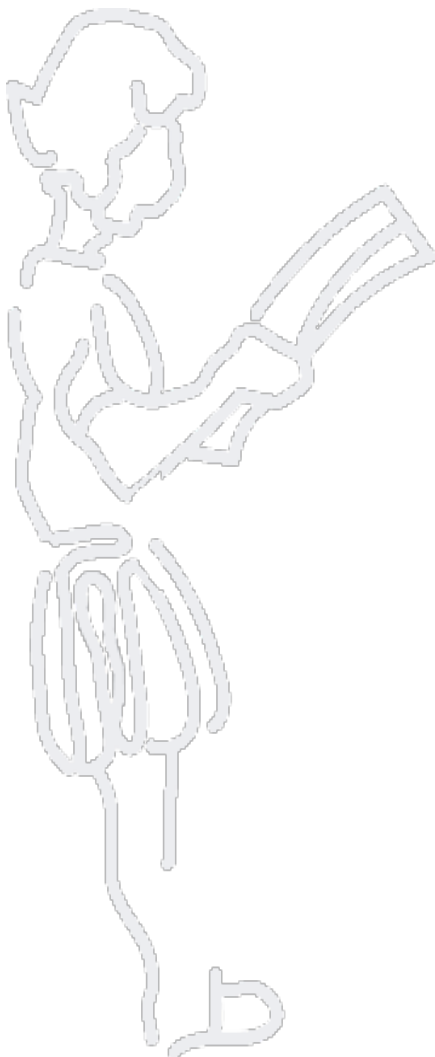


BANKSIA

montessori school



Banksia Montessori School

Rules of Association

Revision History

Date	Modification	Author(s)
1/9/2015	Changed wording of document to bring it in line with current actual School practises	The Council
17/10/2015	Incorporated suggestions from AISWA (Association of Independent Schools)	The Council
10/11/2015	Incorporated suggestions from Lavan Legal	The Council
23/11/2015	Release of amended Rules of Association for voting	The Council
18/12/2015	Rules of Association approved by the Department of Commerce	
06/02/2017	Revision of the document including the following key changes 1. Membership of the Association (Before: only parents. Current : parents, non-parent member, School staff - all with voting rights) 2. The application for non-parent membership 3. Addition of roles and responsibilities for the Chairperson & Principal. 4. Control of Funds & Financials (new requirement by the new Act 2015). 5. Other legal clarifications.	The Council
08/03/2017	Incorporated suggestions from AISWA	The Council
15/03/2017	Incorporated suggestions from Lavan Legal	The Council
06/04/2017	Release of amended Rules of Association for voting	The Council
29/05/2017	Rules of Association approved by Department of Commerce	

Date	Modification	Author(s)
22/04/2021	Revision of the document including the following key changes <ol style="list-style-type: none">1. Section numbers were re-assigned for consistency2. Section 20(7) ,(8) and (9) removed as relates to outdated sections of the Association Incorporations Act 20153. Section 21 and 22 added to School Rules of Association (taken from Association Incorporations Act 2015)	The Council

1 Name of Association

The name of the Association is Banksia Montessori School Inc.

2 Definitions

In these rules, unless the contrary intention appears-

- **Act** means the Associations Incorporation Act 2015;
- **Association** means the incorporated Association to which these rules apply. In this rule, it means Banksia Montessori School Inc;
- **Annual general meeting** is the meeting convened once a year under sub-rule 0(1) and is open to all members of the Association to attend.
- **Business Manager** – is a person appointed to be Business Manager of Banksia Montessori School referred to in sub-rule 12(1)(d)
- **Books**, of the Association, includes the following –
 - a register;
 - financial records, financial statements or financial reports, however compiled, recorded or stored;
 - a document;
 - any other record of information;

- **Chairperson** means-
 - in relation to the proceedings at a Council meeting or general meeting, the person presiding at the Council meeting or general meeting in accordance with rule; or
 - the person referred to in sub-rule 12(1)(1)(a) or, if that person is unable to perform his or her functions, the Secretary;
- **Commissioner** means the person designated as Commissioner under section 153 of the Act;
- **Council** means the Council of the Association referred to in rule 12;
- **Council meeting** means a meeting among council members;
- **Council member** means the person who is a member of the School Council
- **Convene** means to call together for a formal meeting;
- **Department** means the government department with responsibility for administering the *Associations Incorporation Act 2015* ();
- **Financial records** includes —
 - invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - documents of prime entry; and
 - working papers and other documents needed to explain —
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements;
- **Financial year** means the period commencing 1 January and ending on 31 December of that year;
- **General meeting** means a meeting to which all members of the Association are invited;
- **Member** means member of the Association;
- **Officer** means any of the following —
 - a member of the School Council;
 - a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;
 - a person who has the capacity to significantly affect the association's financial standing;
 - a person in accordance with whose instructions or wishes the management committee of the association is accustomed to act (but excluding a person who gives advice to the association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the management committee or with the association);
- **Ordinary resolution** means resolution other than a special resolution;

- **Poll** means voting conducted in written form (as opposed to a show of hands);
- **Principal** – is a person appointed to be Principal of Banksia Montessori School referred to in sub-rule 12(1)(1)(e)
- **Secretary** means the Secretary referred to in sub-rule 12(1)(1)(b);
- **School** means Banksia Montessori School
- **Special general meeting** means a general meeting other than the annual general meeting;
- **Special resolution** has the meaning given by section 51 of the Act, that is-
 - A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association, by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
 - At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
 - If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- **Treasurer** means the Treasurer referred to in sub-rule 12(1)(c)

3 Objects of Association

- (1) To establish and manage a School in the Perth Metropolitan Area in the State of Western Australia to be known as Banksia Montessori School (the "**School**"), including the provision of any programs that align with the Montessori philosophy, to be run at the School's premise;
- (2) To promote the education of young people in accordance with the educational methods created by Dr Maria Montessori which aim at developing the self-reliance, independent learning and the personality of young people;
- (3) To observe the objects of the Association Montessori Internationale which include the propagation, maintenance and furthering the rights of young people in society and spreading knowledge concerning the physical, intellectual, moral and social development of young people, at home as well as in School and society; and
- (4) To foster in the community interest in and understanding of Montessori principles and practice.

4 The Association is not-for-profit

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

5 Powers of Association

Subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (1) acquire, hold, deal with, and dispose of any real or personal property;
- (2) open and operate bank accounts;
- (3) invest its money -
 - (a) in any security in which trust monies may lawfully be invested under the *Trustees Act 1962* Part III; or
 - (b) in any other manner authorised by the rules of the Association;
- (4) borrow money upon such terms and conditions as the Association thinks fit;
- (5) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (6) appoint agents to transact any business of the Association on its behalf;
- (7) enter into and terminate any contract or arrangement it considers necessary or desirable including but not limited to contracts of employment;

- (8) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- (9) publish books, journals, pamphlets, reports or other matter in written, graphic or electronic form;
- (10) assist, cooperate with, make donations to, enter into reciprocal arrangements with or become a member of anybody or association whose objects are similar to those of the Association or which may assist the Association in the promotion and fulfilment of its objects;
- (11) accept grants, donations, bequests or gifts of monies;
- (12) promote and hold courses of instruction
- (13) cooperate with educational and or any research institution in educational, practical, experimental and investigational work;
- (14) administer and manage endowments and scholarships
- (15) raise, aid or contribute in the raising of funds for the use and benefit of the Association for any purpose it considers necessary or desirable;
- (16) make, vary or repeal rules, regulations, standing orders or by laws which relate to the regulation, management, administration or control of the Council;
- (17) employ persons as members of the School's staff on terms and conditions approved by the Council;
- (18) construct any building or structure for the benefit of the School or make any improvements to the premises or grounds of the School, with the approval of the Council;
- (19) purchase or take a lease or licence of premises for student facilities, and enter into any *other agreements or arrangements for the establishment, management, staffing and operation* of such facilities;
- (20) establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students; and
- (21) do all those acts and things incidental to the exercise of these powers.

6 Membership of the Association

- (1) All members of the Association shall have their names entered into the register of Members.
- (2) The membership of the Association shall consist of the following:

- (a) All parents or legal guardians of each child enrolled in the School qualify for membership of the association by default. It is a condition of enrolment of each child that at least one such parent or guardian consents to membership and to his or her name being entered into the register of Members. Such membership shall be deemed to commence upon the first day of enrolment accepted by the School and shall cease upon the termination of the enrolment (for whatever reasons whatsoever).
 - (b) All members of the administrative and academic staff (including teachers' aides) of the School. Such membership shall be deemed to commence upon the first day of employment and cease when the employment ceases.
 - (c) Such other persons (non-parent members) who apply to become members of the Association and are approved by the Council. Membership of each non-parent member shall expire at the end of the period determined by the Council when granting such membership.
- (3) A person who wishes to become a non-parent member shall apply for membership to the Council in writing in such form that the Council from time to time directs. Alternatively, persons who have displayed significant interest in, or given notable assistance to the School may be invited to become community members of the Association by resolution of the Council.
 - (4) No right or privilege of membership shall be in any way transferable.
 - (5) Any Member ceasing to qualify under sub-rule (2) shall be deemed to have retired immediately.
 - (6) Upon a Member retiring from membership of the Association his or her name shall be removed from the register of Members.

7 Dealing with membership application

- (1) The Council will consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub-rule (3), the Council will consider applications in the order in which they are received by the Association.
- (3) The Council may delay its consideration of an application if the Council considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Council must not accept an application unless the applicant —

- (a) is eligible under rule 6; and
 - (b) has applied under sub-rule 6(3).
- (5) The Council may reject an application even if the applicant —
- (a) is eligible under rule 6; and
 - (b) has applied under sub-rule 6(3).
- (6) The Council must notify the applicant of the Council's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Council rejects the application, the Council is not required to give the applicant its reasons for doing so.
- (8) An applicant for membership of the Association becomes a member when the Council accepts the application.

8 Appointment of Members of Council

- (1) The outgoing Council shall appoint the new Council.
- (2) All current members of the Association under sub-rule 6(2) as well as the Principal and the Business Manager can be appointed as Council members. However, only parents and non-parent members shall have voting rights in the Council whilst the staff (Principal, Business Manager, teaching staff) shall be non-voting (ex-officio) members.
- (3) The appointment shall take place once every calendar year at the Annual General Meeting and not more than 15 months after holding the last preceding election, or as and when there is a casual vacancy on the Council.

9 Register of Members of Association

- (1) The Secretary or delegate, on behalf of the Association, must comply with Section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses, email address or other information by means of which contact may be made and upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 10, to be deleted from the register of members referred to in sub-rule 9(1).

10 Termination of Membership of the Association

Membership of the Association may be terminated upon -

- (1) receipt by the Secretary or another Council member of a notice in writing from a member of his or her resignation from the Association. In the event that the member who resigns is a parent of a child, it must be ensured that the remaining parent or caretaker of that child continues to stay as a member of the Association. The sole parent or caretaker of a child enrolled at the School shall not be permitted resignation.
- (2) expulsion of a member in accordance with rule 11 .

11 Suspension or Expulsion of Members of Association

- (1) If the Council considers that a member should be suspended or expelled from membership of the Association because his or her conduct is considered by the Council to be detrimental to the interests of the Association, the Council must communicate in writing, to the member -
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
not less than 30 days before the date of the Council meeting referred to in sub-rule (a).
- (2) At the Council meeting referred to in a notice communicated under sub-rule 11(1), the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule 11(5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 11(2)
- (4) A member who is suspended or expelled under sub-rule 11(2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary in writing of his or her intention to do so within the period of 14 days referred to in sub-rule 11(3).
- (5) When notice is given under sub-rule 11(4) -
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the Council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Council to suspend or expel him or her is confirmed under this sub-rule.
- (6) Expulsion of a member from the Association does not affect that member's children's enrolment in the School.

12 Council

- (1) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association. The affairs of the Association will be managed exclusively by a Council consisting of -
 - (a) a Chairperson;
 - (b) a Secretary;
 - (c) a Treasurer;
 - (d) the Business Manager as ex-officio non-voting member
 - (e) the Principal as ex-officio non-voting member; and
 - (f) up to five (5) other persons, all of whom must be members of the Association.
- (2) Council members will be appointed by the outgoing Council to membership of the Council, to assume their role as a council member immediately after the annual general meeting at which they are appointed, or as appointed under sub-rule 12(7)
- (3) A Council member's term will be a year from his or her appointment at the annual general meeting at which they are appointed until the next annual general meeting but he or she is eligible for reappointment to membership of the Council.
- (4) Except for nominees under sub-rule 12(7), a person is not eligible for appointment to membership of the Council unless a member has nominated him or her for appointment by delivering notice in writing of that nomination, signed by -
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for appointment, to the Secretary not less than seven (7) days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for appointment or reappointment under this rule may -
 - (a) second himself or herself for appointment or reappointment; and
 - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule 12(4) for appointment to membership of the Council does not exceed the number of vacancies in that membership to be filled,

the Chairperson must declare those persons to be duly appointed as members of the Council at the annual general meeting concerned.

- (7) If a vacancy remains on the Council after the application of sub-rule 12(5), or when a casual vacancy within the meaning of Rule 19 occurs in the membership of the Council -
 - (a) the Council may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the appointment referred to in sub-rule 12(2);
 - (ii) have full voting rights whilst holding that position; and
 - (iii) be eligible for appointment to membership of the Council, at the next annual general meeting.
- (8) The Council may delegate, in writing, to one or more sub-Committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than -
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Council by the Act or any other law.
- (9) Any delegation under sub-rule 12(8) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.
- (10) The Council may, in writing, revoke wholly or in part any delegation under sub-rule 12(8).
- (11) Members of the Council are to be fit and proper persons to operate a school having regard to the prior conduct, whether in Western Australia or elsewhere, of the member, or any person who, as described in subsection 160(5) of the WA School Education Act 1999, is related to the member.
- (12) Council members are to conduct themselves in a manner consistent with the provision of the Act, and in particular sections 44, 45, 46 and 47 of the Act.

13 Council responsibilities

In the context of the Council's responsibility for the governance and strategic planning of the School, the Council has the following functions and accountabilities:

- (1) involve the School community in the governance of the School by:
 - (a) providing a focus and a forum for the involvement of parents and the School community;
 - (b) ascertaining the educational needs of the local community and the attitude of the local community to educational developments within the School; and

- (c) ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified.
- (2) set the broad direction and vision of the School
- (3) undertake strategic planning for the School including:
 - (a) developing, monitoring and reviewing the objectives and targets of the strategic plan; and
 - (b) considering, approving and monitoring human resource and asset management plans.
- (4) determine policies for the School including policies for the safety, welfare and discipline of students
- (5) determine the application of the total financial resources available to the School including the regular review of the budget
- (6) determine and implement all expenditure on capital projects
- (7) report to the School community at the annual general meeting and at such other time as required on:
 - (a) the strategic plan;
 - (b) the finances of the School;
 - (c) operational plans and the Council's operations.
- (8) be responsible for the employment, disciplining and dismissal of the Principal
- (9) be responsible for overseeing the proper care and maintenance of any property owned by the Council
- (10) may perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of children and students
- (11) may raise money for School related purposes
- (12) may do all those acts and things incidental to the exercise of these functions
- (13) ensure the Council's functions are exercised in accordance with legislation, administrative instructions and these Rules
- (14) is accountable for maintaining a satisfactory standard of education and level of care for students
- (15) is accountable for the quality of the educational programs of the School
- (16) is accountable for ensuring the development and implementation of effective processes to plan, monitor and achieve improvements in student learning
- (17) is accountable for the use of public funds received
- (18) is accountable for risk management of the School; (e.g. financial, operational, reputational, student welfare and wellbeing)
- (19) is accountable for legal compliance by the School

14 Chairperson

- (1) The Chairperson must preside at all general meetings and Council meetings.
 - (a) In the event of the absence from a general meeting of the Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
 - (b) In the event of the absence from a Council meeting of the Chairperson, a Council member elected by the other Council members present at the Council meeting, must preside at the Council meeting.
 - (c) The Chairperson, or the elected chair person, shall be responsible for ensuring that the objects of the Association must be supported when presiding at all general meetings and Council meetings.
- (2) The Chairperson shall be responsible for providing leadership to the School Council, upholding all the decisions by the Council, working in partnership with the Principal, and ensuring the School Council stay focused on supporting the School to achieve the best outcomes for the students.
- (3) The Chairperson shall be responsible for preparing and presenting the annual report to members of the Association at the Annual General Meeting, representing the School in the community and formal functions.
- (4) In the event of disputes, the Chairperson shall be responsible for resolving the disputes and facilitating any mediation meetings as required.

15 Secretary

- (1) The Secretary or delegate must -
 - (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Council of the Association;
 - (c) comply on behalf of the Association with -
 - (i) Section 53(1) of the Act with respect to the register of members of the Association, as referred to in rule 9;
 - (ii) Section 53(1) of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) Section 58(2) of the Act by maintaining a register of -

- (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Association under rule 0; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
 - (C) and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (D) exercise general supervision over all Association property;
 - (E) issue all notices convening meetings of the Association or of members;
 - (F) perform such other duties as are imposed by these rules on the Secretary.
- (2) In the event of the absence of the Secretary from a general meeting, a member elected by the other members present at the general meeting, must assume and carry out the duties of the Secretary at the general meeting.
- (3) In the event of the absence of the Secretary from a Council meeting, a Council member elected by the other Council members present at the Council meeting, must assume and carry out the duties of the Secretary at the Council meeting.

16 Treasurer

The Treasurer must -

- (1) comply on behalf of the Association with the requirements of Part 5 of the Act with respect to the accounting records of the Association, including -
 - (a) monitoring such accounting records are correctly recorded by the bookkeeper or Administration and inspect the financial transactions, and explain the financial position of the Association;
 - (b) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (c) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (d) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (2) provide an up to date report of the School's financial position at each Council meeting;

- (3) whenever directed to do so by the Chairperson, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- (4) perform such other duties as are imposed by these rules on the Treasurer, and.
- (5) be responsible for the annual audited accounts to be presented to all members of the Association at the Annual General Meeting.

17 Principal

- (1) The Principal of the School shall be responsible for the educational affairs of the School, the day to day management of the School and the implementation of the School's strategic direction.
- (2) The Principal will operate the School within budgets and guidelines set out and approved by the Council.
- (3) The Principal will hire, manage, dismiss, program and roster educational staff and administrative staff
- (4) The Principal will develop and implement Educational Staff Professional Development.
- (5) The Principal is accountable to the Council for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a School,
- (6) The Principal shall be an ex-officio member of the Council and will have no voting rights at Council meetings.
- (7) The Principal must:
 - (a) implement the educational plans and School policies;
 - (b) provide accurate and timely reports, information and advice relevant to the Council's functions;
 - (c) report to Council on learning, care, training and participation outcomes and any other aspect of the School as required;
 - (d) supervise and promote the development of staff employed by the Association;
 - (e) be responsible for the human resource management of the School;
 - (f) chair the first meeting of the Council held for the purpose of receiving nominations from members, the direct appointment of councillors by the Council and the election of office holders;
 - (g) contribute to the formulation of the agenda of Council meetings.

18 Business Manager

- (1) The Business Manager is responsible for -

- (a) ensuring all applications for enrolment of students are referred to the Principal for consideration and ensure that such applications are dealt with in a timely manner;
 - (b) the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those monies in the name of the Association;
 - (c) paying all monies referred to in sub-rule 18(1)(b) into such account or accounts of the Association as the Council may from time to time direct;
 - (d) making payments from the funds of the Association and ensure that all cheques or electronic fund transfers are signed or authorised by himself or herself and at least one other authorised Council member, or by two others as are authorised by the Council; and
 - (e) the financial and physical management of the School;
- (2) The Business Manager shall be an ex-officio member of the Council and will have no voting rights at the Council meetings.
- (3) The following are to be kept in the custody of the Business Manager in the School office:
- (a) the register of Members of the Association;
 - (b) all books, documents, records and registers of the Association, including those referred to in sub-rule 0(1);
 - (c) all securities, books and documents of a financial nature and accounting records of the Association
 - (d) the common seal of the Association.

19 Casual Vacancies in Membership of Council

A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member -

- (1) dies;
- (2) resigns by notice in writing delivered to the Chairperson or, if the Council member is the Chairperson, to the Secretary and that resignation is accepted by resolution of the Council;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than -
 - (a) three (3) consecutive Council meetings; or
 - (b) three (3) Council meetings in the same financial year without tendering an apology to the person presiding at each of those Council meetings;of which meetings the member received notice, and the Council has resolved to declare the office vacant;

- (6) ceases to be a member of the Association; or
- (7) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member.

20 Proceedings of Council

- (1) The Council must meet together for the dispatch of business a minimum of eight (8) meetings per year, and the Chairperson, or at least half the members of the Council, may at any time convene a meeting of the Council, upon seven (7) days written notice to all members of the Council.
- (2) Each Council member has a deliberative vote.
- (3) A question arising at a Council meeting, requiring a vote, must be decided by a majority of votes. If there is no majority, the person presiding at the Council meeting will have a casting vote in addition to his or her deliberative vote.
- (4) When the administration of the business of the Association requires, the Chairperson may propose a resolution by email to all Council members and upon receipt of clear agreement from the majority of those Council members eligible to vote, the Chairperson shall declare the resolution passed with the same effect as if Council had met in person.
- (5) At a Council meeting three (3) voting Council members constitute a quorum.
- (6) Subject to these rules, the procedure and order of business to be followed at a Council meeting must be determined by the Council members present at the Council meeting.

21 Matters of material personal interest - Council

21 (A) Disclosure of material personal interest

- (1) An officer of the Association who has a material personal interest in a matter being considered at a management committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee.
- (2) An officer of the Association who has a material personal interest in a matter being considered at a School Council meeting must disclose the nature and extent of the interest at the next general meeting of the Association.
- (3) Subsections (1) and (2) do not apply in respect of a material personal interest —
 - (a) that exists only because the member —

(i) is an employee of the Association; or

(ii) is a member of a class of persons for whose benefit the Association is established;

or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

(4) If an officer of the Association discloses a material personal interest in a contract or proposed contract in accordance with this section, and the member has complied with section 43(1) or the member's interest is not required to be disclosed because of subsection (3) —

(a) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and

(b) the member is not liable to account for profits derived from the contract.

(5) A disclosure of a material personal interest required by subsection (1) or (2) must give details of —

(a) the nature and extent of the interest; and

(b) the relation of the interest to the activities of the Association.

(6) The details referred to in subsection (5) must be recorded in the minutes of the meeting of the School Council at which the disclosure is made.

21 (B) Voting on contract in which School Council Member has a material personal interest

(1) A member of the School Council who has a material personal interest in a matter being considered at a meeting of the School Council must not —

(a) be present while the matter is being considered at the meeting; or

(b) vote on the matter.

(2) Subsection (1) does not apply in respect of a material personal interest —

(a) that exists only because the member belongs to a class of person for whose benefit the Association is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

(3) If there are not enough School Council members to form a quorum to consider a matter because of subsection (1) —

(a) one or more School Council members (including those who have a material personal interest in the matter) may call a general meeting; and

(b) the general meeting may pass a resolution to deal with the matter.

22 Duties of officers

22(A) Duty of care and diligence

(1) An officer of the Association must exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would exercise if that person —

(a) were an officer of the Association in the Association's circumstances; and

(b) occupied the office held by, and had the same responsibilities within the Association as, the officer.

(2) An officer of the Association who makes a business judgment is taken to meet the requirements of subsection (1), and his or her equivalent duties at common law and in equity, in respect of the judgment if the officer —

(a) makes the judgment in good faith for a proper purpose; and

(b) does not have a material personal interest in the subject matter of the judgment;
and

(c) informs himself or herself about the subject matter of the judgment to the extent the officer reasonably believes to be appropriate; and

(d) rationally believes that the judgment is in the best interests of the Association.

(3) For the purposes of subsection (2) —

business judgment means any decision to take or not take action in respect of a matter relevant to the operations of the Association.

(4) The officer's belief that the judgment is in the best interests of the Association is a rational one unless the belief is one that no reasonable person in the position of the officer would hold.

22(B) Duty of good faith and proper purpose

An officer of the Association must exercise his or her powers and discharge his or her duties —

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

22(C) Use of position

An officer of the Association must not improperly use his or her position to —

- (a) gain an advantage for the officer or another person; or
- (b) cause detriment to the Association.

23 Association meetings

(1) Annual General Meeting:

- (a) The Council must convene annual general meetings within the time limits of six (6) calendar months of the end of the school's financial year, or in accordance with section 50 (3) of the Act;
- (b) The Secretary must give to all members not less than fourteen (14) days' notice of an annual general meeting and that notice must specify -
 - (i) when and where the annual general meeting is to be held;
 - (ii) the particulars and order in which business is to be transacted, as follows -
 - A. first, the consideration of the accounts and reports of the Council;
 - B. second, the appointment of Council members to replace outgoing Council members; and
 - C. third, any other business requiring consideration by the Association at the general meeting.

(2) Special General Meeting

- (a) The Council may at any time convene a special general meeting;
- (b) The Council must, within 30 days of
 - i. receiving a request in writing to do so from not less than four (4) members, convene a special general meeting for the purpose specified in that request;or

- ii. the Secretary receiving a notice under rule 11(4), convene a special general meeting to deal with the appeal to which that notice relates.
 - iii. must, after receiving a notice under rule 11(4), convene a special general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Council's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Council.
- (c) The members making a request referred to in sub-rule 21(B)(3)(b)-must -
- i. state in that request the purpose for which the special general meeting concerned is required; and
 - ii. sign that request.
- (d) If a special general meeting is not convened within the relevant period of 30 days referred to -
- i. in sub-rule 21(B)(3)(b) the members who made the request concerned may themselves convene a special general meeting as if they were the Council; or
 - ii. in sub-rule 21(B)(3)(b) the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Council.
- (e) When a special general meeting is convened under sub-rule 22(2)(d) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (f) Subject to sub-rule 22(d) the Secretary must give to all members not less than twenty one (21) days' notice of a special general meeting and that notice must specify -
- i. when and where the special general meeting is to be held; and
 - ii. particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- (g) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than seven (7) days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 21(B)(3)(b) as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (h) The Secretary must give a notice by -
- i. serving it on a member personally; or
 - ii. sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 9.

- iii. When a notice is sent by post under sub-rule 23(2)(g) sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

24 Quorum and Proceedings at General Meetings

- (1) At a general meeting or a special general meeting, eight (8) members of the Association present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub-rule 23(2)(g) -
 - (a) as a result of a request or notice referred to in sub-rule 23(2)(g) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in sub-rule (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule 23(2)(g) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 24 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 26 and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 0(9)
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 24(9)-

- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

25 Minutes of Meetings of Association

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Council meeting, as the case requires, in a minute file kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Council meeting under rule 20 are checked and signed as correct by the Chairperson of the general meeting or Council meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Council meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that -
 - (a) the general meeting or Council meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments purporting to have been made at the meeting have been validly made.

26 Voting Rights of Members of Association

Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote. Each individual member has a vote as referred to in Rule 6.

27 Proxies of Members of Association

A member (in this rule called "the appointing member") may appoint in writing, on the form "Appointment of Proxy" as attached to these Rules, another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

All Appointment of Proxy forms must be signed by the appointing member and lodged with the Secretary before the commencement of the meeting at which it is to be operative.

28 Audit

Unless the Association shall otherwise determine:

- (1) There shall be one or more auditors of the Association who shall be elected annually at the Annual General Meeting.
- (2) Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts ascertained by the auditor/s who shall not later than fourteen (14) days before the Annual General Meeting in each year audit and report on all accounts and books of the Association and shall at any other time and when required by the Association audit and report on such accounts and books.
- (3) All the accounts and books of the Association shall be open to inspection by the auditor/s at all reasonable times.

29 Control of funds

The funds of the Association may be derived from entrance fees, enrolment fees, tuition fees, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Council may approve expenditure on behalf of the Association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 governing body members; or
 - (b) one governing body member and a person authorised by the governing body.
- (4) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

30 Financial statement and financial reports

- (1) For each financial year, the Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. That is the Council must keep financial records that;
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.

- (2) Without limiting subrule (1), those requirements include —
 - (a) the preparation of the financial report; and
 - (b) if required, the review or auditing of the financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor’s report, as applicable, on the financial report.

- (3) All financial records must be kept for at least 7 years after the transactions covered by the records are completed.

31 Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

32 Common Seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute file referred to in rule 25 .
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

- (4) The common seal of the Association must be kept in the custody of the Business Manager, as per sub-rule 18(3)(d).

33 Inspection of Records, etc. of Association

A member may at any reasonable time inspect without charge any financial records and minutes of Council meetings.

34 Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between -
 - (a) a member and another member; or
 - (b) a member and the Association;
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (5) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (6) The mediator must not determine the dispute.
- (7) The mediation must be confidential and without prejudice.
- (8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

35 Distribution of Surplus Property on Winding Up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed

among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.