ALL SAINTS’ COLLEGE BATHURST PARENTS AND FRIENDS ASSOCIATION ORDINANCE 2007

AN ORDINANCE to make provision for the All Saints’ College Bathurst Parents and Friends Association within the Anglican Diocese of Bathurst.

WHEREAS it is expedient to provide for a Parents and Friends Association of All Saints’ College Bathurst to be known as the All Saints’ College Bathurst Parents and Friends Association and to provide a Board to manage, govern and control the Association.

NOW THE SYNOD OF THE DIOCESE OF BATHURST ACTING BY BISHOP-IN-COUNCIL ORDAINS AS FOLLOWS:

1. This Ordinance may be cited as the “All Saints’ College Bathurst Parents and Friends Association Ordinance 2007”.

2. The Board to be known as the All Saints’ College Bathurst Parents and Friends Association Board is hereby established.

DEFINITIONS

3. In this Ordinance

(a) “The Association” means the All Saints’ College Bathurst Parents and Friends Association;

(b) “Bishop” means the Bishop of the Anglican Diocese of Bathurst;

(c) “Bishop-in-Council” means the Bishop-in-Council of the Anglican Diocese of Bathurst;

(d) “Board” means the Board of the All Saints’ College Bathurst Parents and Friends Association;

(e) “College Council” means the All Saints’ College Bathurst Council;

(f) “Meeting” means any General, Special and Annual General Meeting of the members of the Association;

(g) “Member” means a member of the Association;

(h) “Office” means an elected position of the Board;

(i) “Officer” means a member of the Board;

(j) “Head of College” means the Head of College of All Saints’ College Bathurst or, in his/her absence, any person who is Acting Head of College;

(k) “College” means All Saints’ College Bathurst;
(l) “Staff” means all persons employed by the College other than the Head of College.

THE ASSOCIATION AND ITS OBJECTS

4 The objects of the Association shall be:

a) to support and assist the College financially, materially, spiritually and practically;

b) to conduct and encourage amongst and through parents and guardians of students of the College and other persons (whose membership is subject to the approval by the Board of the Association) and with the approval of the College Council and the Head of College, such activities as may contribute to or benefit of the College;

c) to maintain and develop the interest and goodwill of parents, friends, students and staff of the College towards the attainment by the College of the principles of the Anglican Church in its rule of life;

d) to invest the moneys of the Association in such a manner as may from time to time be determined, subject to the provisions of clause 47 and to the agreement of the College Council;

e) to borrow, or raise money in such a manner and upon such terms as may from time to time be determined, subject to the agreement of the College Council and, if the borrowings be in excess of $20,000, of Bishop-in-Council also;

f) to do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them, subject to the agreement of the College Council.

MEMBERSHIP

5 Any parent or guardian of a pupil and any other person subject to approval by the Board of the Association shall be eligible for membership upon payment of an annual subscription. The Head of College and the Chairman of the College Council or a nominee of each shall be ex officio members of the Association.

6 The annual subscription shall be such sum as shall be determined by the Board and shall be payable by all members in advance.

7 No person shall be entitled to vote at any meeting of the Association unless his/her annual subscription has been paid prior thereto.

8 The Board may invite persons to be honorary members of the Association upon such terms as may be deemed proper. Honorary members shall not be required to pay any subscription and shall not be entitled to vote at any meeting of the Association.
THE BOARD

9 The controlling and administrative body of the Association shall be the Board which shall comprise of the following office bearers:

* President, Vice President, Secretary, Treasurer, and not less than three (3) nor more than twelve (12) other members, elected annually at the Annual General Meeting of the Association, together with the Head of College and the Chair of the College Council or their nominees ex officio.

10 The Board shall have power to appoint a member to fill any position not filled by an Annual Meeting or any casual vacancy on the Board until the next Annual General Meeting of the Association. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Board at such meeting.

11 The Board shall meet at least eight times each year to examine financial reports and arrange the affairs of the Association. A majority of members of the Board shall form a quorum. Minutes shall be taken of all resolutions and proceedings of the Board.

12 No person aged 72 years or greater shall be eligible to hold office or stand for re-election.

DUTIES OF OFFICE BEARERS

13 The Office Bearers of the Association shall be the President, Vice President, Secretary and Treasurer

14 The functions of the Office Bearers shall include the following:

(1) the President shall preside at all meetings of the Association, ensure that the Association’s activities always promote the role of life of the College and the objects of the Association and perform such other duties as ordinarily pertains to the office.

(2) The Vice President shall act as President when the President is absent.

(3) The Secretary shall be responsible to ensure that he/she or a suitably qualified person shall
- record minutes of all meetings;
- attend to the correspondence of the Association;
- act according to the directions of the Board with regard to the keeping of records, convening of meetings and providing notices to members;
- keep up to date records of the membership of the Association
- keep attendance records of meetings and Board meetings, and minutes of meetings and Board meetings
- give a minimum of fourteen (14) days’ notice for the Annual General Meeting and seven (7) days for all other meetings and Board meetings.
- send out an agenda at least seven (7) days prior to all meetings and Board meetings.
- send a copy of the minutes of the Annual General Meeting, any General Meeting or Special Meeting, to all members, and a copy of the minutes of
any Board meeting to all officers of the Board, within seven (7) days of the meeting.
- shall ensure a copy of the minutes of all meetings and Board meetings are sent to the Head of College and the College Council within seven (7) days of the meeting.
- perform all other duties as ordinarily pertains to the office.

(4) The Treasurer shall receive or ensure the receipt by a suitably qualified person of all moneys payable to the Association and shall keep or cause to be kept all usual and proper books of account and shall prepare for presentation to the Annual General Meeting a revenue and expenditure account and a balance sheet for the preceding financial year which have been audited by the auditors of the Diocese of Bathurst or such other Auditors approved beforehand by Bishop-in-Council.

(5) The office of President, Secretary and Treasurer may only be held by the same person for a consecutive period of three (3) years.

LIMIT OF OPERATION

15 The Association is responsible to the All Saints' College Bathurst Council.

16 The Association shall follow any specific direction given in writing by College Council.

17 The Association may give advice to the College Council and the Head of College regarding College policy but has no authority to make or change College policy.

18 The income and property of the Association howsoever derived shall be applied solely towards the promotion of the Association's objects.

THE HEAD OF COLLEGE

19 The Head of College or his/her nominee is an ex officio member of the Association and of its Board.

20 The Head of College shall have the power to veto any decision made at any meeting or at any meeting of the Board of the Association that relates to the operation of the College.

ANNUAL GENERAL MEETINGS

21 An Annual General Meeting of the Association shall be held at the College, or such other place determined by the Board, in November at the final meeting of the school year and no later than the 31st day of March in each year.

22 The quorum at an Annual General Meeting shall be fifteen (15) members.

23 The Annual General Meeting shall:

(1) Receive a report from the Board detailing the Association's activities for the previous year;
(2) Receive a report from the Board of all its financial dealings including audited financial statements prepared by the Treasurer.

(3) Declare all Board offices vacant and hold elections for new Board members pursuant to clause 41 of this ordinance.

(4) Make recommendations which relate to the objects of the Association to the incoming Board.

GENERAL MEETINGS

24 The Board shall call General Meetings of members of the Association no less than four (4) times in each calendar year.

25 The quorum at a General Meeting shall be eight (8) members.

26 A General Meeting shall receive a report from the Board detailing the Association’s activities since the previous General Meeting.

27 A General Meeting may make recommendations which relate to the objects of the Association to the Board.

SPECIAL MEETINGS

28 Special Meetings may be called by the Board, or by resolution of any General Meeting of the Association, or on a request in writing, stating the reasons for the Special Meeting, signed by no less than ten (10) members.

29 The quorum at a Special Meeting shall be twenty (20) members.

30 The business at a Special Meeting shall be that which is specified in the notice of meeting and no other.

31 A Special Meeting may make recommendations which relate to the objects of the Association to the Board.

DUTIES OF THE BOARD

32 The Board -

(1) shall meet at a place and time of its own choosing. Board meetings shall be called either by the President, or on the written request of at least one half of the members of the Board,

(2) shall have power to manage the affairs of the Association, giving due consideration to the recommendations made at meetings of the Association and is empowered to pass payment of any expenses properly incurred in the business of the Association,

(3) may from time to time appoint sub-committees, consisting of at least a convenor, being a member of the Board, and two other members, to carry out specific tasks. Each sub-committee is accountable to the Board.
At the first Board meeting after the Annual General Meeting each year the Board shall -

(1) Confirm the minutes of the Annual General Meeting;

(2) Nominate a suitably qualified member of the Association, with that member's consent, to the Bishop for approval for appointment to the College Council. The Bishop may decline to approve any nomination without giving reason. The person appointed is not a delegate or representative of the Association nor a conduit to convey decisions of the Council to the Association or vice versa as that is the prerogative of the Head of College;

(3) Nominate at least four officers including the treasurer to be signatories on all accounts held in the name of the Association.

At the first Board meeting after a General or Special Meeting the Board shall confirm the minutes of that meeting.

VACANCIES

An office becomes vacant when an officer

(1) dies,
(2) resigns in writing to the President,
(3) without prior leave of absence does not attend three or more consecutive Board meetings.

Where an office becomes vacant the Board shall appoint a member to fill the vacancy.

VOTING AND ELECTIONS

Each member present at an Annual General, General or Special Meeting shall have one vote.

At Board meetings, except for the Chair, each officer shall have one vote.

The Chair at Board meetings shall have a deliberative and a casting vote.

Voting at meetings and Board meetings, except for elections at the Annual General Meeting, shall be by voice, provided that any member may move a motion for a ballot.

Elections at the Annual General Meeting shall be by secret ballot. Where there are two or more candidates for an office, the candidate who receives the highest number of votes shall be elected.

The Head of College or his/her nominated representative will occupy the Chair only for the purposes of election of a President at the Annual General Meeting and shall not have a deliberative or a casting vote.

Each candidate for office shall be a member of the Association, shall be proposed and seconded and give consent to their nomination prior to the election.

Proxy votes shall not be accepted at meetings and Board meetings.
FINANCES

45 The Association shall comply with the provisions of the Accounting and Reporting (Corporations and Organisations) Ordinance of the Diocese of Bathurst in force from time to time.

46 The Financial Year of the Association shall end on the 31st December.

47 The Board shall maintain an account with a financial institution for the purposes of day to day operations and shall retain other funds of the Association in the Anglican Managed Investments Fund or, with the consent of Bishop-in-Council, in other financial institutions. All moneys received are to be deposited promptly.

48 Withdrawals against these accounts must be signed by any two officers appointed as signatories by the Board.

49 There shall be consultation with the Head of College as to the disbursal of funds in excess of $1,000 and consultation with the College Council as to the disbursal of funds in excess of $5,000 and consultation with the College Council and Bishop-in-Council as to the disbursal of funds in excess of $100,000.

50 Audited financial statements shall be given to the College Council within fourteen (14) days of their presentation at the Annual General Meeting, and by the 30th April in each year to Bishop-in-Council.

NON-PROFIT CLAUSE

51 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or to reimburse any member of the Association for his/her out of pocket expenditure on behalf of the Association.

DISSOLUTION

52 The Association may recommend to the College Council the repeal of this ordinance and the dissolution of the Association by resolution of a meeting of the Board following a resolution by a Special Meeting convened to consider such a resolution, passed by a four fifths majority vote.

53 The Synod of the Diocese of Bathurst or Bishop-in-Council on its own cognisance or at the request of the College Council may pass an ordinance to repeal this ordinance and dissolve the Association.

54 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to All Saints’ College Bathurst. In the event that All Saints’ College
Bathurst has ceased to exist either before or concurrently with the winding up or dissolution of the Association the remaining property shall be given or transferred to the Anglican Diocese of Bathurst for the purpose of establishment or assistance of Diocesan schools.

AMENDMENTS TO THIS ORDINANCE

55 This ordinance may be amended by an amending ordinance passed by the Synod of the Diocese of Bathurst or Bishop-in-Council in its capacity as the Standing Committee of the Synod.