

**SYDNEY GRAMMAR SCHOOL WOMEN'S ASSOCIATION
CONSTITUTION**

1. The Association is called the Sydney Grammar School Women's Association ("**the Association**")

PURPOSE and OBJECTS

2. The purpose and objects of the Association are to provide opportunities for parents and friends of the Sydney Grammar School at College Street ("**the School**") to participate in social and other activities that promote and celebrate the School and its Community ("**School Community**") and where appropriate to provide services, financial support and assistance to the School Community or for such other purposes as agreed with the Headmaster.
3. All mothers, female guardians and female carers of boys currently enrolled at the School are eligible to join the Association. Membership requires a one-off payment - the amount to be determined by the Association from time to time and upon receipt of payment shall become a member ("**Member**"). Membership applications will be processed by the Membership Secretary.
4. Membership of the Association ceases when a family:
 - a. no longer has a boy enrolled at the School; or
 - b. requests in writing that its Membership ceases.

GOVERNANCE

5. The Association is administered by :
 - a. An Executive as prescribed by paragraph 6 of these rules;
 - b. A Committee as prescribed by paragraph 12 of these rules; and
 - c. The General Membership.

EXECUTIVE

6. The Association will have an Executive consisting of the President, the Vice President, the Treasurer, the Secretary and the Membership Secretary.
7. Three members of the Executive will form a quorum.
8. The Executive will carry out the general management of the Association, assisted by a Committee of Members ("**Committee**") established in accordance with paragraphs 12–21.
9. The Executive is subject to such directions as from time to time are given by any General Meeting or Special General Meeting of the Association.
10. All members of the Executive will be given notice of all meetings of the Executive.
11. No member of the Executive may receive remuneration from the Association apart from reimbursement of authorised expenses incurred on the Association's behalf.

COMMITTEE

12. The Committee will consist of the President, the Vice President, the Treasurer, the Secretary, the Membership Secretary and up to ten other members.

13. All Committee Members must be mothers, female guardians or carers of boys currently enrolled at the School.
14. All Committee Members will be elected as prescribed in these rules.
15. Committee Members will hold office for either:
 - a. a period of one year; or
 - b. until the next Annual General Meeting which occurs after such election whichever is the shorter period.
16. If for any reason a delay occurs in holding an election such Committee Members will hold office until a successor or successors are elected in their place.
17. A Member who has filled the office of President for two years immediately preceding such election is ineligible for re-election as President.
18. A Member who has filled the office of Secretary or Treasurer for the six years immediately preceding such election is ineligible for re-election to the office previously held.
19. The immediate past President may be invited by the Committee to participate in Committee meetings as an ex officio Member.
20. The President will be an ex officio member of all Sub-committees.
21. No member of the Committee may receive remuneration from the Association other than reimbursement of authorised expenses incurred on the Association's behalf.

THE SECRETARY

22. The Secretary will keep records, conduct all correspondence, give due notice of all meetings and will carry out such other duties as provided in these rules or as is decided by resolution of the Members.
23. The Secretary will keep a permanent record of the minutes of all:
 - a. Executive and Committee meetings
 - b. General or Special General Meetings
 - c. Annual General Meetings

These records must include details of all resolutions carried and must be submitted to the next relevant meeting for confirmation.

24. The Membership Secretary will:
 - a. maintain a database of all Members with the administrator of the Association;
 - b. order name badges for Members;
 - c. liaise with mothers, guardians and carers about joining the Association;
 - d. be available to provide further information to those who request it.

THE TREASURER

25. Except as provided in paragraphs 35 and 36 the Treasurer or such person as determined and authorised by the Committee will:

- a. be in charge of all accounts;
- b. oversee the collection and banking into the relevant accounts of all moneys due or belonging to the Association;
- c. ensure that accounts due by the Association are paid and that receipts are issued when required;
- d. prepare a summary statement of accounts and report to each General Meeting; and
- e. prepare a full Annual Statement of Accounts up to 30 September in each year. After examination and certification by the Auditor, the full Annual Statement of Accounts will be submitted to the Annual General Meeting.

FINANCE

26. The financial year of the Association commences on 1st October.
27. The Association will maintain a bank account or accounts with any bank carrying on business in New South Wales as approved by the Members in a General or Special General Meeting.
28. All moneys of the Association will be paid into the bank account or accounts so held.
29. All surplus funds of the Association may be vested by direction of the Executive upon such investments as are from time to time authorised for Trustees of New South Wales.
30. The Executive is entitled to authorise all expenditure of monies relating to the trading activities of the Association.
31. The Executive, in consultation with the Bursar of the School, may appoint a person or persons to take charge of the moneys relating to any of the trading activities of the Association.
32. The person or persons appointed in accordance with paragraph 31 in respect of a particular trading activity will:
 - a. issue all necessary receipts;
 - b. attend to all payments and prepare requisite statements in respect of that activity; and
 - c. will report to the Treasurer in relation to those trading activities.
33. The Committee is entitled to authorise expenditure of moneys for the purposes of the Association as set out in Clause 2.
34. All cheques relating to the activities of the Association including trading activities must be signed by two signatories who are Members of the Executive in accordance with Clause 6.

ADMINISTRATION

35. The Association will nominate administrative personnel ("**Personnel**") to be employed by the School to manage the Association's office and the Grammar Shop.
36. The expenses, wages, salary of the Personnel will be paid by the School and the Association will reimburse the School. The Personnel will communicate with the Executive and Committee to support the running of the Association.
37. The Personnel will work during term time and only during school holidays if required and approved, in writing, by the President. Any request for overtime or extra days must be submitted to the President in writing, in advance.

MEETINGS

38. The President will preside, or in her absence the Vice-President or another Member of the Executive, at all meetings of the Association.
39. The Member presiding at any Meeting has the casting vote.
40. General Meetings of the Members will be held on a day in each school term as determined by the President.
41. At least one General Meeting of Members and two Committee Meetings will be convened each school term.
42. At least seven days' notice in writing of the General Meetings must be given by the Secretary to all Members of the Association by post or email or in such other manner as determined by the Committee. The notice will set out the business to be taken at the Meeting.
43. Unless otherwise determined, the following will be the business to be taken at each General Meeting of Members (but not necessarily in the order following):
 - a. Minutes from previous General Meeting and business arising from such Minutes;
 - b. Correspondence and business arising from Correspondence;
 - c. Finance including the Treasurer's report;
 - d. General reports and business arising from such reports;
 - e. Business of which notice has been given;
 - f. Any other general business as the majority of the Members present at the Meeting may decide to take without notice.
44. The Executive may for any special purpose call a Special General Meeting at any time.
45. The Secretary must call a Special General Meeting immediately upon the requisition in writing of any twenty Members, stating the purpose for which the meeting is being called.
46. At any General or Special or Annual General Meeting three Members of the Executive and twelve other Members will form a quorum.
47. If a quorum is not present at any meeting within 15 minutes after the time fixed for such meeting, such meeting will be postponed for such period as is determined by the President or by the Executive.
48. At all meetings of the Association each Member present and entitled to vote will have one vote upon every motion and in case of an equality of votes the presiding Member will have a second or casting vote.
49. Every question submitted to a Meeting will be decided by a show of hands. However, if the presiding Member or at least five Members present require a poll to be taken, the poll will be taken by ballot to the Members present in such a manner as the Member presiding at the meeting may direct.

ANNUAL GENERAL MEETING

50. An Annual General Meeting of the Association will be held in November in each year, or after 30th September year-end close, on a date and at a time to be fixed by the Executive for the following purposes:
 - a. To receive a report from or on behalf of the President;

- b. To receive a report from or on behalf of the Treasurer providing a full financial statement for the year and a summary of that statement;
 - c. To declare the result of any ballot held in pursuance of these rules;
 - d. To appoint the Executive and Committee members;
 - e. To receive reports from the Edgecliff and St Ives Preparatory Schools Parents' Associations as required;
 - f. To receive such other reports as may be necessary including reports in relation to the Association's trading activities;
 - g. To appoint or confirm the appointment of an Auditor for the Association.
51. Any Member who wants to move any resolution at the Annual General Meeting must give notice in writing of such resolution to the Secretary not less than twenty-eight days before the date for such meeting.
52. At least seven days before the Annual General Meeting or any Special General Meeting written notice of such Meeting and of the business to be transacted at such Meeting must be sent to every Member and no business other than that of which notice has been given will be brought forward at such meeting except by leave of the Members present at the Meeting.

ELECTION OF EXECUTIVE AND COMMITTEE

53. Any Member who attends at least two General Meetings of the Association in the previous year is qualified for election to either the Executive or the Committee, except as otherwise provided for in these rules.
54. Any Member who attends at least two General Meetings of the Association in the previous year is qualified to nominate and vote for candidates for election.
55. Any Member so qualified may be nominated for office, using the attached Nomination Form (Annexure "A"). The nomination is to be delivered, in accordance with these rules, to the Secretary before the commencement of such election.
56. If the number of Members nominated for any office exceeds the number required, a secret ballot of Members present will be taken to determine the Member or Members to be elected to such office.
57. If desired, a majority of the Members present may resolve to vote by a show of hands rather than a secret ballot.
58. Scrutineers will be appointed by the President or the Member presiding at the Meeting and their names will be announced to the meeting. Scrutineers will count the votes and report the result of the election to the Meeting.
59. If no more than the required number is nominated for any office, the President or Member presiding at the Meeting may declare the Member or Members so nominated duly elected.
60. If 2 or more candidates receive an equal number of votes at a ballot, the election will be determined by the drawing of lots. If any of the candidates are not present at the Meeting when the ballot is declared, the President will draw lots on their behalf.
61. The result of all ballots or drawings of lots will be declared by the President or Member presiding at the Meeting.
62. Any vacancy in any office which occurs after the Annual General Meeting may be filled by the Executive. The Members so appointed by the Executive will hold office until the next ensuing election.

ALTERATION OF RULES

63. These rules may be added to, repealed or amended by a resolution at any Annual or Special General Meeting called for that purpose provided that no such resolution will be deemed to have been passed unless it is carried by a majority of at least two-thirds of the Members present and voting on such resolution.
64. Any proposal to repeal or amend or add to these rules must be delivered to the Secretary in writing at least twenty-eight days before the date of the Meeting at which it is proposed to consider such repeal, amendment or addition. The Secretary must give at least seven days' notice of any such proposal to all Members of the Association.

DISSOLUTION OF THE ASSOCIATION

65. If at any General Meeting a resolution for the dissolution of the Association is passed by a majority of the Members present, such resolution must be referred for consideration at a Special General Meeting.
66. A resolution for dissolution referred to in paragraph 65 must be confirmed by a majority of two-thirds of the Members voting at a Special General Meeting called for that purpose and held not less than one month after the resolution was taken at a General Meeting of Members, by not less than one-half of the total membership of the Association and those Members must be present at the Special General Meeting
67. Following confirmation of a resolution for dissolution as set out in paragraphs 65 and 66, the Trustees of Sydney Grammar School ("**Trustees**"):
 - a. will proceed to realise the property of the Association in accordance with any time frame specified by such resolution; and
 - b. after discharge of all liabilities, dispose of the surplus in such manner as directed by the resolution.

In the absence of direction regarding the disposal, the Trustees will pay the surplus to the School for use for such purposes connected with the School as the Trustees determine.

68. The Association is the sole interpreter of its Constitution subject to any mandatory requirements of law applicable in New South Wales, and, subject to the same qualification, decisions of a General Meeting or Special Meeting are in this respect binding on all members.
69. On any Member ceasing to be a Member by death, resignation or otherwise all her interest will survive, accrue and belong to the other Members.
70. No Member will, by reason of her Membership, have any transmissible or assignable interests in the Association or any of its property or assets.

COMMENCEMENT OF RULES

71. This constitution amends and replaces any and all previous versions of the Constitution of the Association as of the date of its adoption by resolution at a General Meeting of the Association held on 10th November, 2010.

Annexure "A"

NOMINATION FORM

I, _____ nominate

_____ for election to
the **Sydney Grammar School Women's Association** Executive Committee 20...

Proposed by _____

(Signature) _____

Seconded by _____

(Signature) _____

Nominee _____

(Signature) _____