

PLC SYDNEY PARENTS & FRIENDS ASSOCIATION CONSTITUTION

Part 1 - DEFINITIONS

1.1 **Association** - the PLC Sydney Parents and Friends Association.

1.2 **Aims, Objectives and Interests** – The Aims, Objectives and Interests of the College are as set out in:

- PLC Sydney 2020
- College Aims
- Respect for Others
- Values Framework
- Teaching and Learning Charter

as amended from time to time, and any other Aims, Objectives and Interests of the College as communicated to the Association by the Principal.

1.3 **College** – Presbyterian Ladies' College, Sydney as established by the Trustees.

1.4 **College Council** – the Council of the College

1.5 **Executive Committee** – the committee constituted under clause 2 of Part 4.

1.6 **Office Bearers** – the President, the Vice President, the Secretary and the Treasurer

1.7 **Principal** – the Principal or, where the office exists, the Executive Principal of the College

1.8 **Trustees** - The Property Trust incorporated under the *Presbyterian Church (New South Wales) Property Trust Act, 1936*

Part 2 – OBJECTS AND LIMITATIONS

2.1 Objects

The objects of the Association are to:

- support the College to achieve its Aims, Objectives and Interests;
- provide a forum for Parents and Friends to be informed of the management and governance of the College;
- promote the educational interests of Parents and Friends so that they may support the learning and development of the Students;
- promote friendly relations and good fellowship among all connected with the College
- encourage and help maintain a College spirit amongst the Students; and
- co-operate with the College Council, Principal, Staff, PLC Foundation and Ex-Students Organisation in all matters of common interest.

To achieve the objects, the Association may:

- (a) raise money by:
 - i. subscriptions, donations, carnivals, fetes, dances, picnics;
 - ii. mortgage;
 - iii. purchasing and/or selling real or personal property; and/or
 - iv. such other means as may be approved by the Executive Committee;
- (b) provide funds for the purchase of property, goods and services as approved or requested by the Principal
- (c) provide prizes to Students or contribute to prizes the College gives to Students;
- (d) grant honoraria;
- (e) make gifts or donations; and
- (f) establish and maintain a fund for the endowment of bursaries and to provide assistance by way of payment of fees or as the Executive Committee may otherwise decide for the assistance of any pupil as may be recommended by the Principal or College Council.

2.2 Limitations

- 2.2.1 Neither the Association nor the Executive Committee shall have any powers or responsibilities in relation to the policy, control or government of the College or in relation to any function or duty of the Council, the Principal or any teacher, officer or employee of the College.
- 2.2.2 The Association and the Executive Committee will duly observe any prohibition or restriction laid down from time to time by the Trustees in regard to the manner in which funds or moneys be raised from schools established and controlled by the Trustees.
- 2.2.3 Before the Association approves or proceeds with any public function at which it is proposed to raise moneys for or on behalf of the Association or the College, it shall obtain the approval of the Principal for such function, its nature and date. The forwarding of minutes by which the Executive Committee has adopted a proposal for a function to the Principal shall be deemed to be sufficient notice to the Principal pursuant to this clause. If no objection is received by the Executive Committee, the Principal's approval will be deemed to have been given.
- 2.2.4 The Association shall not donate or raise moneys for any specific College purpose unless such purpose is approved by the Principal.

PART 3 – MEMBERSHIP

3.1 Eligibility

Any person is eligible to be a member of the Association if they:

- are a natural person;
- are over the age of eighteen (18) years;
- endorse the objects of the Association;
- agree to be bound by the terms of this Constitution;
- pay the annual membership fee; and
- have not been expelled from the Association.

3.2 Life Membership

The Executive Committee may confer an honorary life membership on any current or former member of the Association in recognition of distinguished and sustained service to the Association for at least 5 contiguous years. The Executive Committee will consider recommendations from the College Council, the Principal and members of the Association or broader College community on potential suitable recipients for Life Membership which may be awarded at any time during the School year.

No annual fee will be required from persons awarded Life Membership.

3.3 Cessation of Membership

A person ceases to be a member of the Association if the person:

- dies;
- resigns membership;
- is expelled from the Association; or
- fails to pay the annual membership fee within 3 months after the fee is due.

3.4 Membership Fee

3.4.1 The annual membership fee shall be such sum as shall be recommended from time to time by the Executive Committee and approved by a general meeting.

3.4.2 The annual membership shall be paid in advance on or before the 31st March each and every year.

3.5 Register of Members

The Secretary is to maintain a register of members of the Association containing names, addresses, and such other particulars as the Executive Committee thinks appropriate to

facilitate swift and convenient communications with members, provided that the personal particulars in such register are not to be used for any purpose other than the furtherance of the objects of the Association and in conformity with any consents given by the members the subject of such particulars and any applicable privacy legislation. The Association may engage the College to compile and maintain this register.

3.6 Complaints about Members

- 3.6.1 A complaint in writing may be made to the Executive Committee by any person that a member of the Association:
- (a) has refused or neglected to comply with a provision(s) of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 3.6.2 The Executive Committee will, in consultation with the complainant, member concerned, the Principal and College Council determine the most appropriate way to deal with the matter having regard to all the circumstances and principles of natural justice.
- 3.6.3 If the complaint is heard and determined other than by way of a general meeting of the Association, the complainant or the member concerned may appeal the decision to a general meeting of the Association.
- 3.6.4 No action at law or in equity shall lie against the Council or any member of the Association or the Executive Committee in relation to the winding up of the Association, or the cancellation of any person's membership of the association, or for any other *bona fide* act or omission.

PART 4 - The Executive Committee

4.1 Powers of the Executive Committee

The Executive Committee controls and manages the affairs of the Association and subject to this Constitution, has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

The Executive Committee may propose and approve the formation of sub committees for any function or activity that the Executive Committee considers would be in the best interests of the Association.

4.2 Composition of the Executive Committee

The Executive Committee consists of the Office Bearers together with up to two additional members of the Association elected at an Annual General Meeting.

4.3 The Duties of the President.

The duties of the President and, in the President's absence or inability, the Vice President, include:

- (a) Chairing and convening all meetings of the Association and the Executive Committee.
- (b) Approving the Minutes of each meeting, as prepared by the Secretary, prior to their issuing.
- (c) Act as the point of contact between the Association and the Principal, College Council, Staff, Students and members of the Association.
- (d) Represent the Association at meetings of the PLC Foundation and Ex Student Union and undertake any management committee roles if offered.
- (e) Attend on behalf of the Association as a guest at all College events.
- (f) Identify and appoint the Coordinator for the Annual Fair, provide input on coordination of the Fair and recommend to the Executive Committee the structure and any expenditure required.
- (g) Liaise with the Principal and College Council on any matters that involve the Association and provide feedback to the College on issues and comments received from parents.
- (h) Promote the Association, its aims and activities to parents new to the College and identify ways to increase parent participation.
- (i) Provide written reports and articles for College information booklets and annual publications.
- (j) Provide an annual written report to the Association at the Annual General Meeting.

4.4 The Duties of the Secretary

The duties of the Secretary include:

- (a) The keeping of minutes of all meetings of the Association and of the Executive Committee.
- (b) The correspondence and notices of the Association.
- (c) The preparation of the Roll of Members and the contact details of members.
- (d) The presentation to the Council of a copy of the President's report and of the Financial Statement and Balance Sheet adopted by the Annual General Meeting and the names of Office Bearers and of the other members of the Executive Committee elected at such Annual General Meeting.
- (e) The presentation to the Council of notices, agendas and minutes of all meetings of the Executive Committee and of the Association.

- (f) Will perform the duties of the President should the President and the Vice President be unable to attend a meeting or event

4.5 The Duties of the Treasurer

The duties of the Treasurer include:

- (a) The safe custody and stewardship of the funds of the Association.
- (b) The receiving of subscriptions and donations.
- (c) The presentation to the Executive Committee of such Financial Statements as are from time to time required.
- (d) The keeping of proper accounts and the preparation of the Financial Statement and Balance Sheet made up to the 31st day of December in each year.

4.6 Term

Each member of the Executive Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election provided they have not held the role for more than four contiguous years in the preceding six years.

No member of the Executive Committee may hold the same position for more than four contiguous years unless a special resolution approving a higher limit in respect of the incumbent is passed at an Annual General Meeting.

PART 5 - MEETINGS

5.1 Annual General Meeting

- (a) A general meeting of the Association shall be held annually in November or as determined by the Executive Committee.
- (b) The business of the Annual General Meeting shall be: -
 - i. To receive the Report of the President presented on behalf of the outgoing Executive Committee.
 - ii. To receive and adopt the Annual Financial Statement and Balance Sheet.
 - iii. To elect a President, Vice President, Secretary, Treasurer and up to two additional members of the Executive Committee to hold office for the following year.
 - iv. To appoint a properly qualified Auditor(s).
 - v. To consider such other matter or matters properly brought forward and in respect of which notice has been given (unless the meeting waives the need for such notice on the grounds of urgency).
- (c) Eight (8) members shall form a quorum at the Annual General Meeting.

- (d) Any matter to be decided at the Annual General Meeting shall be decided by a simple majority of votes cast by members of the Association.

5.2 General Meetings of the Association

- (a) The President is to convene a General Meeting of the Association to consider any matter the Executive Committee thinks should be determined by the members.
- (b) Eight (8) members shall form a quorum at a General Meeting.
- (c) Any matter to be decided at a General Meeting shall be decided by a simple majority of votes cast by members of the Association.

5.3 Executive Committee meetings

- (a) The Executive Committee shall meet at least once each month during each College term (other than January and December).
- (b) Members of the Association who are not members of the Executive Committee may attend Executive Committee meetings, ask questions, provide comment and raise matters for discussion but may not vote on any motion put at the meeting.
- (c) At all meetings of the Executive Committee the quorum is three (3) Office Bearers.
- (d) Any matters to be decided at a meeting of the Executive Committee shall be decided by a simple majority of votes cast by those members of the Executive Committee that are present at the meeting in person or, with the President's approval, by means of suitable communications technology.

5.4 Extraordinary Executive Committee meetings

- (a) The President, Vice President or Secretary may request an extraordinary Executive Committee meeting to deliberate on Association business that cannot reasonably be held over until the next scheduled Executive Committee meeting.
- (b) At all Extraordinary Executive Committee meetings the quorum is four, three of whom must be Office Bearers.

The minutes of an Extraordinary Executive Committee meeting are to be made available for review and discussion at the next scheduled ordinary Executive Committee meeting unless the President or the Principal determines that all or any part of those minutes are to be redacted to preserve confidentiality of any matter.

5.5 Circulating Resolution

The Executive Committee may pass a resolution without a general or an extraordinary Executive Committee meeting being held if all the Executive Committee sign a document containing a statement that they are in favour of the resolution set out in the document. Such circular resolution may be effected by electronic mail between members of the Executive Committee or by using any other suitable form of technology.

PART 6 - LIAISON WITH THE COLLEGE

To foster and maintain friendly relations between the Association and the College the following provisions shall apply: -

- (a) The Council will from time to time nominate a member of the Council to act as Liaison Councillor between the Council and the Association. The Secretary will give the Principal and the Liaison Councillor notice of the date and agenda and minutes of all Meetings of the Association and the Executive Committee.
- (b) Both the Principal and the Liaison Councillor are entitled to attend all meetings of the Association and the Executive Committee and take part in discussions and deliberations but neither shall be entitled to vote.
- (c) Unless there are unusual circumstances the date of meetings of the Association and the Executive Committee will not conflict with the date of the Monthly Meetings of the Council.

PART 7 - AMENDMENTS TO CONSTITUTION

- (a) Amendments to the Constitution must be approved by the Executive Committee or at a Meeting of the Association; and
- (b) After obtaining the approval of the Executive Committee or the members of the Association for amendments to the Constitution, the proposed amendments must be forwarded to the College Council for approval, following which they will take effect.

PART 8 – FUNDS OF THE ASSOCIATION

- (a) The funds of the Association comprise all invested moneys and the income from all subscriptions, donations, moneys paid to the Association and moneys raised by the Association or any group, sub-group or sub-committee of the Association.
- (b) If the Executive Committee determines that funds of the Association are to be invested, they are to be invested in the name of the Trustees or in the name of a trustee recommended by the Executive Committee and approved by the Council.
- (c) Funds not invested in accordance with paragraph (b) are to be deposited in a bank account or interest bearing deposit in the name of the Association with such Banks as may be approved by the Executive Committee and all cheques, withdrawal forms and electronic banking authorisations must be signed or otherwise approved by any two of the Treasurer, the President, the Principal and two College persons authorised in writing by the Principal from time to time for that purpose.

PART 9 - WINDING UP

- (a) If at any time the Council at a special meeting called for the express purpose of considering the matter approves a resolution by the Executive Committee that the

association be wound up or if the Council of its own motion at such meeting resolves that the continuance of the Association is not in the opinion of the Council in the best interest of the College, then in either case the Association shall forthwith cease to use its name or any name which associates it with the College and shall take such steps as are necessary to disband and wind up its affairs.

- (b) In the event of the winding up of the Association occurring, the property thereof shall vest in the Council.
- (c) No action at law or in equity shall lie against the Council or any Office Bearer of the Association or the Executive Committee on the part of any person in relation to the winding up of the Association.

PART 10 - INSURANCE

In carrying out any fundraising or related activities within its powers under this Constitution, the Association must comply with any standards generally applicable to the College. The use of the College's name is subject at all times to the approval of the College Council or the Principal, and the Committee must obtain the prior approval of the College Council or the Principal to any fundraising method or new activity not of a kind previously approved by the College Council or the Principal.

To facilitate the extension to them of the Trustees' insurance cover the Committee must ensure that the Association is managed in compliance with the reasonable expectations of the relevant insurer for the Trustees or the College and in accordance with any risk, compliance or operational directive given from time to time by the Trustees.