

Constitution of

**The Silver Tree Steiner School
Parents and Friends Association**

As Updated 24 June 2019

**CONSTITUTION OF THE SILVER TREE STEINER SCHOOL
PARENTS AND FRIENDS ASSOCIATION 2019**

INDEX

1.	NAME	1
2.	NOT-FOR-PROFIT STATUS & PURPOSE	1
3.	OBJECTIVES & POWERS	2
4.	MEMBERSHIP	2
5.	THE GOVERNING COMMITTEE	5
6.	MANDATED GROUPS	7
7.	ANNUAL GENERAL MEETINGS	7
8.	SPECIAL GENERAL MEETINGS	9
9.	FINANCES	10
10.	RECORDS	11
11.	COMMON SEAL	12
12.	USE OF THE ASSOCIATION'S NAME	12
13.	AUDIT	12
14.	AMENDMENT OF THE CONSTITUTION	12
15.	DISSOLUTION OF THE ASSOCIATION	13
16.	NOTICES	13
17.	DISPUTE RESOLUTION	13

1. NAME

The name of the Association is the Silver Tree Steiner School Parents and Friends Association Incorporated ("the Association").

2. NOT-FOR-PROFIT STATUS & PURPOSE

- 2.1 The Association has been formed for two purposes; to promote and support the development and maintenance of the Silver Tree Steiner School and secondly to provide Adult Community Education relating to Waldorf/Steiner Philosophies to the members of the Association and the wider community.
- 2.2 The Association is a not-for-profit organisation and the property and income of the Association shall be applied solely towards the promotion of the objectives 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 of the Association, except in good faith in the promotion of those objectives or purposes.

3. OBJECTIVES & POWERS

The objectives, purpose and powers of the Association are subject to the following rules:

- 3.1 The objectives of the Association are to promote and support the development and maintenance of the Silver Tree Steiner School (hereby referred to as "the School") by:
 - 3.1.1 actively pursuing fund-raising activities to provide for equipment, maintenance and services beyond the means otherwise available to the School
 - 3.1.2 coordinating and initiating the volunteer efforts of members of the Association in the physical improvement and maintenance of the School's premises
 - 3.1.3 initiating and coordinating social events to foster a spirit of community within the School
 - 3.1.4 endeavouring to increase awareness and understanding of Rudolf Steiner's philosophies among members of the Association and the wider community
 - 3.1.5 identifying and initiating any other activities which meet the objectives of the Association.
- 3.2 Subject to the provisions of the Associations Incorporations Act 2015 (WA), as amended from time to time ("the Act"), the Association may:
 - 3.2.1 acquire, hold, deal with and dispose of any real or personal property
 - 3.2.2 open and operate bank accounts
 - 3.2.3 invest money in any security in which trust moneys may be invested
 - 3.2.4 borrow money on such terms and conditions as the Governing Committee thinks fit
 - 3.2.5 give such security for the discharge of liabilities incurred by the Association as it thinks fit
 - 3.2.6 appoint agents to transact any business of the Association on its behalf, and
 - 3.2.7 enter into any other contract it considers necessary or desirable.

4. MEMBERSHIP

The following rules will apply to the membership of the Association:

Composition

- 4.1 There is no subscription fee required for membership of the Association and membership shall be comprised of:
 - 4.1.1 each adult who is a co-signatory on the official paperwork of a child enrolled in the

school from Kindergarten to Class 6

4.1.2 any person to whom paragraph 4.1.1 does not apply and who:

4.1.2.1 wishes to become a member of the Association, and;

4.1.2.2 applies in writing to the Secretary of the Association on the following form (see Figure 1 below), or such other form as the Governing Committee may prescribe from time-to-time or in any case accept, and;

4.1.2.3 is approved at any meeting of the Governing Committee by a simple majority.

4.1.3 Persons to whom paragraphs 4.1.1 & 4.1.2 do not apply, and who are co-opted to the Governing Committee in accordance with paragraph 5.3.5 below.

Figure 1:

Application	
The undersigned hereby applies for membership of the Silver Tree Steiner School Parents and Friends Association Incorporated and agrees to be bound by the Constitution thereof.	
Full Name	
Child/ren's Name(s)	
Email address for service of notices:	
Two nominations from ordinary members and/or currently employed staff of the school	Name Signature Name Signature
Signature	

Ordinary Members

4.2 A person who becomes a member of the Association in accordance with paragraph 4.1.1 above will be known as an 'ordinary member' of the Association and is referred to in the balance of this constitution as an Ordinary Member.

4.3 Each Ordinary Member will be a member of the Association:

- 4.3.1 from the first day of attendance in Kindergarten, or above, of the enrolled child/children
- 4.3.2 until the last day of attendance in Kindergarten, or above, of the enrolled child/children.
- 4.4 Only Ordinary Members shall be entitled to vote and shall constitute quorum at meetings of the Association and Ordinary Members present at any such meetings shall be entitled to exercise one (1) vote each on any resolution put before, or election held at, at such meetings.

Associate Members

- 4.5 A person who becomes a member of the Association in accordance with paragraph 4.1.2 above will be known as an 'associate member' of the Association and is referred to in the balance of this constitution as an Associate Member.
- 4.6 The Governing Committee has an absolute and unfettered discretion as to whether to approve or refuse any application to become an Associate Member.
- 4.7 The membership of an Associate Member will be terminated forthwith if a motion to terminate that membership is passed by a simple majority vote of those present and entitled to vote at a properly convened:
 - 4.7.1 Governing Committee Meeting
 - 4.7.2 Special General Meeting, or
 - 4.7.3 Annual General Meeting.
- 4.8 A motion to terminate the membership of an Associate Member is always in order.
- 4.9 The voting on a motion to terminate the membership of an Associate Member will be decided by secret ballot.
- 4.10 Each Associate Member will be a member of the Association from, and including, the date on which their application is approved by the Governing Committee until:
 - 4.10.1 the time at which the Secretary of the Association receives a written resignation from that person, or;
 - 4.10.2 the time at which a vote for the termination of that person's membership is passed in accordance with paragraph 4.7 & 4.9 above, or;
 - 4.10.3 the time at which the last day of attendance of any associated child or children in their care who cease to be enrolled in the school as per their application form, or;
 - 4.10.4 the next Annual General Meeting, where the membership of the Associated Member, if they express in writing that they wish to continue being an Associate Member, shall be voted upon with a simple majority.

5. THE GOVERNING COMMITTEE

The Governing Committee shall operate in accordance with the following rules:

- 5.1 A governing committee ("the Governing Committee") shall manage the affairs of the Association, subject to and in accordance with any directions of the Association.
- 5.2 Employees of the school are not permitted to hold the positions of President, Vice President, Treasurer or Secretary, or to hold more than 50% of the Governing Committee positions while employed by the school.
- 5.3 The President of the Association shall cause a Governing Committee Meeting to be held whenever it is necessary at a minimum of once per school term for the proper and efficient management of the Association.
 - 5.3.1 Notice of the Governing Committee Meeting shall be drafted by the Secretary and shall be distributed to each member of the Association by no less than seven (7) clear days before the date of the Meeting.
 - 5.3.2 Notice of the Governing Committee Meeting shall specify the date, time and venue of the meeting and the members' rights to attend and to vote at the Meeting.
- 5.4 The use of technology at Governing Committee Meetings:
 - 5.4.1 At the Chairperson's discretion the presence of a committee member at a Governing Committee Meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
 - 5.4.2 A member taking part in a Meeting by instantaneous communication must not leave the Meeting by disconnecting the electronic device without the permission of the Chairperson.
- 5.5 The Governing Committee shall be comprised of at least:
 - 5.5.1 a president ("the President")
 - 5.5.2 a secretary ("the Secretary")
 - 5.5.3 a treasurer ("the Treasurer")
 - 5.5.4 at least four, but no more than twelve other elected members, and
 - 5.5.5 as many co-opted members as the Governing Committee shall deem to be appropriate for the good running of the Association.
- 5.6 Each member of the Governing Committee shall be elected at an Annual General Meeting and shall hold office until the election of members of the Governing Committee at the Annual General Meeting next following their election.

- 5.7 The Governing Committee shall be validly constituted notwithstanding any casual vacancy.
- 5.8 The quorum for a Governing Committee Meeting shall be six (6) members.
- 5.9 A Governing Committee Meeting shall be presided over by:
- 5.9.1 the President, or
- 5.9.2 a member of the Governing Committee appointed by the members present to be the Chairperson.
- 5.10 At a meeting of the Governing Committee a resolution or motion put to the vote shall be decided by a simple majority on a show of hands by those present and entitled to vote at the meeting, unless it is a motion to terminate the membership of an Associate Member in which event it will be decided by a simple majority of those present and entitled to vote at the meeting on a secret ballot.
- 5.11 The Chairperson at meetings of the Governing Committee shall, on any question where the vote of the members of the Governing Committee is evenly balanced, have a deciding vote.
- 5.12 Casual vacancies in membership of the Governing Committee:
- 5.12.1 A casual vacancy occurs in the office of a Governing Committee member and that office becomes vacant if the Governing Committee member-
- (a) dies;
 - (b) resigns by notice in writing delivered to the President or, if the Governing Committee member is the President, to the Vice-President or Secretary and that resignation is accepted by resolution of the Governing Committee;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than –
 - (i) 3 consecutive Governing Committee Meetings; or
 - (ii) 3 Governing Committee Meetings in the same financial year without tendering an apology to the person presiding at each of those Governing Committee Meetings:

of which meetings the member received notice, and the Governing Committee has resolved to declare the office vacant:
 - (f) ceases to be a member of the Association
 - (g) is the subject of a resolution passed at the Annual General Meeting or Special General Meeting terminating his or her appointment as a Governing Committee member.

- 5.12.2 A casual vacancy in the membership of the Governing Committee shall be filled by the Association at the Annual General Meeting or Special General Meeting which next follows the date on which that vacancy occurs.

6. MANDATED GROUPS

Mandated Groups of the Governing Committee will operate in accordance with the following rules:

- 6.1 The Governing Committee may, subject to and in accordance with any directions of the Association, appoint mandated groups for such purposes as the Governing Committee may direct.
- 6.2 A mandated group shall report to the Governing Committee at such times as the Governing Committee may direct.

7. ANNUAL GENERAL MEETINGS

Annual General Meetings shall operate in accordance with the following rules:

- 7.1 An Annual General Meeting of the Association (“Annual General Meeting”) shall be held once in a year and (save for the inaugural Annual General Meeting) no later than the last day of the first term of the School's calendar for that year, but provided always that the Annual General Meeting shall be held no later than 6 months after the end of the Association's financial year.
- 7.2 Notice of the Annual General Meeting shall be drafted by the Secretary and shall be distributed to each member of the Association by no less than fourteen (14) clear days, and no more than twenty-one (21) clear days, before the date of the meeting.
- 7.3 Notice of the Annual General Meeting shall specify:
- 7.3.1 the date, time and venue of the meeting and the members' rights to attend and to vote at the meeting;
- 7.3.2 the offices on the Governing Committee to which the members are required to be elected at the meeting
- 7.3.3 the address and email address of the Secretary at which:
- (a) written nominations for the election to those offices and
- (b) any notice of motion proposed to be moved at the meeting may be lodged.
- 7.4 A nomination for election to an office of the Governing Committee shall only be accepted from the floor of the Annual General Meeting if less than three written nominations for the position have been received before the commencement of the Annual General Meeting.
- 7.5 Quorum at an Annual General Meeting shall be:
- 7.5.1 ten (10) members, provided that the total enrolment of the School [excluding

playgroup(s)] on the day on which the Annual General Meeting is held exceeds two hundred (200) children.

- 7.5.2 eight (8) members, if the total enrolment of the School [excluding playgroup(s)] on the day on which the Annual General Meeting is held is less than two hundred (200), but more than fifty (50), children, and
- 7.5.3 six (6) members, if the total enrolment of the School [excluding playgroup(s)] on the day on which the Annual General Meeting is held is less than fifty (50) children.
- 7.6 An Annual General Meeting shall be presided over by:
- 7.6.1 the President, or
- 7.6.2 an Ordinary Member appointed by the members present to be the Chairperson of the meeting.
- 7.7 At an Annual General Meeting a resolution or motion put to the vote shall be decided by a simple majority on a show of hands by those present and entitled to vote at the meeting, unless it is a motion to terminate the membership of an Associate Member in which event it will be decided by a simple majority of those present and entitled to vote at the meeting on a secret ballot.
- 7.8 At an Annual General Meeting the following matters (and no other matters) shall be the business of the meeting, and that business will be dealt with in the following order:
- 7.8.1 the acceptance of apologies
- 7.8.2 the reading and acceptance of the minutes of the previous Annual General Meeting
- 7.8.3 receipt of the Annual Report of the Governing Committee
- 7.8.4 receipt of the annual audited financial statement and accounts
- 7.8.5 the election of members of the Governing Committee
- 7.8.6 a motion in respect of which a member has given written notice in accordance with paragraph 7.9 below, and
- 7.8.7 any other matter (other than a motion to amend the constitution or a motion to dissolve the Association) which the meeting resolves to consider, provided that such a resolution is passed by a two-thirds (2/3rds) majority of those present and entitled to vote at the meeting.
- 7.9 A member who wishes to move a motion at an Annual General Meeting in accordance with paragraph 7.8.6 shall deliver written notice of:
- 7.9.1 his or her intention to move a motion, and
- 7.9.2 the terms of that motion

to the Secretary more than ten (10) clear days before the date of the meeting so as to allow the Secretary time to advertise the inclusion of that motion in the Agenda prior to the fixed date for the Annual General Meeting in accordance with paragraph 7.2 above.

- 7.10 The Chairperson at an Annual General Meeting shall, on any question where the vote of the membership present at that meeting is evenly balanced, have a deciding vote.

8. SPECIAL GENERAL MEETINGS

Special General Meetings shall operate in accordance with the following rules:

- 8.1 A Special General Meeting of the Association (“Special General Meeting”) shall be held:
- 8.1.1 Where no less than two (2) percent (%) of the Ordinary Members of the Association request the Governing Committee by a notice, in writing delivered to the President, to convene a Special General Meeting of the Association for the purpose of deciding the matter or matters specified in that notice, the Governing Committee shall fix a time and place on a date no later than twenty eight (28) days after the notice is delivered to the President, for holding a Special General Meeting of the Association;
 - 8.1.2 When called by the Governing Committee for the purpose of deciding any matter that, in the opinion of the Governing Committee, should be decided by such a meeting, for the purpose of considering any changes to this Constitution or for the purpose of dissolving the Association.
- 8.2 Notice of a Special General Meeting shall be drafted by the Secretary and distributed to each member of the Association by no less than twenty-one (21) clear days before the date of the meeting.
- 8.3 Notice of the Special General Meeting shall specify the matters in respect of which the Special General Meeting has been called and the date, time and venue of the meeting and the members’ rights to attend and to vote at the meeting.
- 8.4 At a Special General Meeting the following matters (and no other matters) shall be the business of the meeting, and that business will be dealt with in the following order:
- 8.4.1 any matters which are described in a written notice delivered to the President in accordance with paragraph 8.1.1 above;
 - 8.4.2 any matters for which the Governing Committee has called the Special General Meeting in accordance with paragraph 8.1.2;
 - 8.4.3 voting to appoint a member of the Association to fill any casual vacancy in the membership of the Association in accordance with paragraph 5.10.2, and;
 - 8.4.4 any other matter (other than a motion to amend the constitution or a motion to dissolve the Association) which the meeting resolves to consider, provided that such a resolution is passed by a two-thirds (2/3rds) majority of those present and entitled to vote at the meeting.
- 8.5 Quorum for a Special General Meeting will be the same as for an Annual General Meeting, as

specified in paragraph 7.5 above.

8.6 A Special General Meeting shall be presided over by:

8.6.1 the President, or

8.6.2 by a member appointed by the members present to be the Chairperson of the meeting.

8.7 At a Special General Meeting a resolution or motion put to the vote shall be decided by a simple majority on a show of hands by those present and entitled to vote at the meeting, unless:

8.7.1 it is a motion to terminate the membership of an Associate Member, or

8.7.2 a secret ballot is demanded by more than one member present at the meeting and entitled to vote at the meeting in which event it will be decided by secret ballot.

8.8 The Chairperson at Special General Meetings shall, on any question where the vote of the membership that is present at that meeting is evenly balanced, have a deciding vote.

9. FINANCES

The finances of the Association shall be managed in accordance with the following rules:

9.1. The Association may, for the purpose of carrying on the objectives of the Association, raise and expend moneys.

9.2 All moneys paid to the Association shall be placed to the credit of an account in the name of the Association at a savings bank and/or other recognised savings institution approved by an Annual General Meeting or Special General Meeting.

9.3 Subject to paragraph 9.4 below, moneys standing to the credit of the Association may not be expended otherwise than pursuant to a resolution of the Association and no liability may be incurred in the name of or on behalf of the Association by any member of the Association other than pursuant to a resolution of the Association.

9.4 The Governing Committee may, without prior authorisation, pursuant to paragraph 9.3 above:

9.4.1 make payments totaling no more than three thousand dollars (\$3,000.00) in any period between each Annual General Meeting in relation to the ordinary running expenses of the Association, and

9.4.2 make payments for the purpose of acquiring equipment, furnishings etc. for the use of the School, or for any other School needs as may be requested by the Executive of the School and/or the School's Faculty of Teachers;

provided that the making of any such payments is reported at the Annual General Meeting next following the making of those payments.

9.5 Subject to paragraph 9.6 below, moneys shall not be drawn from the bank account of the Association except by the President and one other nominated member of the Governing

Committee, or two other nominated members of the Governing Committee.

- 9.6 No more than one member of any family shall, at any time, be an authorised signatory to withdraw moneys from the Associations bank account.
- 9.7 For accounting purposes the Association's 'financial year' shall commence on the 1st of January and conclude on the 31st December of each year.
- 9.8 The Treasurer shall present a report of:
- 9.8.1 all receipts, and
- 9.8.2 all expenditure made in the financial year as stated in 9.7
- at each Annual General Meeting in accordance with the requirements of paragraph 9.4 above.
- 9.9 Donations by the Association may be made only to the School, or to the Faculty of Teachers, or:
- 9.9.1 pursuant to a resolution which is passed at an Annual General Meeting or a Special General Meeting, and
- 9.9.2 from funds raised by the Association for that purpose.

10. RECORDS

The Association will maintain records in accordance with the following rules:

- 10.1 The Secretary shall keep and maintain records of the following matters in an up to date condition:
- 10.1.1 a register of the members of the Association including email address, as and when, provided by members
- 10.1.2 this constitution in its current form along with any previously ratified versions of the constitution
- 10.1.3 the names and contact details of the office bearers of the Governing Committee
- 10.1.4 The names and addresses (postal or residential) of the persons who may be appointed to act as trustee(s) of the Association for any reason.
- 10.2 The records described in paragraph 10.1 above shall be made available to any member of the Association on request subject to Australian Privacy Laws. That member may copy or take an extract from those records, but shall have no right to remove those records from the custody of the Secretary for that purpose.
- 10.3 The Secretary shall make and keep records of the proceedings at all meetings of the Association.

11. COMMON SEAL

The Association shall have a Common Seal which shall be subject to the following rules:

- 11.1 The Common Seal shall bear the name of the Association in full.
- 11.2 The Secretary shall have custody of the Common Seal.
- 11.3 A document may be executed on behalf of the Association by:
 - 11.3.1 affixing that document with the Common Seal, and
 - 11.3.2 endorsing that document with the signatures of the President and the Secretary.

12. USE OF THE ASSOCIATION'S NAME

Every notice, advertisement, order, invoice, receipt or other document given, published or issued by the Association shall contain the full name of the Association in legible characters.

13. AUDIT

The Association shall be regularly audited in accordance with the following rules:

- 13.1 The Governing Committee shall at least once every twelve (12) months:
 - 13.1.1 cause the Association 's financial affairs to be audited by a qualified accountant who is not a member of the Governing Committee, and
 - 13.1.2 prepare, or have prepared, a balance sheet setting out the assets and liabilities of the Association.

14. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended in accordance with the following rules:

- 14.1 This Constitution may be amended at a Special General Meeting or an Annual General Meeting by motion, of which notice has been given in the notice of the meeting given pursuant to paragraphs 7.2, 7.3, 8.2 & 8.3, passed by a majority of 75% of those present and entitled to vote at the meeting. Such a motion will be known as a Special Resolution.
- 14.2 Voting on Special Resolution shall be determined on a show of hands by those present and entitled to vote at the meeting unless a secret ballot is demanded by more than one member present at the meeting.
- 14.3 The Secretary shall, within one month after the alteration of this Constitution, lodge:
 - 14.3.1 a notice of the Special Resolution which caused that alteration which sets out particulars of the alteration, and

14.3.2 a certificate given by the Secretary in accordance with section 30(4) of the Act, verifying that the Special Resolution was duly passed.

15. DISSOLUTION OF THE ASSOCIATION

The Association may only be dissolved in accordance with the following rules:

- 15.1 The Association may, if the School is closed permanently, be dissolved at a Special General Meeting or an Annual General Meeting by a Special Resolution, the terms of which notice have been given in the notice of the meeting.
- 15.2 Voting on a Special Resolution for dissolution of the Association shall be determined on a show of hands by those present and entitled to vote at the meeting unless a secret ballot is demanded by more than one member present and entitled to vote at the meeting.
- 15.3 If no quorum is present at the first meeting for which there has been notice of a motion for the dissolution of the Association, then a second meeting (being a Special General Meeting) shall be called pursuant to 8.2 & 8.3 above. The motion to pass the resolution for dissolution may then be passed by a Special Resolution at the second meeting regardless of whether a quorum is present at that meeting.
- 15.4 If upon 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 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 objectives 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.

16. NOTICES

A Notice in writing that is required to be given to:

- 16.1 the last known address or email address of a member, or
- 16.2 a specified member of the Governing Committee

In accordance with this Constitution may be delivered:

- 16.3 to the last known address of a member, or email address, or
- 16.4 by hand to a member.

17. DISPUTE RESOLUTION

- 17.1 The parties to a dispute between members of the Association or between one or more members and the Association concerning the Association must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 17.2 For the purposes of this paragraph 17, member includes a member who ceased to be a member within six (6) months before the dispute came to the attention of each party to the dispute.

- 17.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required pursuant to paragraph 17.1, then any party to the dispute may, by written notice to the Secretary of the parties to the dispute and the matters that are the subject of the dispute, request that the dispute be considered and decided in accordance with this and the following sub-paragraphs.
- 17.3.1 A Governing Committee Meeting shall be convened within 28 days after the Secretary receives the notice of the dispute and the Secretary shall give no less than 7 days written notice to each party to the dispute of that meeting, specifying the date, time and place of the meeting and that each party to the dispute may attend and may present oral or written submissions to the Governing Committee concerning the dispute.
- 17.3.2 At the Governing Committee Meeting to consider and decide the dispute, the Governing Committee shall give each party to the dispute a reasonable opportunity to make written and/or oral submissions to the Governing Committee concerning the dispute, give due consideration to any submissions so made, and decide the dispute.
- 17.3.3 The Governing Committee shall give each party to the dispute written notice of the Governing Committee's decision and reasons for the decision, within seven (7) days after the Governing Committee Meeting at which the decision was made.
- 17.3.4 Any party to a dispute may, by written notice given to the Secretary within fourteen (14) days of the party receiving the Governing Committee's decision and reasons for decision, appeal the decision to an Annual General Meeting or a Special General Meeting and the decision of the Governing Committee shall not be overturned except by a vote of 75% of those present and entitled to vote at the meeting.