

PARENTS AND FRIENDS' FEDERATION OF WESTERN AUSTRALIA INC.

CONSTITUTION

1. NAME

The Name of the Organisation shall be “**The Parents and Friends’ Federation of Western Australia Inc.**” (hereinafter called “the Federation”).

2. DEFINITIONS

In this Constitution : -

- 2.1 “**Acknowledged Representative**” means a person who has written confirmation that they represent and act for an Affiliated Association;
- 2.2 “**Affiliated Association**” means an Association affiliated as a member of the Federation;
- 2.3 “**Association**” means an organisation having for its objects the promotion and furtherance of the interests of the parents of students attending a Catholic School in Western Australia;
- 2.4 “**Diocesan branch**” means a duly authorised branch of the Federation established to represent and promote the activities of Associations within a Diocese;
- 2.5 “**Financial Affiliated Association**” means an Affiliated Association which has paid an affiliation fee approved by the Council of the Federation;
- 2.6 “**Financial Year**” means a twelve month period from, and inclusive of, 1 January to 31 December in each year.
- 2.7 “**School**” means any educational institution approved and registered as a non-government school by the Minister for Education in Western Australia as required by the Schools Education Act 1999 (as may be amended or replaced);
- 2.8 “**the Act**” means the **WA Associations Incorporation Act 1987**, or as replaced;
- 2.9 “**the Council**” means the Council of the Federation;

- 2.10 “**Special Resolution**” is a resolution denoted by:
- 2.10.1 Notice specifying the intention to propose the resolution as *Special* was given in accordance with the rules herein;
 - 2.10.2 The ballot for the resolution was set at a general meeting for all members;
 - 2.10.3 The resolution was passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association, by proxy or postal vote.

3. OBJECTS

- 3.1 To represent and promote the interest of all students in Catholic Schools in Western Australia, their families and Affiliated Associations;
- 3.2 To promote the improvement of educational (including religious education) and moral standards of students;
- 3.3 To co-ordinate activities for Affiliated Associations which are consistent with the objectives of the Federation;
- 3.4 To promote and protect the right of every Australian child to share equitably in the public expenditure on education;
- 3.5 To promote the Code of Canon Law, Canon Number 793: “*Parents and those who take their place, have both the obligation and the right to educate their children. Catholic parents have also the duty and the right to choose those means and institutes which, in their local circumstances, can best promote the catholic education of their children. Parents have moreover the right to avail themselves of that assistance from civil society which they need to provide a catholic education for their children.*”
- 3.6 To promote for parents a real freedom of choice of schools for their children to attend;
- 3.7 To provide advice and support to Affiliated Associations consistent with the objectives of the Federation and within the resources of the Federation; and
- 3.8 To work collaboratively and in partnership with the Catholic dioceses of Western Australia, relevant peak bodies, and government agencies to represent and advocate for parents of students in Catholic Schools in Western Australia.

4. POWERS OF THE FEDERATION

- 4.1 To accept fees, donations, grants and bequests of money or any personal property provided that the acceptance of such does not limit the Federation with respect to its operations.
- 4.2 To raise funds for the use and benefit of the Federation.
- 4.3 To make decisions regarding the effective management of the Federation.
- 4.4 To promote and protect the name and logo of The Parents and Friends' Federation of Western Australia Inc..
- 4.5 To do all such acts and things as are conducive to the attainment and furtherance of the objects or the exercise of any powers of the Federation.

5. MEMBERSHIP

- 5.1 Membership of the Federation shall be limited to Affiliated Associations, is for a period of twelve (12) months, being the financial year of the Federation, and is renewable at the conclusion of each financial year of the Federation.
- 5.2 Any Association shall be admitted to membership of the Federation upon being granted affiliation to the Federation by the Council. Thereupon the Association becomes an Affiliated Association.
- 5.3 The Council may grant affiliation to an Association upon being satisfied that:
 - (a) the Association has applied for membership of the Federation;
 - (b) the objects of the Association are in compliance with the objects of the Federation; and
 - (c) the Association has paid its affiliation fee.
- 5.4 The Council may terminate the membership of an Affiliated Association if the conduct of that Affiliated Association, in the reasonable opinion of the Council, is prejudicial to the interests of the Federation.
- 5.5 The Federation will keep and maintain a current register of :
 - (a) Affiliated Associations and their respective addresses;
 - (b) The persons who hold office in Affiliated Associations;
 - (c) Council members and their respective addresses; and

- (d) Persons authorised to use the Seal of the Federation and their addresses.

6. AFFILIATION FEE

The recommended Association affiliation fee is an amount per child for the following financial year determined by the Annual General Meeting of the Federation following a recommendation by the Council for approval at the AGM.

The financial year of the Federation shall be from and including the first (1) day of January to and including the thirty-first (31) day of December in each year.

Where in any year, in respect of one school, both an Association and a past pupil's organisation, pay affiliation fees, one half of each fee will be refunded to each body.

7. MEETINGS OF THE FEDERATION

7.1 General Meeting

- (a) The power to call a General Meeting of Affiliated Associations is at the discretion of the Council or upon the written and signed request of seven (7) Affiliated Associations
- (b) Notice of a General Meeting will be given within one (1) month of the direction by Council or receipt of the written and signed request from seven (7) Affiliated Associations;
- (c) At least one (1) months Notice must be given to all Affiliated Associations of the date of the General Meeting.

7.2 Annual General Meeting (“AGM”)

- (a) An Annual General Meeting of the Federation will be held following the end of the financial year and within the period prescribed by the Act;
- (b) Notice in writing of the AGM will be provided to Affiliated Associations at least one month before the AGM.
- (c) The business of the AGM will include : -
 - (i) The President's Report;
 - (ii) The Treasurer's Report;
 - (iii) The Executive Director's Report;
 - (iv) The reception and consideration of the audited financial report of the Federation;
 - (v) The appointment of an auditor to audit the accounts of the Federation for the next financial year. The auditor will not be a Council member.

- (vi) The election of Council members, other than the Spiritual Director and Diocesan Branch representatives, for the period until the next AGM; and
- (vii) The consideration of any other matter or matters brought before the meeting.

7.3 Quorum

The quorum for a General Meeting or an Annual General Meeting will be two (2) office bearers of the Council and ten (10) Acknowledged Representatives with entitlement to vote at the meeting.

8. VOTING AT MEETINGS OF THE FEDERATION

- 8.1 Only Financial Affiliated Associations and Council members are entitled to vote at any meeting of the Federation;
- 8.2 A Financial Affiliated Association is entitled to two (2) votes on any matter at any meeting of the Federation;
- 8.3 The two (2) votes may be cast by any person or persons who are duly appointed to do so by a Financial Affiliated Association and who are present at any meeting of the Federation.
- 8.4 Each member of Council, present at the meeting, (excluding the chairperson of the meeting) is entitled to one (1) vote on any matter at any meeting.

9. APPROVAL BY SPIRITUAL DIRECTOR

- 9.1 Notwithstanding anything contained in this Constitution no person will be duly elected under clause 12.3 or appointed under Clause 11 or will be deemed to have resigned under clause 10 unless and until the Spiritual Director has signified his approval to the election, appointment or resignation as the case may be.
- 9.2 In the event that the Spiritual Director signifies his disapproval of the election or appointment, the election or appointment will be null and void, whereupon the vacancy in the Council will be filled in accordance with clause 11 and with this clause.

10. VACATION OF OFFICE

- 10.1 The Council will vacate office at the AGM of the Federation held the year following its appointment or election.

- 10.2 A member of Council will have vacated office and be deemed to have resigned if :
- (a) without an apology accepted by Council they are absent from three consecutive meetings, whether of the Federation or of Council or a combination of both; or
 - (b) in accordance with a decision of an absolute majority of the Council, they are required to resign from the Council and fail to do so within fourteen (14) days of the date upon which in the ordinary course of postal service they receive notification of the decision of Council.

11. CASUAL VACANCIES

Any vacancy on Council, whether by reason of clause 10 or otherwise, may be filled by the Council by the appointment thereto of any person who is a member of a Financial Affiliated Association.

12. MANAGEMENT

- 12.1 The affairs of the Federation will be governed by a Council.
- 12.2 The membership of Council will consist of:
- (a) Spiritual Director who is appointed by His Grace the Archbishop of Perth;
 - (b) President
 - (c) Vice-President
 - (d) Treasurer
 - (e) Secretary
 - (f) Up to ten (10) other members;
 - (g) Up to one (1) representative from each Diocesan branch.
- 12.3 Any person who is a member of a Financial Affiliated Association is eligible for election or appointment to the Council under clause 12.2 (b) – (f) provided they are present at the AGM or have consented in writing to be elected.
- 12.4 A person will not hold the office of the President for more than three (3) consecutive years.
- 12.5 The Executive Director of the Federation will be an ex-officio member of the Council and will not have voting rights on the Council.

- 12.6 All Council members will act in the best interests of the Federation.
- 12.7 Any Council member who has a conflict of interest in any matter brought up at a Council meeting must declare the interest before the matter is discussed and will not participate in any discussion and deliberation regarding the matter;
- 12.8 Any ex-officio member will have the right to address any matter at any meeting of the Council or the Federation, a General Meeting or the Annual General Meeting but does not hold a vote on Council;
- 12.9 Upon fourteen (14) days notice to the Federation, an Authorised Representative of a Financially Affiliated Association may inspect the records and documents of the Federation.

13. MEETINGS OF COUNCIL

- 13.1 The Council will hold a minimum of eight (8) meetings per year;
- 13.2 a quorum will consist of four (4) members of Council, at least one of whom must be an office bearer;
- 13.3 the President or any three (3) members of Council, one of whom must be an office bearer, will have the power to call a meeting of the Council;
- 13.4 notice of any meeting will be given at least seven (7) days before the scheduled meeting;
- 13.5 each Council meeting will receive reports from the President, Treasurer, Executive Director, and Affiliated Associations, and attend to the management of the Federation.
- 13.6 The President of the Federation will have a deliberative vote only at any meeting of Council.

14. POWERS OF THE COUNCIL

- 14.1 To determine, consistent with the objectives of the Federation, the broad nature of the business or activities of the Federation, including Constitutional matters, periodic meetings of Council and reporting to the AGM of the Federation.
- 14.2 To establish policy and plan for the future of the Federation consistent with the objectives of the Federation by :
 - (a) developing and endorsing new policies;
 - (b) determining and implementing new policies;

- (c) formulating and monitoring the achievement of the mission and objectives of the Federation and plan for the future;
 - (d) authorising the Federation's strategic plans, major funding application documents and ensuring that funding contracts are fulfilled.
- 14.3 To ensure that the organisational structure and resources, including human resources, are necessary for the purposes of carrying on the Federation's activities by :
- (a) appointing an Executive Director to run the Federation and to operate as the management arm of the Council;
 - (b) obtaining financial resources and approving and monitoring budgets and all income and expenditure, including affiliation fees;
 - (c) approving the purchase and/or sale of all major capital items and assets;
 - (d) ensuring the Federation's assets are registered and maintained;
 - (e) ensuring that cheques drawn on the Federation's bank accounts are signed by any two persons nominated by Council as signatories on the accounts from time to time;
 - (f) entering into contractual arrangements;
 - (g) ensuring the safe custody of all records, books, documents and securities of the Federation;
 - (h) maintaining and managing the effective operations of the Council;
 - (i) recruiting members to Council and to the Federation and seeing to the maintenance of good relationships among members;
 - (j) to monitor and evaluate the performance of the Federation, including the chief executive officer's role, and to determine the broad employment policies and principles for staff;
 - (k) to comply with legal obligations of the Act and other relevant legal obligations;
 - (l) to ensure that reports to Councillors, Affiliated Associations, government and other relevant bodies are provided as required.
- 14.4 To establish sub-committees as the Council sees fit.

15. COMMON SEAL

- 15.1 The Common Seal of the Federation will be in the safe custody of the Secretary;
- 15.2 the Common Seal will be affixed to any document only pursuant to a resolution of Council;

- 15.3 the affixation of the Common Seal will be witnessed by any two of the President, the Secretary and the Vice-President.

16. NON – PROFIT MAKING

The income and property of the Federation howsoever derived will be applied solely towards the promotion of its objects as set out in this Constitution and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to its members, provided that nothing herein will prevent the payment in good faith of remuneration to any officer or servant of the Federation for services actively rendered to the Federation.

17. DIOCESAN BRANCH

- 17.1 Affiliated Associations within a Diocese may, with the approval of the Bishop of the Diocese, establish in such manner as they may determine, a Diocesan Branch for the purpose of co-ordinating the activities of and assisting the Associations within the Diocese;
- 17.2 The rules for such Diocesan Branch may be as determined by the Affiliated Associations in that Diocese, as long as they are not inconsistent with this Constitution, and subject to the approval of the Bishop of that Diocese;
- 17.3 Each Diocesan Branch will have the right of appointing a representative to the Council of the Federation, and if appropriate, a substitute representative.

18. AMENDMENT OF CONSTITUTION

- 18.1 This Constitution may be amended or altered by Special Resolution at a General Meeting;
- 18.2 notice of any proposed amendment or alteration will be given in writing to the Council by a member thereof or by a Financial Affiliated Association at least three (3) months prior to the meeting;
- 18.3 The Council will inform the Archbishop of Perth of the proposed amendments to the Constitution not less than one (1) calendar month before the membership are informed as a Special Resolution; and
- 18.4 The Council will give Notice of the Special Resolution to the membership, subject to the absence of unresolved objections thereto, by the Archbishop of Perth.

19. DISSOLUTION

19.1 a proposition for the dissolution or winding up of the Federation must be subjected to Special Resolution.

19.2 In the event of a resolution being carried to dissolve or wind up the Federation, any funds or property remaining after the realisation of assets and the satisfaction of the debts and liabilities of the Federation and the costs of that dissolution or winding up will be distributed : -

- (a) to another association incorporated under the Act having objects similar to those of the Federation; or
- (b) for charitable purposes;

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Council (whether under the provisions of the Act or in the normal course of events) to prepare a plan for the distribution of the surplus property of the Federation.

Amended Constitution Adopted by a General Meeting of the Federation	
held on _____	
_____	President
_____	Secretary

The Common Seal of the Federation was hereunto affixed by Resolution of the Council

dated _____

Signed _____ **(President)**

_____ **(Secretary)**