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GENERAL PROVISIONS

DEFINITIONS

a) “Association” is the incorporated association representing the Killara High School community.
b) “By-Laws” are these by-laws passed by the Association to facilitate and implement its operations in accordance with the Constitution;
c) “Committee” refers to any standing or working group, however styled, created by the Association for a particular purpose or function;
d) “Constitution” is the Constitution of the Association as registered and amended from time to time;
e) “Convenor” is an individual appointed representative of the Association, however titled, tasked with oversight of a particular purpose or function;
f) “_________Public School” or “the School” is the public school situated at ____________________;
g) “_______” is the newsletter published by the School, howsoever published or titled;
h) “Officers” include members of the Executive Committee, Convenors and Chairs of any Committee;
  “Executive Officers” are officer members of the Executive Committee as defined in by-law 10(a);
i) “Rules” are the Constitution and these By-Laws of the Association.

ENTIRETY AND CURRENCY OF BY-LAWS

These By-Laws:

a) Are made under and in accordance with the Constitution of the Association;
b) Are dated on and from 11 November 2014; and

c) Are the entire by-laws of the Association, and replace in their entirety any previous by-laws of the Association and its Committees.

APPLICABILITY AND AMENDMENT OF BY-LAWS

The By-Laws:

a) shall apply to all annual general meetings, ordinary general meetings, and all committee meetings;
b) shall not be added to or amended except at a general meeting of members, and after due notice in writing shall have been given; and

c) may be suspended by a majority of those present at a General Meeting. A motion to this effect shall be open to debate.

PURPOSE OF ASSOCIATION

The Association is a not-for-profit incorporated association, and shall:

a) Provide such services as are properly approved by the membership;
b) Raise funds for purposes and object properly approved by the membership.
MEMBERSHIP

ELIGIBILITY

Eligibility for membership of the Association is determined solely by the Constitution.  

ANNUAL MEMBERSHIP FEE

The annual membership fee shall be $2.00, or as otherwise determined by a majority vote at the Annual General Meeting.

MEMBERSHIP RIGHTS

a) Individuals become members of the Association by:
   a. Satisfying the eligibility criteria in By-Law 5; and
   b. Payment of the annual membership fee in By-Law 6
b) The Secretary shall maintain a register of members, and the Treasurer shall issue receipts for the payment of the membership fee.
c) Only members are entitled to vote.
d) Only members are entitled to stand for office.
e) When membership commences at the Annual General Meeting, membership rights may be exercised at that Annual General Meeting and all following meetings for the currency of membership.
f) When membership commences at a General or Special Meeting, membership rights may be exercised at and from the subsequent General or Special Meeting from which membership commenced.

CURRENCY OF MEMBERSHIP

Any person eligible for membership may become a member or renew membership by paying the annual subscription to the Treasurer or nominee of the Treasurer at any general or special meeting. Membership shall remain current until the close of the next annual general meeting.

LIFE MEMBERSHIP

The Association may confer the honour of Life Membership on a member who has made an outstanding contribution to the work of the Association. Life Members may attend and speak at meetings but are not entitled to vote or to hold office unless they are also members in terms of Rule 5 in these by-laws.

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1 As at July 2014, the Constitution states that membership is open to “all parents of pupils attending the school and to all citizens within the school community”. Presumably the school community is defined as the local catchment area for the school.
## EXECUTIVE AND OFFICERS

### EXECUTIVE COMMITTEE

(a) The **Executive Committee** shall consist of the President, two Vice-Presidents, Treasurer and Secretary and shall be elected at the Annual General Meeting.

(b) The **President** shall preside at all meetings except that in the absence of the President one of the Vice-Presidents shall preside and in the absence of the President and the Vice-Presidents, the Committee shall elect a Chair.

(c) The **Secretary** shall attend meetings and keep a record of all business conducted. On relinquishing office the Secretary shall hand over records, minutes, account books, etc. to the incoming Secretary.

(d) The **Treasurer** shall receive and deposit monies, maintain records, draw cheques and present accounts to each General Meeting; present all records for auditing each year and shall hand over all records to the incoming Treasurer on relinquishing office.

### RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

(a) The Executive Committee shall carry out the decisions of the Association.

(b) The Executive Committee shall be responsible for an annual risk assessment on behalf of the Association, and shall formulate recommendations thereon for the Association’s consideration.

(c) The Executive Committee is responsible for ensuring that the Association is and remains compliant with its legal obligations, including, but not limited to, mandatory insurances, registrations, tax, and employer obligations.

(d) Where the Association is legally obliged to incur certain mandatory costs, the Executive Committee may authorise payment of such costs without the prior approval of the Association, provided that at the next General Meeting the Association is advised of the payment.

### CONFLICTS OF INTEREST

No Association Officer, Convenor or Representative shall receive any remuneration or other material benefit by reason of their position in the Association.

### TERM LIMITS

The position of executive officer may be held for a maximum of two consecutive years, with the provision to extend to three years in total if agreed by a majority of members at the AGM.

### TIMING OF EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at least three times in a school term.

### VACANT OFFICES

(a) A general meeting of the Association may declare an officer who has been absent for three successive meetings without the consent of the Association to have vacated their position and to have created a casual vacancy to be dealt with by means of Rule 6 of the Constitution.
(b) A member of the Executive Committee may be removed from office by resolution of the Association carried at a properly convened General Meeting or special meeting, providing at least seven days’ notice has been given to members.
FINANCES

FINANCIAL YEAR

The Financial Year of the Association shall close on 31 December each year.

APPROVED EXPENDITURE

(a) Association funds may not be authorised for expenditure or otherwise withdrawn from an Association bank account except in accordance with these by-laws.

(b) Except in the case of expenditure in accordance with a contract, expenditure may be approved as follows:
   (i) Amounts over $6,000 must be approved by a notice on motion at a general meeting;
   (ii) Amounts under $6,000 may be approved by the Executive without a motion, but must be presented for ratification at the first general meeting after the expenditure was made.

(c) The Association, including its committees, may not use funds for the purchase of gifts. Thanks and appreciation should be acknowledged by letters of appreciation, certificates, P&C life membership, Lyrebird notices, ministerial awards and other written acknowledgement.

APPROVED SIGNATORIES

(a) All bank accounts held by the Association shall require two signatories for withdrawal of funds for any purpose.

(b) The approved signatories for withdrawal and transfer of funds from Association bank accounts are as follows:
   (i) In the case of withdrawals from general Association accounts, two members of the Executive Committee; or
   (ii) In the case of withdrawals from a bank account operated by a Committee, the Convenor or Treasurer of that Committee and one member of the Executive Committee.

(c) A paid employee of the Association may not be a signatory to any Association bank account.

BANK ACCOUNTS

(a) The Association may approve the opening and closing of bank accounts held on its account.

(b) The Association must approve the opening and closing of bank accounts in the name of committees of the Association.

(c) Howsoever named, all bank accounts opened by the Association or by the Association’s Committees are held by the Association.

BOOK-KEEPING

(a) The Association may contract the services of a professional supplier of book-keeping services (“the Book-Keeper”) on a contract of no longer than 3 years’ duration.

(b) The Book-Keeper shall report to the Treasurer.

(c) The Book-Keeper shall be authorised to create entries in the Association’s bank accounts.

(d) The Book-Keeper shall not be authorised to approve any expenditure, transfers or withdrawals from Association bank accounts.

CONTRACTS
(a) All contracts for the procurement of goods or services greater than $30,000 in a financial year shall require:
   (i) the written recommendation of the relevant Convenor; and
   (ii) the approval of the Executive Committee.
(b) The written recommendation of the relevant Convenor to enter into a contract for goods or services should, as a general rule, contain two or more quotes from different suppliers. In cases where that is not practical, the Convenor must make a statement and explanation to that effect.
(c) The Treasurer shall maintain a register of all contracts to which the Association is a party.

FUNDING LEVELS

(a) The Association shall maintain a $15,000.00 contingency reserve.
(b) The Executive Committee and the relevant Convenor shall annually set limits for funds to be held in bank accounts maintained by that Convenor. Funds in excess of such limits must be transferred to the Association’s general accounts.

SPONSORSHIPS

a) Sponsorship arrangements between the Association and another party must be in accordance with relevant rules or policies of the Department of Education.
b) Sponsor benefits beyond certificates or letters of appreciation must be approved by the Executive Committee.

ANNUAL GENERAL MEETING

AGENDA OF ANNUAL GENERAL MEETING

The agenda and order of business of the Annual General Meeting (AGM) shall be:

- Welcome
- Confirmation of Minutes of previous meeting
- Business arising out of the Minutes of the previous meeting
- President’s Report
- Treasurer’s Report
- Sub-Committee Annual Reports
- Setting of the annual membership fee
- Election of Office Bearers
- Election of Sub-Committee Officers and other P&C positions
- Close

TIMING OF ANNUAL GENERAL MEETING

The annual general meeting of the Association shall be held in February of each year, in conjunction with and preceding the ordinary general meeting for that month.

POSITIONS TO BE DECLARED VACANT
During the AGM, all Association positions will be declared vacant. The Secretary shall act as the Returning Officer for the election of the President. Once elected, the President shall act as the Returning Officer for the remainder of the elections.

**ROLE OF RETURNING OFFICER**

The Returning Officer shall:

(a) Call for nominations (or where nominations are already closed, announce that fact and the name of the candidates) and verify the eligibility of those nominated;
(b) After a reasonable interval, declare nominations closed;
(c) If the number of candidates is equal to or less than the number of vacancies, declare all the candidates duly elected;
(d) If the number of candidates is greater than the number of vacancies, announce the holding of an election and to give details as to how it will be conducted;
(e) Identify those persons present who are entitled to vote;
(f) Arrange for ballot papers to be distributed to those persons;
(g) Check that all persons entitled to ballot papers have in fact received them;
(h) Invite those holding ballot papers to mark them;
(i) Arrange for the collection of the ballot papers;
(j) Check that all ballot papers have in fact been collected;
(k) Formally declare the ballot closed;
(l) Arrange for the count of the ballot papers with scrutineers if requested by the nominees;
(m) Announce the result of the election and declare the successful candidate duly elected.

**FORMAL ADVICE OF ELECTION RESULT**

The Secretary shall advise the relevant regulatory bodies of the results of the Annual General Meeting in such format and within such times as such bodies require.
GENERAL MEETINGS

TIMING OF GENERAL MEETING

An ordinary general meeting of the Association shall be held no less than once per term.

CALLING OF GENERAL MEETING

In the absence of the Secretary the remaining officers or any ten members of the Association may call any meeting that it requires, giving due notice of the business proposed for the meeting.

QUORUM

At a general meeting, the quorum shall be in accordance with the Constitution.²

BUSINESS WITHOUT NOTICE

A group of members of the Association equal to or greater than the quorum for the meeting may require that particular items of new business without notice be placed on notice for the next meeting.

START OF MEETINGS

(a) Meetings shall, subject to the presence of a quorum, start at the time set out on the agenda, and shall, subject to the discretion of the meeting, continue until all business on the agenda is disposed of.

(b) If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting shall lapse, and, subject to any resolution previously passed, the Chair shall fix the time of the next meeting. All business on the agenda of the lapsed meeting shall be included on the agenda of the next meeting and shall take precedence over new business.

ORDER OF BUSINESS

(a) At all general meetings the order of business shall be:

- Opening
- Welcome to Members and Visitors
- Confirmation of Minutes of previous meeting
- Business arising out of the Minutes of the previous meeting
- Correspondence

² Rule 10 of the Prescribed Constitution states: Where the Association has a current membership of 50 or more, the quorum at all meetings of that Association shall be 11 members. Where the Association has a current membership of less than 50, the quorum shall be set according to the rules of the Association but shall not be less than 5.
• Treasurer’s Report
• Reports
• Any motion of which due notice has been given
• Business deferred from previous meeting
• General business
• Close
CONDUCT OF MEETINGS

ROLE OF THE CHAIR

(a) Any member desiring to speak at general meetings, when called upon by the Chair, shall address the Chair.
(b) If required to do so by the Chair, the proposer of any motion or amendment shall submit it in writing.
(c) The Chair shall, as far as practicable, call on speakers for and against a motion or amendment alternately, subject to the right of the seconder to speak immediately after the mover.
(d) The Chair shall, when reasonably requested to do so by a member, read or cause to be read the motion, amendment and/or foreshadowed amendments before the Chair. Such request shall not be made while any speaker has the floor.
(e) The Chair shall maintain order. If a meeting has become unduly disorderly, the meeting may be adjourned for such period as the Chair thinks fit.
(f) The Chair shall, subject to appeal to the meeting, interpret these by-laws.

MOTION ON NOTICE

Where a notice on motion is required by these by-laws:

(a) The minimum notice required shall be seven (7) days before the general meeting at which the motion is to be proposed; and
(b) The motion shall be published in the Lyrebird; and
(c) The motion shall be published on the Association’s website.

SECONDMENT REQUIRED

No member other than the proposer of a motion or an amendment shall speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the minutes.

WITHDRAWAL OF MOTION OR AMENDMENT

A motion or an amendment before the Chair shall not be withdrawn except by its mover and by leave of the meeting. No motion shall be withdrawn while any amendment is under discussion or after any amendment has been adopted.

REWORDING OF MOTION OR AMENDMENT

A motion or amendment before the Chair may be reworded by the mover subject to leave of the meeting.

MEMBERS TO SPEAK ONCE

Except in committee, no member shall speak more than once to any question, except that the mover of a motion (but not of the amendment) shall have a right of reply, which reply shall close the debate. An amendment shall constitute a separate question from the original motion and from any other amendment.
RIGHT OF SECONDER

A member moving a motion or amendment shall be deemed to have spoken to it. A member seconding a motion or amendment without speaking to it may reserve the right to speak to it subsequently.

LIMIT OF DISCUSSION

When an amendment is before the Chair, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.

VOTING ON A MOTION OR AMENDMENT

(a) All matters shall be determined by a majority of votes. A declaration by the Chair that a question has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact, without proof of the number of votes recorded for or against the question.

(b) Voting shall be decided by a show of hands unless the Chair or at least three members request a division or a poll before or on the declaration of the result.

(c) In the case of a division, the Chair shall appoint two tellers (representative of the opposing viewpoints) to take the count.

(d) A poll shall be taken in such a manner as the Chair thinks fit.

(e) If two consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or the amendment shall (subject, in the case of a motion, to the mover’s right of reply) be put without further debate.

(f) On an equality of voting, the Chair shall declare the question resolved so as to maintain the status quo.

POINT OF ORDER

(a) Any member may raise a point of order which shall take precedence over all other business, and which shall be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction shall not constitute a point of order.

(b) Any member disagreeing with the Chair’s ruling on a point of order may move dissent. The Chair shall then vacate the chair and such motion shall be put forthwith without debate.

SPECIAL MOTIONS

(a) “That the question now be put”: A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move, “That the question now be put”, which motion, if accepted by the Chair, shall be put without amendment or debate. The Chair shall have absolute discretion to accept or refuse the motion. The Chair may also personally put the question if the Chair feels that adequate discussion has taken place. In either case the mover of a motion shall retain the right of reply. If an amendment is before the Chair, the closure motion shall be deemed to close the debate on the amendment only.

(b) “That the question be not now put”: During the discussion of a motion (but not of an amendment), a member who has not already participated in the debate may move, “That the question be not now put”. This motion shall be open to debate, and shall be debated together with the original motion. If carried, the
original motion shall not be dealt with further. If lost, the original motion shall be put forthwith, subject to the mover’s right of reply. The motion may be foreshadowed while an amendment is before the Chair, but in no case shall it be put until all amendments have been disposed of.

(c) “That the speaker no longer be heard”: A member may at any time move, “That the speaker no longer be heard” or, “That the speaker be heard for a further limited period only”. Such motion shall be put without amendment or debate. No other motion, except the closure motion or a motion dealing with the speaker’s time, shall be moved while a speaker has the floor.

(d) “That the debate (or meeting) be now adjourned”: A member may move, “That the debate (or meeting) be now adjourned”. Discussion shall be in order, but only amendments at to time and/or place shall be permitted. The motion shall take precedence over other business before the Chair except points of order and personal explanation.

(e) “That the strict order of debate be followed”: A member may move, “That strict order of debate be followed”. This motion shall not be capable of amendment or debate, and, if carried, shall, inter alia, restrict members to speaking once only to any question (subject to the right of reply of the mover of the original motion).

CONFIRMATION OF MINUTES

On the motion to confirm the minutes, no questions except as to their accuracy shall be raised.

VALID MOTIONS

(a) A direct negative to a motion shall not be a competent motion.

(b) If any proposed motion or amendment appears to be ungrammatical or ambiguous, or not in correct form otherwise, the Chair shall decline to accept until the mover rewords it accordingly.

(c) The Chair may rule out any motion:
   i. Disrespectfully worded;
   ii. Substantially restating a resolution previously adopted
   iii. Inconsistent with the Constitution; or
   iv. Otherwise out of order.

(d) The Chair may rule out any amendment:
   i. Disrespectfully worded;
   ii. Substantially restating an amendment previously adopted
   iii. Contradicting the motion;
   iv. Irrelevant to the motion; or
   v. Otherwise out of order

AMENDMENT OF MOTION WITHOUT NOTICE

An amendment may be proposed to a motion which has duly been seconded.

PRESENCE OF STRANGER(S)

If any member objects to any stranger being present at the meeting the question of that stranger’s continued presence shall forthwith be decided by the meeting. For the purposes of this by-law, a stranger is defined as someone who is not a member of the association.
SUSPENSION OF MEMBER

The meeting may by motion suspend any member named by the Chair for having been disorderly or for having shown disrespect to the Chair.

ONE MOTION AT A TIME

Only one substantive motion shall be before the meeting at any one time.

ADOPTION OF RECOMMENDATIONS

No recommendation in any report shall be taken as adopted by a meeting unless a specific motion on the subject matter of that recommendation has been carried.

ATTENDANCE

All members attending any meeting shall sign the attendance sheet.

BEHAVIOUR OF MEMBERS

(a) Members shall address their remarks to the Chair, shall use restrained and courteous language, and shall speak relevantly to the matter under discussion
(b) Members shall respect the authority of the Chair at all times.

FORESHADOWED MOTIONS

Motions arising out of any debate may be foreshadowed at any time. Foreshadowed motions shall be considered, unless the meeting resolves otherwise, in the order in which they were foreshadowed, and at the conclusion of the debate the foreshadowed motions may be referred to briefly but shall not be discussed in detail.

AMENDMENT OF MOTION ON NOTICE

A motion on notice may be amended, provided that the form of motion resulting from the amendment is within the scope of the notice.

NO REFLECTING ON VOTES OR RULES

No member shall reflect on the vote of a meeting, except on a motion for the rescission of any resolution previously adopted. No member shall reflect on a Rule, except in a motion (of which due notice has been given) to amend or repeal such Rule.

VALIDITY OF DECISIONS

Notwithstanding anything herein before contained, any decision made by a validly constituted meeting shall not be void by reason only of a departure from these By-Laws which was not detected till after the decision had been made.
COMMITTEE OF THE WHOLE

A general meeting may at any time during the discussion of a motion or an amendment resolve itself to a Committee of the whole.

MATTERS NOT COVERED IN BY-LAWS

Any matters not dealt with in the above By-Laws shall be governed by the principles set out in the latest edition of “Guide for Meetings” by N.E. Renton.

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3 This is a two volume set called “Guide for Meetings and Organisations”, total current cost approx. $205