
Constitution
of
Farrer School Foundation Inc.

Revised version Adopted at Special General Meeting 27
August 2021

ABN 95 395 714 612

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Part 1 - Preliminary

1. Definitions

1.1 In this Constitution:

Association means Farrer School Foundation Inc.

Committee means the Management Committee of the Association constituted under Part 4

Constitution means this constitution as altered or added to from time to time and a reference to a provision of this constitution is a reference to that provision as altered or added to from time to time

FMAHS means Farrer Memorial Agricultural High School

Member means a member of the Association

Ordinary Committee Member means a Member of the Committee who is not an Office-Bearer of the Association.

Secretary means:

- (a) the person holding office under this Constitution as Secretary of the Association; or
- (b) if no such person holds that office the Public Officer of the Association.

Special General Meeting means a general meeting of the Association other than an Annual General Meeting.

The Act means the Associations Incorporation Act (NSW) 2009

The Regulation means the Associations Incorporation Regulation (NSW) 2016

1.2 In this Constitution:

- 1.2.1 a reference to a function includes a reference to a power, authority and duty; and
- 1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 - Objects and Purpose

2. Not-for-Profit Organisation

2.1 The Association is established as a Not-for-Profit institution and will:

2.1.1 operate principally in Australia; and

2.1.2 only pursue Not-for-Profit purposes.

3. Objects

3.1 The objects of the Association will be to:

3.1.1 promote the functioning of FMAHS by supplementing or complementing all normal educational services provided in the school;

3.1.2 raise funds exclusively for FMAHS being for school buildings, sporting or recreational facilities that are incidental to and part of carrying on a charitable purpose such as the advancement of education, teaching equipment, computing equipment, library supplies and any other facility of educational character;

3.1.3 establish an **Ancillary Fund**;

3.1.4 establish a **School Building Fund** solely for providing money for the acquisition, construction and/or maintenance of a building or buildings to be used by FMAHS which is a distinct fund established under division 30-25(1) of the Income Tax Assessment Act 1997 (ITAA 1997) (Item 2.1.10), as amended, or established under any similar provisions under any replacement Act, the Rules of which are set out in Annexure "A";

3.1.5 establish a **School Scholarship Fund** solely for providing money for scholarships, bursaries or prizes that promote education to be used by FMAHS which is a distinct fund established under division 30-25(1) of the Income Tax Assessment Act 1997 (ITAA 1997) (Item 2.1.13), as amended, or established under any similar provisions under any replacement Act, the Rules of which are set out in Annexure "B";

3.1.6 establish a **School Hostel Building Fund** solely for providing money for the acquisition, construction or maintenance of the school hostel buildings to be used by FMAHS which is a distinct fund established under division 30-25(1) of the Income Tax Assessment Act 1997 (ITAA 1997) (Item 2.1.11), as amended, or established under any similar provisions under any replacement Act, the Rules of which are set out in Annexure "C";

- 3.1.7 do all such things as are incidental to the attainment of these objects and in particular to enter into any commercial or financial transaction to further achieve the stated objects;
- 3.1.8 raise funds for the educational purposes and ancillary activities of FMAHS;
- 3.1.9 assist and cooperate with existing organisations with similar objects and structure to meet those objects;
- 3.1.10 promote, disseminate information and raise awareness of the Association;
- 3.1.11 provide services and facilities conducive to improving the standard of education of the community serviced by FMAHS;
- 3.1.12 provide for education, research and scholarships by appropriate means in the furtherance of these objects;
- 3.1.13 improve facilities and services for education in agriculture at FMAHS;
- 3.1.14 seek public assistance, including applying for Government subsidies and grants in furtherance of these objects and ancillary to agriculture or education at FMAHS;
- 3.1.15 hold or arrange competitions and to contribute to the provision of prizes, awards, and other forms of acknowledgment in connection therewith;
- 3.1.16 buy, sell and deal with apparatus and equipment required by the Association for its activities or for the premises occupied by the Association;
- 3.1.17 purchase, lease, licence, hire any interest in land, buildings, easements or property, real or personal, in furtherance of any of the objects of the Association, including occupying agricultural land, entering into any arrangements with any Government, municipal, local or otherwise in the interests of FMAHS;
- 3.1.18 invest and deal in the Association's money not immediately required for the investment of trust funds, as permitted by law and to operate any Bank, Credit Union or Building Society account for that purpose;
- 3.1.19 accept any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association;
- 3.1.20 print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion or attainment of its objects;
- 3.1.21 make donations for the educational purposes of FMAHS; and

3.1.22 do all such acts or things which are incidental to the attainment of the objects provided that it does not contravene or put in jeopardy any charitable status recognition or tax-free status.

4. Restrictions

4.1 The Association will not be permitted to:

- 4.1.1 borrow or raise or secure the payment of money in exchange of all or any of the Association's property, or purchase, redeem, or pay off any such securities;
- 4.1.2 take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Association's property;
- 4.1.3 purchase, acquire, or transfer any property or interest in property for the furtherance of the objects from any association or organisation that the Association has amalgamated with; or
- 4.1.4 receive any prize, award or form of acknowledgement of a monetary value unless it is a successful competitor at any competition, or for reimbursement for costs paid by a Member.

Part 3 - Membership

5. Membership generally

5.1 A person is eligible to be a Member of the Association if:

- 5.1.1 the person is a natural person; and
- 5.1.2 the person has applied and been approved for membership of the Association in accordance with clause 6.

6. Application for Membership

- 6.1 An application by a person for membership of the Association must be made in writing, including by electronic means, in a format as determined by the Committee from time to time.
- 6.2 As soon as practicable after receiving an application for membership, the President or the Secretary must circulate the application to the Committee. Any objection to the application must be returned within seven (7) days otherwise the application will be deemed as approved by the Committee.

6.3 As soon as practicable after the Committee makes its determination, the applicable nominated Committee Member as determined from time to time must:

6.3.1 notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable); and

6.3.2 if the Committee approved the application, request the nominee to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a Member as registration fee and annual subscription; or

6.3.3 if the Committee rejected the application, arrange for any fees already paid by the nominee to be refunded.

6.4 The Secretary must, on payment by the applicant of the amounts referred to in subclause 6.3.2 within the period referred to in that provision, enter or cause to be entered the applicants name in the register of Members and, on the name being so entered, the applicant becomes a Member of the Association.

7. Cessation of Membership

7.1 A person ceases to be a Member of the Association if the person:

7.1.1 dies; or

7.1.2 resigns membership; or

7.1.3 is expelled from the Association; or

7.1.4 fails to pay the annual membership fee under clause 11.2 within 3 months after the fee is due.

8. Membership Entitlements not transferable

8.1 A right, privilege or obligation which a person has by reason of being a Member of the Association:

8.1.1 is not capable of being transferred or transmitted to another person; and

8.1.2 terminates on cessation of the person's membership.

9. Resignation of Membership

9.1 A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice (including by email or other electronic means, if the Committee so determines) of at least one month (or

such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

- 9.2 If a Member of the Association ceases to be a Member under clause 9.1 and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

10. Register of Members

- 10.1 The Secretary of the Association must establish and maintain a register of Members of the Association (whether in written or electronic form) specifying the name and postal, residential and email address of each person who is a Member of the Association together with the date on which the person became a Member.

- 10.2 The register of Members must be kept in New South Wales:

10.2.1 at the main premises of the Association; or

10.2.2 if the Association has no premises, at the Association's official address.

- 10.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

- 10.4 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be made available for inspection, that information must not be made available for inspection.

- 10.5 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

10.5.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

10.5.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

- 10.6 If the register of Members is kept in electronic form:

10.6.1 it must be convertible into hard copy; and

10.6.2 the requirements in clauses 10.2 and 10.3 apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

11. Fees and Subscriptions

11.1 A Member of the Association must, on admission to membership, pay to the Association a registration fee of \$10.00 or, if some other amount is determined by the Committee, that other amount.

11.2 In addition to any amount payable by the Member under clause 11.1, a Member of the Association must pay to the Association an annual membership fee for the financial year commencing on 1 July each year and concluding on 30 June the following year of \$10.00 or, if some other amount is determined by the Committee, including an alternative life-time membership, that other amount:

11.2.1 Members will be invoiced their annual membership fees in July each year; and

11.2.2 If the Member becomes a Member on or after 1 July, membership for the full financial year must be paid and no pro-rata adjustment of the annual membership fee will be made.

12. Members' Liabilities

12.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 11.

13. Resolution of Internal Disputes

13.1 A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

13.2 At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13.3 If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

13.4 The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

14. Disciplining of Members

- 14.1 A complaint may be made to the Committee by any person that a Member of the Association:
- 14.1.1 has refused or neglected to comply with a provision or provisions of this Constitution; or
 - 14.1.2 has wilfully acted in a manner prejudicial to the interests of the Association.
- 14.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 14.3 If the Committee decides to deal with the complaint, the Committee:
- 14.3.1 must cause notice of the complaint to be served on the Member concerned; and
 - 14.3.2 must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - 14.3.3 must take into consideration any submissions made by the Member in connection with the complaint.
- 14.4 The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 14.5 If the Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 15.
- 14.6 The expulsion or suspension does not take effect:
- 14.6.1 until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - 14.6.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15, whichever is the later.

15. Right of Appeal of Disciplined Member

- 15.1 A Member may appeal to the Association in a general meeting against a resolution of the Committee under clause 14, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a Member under clause 15.1, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 15.4 At a general meeting of the Association convened under clause 15.3:
- 15.4.1 no business other than the question of the appeal is to be transacted; and
 - 15.4.2 the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 15.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5 The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Part 4 - The Committee

16. Powers of the Committee

- 16.1 The Committee is to be called the Management Committee of the Association and subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meetings, the Committee:
- 16.1.1 is to control and manage the affairs of the Association; and
 - 16.1.2 may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association; and
 - 16.1.3 has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

17. Composition and Membership of Committee

17.1 The Committee is to consist of:

17.1.1 the Office-Bearers of the Association; and

17.1.2 up to nine (9) Ordinary Committee Members, each of whom is to be elected at the Annual General Meeting of the Association under clause 18.

17.2 The total number of Management Committee Members shall not exceed 13 and will consist of at least one (1) Member from the School Council, one (1) Member from the Parents, Teachers and Friends Association, one (1) Member from the Farrer Old Boys and an Honorary Accountant as appointed by the Committee.

17.3 The Office-Bearers of the Association are as follows:

17.3.1 the President;

17.3.2 the Vice-President;

17.3.3 the Treasurer; and

17.3.4 the Secretary.

17.4 The Office-Bearers of the Committee are to nominate one of them to be the Public Officer.

17.5 A Committee Member may hold up to two (2) offices, other than both the President and Vice-President offices.

17.6 There is no maximum number of consecutive terms for which a committee member may hold office.

17.7 Each Member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the Member's election, and is eligible for re-election, subject to clause 17.6.

18. Election of Committee Members

18.1 Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Committee Members:

18.1.1 must be made in writing (including by email or other electronic means, if the Committee so determines), signed by one Member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- 18.1.2 must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of Office-Bearers and Ordinary Committee Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 18.7 A person nominated as a candidate for election as an Office-Bearer or as an Ordinary Committee Member of the Association must be a Member of the Association.
- 19. Secretary**
- 19.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her contact details including residential and email address.
- 19.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- 19.2.1 all appointments of Office-Bearers and Members of the Committee; and
- 19.2.2 the names of Members of the Committee present at a Committee meeting or a general meeting; and
- 19.2.3 all proceedings at Committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 19.4 The signature of the Chairperson may be transmitted by electronic means for the purposes of clause 19.3.

20. Treasurer

20.1 It is the duty of the Treasurer of the Association to ensure:

- 20.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 20.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21. Casual Vacancies

21.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

21.2 A casual vacancy in the office of a Member of the Committee occurs if the Member:

- 21.2.1 dies; or
- 21.2.2 ceases to be a Member of the Association; or
- 21.2.3 becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- 21.2.4 resigns office by notice in writing given to the Secretary; or
- 21.2.5 is removed from office under clause 22; or
- 21.2.6 becomes a mentally incapacitated person; or
- 21.2.7 is absent without the consent of the Committee from 3 consecutive meetings of the Committee; or
- 21.2.8 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- 21.2.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth).

22. Removal of Committee Members

- 22.1 The Association in general meeting may by resolution remove any Member of the Committee from the office of Committee Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 22.2 If a Member of the Committee to whom a proposed resolution referred to in subclause 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Committee Meetings and Quorum

- 23.1 The Committee must meet at least three (3) times, including the Annual General Meeting, in each period of 12 months at such place and time as the Committee may determine.
- 23.2 Additional meetings of the Committee may be convened by the President or any current Office-Bearer.
- 23.3 Oral or written notice (including by email or other electronic means, if the Committee so determines) of a meeting of the Committee must be given by the Secretary to each Member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under subclause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 23.5 A minimum of 50% of the currently elected committee members constitutes a quorum for the transaction of the business of a meeting of the Committee.
- 23.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a future time and place as agreed by those members present.

23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23.8 At a meeting of the Committee:

23.8.1 the President or, in the President's absence, the Vice-President is to preside; or

23.8.2 if the President and the Vice-President are absent or unwilling to act, such one of the remaining Members of the Committee as may be chosen by the Members present at the meeting is to preside.

24. Use of Technology at Committee Meetings

24.1 A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.

24.2 A Committee Member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

25. Delegation by Committee to sub-Committee

25.1 The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

25.1.1 this power of delegation; and

25.1.2 a function which is a duty imposed on the Committee by the Act or by any other law.

25.2 A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.

25.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

25.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

25.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

25.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

25.7 A sub-Committee may meet and adjourn as it thinks proper.

26. Voting and Decisions

26.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of Members of the Committee or sub-Committee present at the meeting.

26.2 Each Member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

26.3 Subject to clause 23.5, the Committee may act despite any vacancy on the Committee.

26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee or sub-Committee.

Part 5 - General Meetings

27. Annual General Meetings - holding of

27.1 The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.

27.2 The Association must hold its Annual General Meetings:

27.2.1 within six (6) months after the close of the Association's financial year; or

27.2.2 within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

28. Annual General Meetings - calling of and business

- 28.1 The Annual General Meeting of the Association is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the Committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- 28.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- 28.2.2 to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- 28.2.3 to elect Office-Bearers of the Association and Ordinary Committee Members;
- 28.2.4 to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 28.3 An Annual General Meeting must be specified as such in the notice convening it.

29. Special General Meetings - calling of

- 29.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 29.2 The Committee must, on the requisition in writing of at least 33 per cent of the total number of Members, convene a Special General Meeting of the Association.
- 29.3 A requisition of Members for a Special General Meeting:
- 29.3.1 must state the purpose or purposes of the meeting; and
- 29.3.2 must be signed by the Members making the requisition; and
- 29.3.3 must be lodged with the Secretary; and
- 29.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 29.4 If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

29.5 A Special General Meeting convened by a Member or Members as referred to in subclause 29.2 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

29.6 For the purposes of clause 29.3:

29.6.1 a requisition may be in electronic form; and

29.6.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

30. Notice

30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

30.2 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 30.1, the intention to propose the resolution as a Special Resolution.

30.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 28.

30.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

31. Quorum for General Meetings

31.1 No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

31.2 One more member present (being Members entitled under this Constitution to vote at a general meeting) than is required for a quorum for a Committee Meeting per clause 23.5, constitutes a quorum for the transaction of the business of a general meeting (Annual or Special).

31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

31.3.1 if convened on the requisition of Members, is to be dissolved; and

31.3.2 in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

32. Presiding Member

32.1 The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of the Association.

32.2 If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the meeting.

33. Adjournment

33.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in clauses 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

34.1 A question arising at a general meeting of the Association is to be determined by either:

34.1.1 a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the Committee may determine; or

34.1.2 if on the motion of the Chairperson or if 50 percent or more Members present at the meeting decide that the question should be determined by a written ballot - a written ballot.

34.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

34.4 At a general meeting of the Association, a poll may be demanded by the Chairperson or by at least 3 Members present in person at the meeting.

34.5 If a poll is demanded at a general meeting, the poll must be taken:

34.5.1 immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or

34.5.2 in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. Special Resolutions

35.1 A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

36. Voting

36.1 On any question arising at a general meeting of the Association a Member has one (1) vote only.

36.2 Voting by proxy is not permitted.

36.3 In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

36.4 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

36.5 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

37. Postal or Electronic Ballots

- 37.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- 37.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

38. Use of Technology at General Meetings

- 38.1 A general meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- 38.2 A Member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

Part 6 - Miscellaneous

39. Insurance

- 39.1 The Association may effect and maintain insurance, including, but not limited to, public indemnity insurance.

40. Funds - Source

- 40.1 The funds of the Association are to be derived from registration fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 40.2 All money received by the Association must be deposited, as soon as practicable and without deduction, to the credit of the Association's bank or other authorised deposit-taking institution account.
- 40.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt if applicable in accordance with Australian Taxation Office (ATO) and/or Australian Charities and Not-for Profits Commission (ACNC) guidelines.

41. Funds - Management

- 41.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

41.2 All cheques and electronic transactions must be signed or authorised by any two (2) Members of the Committee, being Members authorised to do so by the Committee.

42. Distribution of Property on winding up of Association

42.1 Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar charitable objects and which is not carried on for the profit or gain of its individual members and which has similar deductible gift recipient taxation status.

42.2 In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

43. Change of Name, Objects and Constitution

43.1 An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or authorised Committee Member.

44. Alteration of Objects and Rules

44.1 This Constitution and any annexures may only be altered, rescinded or added to by a Special Resolution of the Association, per Clause 35.

45. Custody of Books and Records

45.1 Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

45.1.1 at the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the Committee determines); or

45.1.2 if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

46. Inspection of Books and Records

46.1 The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:

46.1.1 records, books and other financial documents of the Association;

46.1.2 this Constitution;

46.1.3 minutes of all Committee meetings and general meetings of the Association.

46.2 Despite clause 46.1, the Committee may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or the privacy of the individual.

47. Service of Notices

47.1 For the purpose of this Constitution, a notice may be served on or given to a person:

47.1.1 by delivering it to the person personally; or

47.1.2 by sending it by pre-paid post to the address of the person; or

47.1.3 by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.

47.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

47.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

47.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

47.2.3 in the case of a notice sent by some form of electronic transmission, on the date it was sent.

48. Financial Year

48.1 The financial year of the Association is:

48.1.1 the period commencing on the date of incorporation of the Association and ending on the following 30 June; and

48.1.2 each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Annexure “A” – Rules for FARRER SCHOOL BUILDING FUND

- a) The Farrer School Building Fund (“the Fund”) is a public fund established for charitable purposes and is operated solely for providing money for the acquisition, construction and/or maintenance of the school buildings at FMAHS per TR95/27 clause 9.(a) and clauses 24-26.
- b) Operation of the Fund will be guided by legislative requirements including those contained within Taxation Ruling 95/27, the ACNC rules and the Fund’s own Rules & Objects as required under clause 20 of TR95/27.
- c) The Fund makes distributions to FMAHS and does not engage in direct delivery of services.
- d) The Treasurer of the Fund will maintain clear accounting records keeping funds separate per TR95/27 clause 9. (b).
- e) Receipts will be issued in the name of the Fund per TR95/27 clause 9. (c).
- f) The Public is invited to contribute to the Fund per TR95/27 clause 9. (d).
- g) The Fund operates on a not-for-profit basis per TR95/27 clause 9. (e).
- h) Moneys will not be distributed to members of the Management Committee or trustees of the Fund other than as described in TR95/27 clause 9.(e) and clause 47 in respect of which, any such expenses are funded only by revenue from membership fees or fundraising activities, preserving public donations for use in accordance with the objects and purposes of the Fund.
- i) The Fund will be controlled by an Executive Committee of the Farrer School Foundation Inc. Management Committee that comprises a number of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 9. (f) and clauses 21-23. A new member must be appointed to the Executive Committee before an existing member can resign, so that the Executive Committee will always be comprised of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 23.
- j) Should the Fund be wound up, it will be undertaken in accordance with clause 42 of the Constitution which complies with TR95/27 clause 9. (g) and clauses 11-13 & 27-29.
- k) The Australian Taxation Office will be notified of any changes to the Fund’s constituent documents in accordance with TR95/27 clause 9.
- l) The Fund will only operate within Australia per TR95/27 clause 14 and is noted by the ATO as deductible gift recipient category 2.1.10.

Annexure “B” – Rules for FARRER SCHOOL SCHOLARSHIP FUND

- a) The Farrer School Scholarship Fund (“the Fund”) is a public fund established for charitable purposes and is operated solely for providing money for eligible scholarships, bursaries or prizes that promote education and are awarded on the basis of merit or equity, providing for tuition and boarding fee relief for students to study at FMAHS, per TR95/27 9.(a) and clauses 24-26.
- b) Operation of the Fund will be guided by legislative requirements including those contained within Taxation Ruling 95/27, the ACNC rules and the Fund’s own Rules & Objects as required under clause 20 of TR95/27.
- c) The Fund makes distributions to FMAHS. The Fund does not engage in direct delivery of services.
- d) Scholarships, bursaries or prizes are open to students throughout Australia and will be awarded only to Australian citizens or permanent residents within the meaning of the Australian Citizen Act 2007.
- e) Recipients of scholarships, bursaries or prizes will be determined by an Executive Committee of the Farrer School Foundation Inc. Management Committee and may include students from indigenous, social or financially disadvantaged backgrounds as well as those aspiring to achieve excellence in their chosen areas of study.
- f) The Treasurer of the Fund will maintain clear accounting records keeping funds separate per TR95/27 clause 9. (b).
- g) Receipts will be issued in the name of the Fund per TR95/27 clause 9. (c).
- h) The Public is invited to contribute to the Fund per TR95/27 clause 9. (d).
- i) The Fund operates on a not-for-profit basis per TR95/27 clause 9. (e).
- j) Moneys will not be distributed to members of the Management Committee or trustees of the Fund other than as described in TR95/27 clause 9.(e) and clause 47 in respect of which, any such expenses are funded only by revenue from membership fees or fundraising activities, preserving public donations for use in accordance with the objects and purposes of the Fund.
- k) The Fund will be controlled by an Executive Committee of the Farrer School Foundation Inc. Management Committee that comprises a number of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 9.(f) and clauses 21-23. A new member must be appointed to the Executive Committee before an existing member can resign, so that the Executive Committee will always be comprised of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 23.
- l) Should the Fund be wound up, it will be undertaken in accordance with clause 42 of the Constitution which complies with TR95/27 clause 9. (g) and clauses 11-13 & 27-29.
- m) The Australian Taxation Office will be notified of any changes to the Fund’s constituent documents in accordance with TR95/27 clause 9.
- n) The Fund will only operate within Australia per TR95/27 clause 14 and is noted by the ATO as deductible gift recipient category 2.1.13.

Annexure “C” – Rules for FARRER SCHOOL FOUNDATION INC RURAL SCHOOL HOSTEL BUILDING FUND

- a) The Farrer School Foundation Inc Rural School Hostel Building Fund (“the Fund”) is a public fund established for charitable purposes and is operated solely for providing money for the acquisition, construction and/or maintenance of the school hostel buildings at FMAHS per TR95/27 clause 9.(a) and clauses 24-26.
- b) Operation of the Fund will be guided by legislative requirements including those contained within Taxation Ruling 95/27, the ACNC rules and the Fund’s Rules & Objects as required under clause 20 of TR95/27.
- c) The Fund makes distributions to FMAHS and does not engage in direct delivery of services
- d) The Treasurer of the Fund will maintain clear accounting records keeping funds separate per TR95/27 clause 9. (b).
- e) Receipts will be issued in the name of the Fund per TR95/27 clause 9. (c).
- f) The Public is invited to contribute to the Fund per TR95/27 clause 9. (d).
- g) The Fund operates on a not-for-profit basis per TR95/27 clause 9. (e).
- h) Moneys will not be distributed to members of the Management Committee or trustees of the Fund other than as described in TR95/27 clause 9.(e) and clause 47 in respect of which, any such expenses are funded only by revenue from membership fees or fundraising activities, preserving public donations for use in accordance with the objects and purposes of the Fund.
- i) The Fund will be controlled by an Executive Committee of the Farrer School Foundation Inc. Management Committee that comprises a number of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 9. (f) and clauses 21-23. A new member must be appointed to the Executive Committee before an existing member can resign, so that the Executive Committee will always be comprised of community members, the majority of which are classified as responsible persons in accordance with Taxation Ruling 95/27 clause 23.
- j) Should the Fund be wound up, it will be undertaken in accordance with clause 42 of the Constitution which complies with TR95/27 clause 9. (g) and clauses 11-13 & 27-29.
- k) The Australian Taxation Office will be notified of any changes to the Fund’ constituent documents in accordance with TR95/27 clause 9.
- l) The Fund will only operate within Australia per TR95/27 clause 14 and is noted by the ATO as deductible gift recipient category 2.1.11.