shall control and manage the affairs of the Association;

(ii) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of Members of the Association; and

(iii) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

(iv) may notwithstanding Rule 11(a) co-opt members to the Committee provided that the number of elected members of the Committee and co-opted members of the Committee does not exceed 22.

12. President

The term of office of the President shall be a maximum of 3 consecutive years, and that President shall not be re-elected in the fourth consecutive year unless otherwise agreed by 75% of the Committee.

13. Secretary

(a) It is the duty of the secretary to keep minutes of:

(i) all appointments of office-bearers and members of the Committee;

(ii) the names of members of the Committee present at a committee meeting or a general meeting; and

(iii) all proceedings at committee meetings and general meetings.
(b) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

14. Treasurer

It is the duty of the treasurer of the Association to take reasonable measures to ensure that:

(a) subject to Rules 4(b) and 4(c), all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

15. Meetings and Quorum

(a) The Committee shall meet at least 6 times in each Financial Year at such place and time as the Committee may determine.

(b) Additional meetings of the Committee may be convened by 10 members of the Committee requesting the President to convene a meeting on 14 days notice to the Committee.

(c) Oral or written notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 24 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

(d) Notice of a meeting given under Rule 15(c) shall specify the general nature of the business to be transacted at the meeting.

(e) The Committee may by majority decision make regulations from time to time as to the procedures to be adopted at Committee meetings, in setting the agenda for such meetings, and in notifying Committee members of such meetings, to be known as 'Committee Standing Orders'.

(f) Any 8 members of the Committee constitute a quorum.

(g) No business shall be transacted by the Committee unless a quorum is present except as set out in Rule 15(i) and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(h) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
Where the number of Committee members has fallen below the quorum, the remaining members of the Committee may meet for the purpose of appointing additional Committee members.

(j) The president will act as chairperson at and meeting of the Committee. If the President and both Vice Presidents are absent at a meeting of the Committee the members present shall choose the chairperson to preside at the meeting by majority decision.

16. Voting and Decisions

(a) Except in relation to Committee meetings to which Rule 17 applies, questions arising at a meeting of the Committee shall be determined by a majority of the votes of members of the Committee present at the meeting.

(b) Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote. Except in relation to Committee meetings to which Rule 17 applies, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.

(c) Subject to Rules 15(g) and 15(i), the Committee may act notwithstanding any vacancy on the Committee.

(d) Any act or thing done or suffered, or purporting to have been done or suffered in good faith, by the Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

17. Constitution and Membership of Committee

(a) The office-bearers of the Association shall be elected by the Committee from time to time by a vote of the majority of the Committee.

(b) Any Member of the Association may be elected by the Committee as an office-bearer.

(c) The Committee may vote from time to time to remove any office-bearer by a vote of the majority of the Committee.

(d) In this Rule 17, 'a vote of the majority of the Committee' means a vote upon which at least 51% of the number of members of the Committee at the time of the vote express their approval of the measure. The person presiding at the relevant Committee meeting at which the vote is taken may not exercise a second or casting vote.

(e) A member of the Committee ceases to be a member of the Committee when they cease to be a Member in the circumstances set out in Rule 7(a).
(f) Subject to Rule 17(e), where an office-bearer is removed from the position of office-bearer pursuant to Rule 17(c), they shall become an ordinary member of the Committee.

(g) Subject to Rule 17(e), where an office-bearer resigns as an office-bearer, they shall become an ordinary member of the Committee.

Part 5: General Meetings

18. Annual General Meeting

(a) The Committee must convene an annual general meeting of Members of the Association each financial year by no later than the third Tuesday in March.

(b) In addition to any other business which may be transacted at the annual general meeting the business of the annual general meeting shall be to elect the Committee.

Calling of Special General Meeting

(a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

(b) The Committee must, on the requisition in writing of the lesser or not less than 100 Members or 10 per cent of the total number of Members, convene a Special General Meeting of the Association.

(c) A requisition of Members for a Special General Meeting:

(i) must state the purpose or purposes of the meeting;

(ii) must be signed by the Members making the requisitions;

(iii) must be lodged with the secretary; and

(iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

(d) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

A Special General Meeting convened by a Member or Members as referred to in Rule 19(d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any
Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

(f) The Committee may determine the voting methods offered in respect of each resolution or other item of business to be transacted at a special general meeting.

20. Notice

(a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the register of Members,

(i) a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting; and

(ii) either proxy forms, or such other form as the Committee may from time to time decide, or postal voting ballots and envelopes, depending upon the method or methods by which votes may be cast, as determined by the Committee.

(b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in Rule 20(a) specifying, in addition to the matters provided in Rule 20(a), the intention to propose the resolution as a special resolution.

(c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting and in particular, no resolution shall be passed or other business transacted at any meeting which is not included within the objects or purposes of the nature of the business, or the resolutions, for which the meeting is convened, and no amendment shall be allowed upon any resolution contained in the notice convening any meeting which is not directly relevant to that resolution. The decision of the chairperson of the general meeting shall be final on all these matters.

(d) A Member desiring to bring any business or resolution before a general meeting may give notice in writing of that business to the secretary who must include that business or resolution in the next notice calling a general meeting given after receipt of the notice from the Member, provided that the secretary receives the notice in writing from the Member at least 14 days before the date on which the next notice calling a general meeting and giving the information specified in Rule 20(c) is due to be posted to Members.
21. Procedure

   (a) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.

   (b) Eight Members present in person constitute a quorum for the transaction of the business of a general meeting.

   (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

   (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 2) shall constitute a quorum.

22. Presiding Member

   (a) The president or any Committee member selected by majority of the Committee shall preside as chairperson at each general meeting of the Association.

   (b) If no such person is present or willing to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

23. Adjournment

   (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

   (b) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

   (c) Except as provided in Rules 23(a) and 23(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

24. Making of Decisions
(a) Where the Committee has determined that voting on any resolution or matter of business shall be by a combination of personal vote and proxy vote, decisions upon such resolution or matter shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(b) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 2 Members present in person or by proxy at the meeting.

(c) Where a poll is demanded at a general meeting, the poll shall be taken:

(i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter (which shall, if Rule 20(b) applies, include postal votes) shall be deemed to be the resolution of the meeting on that matter.

(d) In the case of election of Committee members, or where the Committee has determined that voting on any resolution or matter of business shall be by a combination of personal vote and postal vote, decisions upon such resolution or matter shall be made by poll, and the votes cast by postal ballot shall be counted in that poll.

Where a question arises at a general meeting which may be validly dealt with at the meeting, but upon which no method of voting has been specified, the question shall be dealt with by personal and proxy vote, so long as proxy voting has been allowed by the Committee at that meeting.

25. Special Resolution

A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than 75% of such Members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

26. Voting
(a) Upon any question arising at a general meeting of the Association a Member has one vote only.

(b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote, or may choose to resolve the matter by lot, including in relation to the election of Committee members.

(c) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year, whether already voting or not.

**Appointment of Proxies**

Where proxy voting is permitted by the Committee:

(a) each Member shall be entitled to appoint another Voter as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed; and

(b) each Member shall be supplied with a notice appointing the proxy which shall be in the form resolved by the Committee from time to time.

**Part 6: Miscellaneous**

28. **Insurance**

The Committee may effect and maintain insurance as considered by the Committee from time to time to be appropriate or necessary.

29. **Alteration of Objects and Rules**

These rules may be altered, rescinded or added to only by special resolution of the Association.

30. **Principal Business Office & Records**

The principal business office of the Association will be the principal business office of Scotch College from time to time. Association records will be kept at the principal business office of Scotch College.