

Notice of Special Resolution to Amend Constitution

The 2015 AGM is scheduled for Wednesday 27th May. A ballot will be taken for the following amendment to the Constitution.

Amendment to Constitution

Additions to the Constitution are underlined; and deletions are indicated by strike-through lettering.

This Constitution is subject to the Western Australian Associations Act 1987, regulated by the WA Department of Commerce.

2. DEFINITIONS

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.

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.

At the Council meeting on the 19th February 2015, it was agreed to put forward the following change to Section 13 of the Constitution at the Annual General Meeting.

13. MEETINGS OF COUNCIL

13.1 The Council will hold a minimum of eight (8) four (4) meetings per year;
--

Rationale for change:

1. The ability to communicate with Councillors between face-to-face meetings has become increasingly easier and more convenient
2. Councillors tend to be active on other committees within their school and community and one less meeting per term makes it easier for them to contribute to their other commitments.
3. It assists both in time away from home and meeting the cost of travel for country-based councillors
4. It still provides the ability to have more meetings should they be required

- a. The Archbishop of Perth appoints the Spiritual Director as stated in our Constitution (Clause 12.2(a)) and this arrangement worked well with the Spiritual Director regularly attending meetings and carrying out the duties stated, however, for many years now, the Federation has had to personally invite Parish Priests to the role and the Archbishop of Perth has endorsed the appointment rather than appointing himself.
- b. It has also become increasingly difficult to find a Parish Priest to commit to the eight monthly meetings of the Council
- c. There is a difficulty in the Spiritual Director approving the election, appointment or resignation of a person as this usually happens at the Annual General Meeting each year.
- d. Many organisations with similar objects to PFFWA have a Patron who is nominated by the organisation and endorsed by a higher authority, in our instance, this would be the Archbishop of Perth.
- e. A Patron, as defined by the American Heritage Dictionary of the English Language, is "1. One that supports, protects, or champions someone or something, such as an institution, event, or cause; a sponsor or benefactor: a patron of the arts.

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.

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.

Parents and Friends Federation of Associations of Western Australia Inc.

- 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.

10. Committee of Management

1. Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-
 1. a Chairperson;
 2. a Vice-Chairperson;
 3. a Secretary;
 4. a Treasurer; and
 5. not less than _____ other persons, all of whom must be members of the Association.
2. Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).
3. Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
4. Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 1. the nominator; and
 2. the nominee to signify his or her willingness to stand for election,
 3. to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
5. A person who is eligible for election or re-election under this rule may -
 1. propose or second himself or herself for election or re-election; and
 2. vote for himself or herself.
6. If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
 1. the Secretary must report accordingly to; and
 2. the Chairperson must declare those persons to be duly elected as members of the Committee at,
the annual general meeting concerned.
7. If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where

Parents and Friends Federation of Associations of Western Australia Inc.

the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

8. If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
 1. the Committee may appoint a member to fill that vacancy; and
 2. a member appointed under this sub-rule will -
 1. hold office until the election referred to in sub-rule (2); and
 2. be eligible for election to membership of the Committee,at the next following annual general meeting.
9. The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
 1. the power of delegation; and
 2. a function which is a duty imposed on the Committee by the Act or any other law.
10. Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
11. The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

14. Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

1. dies;
2. resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
3. is convicted of an offence under the Act;
4. is permanently incapacitated by mental or physical ill-health;
5. is absent from more than-
 1. 3 consecutive Committee meetings; or
 2. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
6. ceases to be a member of the Association; or
7. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

9. Suspension or expulsion of members of Association

1. If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-
 1. notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 2. particulars of that conduct,not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
2. At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after

Parents and Friends Federation of Associations of Western Australia Inc.

deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

3. Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
4. A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
5. When notice is given under sub-rule (4)-
 1. the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 2. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.