

FRIENDS OF PENLEIGH & ESSENDON GRAMMAR SCHOOL
RULES FOR AN INCORPORATED ASSOCIATION

1. *The name of the incorporated association is **Friends of Penleigh & Essendon Grammar School Incorporated** (in these rules called “the Association”).*

2. *2.1 In these rules, unless the contrary intention appears –*
 - *“Committee” means the Committee of Management of the Association.*
 - *“Financial year” means the year ending on 31 December.*
 - *“General Meeting” means a general meeting of members convened in accordance with Rule 11.*
 - *“Member” means a member of the Association.*
 - *“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 21.*
 - *“The Act” means the Associations Incorporation Act 1981.*
 - *“The Regulations” means Regulations under the Act.*
 - *“The School” means Penleigh and Essendon Grammar School.*
 - *“The School Board” means the Board of Directors of Penleigh and Essendon Grammar School.*

- 2.2 In these Rules, a reference to the secretary of an Association is a reference –*
 - (a) where a person holds office under these Rules as secretary of the Association – to that person; and*
 - (b) in any other case, to the public officer of the Association.*

- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.*

3. 3.1 *Membership shall be open to all natural persons who are parents and guardians of present and past scholars of Penleigh and Essendon Grammar School or any of the schools which merged to become part of the school known as Essendon Grammar School in 1934 or Essendon Grammar School or Penleigh Presbyterian Ladies College past scholars and such people who are interested in the welfare and advancement of Penleigh and Essendon Grammar School. Such natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.*
- 3.2 *A person who is not a member of the Association at the time of the incorporation of the Association (of who was such a member at that time but has ceased to be a member) shall not be admitted to membership –*
- (a) unless he is nominated as provided in sub-clause (3); and*
 - (b) his admission as a member is approved by the Committee*
- 3.3 *A nomination of a person for membership of the Association –*
- (a) shall be made in writing in the form set out in Appendix 1; and*
 - (b) shall be lodged with the secretary of the Association.*
- 3.4 *As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.*
- 3.5 *Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.*
- 3.6 *Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.*

- 3.7 *The secretary shall, upon receipt of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the association.*
- 3.8 *A right, privilege, or obligation of a person by reason of his membership of the association –*
- (a) is not capable of being transferred or transmitted to another person; and*
 - (b) terminates upon the cessation of the membership whether by death or resignation or otherwise.*
4. 4.1 *The entrance fee shall be such sum as shall be fixed by the Committee and approved by the School Board.*
- 4.2 *The annual subscription shall be such sum as shall be fixed by the Committee and approved by the School Board and is payable in advance on or before 1st July in each year.*
5. *The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the Bursars Office at the school.*
6. 6.1 *A member of the Association who has paid all money due and payable by him to the Association may resign from the Association by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.*
- 6.2 *Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.*

7. 7.1 *Subject to these rules, the Committee may by resolution –*
- (a) *expel a member from the Association;*
 - (b) *suspend a member from a membership of the Association for a specific period;*
or
 - (c) *fine a member in accordance with the Regulations – if the Committee is of the opinion that the member –*
 - (d) *has refused or neglected to comply with these rules; or*
 - (e) *has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.*
- 7.2 *A resolution of the Committee under sub-clause (1) –*
- (a) *does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause after having obtained the consent of the School Board to the passing of such resolution; and*
 - (b) *where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.*
3. *Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing –*
- (a) *setting out the resolution of the Committee and the grounds on which it is based;*
 - (b) *stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;*
 - (c) *stating the date, place and time of that meeting;*
 - (d) *informing the member that he may do one or more of the following:*
 - (i) *Attend that meeting;*
 - (ii) *Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and*
 - (iii) *Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wished to appeal to the Association in general meeting against the Resolution*

4. *At a meeting of the Committee held in accordance with sub-clause (2), the Committee –*
 - (a) *shall give to the member an opportunity to be heard;*
 - (b) *shall give due consideration to any written statement submitted by the member; and*
 - (c) *Shall be resolution determine whether to confirm or to revoke the resolution.*

5. *Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the secretary received the notice.*

6. *At a general meeting of the Association convened under sub-clause (5) –*
 - (a) *no business other than the question of the appeal shall be transacted;*
 - (b) *the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;*
 - (c) *the member shall be given an opportunity to be heard; and*
 - (d) *the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.*

7. *If at the general meeting –*
 - (a) *two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and*
 - (b) *in any other case, the resolution is revoked.*

8. *8.1 The Association shall in each calendar year convene an annual general meeting of its members.*

8.2 The annual general meeting shall be held on such day as the Committee determines during the first school term in each calendar year.

8.3 The annual general meeting shall be specified as such in the notice convening it.

- 8.4 *The ordinary business of the annual general meeting shall be –*
- (a) *to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;*
 - (b) *to receive from the Committee, the Committee’s annual reports (if any) upon the transactions of the Association during the last preceding financial year;*
 - (c) *to elect such persons to be submitted to the School Board for approval as officers of the Association and the ordinary members of the Committee; and*
 - (d) *to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.*
 - (e) *to appoint an auditor of the Association for the ensuing year.*
- 8.5 *The annual general meeting may transact special business of which notice is given in accordance with these rules.*
- 8.6 *The annual general meeting shall be in addition to any other general meeting that may be held in the same year.*
9. *All general meetings other than the annual general meeting shall be called special general meetings.*
10. 10.1 *The Committee may, whenever it thinks fit, convene a special general meeting of the association and, where, but for this sub-clause, more than fifteen months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.*
- 10.2 *The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, or upon receiving written direction from the School Board requiring that a Special General Meeting of the Association be held shall convene a special general meeting of the Association.*

- 10.3 *The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition or the Chairman of the School Board as the case may require and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.*
- 10.4 *If the Committee does not cause a special meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them of the School Board, may convene a special general meeting to be held not later than three months after that date.*
- 10.5 *A special general meeting convened by members of the School Board in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.*
11. 11.1 *The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of member, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.*
- 11.2 *No business other than that set out in the notice convening the meeting shall be transacted at the meeting.*
- 11.3 *A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.*

12. 12.1 *All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.*
- 12.2 *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 when the meeting is considering that item.*
- 12.3 *Twelve members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum of the transaction of the business of a general meeting.*
- 12.4 *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 next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 3) shall be a quorum.*
13. 13.1 *The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.*
- 13.2 *If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the Meeting.*
14. 14.1 *The Chairman of a general meeting at which quorum is present may, with the consent of 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.*
- 14.2 *Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.*

- 14.3 *Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.*
15. *A question arising at a general meeting of the Association 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 Chairman that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.*
16. 16.1 *Upon any question arising at a general meeting of the Association, a member has one vote only.*
- 16.2 *All votes shall be given personally.*
- 16.3 *In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.*
17. 17.1 *If at a meeting a poll on any questions is demanded by not less than three members, it shall be taken at the at meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.*
- 17.2 *A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.*
18. *A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.*

19. 19.1 *Each member shall be entitled to appoint another member as his 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.*
- 19.2 *The notice appointing the proxy shall be in the form set out in Appendix 2.*
20. 20.1 *The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.*
- 20.2 *The Committee –*
- (a) shall control and manage the business and affairs of the Association;*
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and function that are required by these rules to be exercised by general meetings of the members of the Association; and*
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.*
21. 21.1 *The officers of the Association shall be –*
- (a) a President;*
 - (b) a Vice-President;*
 - (c) a Treasurer;*
 - (d) a secretary;*
 - (e) the Principal for the time being of Penleigh & Essendon Grammar School; and*
 - (f) the immediate past President of the Association.*
- 21.2 *The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).*

- 21.3 *Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.*
- 21.4 *In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its member to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.*
- 21.5 *The Principal of Penleigh and Essendon Grammar School shall hold office, ex-officio and shall be entitled to vote at any Committee meeting or meeting of the Members of the Association.*
- 21.6 *No office bearer shall hold the same office for more than three consecutive years but may be reappointed to the same office after the lapse of at least one year.*
22. 22.1 *Subject to section 23 of the Act, the Committee shall consist of –*
- (a) the officers of the Association; and*
 - (b) such ordinary members and shall be elected at the Annual General Meeting of the Association.*
- each of whom shall be elected at the annual general meeting of the Association in each year.*
- 22.2 *Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.*
- 22.3 *In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.*

23. 23.1 *Nominations of candidates for election as officers of the Association or as ordinary members of the Committee –*
- (a) *shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and*
 - (b) *shall be delivered to the secretary of the Association.*
- 23.2 *Nominations may be received at the annual general meeting.*
- 23.3 *If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.*
- 23.4 *If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.*
- 23.5 *The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.*
- 23.6 *A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.*
- 23.7 *All Officers of the Association and ordinary committee members shall be approved by the School Board prior to taking office. In the event that the School Board does not approve any person elected by the members of the office or position of such person shall be declared vacant and a further election held to fill such vacancy. At such election the person who has not been approved by the Board shall not be permitted to be a candidate at such election.*

24. *For the purpose of these rules, the office of an officer of the Association or of any ordinary member of the Committee becomes vacant if the office of member –*
- (a) ceases to be a member of the Association;*
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or*
 - (c) resigns his office by notice in writing given to the secretary.*
 - (d) is not approved by the School Board upon his or her election.*
25. 25.1 *The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.*
- 25.2 *Special Meetings of the Committee may be convened by the President or by any four of the members of the Committee.*
- 25.3 *Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.*
- 25.4 *Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.*
- 25.5 *No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following weeks unless the meeting was a special meeting in which case it lapses.*
- 25.6 *At meetings of the Committee –*
- (a) the President or in his absence the Vice-President shall preside; or*
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.*
- 25.7 *Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a*

member, by a poll taken in such manner as the person presiding at the meeting may determine.

25.8 *Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.*

25.9 *Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least business days before the date of the meeting.*

25.10 *Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.*

26. *The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meetings and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings and shall forward a copy of any such minutes to the School Board when required to do so by the School Board.*

27. 27.1 *The Treasurer of the Association –*

(a) *shall collect and receive all money due to the Association and make all payments authorised by the Association; and*

(b) *shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.*

(c) *shall forward a copy of the Association accounts to the School Board when required to do so by the Board.*

(d) *shall accept directions from the Board as to the investment and application of the funds of the Association.*

27.2 *The accounts and books referred to in sub-clause (1) shall be available for inspection by members.*

28. 28.1 *The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term in office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.*
- 28.2 *Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.*
29. *All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee and in the case of cheques exceeding One Thousand Dollars the Bursar of the School.*
30. 30.1 *The common seal of the Association shall be kept in the custody of the secretary.*
- 30.2 *The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.*
31. *These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.*
32. 32.1 *A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.*
- 32.2 *Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.*

33. 33.1 *The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provide further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a member to which he would be entitled in accordance with the purposes if he were not a member.*
- 33.2 *If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981. If there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall be given or transferred to Penleigh & Essendon Grammar School or any successor to that body and if there be no such body in existence thereto some other institution or institutions having purposes similar to the purposes of the Association and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Rule such institution or institutions to be determined in accordance with a special resolution of the members of the Association or in the absence of a special resolution of members by the Moderator of the Uniting Church in Victoria.*
34. *Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.*
35. *The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other activities and sources as the Committee determines and which are approved by the School Board.*

36. *Disputes and Mediation*

- 36.1. *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*
- 36.2 *The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.*
- 36.3 *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 10 days, hold a meeting in the presence of a mediator.*
- 36.4 *The mediator must be:-*
- (a) a person chosen by agreement between the parties; or*
 - (b) in the absence of agreement –*
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association, or*
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).*
- 36.5 *A member of the Association can be a mediator.*

- 36.6 *The mediator cannot be a member who is a party to the dispute.*
- 36.7 *The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.*
- 36.8 *The mediator, in conducting the mediation must:-*
- (a) give the parties to the mediation process every opportunity to be heard; and*
 - (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.*
- 36.9 *The mediator must not determine the dispute.*
- 36.10 *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.*