



**Mentone Grammar Parents and Friends Group
Governing Charter**

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1. BACKGROUND

Under the School's Constitution, the School Board has powers to manage the School's property and affairs. This includes the power to establish, auspice and support a Parents and Friends (P&F) group. The Board has approved the formal establishment of the P&F under this Governing Charter as follows.

2. PURPOSE AND POWERS

The purpose of the P&F is to support the School in its mission and vision by:

- encouraging friendship, support, and positive communication across the School community through a range of 'friend-raising' experiences to bring the community together;
- ensuring the range of activities offered by the P&F are fully inclusive to promote a sense of belonging across the School community;
- raising funds to contribute to the enhancement of the School environment that benefits students;
- being highly approachable, reliable and inclusive, and having a strong direction, which is consistent, transparent, and relevant;
- ensuring great communication within the group, with the School leadership and staff, and the wider community; and
- providing support to members of the School community who are in need.

Solely to carry out the purpose, the P&F has all the powers granted by the School pursuant to this Governing Charter and any instrument of delegation signed by the School in favour of the P&F. The delegation may include the power to enter into contracts in the name of the School, subject to the Principal or its delegate's approval.

If the P&F does not have legal power to do something, it must arrange through the Principal for the School to do so.

3. APPLICATION OF CHARTER

This Governing Charter is adopted by the Board and is applicable to all activities of the P&F.

This Governing Charter replaces the existing P&F Governing Charter.

This Governing Charter provides the terms of reference for the operation of the P&F. It is an internal governing document which outlines the responsibilities, delegations, and procedures of the P&F and the P&F Executive Committee.

As part of the governance of the P&F, the School's Finance Manager is required to review all financial documents on an annual basis.

4. MEMBERSHIP

An individual is eligible to be a Member of the P&F if they are a parent or carer of a child attending the School. To become a Member of the P&F, an eligible individual must:

- complete a registration form and a Working with Children (Volunteer) Check and submit it to the Executive Committee; and
- complete an induction in line with child safe standards.

The P&F Executive Committee must consider membership applications as soon as reasonably practicable and once eligibility is confirmed, admit the individual as a Member. At this point, the individual becomes a Member of the P&F for two school years and is added to the register of Members maintained by the Executive Committee Secretary (Members can resign their membership at any time).

The P&F Executive Committee need not provide reasons for refusing to admit an individual as a Member. Members have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and join in the demand for a poll at Committee meetings.

The P&F Secretary shall maintain a register of all Members of the P&F and their contact details, Working with Children (Volunteer) Check and induction completion, and record all Member attendance at each Committee Meeting of the P&F.

A Member must notify the P&F Secretary of a change to their details within 28 days.

A Member may resign from the P&F by written notice to the P&F at any time.

A Member automatically ceases to be a Member if they are no longer eligible to be a Member (eg they no longer have children at the School).

5. AGM

The P&F must convene an AGM once per year and it shall be held in Term 4 each year..

The business of an AGM is to:

- a. consider the Executive Committee's Financial report;
- b. declare the Executive Committee's election results; and
- c. consider any special business generally described in the notice of the meeting.

The quorum for an AGM is five (5) present and voting Members. If the quorum is not present within 30 minutes of the start time, the AGM may be postponed to a date or time determined by the Executive Committee.

If the month of the AGM is to be permanently changed, this can be done so at an AGM by majority vote involving all Members present.

Members must be given at least seven (7) days' notice of the motion to permanently change the AGM date prior to the meeting.

Outside of the AGM, other Special General Meetings can be held, if required by the Executive Committee requested by the Principal or 20 per cent of the Members.

Every Member must be given at least 14 days' notice of a Special General Meeting, stating the meeting's business, place, date and time.

6. PROCEDURE AT SPECIAL GENERAL MEETINGS

The President may chair the Special General Meeting. If the President is not present and willing to act, the Executive Members present may choose one of their number to chair the meeting. If no Executive Members are present, the Members present must choose one of their number to chair the meeting.

In addition to any powers conferred by law, the President may determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate:

- All procedural decisions by the President are final.
- By default, resolutions at general meetings must be voted on by a show of hands.
- The President does not have a second or casting vote.
- The President must declare whether resolutions were carried, carried unanimously, carried by particular majority or lost. These voting results must be minuted.
- A poll may be demanded by the meeting chair or at least two Members present and entitled to vote.
- A demand for a poll must be made on or before the result being declared and may be withdrawn.
- The President must decide all voting disputes, and that decision is final.
- Special General Meetings may be held as technology enabled meetings provided all Members or Executive Members can hear and/or read the communications of all other participating Members or Executive Members.
- Proxies are not permitted.

7. STRUCTURE OF EXECUTIVE COMMITTEE

The P&F will have a minimum number of six Executive Committee Members, including the:

- President;
- Secretary;
- Treasurer;
- P&F Liaison (ex-officio member appointed by the School as set out below); and
- two other positions outlined below.

Other Executive Committee positions may be elected if, prior to the AGM, they are determined to be required by the Executive Committee, and includes the following roles (these positions may not be filled every year – but a minimum of two must be filled every year):

- Social Media Coordinator
- Head of Events
- Head of Dads@MG
- Retail Shop Coordinator
- Newsletter Editor
- Mon Ami (New Families Convenor)
- Head of Community Relations

The Principal will appoint a School staff member as a P&F Liaison, whose responsibility will be to provide support, direction and advice to the Executive Committee, and to report back to the School as required. The P&F Liaison representative will provide direction with regard to School policy in relation to P&F activities.

8. ELECTION OF EXECUTIVE COMMITTEE

For all positions other than the P&F Liaison, Executive elections shall only be conducted during the AGM by an independent person, such as the Principal, Director of Advancement, or the School's P&F Liaison and may be conducted by private ballot if required. The results will then be communicated to all relevant parties once votes have been collated.

Election of Executive positions is by majority vote. Where a hung vote exists, the final appointment will be made at the Principal's discretion in consultation with the P&F President. Where the role in contention is that of the P&F President, the Principal shall make the final decision.

All Executive Committee positions are for a two-year period and Executive Committee members can re-nominate for roles at the end of their two-year tenure but may only hold a specific Executive Committee position for a maximum of six years. After this time, they may nominate for an alternative Executive Committee position if they wish.

The Principal or its delegate must approve the appointment of all Executive Committee positions.

A Member who nominates for Executive Committee office must be present at the AGM or have indicated their intention to nominate in writing to the P&F President prior to the meeting.

All relevant Executive Committee positions (ie those that have been occupied for a two-year period) shall be declared vacant at the AGM and shall be open to any Member of the P&F (including the current incumbent if applicable), subject to the term limits set out above.

A casual vacancy caused by the resignation, removal or death of an Executive Member can be filled at the next scheduled Executive Committee meeting of the P&F. A person appointed to fill a casual vacancy only holds office until the next AGM.

9. REMOVAL OF AN EXECUTIVE MEMBER

An Executive Committee Member of the P&F may be removed from office (but not from membership of the P&F) by a resolution carried by a majority vote of Members present at the AGM or a Special General Meeting.

The Principal may remove any Executive Committee Member by giving written notice to the P&F.

Notice of intention to move a resolution that an Executive Committee Member be removed from office shall be included in the notice of the meeting at which the resolution will be moved.

Such notice must be circulated to all registered Members and the Executive Committee Member, at least seven (7) days prior to the meeting at which the resolution will be considered.

The Executive Committee Member in question must have an opportunity to respond at the meeting to a written copy of the claim made against him/her, which must be provided to him/her at least seven (7) days prior to the meeting at which the resolution will be considered.

10. COMMITTEE MEETINGS

The Executive Committee shall meet as frequently as required but not less than 6 times a year. Committee meetings are generally held once a month during term time (usually the third Monday of each month).

All P&F Members are invited to attend all Committee meetings held during the year and to actively participate in discussions.

The Secretary must give no less than seven (7) days' notice of a Committee meeting, sent to all P&F Members.

A quorum for Committee Meetings shall be three (3) Executive Committee Members. If there are not three (3) members of the Executive Committee present, the meeting may be cancelled or postponed to a date or time determined by the Executive Committee.

Meetings shall be presided by the President, or in the President's absence by the Secretary present at the meeting, or in the absence of the Secretary by another member of the Executive Committee elected by all members present at the meeting.

Decisions of the meeting are made by a resolution approved by a majority of members, but this must include at least three (3) Executive Committee votes. The Executive Member presiding at a meeting has a casting vote as well as a deliberative vote.

The Secretary must keep minutes of all meetings, and these must be confirmed by the Executive Committee. The minutes of all meetings must be circulated within 10 days to all P&F Members and the Principal, Deputy Principal, Head of School Operations, Director of Advancement and the School's P&F Liaison.

Committee meetings may be held as technology enabled meetings provided all Members can hear and/or read the communications of all other participating Members.

11. CIRCULATING RESOLUTIONS

A written resolution signed or approved by technological means (other than any Executive Committee Member on leave of absence) is taken to be a decision of the Executive Committee duly passed at a Committee meeting, AGM, or Special General Meeting.

12. CONFLICTS AND PERSONAL INTERESTS

An Executive Committee Member with a material personal interest in a matter relating to the School's affairs, beyond being a parent of a child at the School, must give the other Executive Committee Members written notice of the interest, and must not be present while the matter is being considered, nor vote on the matter.

13. POWERS OF THE EXECUTIVE COMMITTEE

The powers under clause 11 are subject to:

- a. this Governing Charter;
- b. any direction by the Principal; and
- c. such resolution, not being inconsistent with this Governing Charter, as may be passed by the Members in an AGM or Special General Meeting.

The School P&F Liaison will provide support with booking of School venues and School resources as well as marketing and communications to families.

The Executive Committee is responsible for all other event management including but not limited to:

- a. developing the annual P&F calendar of events and activities;
- b. communicating the P&F event calendar and P&F Committee meeting dates to the School's P&F Liaison within 4 weeks of the MG draft calendar being released for inclusion in the School calendar for the year ahead;
- c. managing the delivery of all events and activities which may include but not be limited to:
 - i. planning, logistics and event delivery
 - ii. liaising with the School catering company, Chartwells for requirements where activities are held at the School

- iii. liaising with relevant Campus PA's where activities are Campus based and/or if student support is required
 - iv. source and manage external suppliers in line with the School's risk and compliance requirements for contractors and suppliers
 - v. recruitment of Members and any other volunteers required to ensure P&F activities are well represented
- d. seeking approval via the School's P&F Liaison of planned events, fundraising, publicity or use of the School's logo;
 - e. recruitment of P&F Class Representatives and supply the contact list to School's P&F Liaison for circulation annually;
 - f. ensuring the P&F group, including all Members and volunteers comply with all relevant Occupational Health and Safety (OHS) laws and School policies in relation to Codes of Conduct and Child Safety; and
 - g. ensuring that the values of the School are adhered to at all times, being integrity, respect, caring, resilience, service, discipline and endeavour.

14. DISSOLVING THE EXECUTIVE COMMITTEE

In addition to the power of the Principal to remove an Executive Member, the School Board has the authority to dissolve the P&F under extreme circumstances such as financial mismanagement, serious incident or any circumstances that would bring the School into disrepute. Beyond this, the P&F Executive Committee may not be dissolved unless all reasonable steps have been taken to:

- a. circulate a notice of the proposed dissolution generally throughout the School community;
- b. hold a meeting to discuss the notice of dissolution not less than 14 days after the circulation of that notice; and at least two-thirds of those present at that meeting agree to the dissolution.

15. FINANCIAL ACCOUNTS

The annual financial result of the activities of the P&F will be consolidated into the financial report of the School for each calendar year.

The financial records of the Executive Committee in relation to all activities of the P&F must be made available to the School auditors for review during the annual School audit process. All costs incurred during this process will be managed and paid directly by the School.

The Executive Committee has financial delegation and control of the bank account(s) for financial transactions relating to activities of the P&F subject to any restrictions or limitations placed on that delegation by the School Board.

The School's Finance Manager will review all financial documents of the P&F annually.

For the avoidance of doubt, any money and property controlled by the P&F Executive Committee is owned by the School.

16. FUNDRAISING

The P&F may undertake fundraising activities as part of its annual calendar of events, with the prior approval of the Principal, having as their object the establishment or augmentation of school funds or funds for a particular school purpose for the benefit of students.

17. PUBLIC LIABILITY INSURANCE

All members of the Executive Committee, Members and volunteers of the P&F are covered by the School's liability insurance whilst engaging in authorised activities for or on behalf of the School.

18. CHANGE OF NAME

The Members may, with the prior approval of the Principal, change the P&F's name by Special Resolution.

19. AMENDMENTS TO THE GOVERNING CHARTER

Amendments to this Governing Charter may only be approved by the Principal or the School Board, or delegate member of the School Executive team.

20. ACCOUNTS

The School will maintain proper accounting and other records on behalf of the P&F.

21. AUDITS

The School will arrange for any auditing of the P&F's accounts, as determined by the School.

22. RECORDS AND INSPECTION

A Member (other than an Executive Committee Member) is not entitled to inspect any document of the P&F except as provided by law or authorised by the Executive Committee.

All P&F files are to be stored on the School server in a secure location with access by the P&F Executive and relevant School staff.

23. SERVICE OF NOTICES

Notices must be in writing and may be given by the P&F to any Member:

- a. in person;
- b. by sending it to the email address supplied for receiving notices, or
- c. where an email address cannot be supplied, to the Member's registered postal address.

A notice sent by post is deemed to have been given 6 business days after it was posted. A notice sent by other electronic means is deemed to have been given on the next business day after it was sent.

Any notice given to a member must also be given to the Principal and its delegate.

24. WINDING UP

The Members may by Special Resolution, or the Principal, may wind up the P&F. The P&F's surplus assets, after satisfying all liabilities on wind up or dissolution:

- a. must not be paid or given to current or former Members; and
- b. must be paid to the School (or any successor charity chosen under the School's constitution).

25. DEFINITIONS

AGM means Annual General Meeting of the P&F

Executive Committee means the P&F committee of management

Committee Meeting means a meeting of the Executive Committee plus all other general members of the P&F group

Member means a person who is a member of the P&F pursuant to clause 3

P&F means Mentone Grammar Parents and Friends Group

P&F Liaison means a School staff member appointed by the Principal

Principal means the Principal of the School

Purpose has the meaning given in clause 1

School means the Mentone Grammar School ABN 87 616 069 977