

CONSTITUTION AND RULES

1. NAME

The name of the Association is: *Margaret River Independent School Inc.*

TERMS USED

In these rules, unless the contrary intention appears -

Act means the Associations Incorporation Act 2015.

Member means a member with the rights referred to in Rule 4.

Voting member means a member over the age of 18 years old with membership rights defined in Rule 4.

Association means Margaret River Independent School Inc. or M.R.I.S. The terms ‘Association’, ‘the School’ and ‘M.R.I.S.’ are used alternatively and refer to the same entity throughout this document.

Ex-officio means a person who is a member of the Governing Body by right of the position they hold.

Financial year of the School has the meaning given in Rule 13.a. and commences on the first day of January and completes on the thirty-first day of December.

2. OBJECTS

The objects of the Association are:

- a. To establish and manage a school in the Shire of Augusta Margaret River in the State of Western Australia to be known as Margaret River Independent School (M.R.I.S.), in accordance with the following principles:
 - i. To have a family school that integrates home and school in a harmonious way.
 - ii. To provide a stimulating and safe environment in which encourages children to strive for excellence according to their individual potential.
 - iii. To deliver a curriculum providing a balance between intellectual, social, emotional, spiritual, creative and physical development.
 - iv. To recognise that individual programmes are important for learning.
 - v. To remain a small School, with a mixture of ages.
 - vi. To give the school an emphasis on:
 1. Social justice;
 2. Non-violence;
 3. Environmental awareness; and
 4. Values and virtues.
 - vii. To have a Governing Body whose role is to govern, set and maintain School policies.
 - viii. To have a Principal managing and guiding the implementation of values and policy which are set by the Governing Body. All Duty of Care issues are ultimately the responsibility of the teaching staff.
 - ix. The role of parents is to uphold and support the values and objectives of the Association, including through documented voluntary hours contributed to the School.
- b. To promote education in general and the important role of the parents and the community in children’s education.

- c. To promote local community awareness.
- d. To promote the importance of maintaining a high standard of education and compliance with all relevant legislation.
- e. To ensure that the property and income of the Association shall be applied solely towards the promotion of the above objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

3. POWERS

- a. The Governing Body has all powers vested in an association incorporated under the Act.
- b. The Governing Body is empowered at its discretion:
 - i. To set the broad direction and vision of the School together with the strategic planning for the School.
 - ii. To buy, sell, lease, rent, exchange, construct or otherwise acquire or dispose of land, buildings or other structures, including, but not limited to: improving, repairing, pulling-down or rebuilding. To determine and implement all expenditure on capital projects. To oversee the proper care and maintenance of any property owned by the Association.
 - iii. To borrow, raise or secure the payment of money in such manner as the Governing Body thinks fit with the power to issue debentures, grant mortgages, charges or any other class of security upon, or charging all or any of the property, real or personal (present or future) of the School and to redeem or pay off any existing or future security, including but not limited to: investing, fundraising, applying for grants, executing trusts, receiving gifts, provided the action is legal and consistent with the attainment and or promotion of the objects of the School.
 - iv. To enter into contracts in the name of the School.
 - v. To assist, co-operate with, make donations, enter into reciprocal arrangements with, or become a member of any body or association whose objects are similar to those of the School, or of any body or association which may assist the School in the promotion or attainment of its objects.
 - vi. To administer and manage endowments, awards and scholarships.
 - vii. To publish books, journals, pamphlets, reports or other written or graphic matter, provided it is legal and consistent with the promotion or attainment of the objects of the School.
 - viii. To promote and hold courses of instruction.
 - ix. To co-operate with the other educational or research institutions.
 - x. To fix wages, salaries or other emoluments of its employees and the remuneration of other persons rendering service to it.
 - xi. To employ, performance manage and dismiss the Principal.
 - xii. To delegate to the Principal the day to day management of the School.
 - xiii. To assess, charge, defer, reduce and receive fees for courses and services provided by the School.
 - xiv. To determine the considerations on which persons shall be admitted as pupils of the School, and to admit pupils to the School.
 - xv. To make, vary or repeal rules, regulations, standing orders, policies and procedures, or by-laws for the regulation, administration, control or management of the School.

xvi. To do all such things as are incidental or conducive to the attainment of the objects of the Association, including but not limited to:

- The development and implementation of effective processes for planning, monitoring and achieving improvements in student learning.
- The regular and ongoing risk assessment of the level of care provided in the School in terms of student safety, welfare and wellbeing.
- Maintaining a satisfactory standard of education and level of care for students.
- The quality of the educational programmes of the School.
- Determining the application of the total financial resources available to the School including the regular review of the budget.
- The risk management of the School.
- The legal compliance by the School.
- Ensuring that the policies of the School including policies for the safety, welfare and discipline of students are developed and enforced.
- Fostering positive relationships and encouraging involvement with key stakeholders including parents and students.
- To oversee the employment of an ASIC registered independent Auditor (firm or person) to perform required auditing of accounts.

4. MEMBERSHIP

- a.** Any person other than those exempted from application under Rule 4.c may apply to the Governing Body for consideration to become a member of the Association by completing the application form and by payment of the membership fees, as fixed at the AGM, prescribed in Rule 5, except a person whose membership has ceased by virtue of the operation of Rule 6.a.iv. less than twelve months prior to requesting membership.
- b.** Membership of the Association shall be conferred as a right without the need for application upon the following persons:
 - i.** All staff of the School;
 - ii.** All current students of the School; and
 - iii.** All parents/guardians of current students of the School.
- c.** Members under the age of 18 years shall not have voting rights.

5. MEMBERSHIP FEES

- a.** Membership fees shall become payable on becoming accepted as a member and thereafter by week 4 of each term.

6. MEMBERSHIP CESSATION, SUSPENSION OR EXPULSION

- a.** Membership of the Association shall cease if:
 - i.** The member dies;
 - ii.** The member, having been notified that the subscription is due, fails to pay the membership fee within 30 days of it becoming due;
 - iii.** The member gives notice of resignation, in writing, to the Secretary, that the membership should cease; or

- iv. The Governing Body, after proper investigation in which natural justice has been afforded to the member, decides by resolution that the membership of the member should cease or be suspended because the member's conduct is seriously prejudicial to the attainment of the objects referred to in Rule 2. The process is as follows:
1. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Governing Body meeting at which the proposal is to be considered by the Governing Body.
 2. The notice given to the member must state: when and where the Governing Body meeting is to be held; and the grounds on which the proposed suspension or expulsion is based; and that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Governing Body about the proposed suspension or expulsion;
 3. At the Governing Body meeting, the Governing Body must: give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Governing Body about the proposed suspension or expulsion; and give due consideration to any submissions so made; and decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association.
 4. A decision of the Governing Body to suspend the member's membership or to expel the member from the Association takes immediate effect.
 5. The Governing Body must give the member written notice of the Governing Body's decision, and the reasons for the decision, within 7 days after the Governing Body meeting at which the decision is made.
 6. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Governing Body's decision, give written notice to the Secretary requesting the appointment of a mediator under Rule 8.
 7. If notice is given, the member who gives the notice and the Governing Body are the parties to the mediation.
- b. Consequences of suspension
- i. During the period a member's membership is suspended, the member:
 1. loses any rights (including voting rights) arising as a result of membership; and
 2. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
 - ii. When a member's membership is suspended, the Secretary must record in the register of members: that the member's membership is suspended; the date on which the suspension takes effect; and the period of the suspension.
 - iii. When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

7. RESOLVING DISPUTES

- a. The procedure set out in this grievance procedure applies to disputes:
- i. between members; or
 - ii. between one or more members and the Association.

- b.** The parties to a dispute must attempt to resolve the dispute between themselves, following the Associations' Complaints & Disputes Policy approved by the Governing Body.
- c.** If the parties to a dispute are unable to resolve the dispute as required in sub-rule b., any party to the dispute may start a grievance procedure by giving written notice to the Secretary of:
 - i.** the parties to the dispute; and
 - ii.** the matters that are the subject of the dispute.
- d.** Within 28 days after the Secretary is given the notice, a Governing Body meeting must be convened to consider and determine the dispute.
- e.** The Secretary must give each party to the dispute written notice of the Governing Body meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- f.** The notice given to each party to the dispute must state:
 - i.** when and where the Governing Body meeting is to be held; and
 - ii.** that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Governing Body about the dispute.
- g.** If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the Secretary stating that the party:
 - i.** does not agree to the dispute being determined by the Governing Body; and
 - ii.** requests the appointment of a mediator under Rule 8;the Governing Body must not determine the dispute.
- h.** At the Governing Body meeting at which a dispute is to be considered and determined, the Governing Body must:
 - i.** give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Governing Body about the dispute; and
 - ii.** give due consideration to any submissions so made; and
 - iii.** determine the dispute.
- i.** The Governing Body must give each party to the dispute written notice of the Governing Body's determination, and the reasons for the determination, within 7 days after the Governing Body meeting at which the determination is made.
- j.** A party to the dispute may, within 14 days after receiving notice of the Governing Body's determination, give written notice to the Secretary requesting the appointment of a mediator under Rule 8.
- k.** If notice is given under sub-rule j., each party to the dispute is a party to the mediation.

8. MEDIATION

- a.** Appointment of mediator
 - i.** The mediator must be a person chosen by agreement between the parties to the dispute or between the Member and the Governing Body.
 - ii.** If there is no agreement for the purposes of sub-rule a., then the Governing Body must appoint the mediator.
 - iii.** The person appointed as mediator by the Governing Body must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:

1. a member under Rule 4; or
 2. a party to a dispute under Rule 7; or
 3. a party to a dispute under Rule 7 and the dispute is between one or more members and the Association.
- iv. The person appointed as mediator by the Governing Body may be a member or former member of the Association but must not:
1. have a personal interest in the matter that is the subject of the mediation; or
 2. be biased in favour of or against any party to the mediation.
- b. Mediation process
- i. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
 - ii. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
 - iii. In conducting the mediation, the mediator must:
 1. give each party to the mediation every opportunity to be heard; and
 2. allow each party to the mediation to give due consideration to any written statement given by another party; and
 3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - iv. The mediator cannot determine the matter that is the subject of the mediation.
 - v. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - vi. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
 - vii. If the dispute has not been resolved by following the procedure set out in Rules 7 and 8 an application can be made to the State Administrative Tribunal to have a dispute determined.
- c. If mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Rule 7; and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Governing Body meeting or general meeting during the period of suspension or expulsion.

9. GOVERNING BODY

- a. The Association shall be managed by a Governing Body consisting of the following officers:
 - i. A Chairperson, a Deputy Chairperson, a Secretary, a Treasurer, the Parent Body Representative, and
 - ii. The Principal of the School as an ex-officio non-voting member.
 - iii. The heads of the Portfolios and invited community members for a maximum of 12 members, with the exact number of Governing Body members and portfolio heads determined at the AGM.
 - iv. The percentage of Governing Body members who are parents of pupils must not fall below 51%. All Governing Body members have equal voice and vote whether officer or not, within the limitation of subrule a.ii above.

- b.** Eligibility to become a member of the Governing Body will be dependent on the individual holding a current National Criminal Record Check and is deemed to be a fit and proper person to hold such office as determined under the Governing Body's Manual.
- c.** Subject to the members at general meetings, these rules and the Act, the Governing Body shall do all such things as are necessary to carry out the objects referred to in Rule 2.
- d.** The Governing Body members will engage in professional learning to improve their skills and conduct an annual self-review of the Governing Body's performance.
- e.** A person ceases to be a member of the Governing Body if the person:
 - i.** Becomes a non-financial member;
 - ii.** Fails to attend 3 consecutive Governing body meetings, of which the person has been given notice, without having notified the Governing body that the person will be unable to attend
 - iii.** Dies or otherwise ceases to be a member;
 - iv.** Resigns from the Governing Body or is removed from office under Rule 6.a.iv;
 - v.** Becomes ineligible to accept an appointment or act as a Governing Body member under section 39 of the Act;
 - vi.** Becomes incapacitated by mental or physical ill health for a period exceeding 6 consecutive months;
- f.** Casual vacancies on the Governing Body shall be filled by special election by the Governing Body at the next Governing Body meeting after the casual vacancy. The Governing Body shall advertise the vacancy and request interested financial members to submit a letter indicating their interest and a brief resume to the Secretary a week prior to the next Governing Body meeting. The member elected shall continue in that position until the next Annual General Meeting.
- g.** The Governing Body shall meet a minimum of 4 times a year and once a Term, and as often as is necessary each year on the dates and at the times and places determined by the Governing Body, to effectively carry out the business of the Association. The date, time and place of the first Governing Body meeting must be determined by the Governing Body members as soon as practicable after the Annual General Meeting at which the Governing Body members are elected.
- h.** Special Governing Body meetings may be convened by the chairperson or any 2 Governing Body members.
- i.** The notice for Governing Body meeting and Special Governing Body meetings must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- j.** A quorum shall be five members, with at least 51% parent of current student representation. The presence of a Governing Body member at a meeting need not be by attendance in person but may be by that Governing Body member and each other Governing Body member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. A member who participates in a Governing Body meeting as allowed under sub-rule g. is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- k.** The Governing Body meetings are to be open to all financial members of the Association, unless a financial member has written a request for privacy to discuss a specific agenda item or to comply with the law. Any such issues will be noted as closed discussion items on the meeting agenda, in advance of the meeting, and any actions or recommendations will be duly noted in the meeting-minutes. Once the closed discussion item is resolved, the meeting will be opened to all financial members.
- l.** Decisions made during Governing Body meetings are by consensus. If a decision cannot be made by consensus, the chairperson shall refer the item to the next Governing Body meeting or a Special

General meeting, allowing a minimum of 7 calendar days to review the information. Alternatively, a simple majority of Governing Body members may request that the issue be put before a General meeting prior to a decision of the Governing Body, if consensus cannot be reached. Where possible the Governing Body will be guided, although not bound, by the recommendations of the General meeting.

- m.** Additionally, a written request signed by at least 10% of members of the Association may call for a General Meeting prior to a Governing Body decision. The Governing Body must postpone its 2nd meeting until this General Meeting has been conducted. Where possible the Governing Body will be guided although not bound by the recommendations of the General Meeting.
- n.** If consensus of the Governing Body still cannot be reached, the Chairperson may call for a vote.
- o.** The Chairperson shall have a casting vote in addition to a deliberative vote in the event of an equality of votes.
- p.** The Governing Body must ensure that minutes are taken and kept of each Governing Body meeting.
 - i.** The minutes must record the following: names of the Governing Body members present at the meeting; name of all other persons attending the meeting; business considered at the meeting; any motion on which a vote is taken at the meeting and the result of the vote; Details of any declaration of a conflict of interest.
 - ii.** The minutes of a Governing Body meeting must be kept in the “Minutes folder” in the School.
 - iii.** The chairperson must ensure that the minutes of a Governing Body meeting are reviewed and signed as correct by the chairperson of the meeting; or by the chairperson of the next Governing Body meeting.
- q.** Subcommittees
 - i.** To assist in the conduct of the Association's business, the Governing Body may, in writing, delegate to one or more subcommittees the exercise of any power or the performance of any duty of the Governing Body other than the power to delegate and non-delegable duty.
 - ii.** A subcommittee may consist of the number of people, whether or not members, that the Governing Body considers appropriate. At least one Governing Body member must be on a subcommittee.
 - iii.** Subject to the terms of the delegation and any directions given by the Governing Body a subcommittee may meet and conduct business as it considers appropriate; and report to the Governing Body on a regular basis. The Governing Body may, in writing, amend or revoke the delegation.

10. ELECTION OF THE GOVERNING BODY

- a.** Each member of the Governing Body, other than those ex-officio, shall be elected for the one or two ensuing years as per Rule 10.b. from the financial membership at the AGM.
- b.** The Chairperson and Secretary shall be elected in even numbered years for two year terms, while the Treasurer and Parent Body Representative shall be elected in odd numbered years for two year terms. The balance of Governing Body members shall be elected annually.
- c.** The Term of office shall begin at the conclusion of the AGM.
- d.** Retiring members of the Governing Body may nominate and be elected to the Governing Body for the next year, provided they remain financial members. It is recommended that half of the elected membership remain for a second year, with some flexibility.
- e.** A financial member may be nominated for an office or as an ordinary member of the Governing Body by himself or herself or by another financial member. If nominated by a financial member, the nominee shall consent to the nomination, in writing, addressed to the Secretary 14 days before the date of the Annual General Meeting at which the election is to take place.

- f. Nominees must meet the eligibility criteria as per Rule 9.b.
- g. Seven days before the Annual General Meeting, the Secretary shall advise members of the nominations received. That advice shall contain the names, contact details, occupations, nominated position of those nominated, together with a short description by the nominee of his or her reasons to fill the vacant position, and a recommendation on each nomination from the GB.
- h. All positions are to be decided by a ballot of voting members at the Annual General Meeting.
- i. If fewer nominations than there are vacancies are received, the Governing Body shall treat each vacancy as a casual vacancy.

11. DUTIES OF OFFICE HOLDERS

- a. The Chairperson shall preside at all meetings of the Association and its Governing Body. The Chairperson shall liaise with the Principal and any government entities that have jurisdiction over the School, to ensure compliance with current law and the promotion of the objects of the School. The Chairperson shall be responsible for managing the performance and promoting the development of the Principal. The Chairperson shall provide an annual report to the Annual General Meeting.
- b. The Deputy Chairperson shall, in the absence of the Chairperson, conduct the business of the Association as described in sub-rule a.
- c. The Secretary shall carry out all such duties as are required by the Governing Body including: overseeing the preparation of the agenda and minutes of each meeting, the issuance of notices, the maintenance of the register of members as per s.53 of the Act, the maintenance of an updated copy of the Constitution and Rules, the maintenance of a record of the names and addresses of all persons holding office on the Governing Body of the Association and general members, and the safe keeping of the common seal as per Rule 14.
- d. The Treasurer shall carry out all such duties as are required by the Governing Body including the maintenance of such accounting records as will correctly explain the financial transactions and financial position of the Association, prepare accounts of the Association for the Annual General Meeting, showing the financial position of the Association at the end of the immediately preceding financial year and ensure that the accounts for the Annual General Meeting are appropriately audited before the meeting.
- e. The Parent Body representative shall represent current parents at the Governing Body meetings as outlined in the Governing Body's Manual.
- f. The Principal shall be responsible to the Governing Body for:
 - i. The academic and administrative management of the School.
 - ii. Providing educational leadership in the School.
 - iii. The day to day management of the School, including: expenditure within the approved budget and engagement of contractors for minor jobs and for other general responsibilities associated with running the School.
 - iv. The recruitment, engagement, performance management and dismissal of all School staff.
 - v. Ensuring that proper records of the affairs provided by the Governing Body are kept and maintained appropriately at the School.
 - vi. The Principal shall also:
 - 1. Implement the educational plans and School policies;
 - 2. Provide accurate and timely reports, information and advice relevant to the Governing Body's functions;
 - 3. Provide an up to date report of the School's position at each Governing Body meeting;

4. Report on student learning, including but not limited to: assessment, progress, achievement and plans for improvement; report on student care, safety and school's safe environment, report on training and participation outcomes;
5. Prepare the programming and rostering of teachers and classes
6. Supervise and promote the development of staff employed by the School;
7. Be responsible for the financial, physical and human resource management of the School; and
8. Contribute to the formulation of the agenda of meetings of the Governing Body.

12. GENERAL MEETINGS

- a. The agenda for Special General Meetings and Annual General Meetings shall be prepared and distributed by the Secretary.
- b. Special General Meetings may be called as and when required by the Governing Body or by a written request of ten percent (10%) of voting members. The Secretary shall, as soon as practicable after receiving the direction from the Governing Body or ten percent (10%) of the voting members (as the case may be) give fourteen days' notice to voting members setting out the date, time and place of such a meeting together with detail of the specific matter to be raised at the meeting. No matter other than that referred to in the notice may be raised at a Special General Meeting.
- c. An Annual General Meeting (AGM) shall be held every calendar year, within four months after the end of the School's Financial Year.
- d. The proceedings of an AGM shall include the election of members of the Governing Body, the presentation of the Chairperson's re-port, the presentation of the Portfolio Annual Reports and the presentation of a duly audited income and expense report.
- e. Twenty-eight days' notice shall be given to members setting out the date, time and place of such a meeting.
- f. At any general meeting, special general meeting or AGM:
 - i. At any AGM and Special General meetings, a quorum shall be ten percent (10%) of voting members present at the meeting;
 - ii. Any member may speak on any matter at the meeting, however only financial members shall have the right to one vote on any matter put before the meeting, or with respect to each ballot taken to fill positions on the Governing Body.
 - iii. The Chairperson shall, in the case of an equality of votes, have a casting vote, in addition to the Chairperson's deliberate vote.
 - iv. If requested by one or more members, voting shall be by secret ballot, otherwise, voting shall be by way of a show of hands with the result being declared by the Chairperson. Where there is any dispute as to that result, the matter shall be determined by secret ballot.
 - v. Notice for AGMs shall be written and sent by post or e-mail to the address shown on the register of members for external members. All other members will be notified via the School newsletter or a special notice.
 - vi. If a quorum is not achieved within 30 minutes of the time fixed for the meeting, the meeting shall be abandoned and the Chairperson shall fix a date for a substitute meeting allowing sufficient time for an appropriate notice to be given.
 - vii. The Secretary, or a person authorised by the Governing Body, must keep minutes of each AGM and Special general meeting. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. In addition, the minutes of each Annual General Meeting must record:
 1. the names of the ordinary members attending the meeting
 2. the financial statements or financial report presented at the meeting

3. any report of the review or auditor's report on the financial statements or financial report presented at the meeting.

The minutes of a General Meeting must be entered in the Association's "minute book" within 30 days after the meeting is held. The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as a correct by the chairperson of the meeting or the chairperson of the next general meeting.

- g. Proxies at any general meeting, special general meeting or AGM:
 - i. A voting member may appoint another voting member as his or her proxy to vote and speak on his or her behalf at a general meeting.
 - ii. A voting member may be appointed the proxy for not more than 5 other members.
 - iii. The appointment of the proxy must be in writing and signed by the member making the appointment. Notice of the meeting must state that a voting member may appoint a proxy and include a copy of an approved form for the appointment of a proxy. The voting member may use an approved form for the appointment of the proxy or any other form that clearly identifies the person appointed as the member's proxy and that is signed by the member.
 - iv. A form appointing a proxy must be given to the secretary before the commencement of the meeting for which the proxy is appointed. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
 - v. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- h. Use of technology to be present at any general meeting, special general meeting or AGM:
 - i. A voting member The presence of a voting member at a meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. A member who participates in a meeting as allowed under this subrule is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

13. FINANCE

- a. The financial year of the Association shall commence on the first day of January and complete on the thirty-first day of December.
- b. The Association shall operate accounts with banking institutions so as to provide prudent management of the Association's funds, and shall review the account terms from time to time.
- c. The Association shall maintain the M.R.I.S. School Building Fund, which is a separate fund open to public contributions for the purposes of the acquisition, construction or maintenance of its buildings, operating on a non-profit basis in accordance with the then current tax office rulings and is an endorsed Deductible Gift Recipient (DGR). Should the fund be wound up, any surplus money or other assets shall be transferred to another Association in the local area that has a DGR fund or failing such to the local council library.
- d. As an endorsed Deductible Gift Recipient (DGR), the Association maintains the M.R.I.S. School Building Fund solely for providing money for the acquisition, construction or maintenance of its buildings and as such can receive income tax deductible gifts.
- e. Cheques drawn on the trading account of the Association shall be signed by at least two of four members of the Governing Body as appointed by the Governing Body and including as a minimum the Treasurer or its delegated representative. Electronic payments on the trading account of the Association shall be authorised by two of the four Governing Body approved signatories as detailed above.

- f. The dealing with all financial securities shall be subject to resolution of the Governing Body. The Treasurer has the duty to inform the General membership of all major financial decisions. All such resolutions are to be signed by the Treasurer and the Chairperson of the meeting at which the resolution was passed.
- g. Before the AGM, the Association's accounts shall be audited by a person qualified for that purpose and who is not a member of the Association.

14. COMMON SEAL

- a. The common seal shall be kept under lock and key on the School premises.
- b. The common seal shall not be used except by resolution of the members or by the resolution of the Governing Body.
- c. With the exception of financial securities, all sealed documents, per original constraints, shall be sealed in the presence of the Secretary and the Chairperson of the meeting, at which the resolution requiring the use of the common seal was passed.

15. INSPECTION

- a. The Secretary shall make available, within seven days, at a mutually convenient time for inspection such as, the register of members, minutes, these rules, records, accounts and securities of the Association, as may be requested by a member.
- b. A member may make copies of the documents provided for inspection, but shall not remove the originals from the presence of the Secretary.

16. THESE RULES:

- a. The rules of the Association, including its name and objects, may only be amended, added to, altered or rescinded by special resolution of the voting members and by otherwise complying with Part 3 Division 2 of the Act.
- b. A special resolution is defined as a resolution passed by a 75% majority of members present and entitled to vote at the general meeting of which fourteen days' notice specifying the intention to propose the resolution was given.
- c. Any changes to the rules shall commence by way of a notice of motion which gives the precise form of the proposed amendment, together with a brief statement setting out the reason for the amendment.
- d. The notice of motion and its statement shall be included with the notice calling for the meeting of members at which the motion is to be put.
- e. This Constitution should be reviewed not less than every two years or as required by changes to legislation.
- f. A copy of the Association's rules are given to each member on joining the association.

17. DISSOLUTION:

If, on the dissolution of the Association, any property of the Association remains after the satisfaction of the debts and liabilities of the Association, and the costs, charges and expenses of that winding up, then that property shall be distributed:

- a. to another incorporated association under the Act having objects similar to those of the Association; or
- b. for charitable purpose.

Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Governing Body under Part 10 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.