



OUR LADY OF GRACE SCHOOL
Parents and Friends' Association Inc.
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NOTICE OF SPECIAL GENERAL MEETING OF THE OUR LADY OF GRACE P&F ASSOCIATION INC.

Notice is hereby given of a Special General Meeting of the Our Lady of Grace School Parents and Friends' Association Inc. to be held on Wednesday 26th August 2015 at 7:30pm in the Staff Room at Our Lady of Grace School.

The purpose of the Special General Meeting is to propose amendments to the Our Lady of Grace School Parents & Friends' Association Inc. (OLG P&F) Constitution currently dated March 2009, and vote to accept the revised Constitution dated August 2015.

This notice presents a summary of the changes. Please see the attached marked-up copy Constitution for the specific amendments. Note that the revisions are consistent with the template provided on the website of the Parents and Friends' Federation of Western Australia Inc. (PFFWA) and the Associations Incorporation Act 1987 where relevant.

Summary of key amendments to the Constitution dated March 2009:

- Throughout the Constitution, the designation "Chairperson" and "Vice-Chairperson" has been changed to "President" and "Vice-President", in line with the Parents and Friends' Federation of Western Australia Inc. (PFFWA) commonly used terminology.
- The Financial Year of the OLG P&F shall be 1 October to 30 September of each year to allow the AGM to be held and prior to the end of the school year.
- The requirement for a "Committee" to be elected from "Members" of the OLG P&F has been removed. All members in General, Annual General and Special General Meetings of the P&F represent the "Committee".
- Update of the Aims of the Constitution to refer to the Bishops' Mandate.
- Reduction of Quorum at Special and Annual General Meetings from 20 to 12.
- Removal of requirement to be affiliated to the PFFWA.
- Removal of reference to the Order of the Sisters of the Holy Family of Nazareth.
- Removal of reference to the common seal.

REFERENCE TO AMENDMENTS TO THE CONSTITUTION DATED MARCH 2009

Clause 2 DEFINITIONS

Clarifications of the definitions for

- The Association;
- Office Bearers
- The Executive;
- The Governing Bodies of the school;
- Members
- Life Members
- Friends.

Deletion of the reference to a “Committee” of the Association as it is customary in other Parent and Friend Associations that all Members of the Association in attendance at Annual, Special and General Meetings effectively represent the “Committee”.

Clause 4 AIMS

Revision of the Aims of the Association to include reference to the Bishops of WA Mandate, and remove references to the “State Federation” and its Constitution (being that of the PFFWA).

Clause 6 MEMBERSHIP

- 6(a) Revision of definition of membership to be consistent with Clause 2.
- 6(b) Removal of the member category “Committee Member”.
- 6(c) Clarification of the qualifications for election of “Executive Committee Members”.
- 6(d) Removal of the reference to teaching staff as Ex-Officio and replacement with the Principal’s nominees.

Clause 7 SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION

- 7(c) Removal of rule stating that membership ceases if the subscription is not paid, as this may disadvantage families experiencing financial hardship.

Clause 8 MEETINGS

Quorum at meetings:

Quorum for Special and Annual General Meetings has been revised from 20 (including 2 office bearers) to 12 (including 2 office bearers). (This is consistent with the PFFWA Constitution template which has been used for guidance in this revision.)

8(i)(a) Clarification of the timing of the Annual General Meeting being 4 months after the end of the Association's financial year.

8(i)(d) Removal of references to the appointment of Committee Members.

8(i)(e) Removal of the paragraph as it is covered by other subclauses.

8(ii) Removal of reference to "closed meetings" and replacement of "Committee" with "Members in General Meeting".

8(iii) Clarification that Members will be provided notice of Special General Meetings via email and/or the School Newsletter.

Clause 9 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

9(g) Removal of reference to Special General Meeting as this would not be held within a General Meeting.

Clause 10 OFFICE BEARERS

Removal of reference to the election of a "Committee".

Clause 11 TERM OF OFFICE

Removal of reference to the term of office for a "Committee" member.

Clause 12 ELECTIONS

Removal of references to "the Committee" and replacement of this with "Members in General Meeting".

Clause 13 CASUAL VACANCIES IN MEMBERSHIP OF EXECUTIVE COMMITTEE

Removal of references to "the Committee" and replacement of this with "Members in General Meeting".

13(g) Clarification that an Executive Committee Member can only be removed by Special General Meeting, not General Meeting.

Clause 14 VOTING

Replacement of "Committee" with "Members".

Clause 15 POWERS OF THE MEMBERS IN GENERAL MEETING

Removal of references to “the Committee” and replacement of this with “Members in General Meeting”.

15(e) The Members in General Meeting will “Recommend” the voluntary P&F contribution. (It will then be approved at AGM).

Clause 16 DUTIES OF OFFICERS

16(c) to allow the school roll to represent a list of members.

Secretary

- Clarifications to the duties of Secretary to include email addresses of the Executive Committee.
- Remove the requirement of the Secretary to maintain a register of members and allow inspection of the register as this is not practical and may contravene privacy laws.
- Include a reference to a register of “Friends” of the Association.

Treasurer

Removal of references to “the Committee” and replacement of this with “Members in General Meeting”.

Inclusion of references to EFT transactions and the requisite authorisations.

Clause 17 FINANCE

Removal of references to “the Committee” and replacement of this with “Members”.
Removal of reference to “Committee” and replacement with “Association”.

17(b) Inclusion of sub-clause stating the financial year end of the P&F from Clause 18(b). Change of the financial year end to be from 1 October to 30 September of each year. (This will allow for financial accounts to be finalised and audited before the end of the school year, and for the new committee to be appointed and operational with the start of the new school year.)

Clause 18 Auditor

Clarification of the qualifications for Auditor i.e. cannot be a member of the Executive Committee.

18(b) Removal and inclusion under Clause 17 Finance.

Clause 19 ASSETS

Clarification that all assets of the Association (apart from the Bank Account) are to be donated to the school. (Note that this is consistent with current practice).

Removal of references to the "Order of The Sisters of the Holy Family of Nazareth" as Trustees.

Clause 20 – AFFILIATION (REMOVED)

Removal of the requirement to be affiliated with the PFFWA.

New Clause 20 – AMENDMENT TO THE CONSTITUTION

Clarification of the requirements for changing the Constitution to comply with the Associated Incorporations Act 1987.

New Clause 24 – DISSOLUTION

To facilitate any assets of the P&F to first be distributed to the OLG P&F before distribution to like associations or charity.

Clause 27 – RESCINDING OF RESOLUTIONS

Removal of this clause as resolutions cannot be rescinded if passed so it does not make sense. Instead, another Special, Annual or General Meeting would need to be held to pass a resolution.

New Clause 26 – COMMON SEAL OF THE ASSOCIATION

Statement that the Association does not have a common seal.

New Clause 27 – INDEMNITY

Removal of references to "the Committee" and replacement of this with "Members".

RECOMMENDATION TO THE MEMBERS IN SPECIAL MEETING

We recommend that the Our Lady of Grace School Parents & Friends' Association Inc. Constitution dated August 2015 be accepted.