



Mentone Grammar Parents and Friends Group Governing Charter

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Next Review: March 2029 and every 3 years thereafter, or earlier as required	Approval Required: Principal, School Board, or delegate member of the School Executive team
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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 an unincorporated Parents and Friends Group (**P&F**). 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 their 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 Committee.

As part of the governance of the P&F, the School's Head of Finance & Business Performance 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 P&F Committee; and
- complete an induction in line with child safe standards.

The P&F 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 Secretary (Members can resign their membership at any time).

The P&F 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 and speak at P&F general meetings and P&F Committee meetings but do not have voting rights at P&F Committee meetings.

The 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 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 (e.g. they no longer have children at the School).

5. AGM

The Secretary 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 P&F Committee's Financial report;
- b. declare the P&F Committee's election results, including both the Executive members and general members of the P&F Committee; 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 President.

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 called, if required, by the Executive, requested by the Principal, or requested by 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 (**Chair**). If the President is not present and willing to act, the Executive members present may choose one of their number to be the Chair of the meeting. If no Executive members are present, the other Committee members present must choose one of their number to be the Chair of the meeting.

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

- All procedural decisions by the Chair are final.
- By default, resolutions at general meetings must be voted on by a show of hands.
- The Chair does not have a second or casting vote.
- The Chair 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 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 Chair must decide all voting disputes, and that decision is final.
- Special General Meetings may be held as technology enabled meetings provided all Members can hear and/or read the communications of all other participating Members.
- Proxies are not permitted.

7. STRUCTURE OF P&F COMMITTEE

7.1 The **P&F Committee** will comprise of:

- (a) 5 (five) members of the Executive as set out in clause 7.2 and elected pursuant to clause 8 (**Executive**), and
- (b) such other general members of the P&F Committee as are elected at the AGM as set out in clause 7.3 and clause 8.

7.2 The P&F will have five (5) Executive members as follows:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- P&F Liaison (*ex-officio* member appointed by the School as set out below).

7.3 Other P&F Committee positions may be elected from Members of the P&F by the Members, if, prior to the AGM, they are determined to be required by the Executive, and may include the following roles (these positions may not be filled every year – but a minimum of one must be filled every year):

- Event Manager
- Parent Representative Coordinator
- Events Coordinator
- The Shop Manager

- The Shop Assistant Manager
- Dads@MG Convenor
- Mon Ami (New Families) Convenor
- Family Support Coordinator
- Sustainability Coordinator

7.4 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 P&F 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 P&F COMMITTEE

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

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

A Member who nominates for a position on the P&F Committee 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 P&F Committee positions (i.e. 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 a P&F Committee Member can be filled at the next scheduled Committee meeting of the P&F and may be filled by any person in the P&F Group. A person appointed to fill a casual vacancy only holds office until the next AGM.

9. REMOVAL OF AN EXECUTIVE MEMBER

A member of the Executive of the P&F Committee 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 member by giving written notice to the P&F.

Notice of intention to move a resolution that an Executive 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 member, at least seven (7) days prior to the meeting at which the resolution will be considered.

The Executive 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. P&F COMMITTEE MEETINGS

The P&F Committee shall meet as frequently as required but not less than 6 times a year. P&F Executive 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 P&F Committee meetings held during the year and to actively participate in discussions but do not have voting rights at a P&F Committee meeting.

The Secretary must give no less than seven (7) days' notice of a ~~P&F Executive~~ P&F Committee meeting, sent to all P&F Committee Members and P&F Members, unless the P&F Committee determine in their absolute discretion that they require an *in camera* (private) meeting.

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

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

Resolutions may be discussed at the meeting however decisions of the meeting are made by a resolution approved by a majority of the P&F Committee. The member of the Executive 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. 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 email or such other technological means by a majority of the P&F Committee (other than by any member of the P&F Committee on leave of absence) is taken to be a decision of the P&F Committee duly passed at a P&F Committee meeting.

12. CONFLICTS AND PERSONAL INTERESTS

A P&F 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 P&F Committee members written notice of the interest, and must not be present while the matter is being considered, nor vote on the matter unless the other P&F Committee members pass a resolution noting the conflict and allowing the P&F Committee member to be present to discuss and vote on the matter.

13. POWERS OF THE P&F COMMITTEE

The powers under this clause 13 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 P&F 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 Executive 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; and
 - 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 P&FCOMMITTEE

In addition to the power of the Principal to remove an Executive member, the School Board has the authority to dissolve the P&F Committee under extreme circumstances such as financial mismanagement, serious incident or any circumstances that would bring the School into disrepute.

Beyond this, the P&F 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 and to each Member of the P&F;
- b. hold a meeting of the P&F 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.

If the P&F Committee is dissolved under this clause 14, then the Principal or the School Board must appoint a new P&F Committee from other existing Members of the P&F within 30 days of the dissolution resolution being passed.

15. FINANCIAL ACCOUNTS

The financial records of the P&F, held or produced by the P&F 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 P&F Committee has financial delegation and control of, and authority to open, 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. If required to do so, the P&F Group may obtain its own Australian Business Number (**ABN**) as an unincorporated association for the purpose of opening its bank account(s) or point of sale (POS) systems.

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

For the avoidance of doubt, any money and property controlled by the P&F 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 P&F 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 either on request by the P&F Committee or as required or determined 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 that are prepared or documented after a review of the financial records held or produced by the P&F Committee under clause 15.

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 a P&F Committee member) is not entitled to inspect any document of the P&F except as provided by law or authorised by the P&F Committee.

All P&F files are to be stored on the School server in a secure location with access by the P&F Committee 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 six (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 of the P&F may by Special Resolution, or the Principal or the School Board, 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

P&F Committee means the Executive and other elected members who form the P&F Committee as set out in clause 7.1;

Executive means the Executive members of the P&F Committee as set out in clause 7.2;

P&F Committee Meeting means a meeting of the P&F Committee plus all other general members of the P&F group as are invited from time to time;

Member means a person who is a member of the P&F pursuant to clause 4;

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, and

School means the Mentone Grammar School ABN 87 616 069 977.