

# Constitution of Helena River Steiner School Community Association Incorporated

Under the  
Associations Incorporation Act 2015  
Western Australia

As at 30<sup>th</sup> June 2020

## 1 Title

- 1.1 The name of the Association is “Helena River Steiner School Community Association Incorporated”

## 2 Definitions

- 2.1 In these rules, unless the contrary intention appears:
  - 2.1.1 “Association” refers to Helena River Steiner School Community Association Incorporated
  - 2.1.2 “The School” refers to Helena River Steiner School and includes all educational programmes offered including but not restricted to playgroup, kindergarten, primary school and high school
  - 2.1.3 “The Act” refers to the Associations Incorporations Act 2015 Western Australia
  - 2.1.4 “Member” refers to a member of the Association
  - 2.1.5 “Board of Governors” or “Board” refers to the body of elected or appointed representatives of the Association charged with governance of The School
  - 2.1.6 “Board Member” or “Governor” refers to an elected or appointed member of the Board of Governors
  - 2.1.7 “Office Holder” refers to the office holders within the Board of Governors
  - 2.1.8 “Association Secretary” or “Secretary” refers to the person appointed to the office of Secretary on the Board of Governors
  - 2.1.9 “AGM” refers to the Annual General Meeting of the Helena River Steiner School
  - 2.1.10 “SGM” refers to a Special General Meeting of the Helena River Steiner School
  - 2.1.11 “Deliberative Vote” refers to a vote given to a person because they are a member of a group, e.g. a Board of Governors’ member, Association member
  - 2.1.12 “Casting Vote” refers to a vote given to a chairperson or presiding officer to break a tie when there is an equality of votes during the deliberative vote.

- 2.1.13 “Leadership Team” refers to the member(s) of staff appointed to manage the School according to the leadership structure determined by the Board of Governors
- 2.1.14 “P&F” refers to the parents and friends of the Association that have come together to form a sub-committee whose activities and fundraising are for the betterment and advancement of the school.
- 2.1.15 “Building Fund” refers to the public fund established and maintained solely for providing money for the acquisition, construction or maintenance of school buildings.

### **3 Objects**

- 3.1 The objects of the Association are:
  - 3.1.1 To establish and operate, in the Swan area of the Perth, Western Australia, a school offering educational programmes based on the principles, practices and methods indicated by Rudolf Steiner in their application to the education and recreation of children and adults including playgroup, kindergarten, primary school, high school, college, institutions, laboratories, reading rooms, libraries, lecture halls, theatres, gymnasia, recreational facilities, workshops studios, and all types of indoor and outdoor educational facilities, and for the training of teachers and craftspeople and others.
  - 3.1.2 The income and property of the Association shall be applied solely towards the promotion of the objects or purposes of the Association. No portion of the income or property shall be paid, transferred or otherwise distributed directly or indirectly to any member of the Association except in good faith in the promotion of those objects or purposes. Provided that nothing shall prevent the fair and appropriate payment of remuneration to any employee of the Association or any other person or member of the Association in return for the required services rendered to the Association and authorised by the Board of Governors.

### **4 Powers**

- 4.1 In addition to the powers conferred under the Act, the Association may:
  - 4.1.1 Acquire, hold and deal with real and personal property;
  - 4.1.2 Open and operate bank accounts in the name of the Association;
  - 4.1.3 Invest, borrow and deal with the funds of the Association;
  - 4.1.4 Enter into contracts in the name of the Association;
  - 4.1.5 Employ or dismiss persons as members of the staff of the school on terms and conditions approved by the Board of Governors;
  - 4.1.6 Establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students.
  - 4.1.7 Create and adopt rules for the purpose of furthering its objectives, as set out in "3. Objects"

- 4.2 The Association's powers must be exercised in accordance with the requirements of the Act and this Constitution.

## **5 Membership**

- 5.1 Persons who are willing to support and abide by the objects of the Association are eligible to become members of the Association including:
- 5.1.1 All parents or guardians registered on the enrolment form of children enrolled to attend The School (Parent Member);
  - 5.1.2 All persons employed as a member of staff either on a full-time or part-time basis (Staff Member);
  - 5.1.3 Any person who applies in writing to the Association Secretary (Community Member).
- 5.2 Annual membership will be automatically confirmed for all Parent Members whose children attend the school. Annual membership will be automatically confirmed for all Staff Members currently employed by the school.
- 5.3 A member shall cease to be a member with immediate effect when:
- 5.3.1 His or her child's enrolment is withdrawn, per section 5.1.1;
  - 5.3.2 He or she ceases to be employed as a member of staff, per section 5.1.2;
  - 5.3.3 He or she resigns in writing to the Association; or
  - 5.3.4 He or she has their membership terminated, according to section 5.4.
- 5.4 Suspension or Termination of Individual Membership:
- 5.4.1 If at any time it shall be the opinion of the Board of Governors that the interests of the Association so require then the Board of Governors may suspend or terminate an individual membership.
  - 5.4.2 The Board of Governors must notify the member in writing providing reasons for the suspension or termination;
  - 5.4.3 The member may appeal the decision at a SGM of the Association.
- 5.5 A register of members shall be maintained by the Association Secretary and made available to members for inspection.
- 5.6 It is the responsibility of the individual member to inform the Association Secretary of his/her correct name and current residential, postal or email address and any address so notified shall be deemed to be the address of the member for all purposes relating to these rules.
- 5.7 Each member in attendance at a meeting is entitled to one deliberative vote.
- 5.8 There shall be no fee to join the Association.

## **6 General Meetings of the Association**

- 6.1 General Meetings of the Association are open to all Members of the Association.

- 6.2 Notices for General Meetings
  - 6.2.1 Notices for all Annual General Meetings shall be given with not less than 21 days notice and for all Special General Meetings with not less than 14 days notice prior to the meeting specifying the place, date, time, and agenda of the meeting.
  - 6.2.2 Such notice shall be provided to Association Members via electronic or paper notice to the address provided by the Member.
- 6.3 Quorum for General Meetings
  - 6.3.1 A quorum for General Meetings of the Association shall be 8.
  - 6.3.2 If, within thirty minutes of the starting time, a quorum is not present, the Meeting shall stand adjourned to the same place and time one week later. If at such adjourned Meeting a quorum is not present, those in attendance shall constitute a quorum and may proceed to transact the business for which the meeting was called.
- 6.4 Procedures for General Meetings
  - 6.4.1 Minutes shall be kept of all General Meetings including a record of Members in attendance, reports tabled and resolutions passed; and a Minutes File maintained by the Secretary or other designated person.
  - 6.4.2 The business of the Meeting shall be determined by the Agenda.
  - 6.4.3 Such meeting procedures shall be adopted that allow for the satisfactory conduct and resolution of business of the Association.
    - 6.4.3.1 In the event that a contentious issue or conflict is anticipated or eventuates, then the rules of Formal Meeting Procedure shall be adopted.
  - 6.4.4 Voting shall be by secret ballot or by show of hands as stipulated by the Chairperson of the Meeting for the time being.
  - 6.4.5 Except as provided for elsewhere in this Constitution, resolutions shall be carried by a majority of votes with the Chairperson having a casting vote in the case of an equality of votes during the deliberative vote.
  - 6.4.6 There are no proxies allowed at General Meetings.
- 6.5 Annual General Meeting
  - 6.5.1 The Annual General Meeting shall be held at the School premises by June 30 in each year.
  - 6.5.2 The AGM Agenda shall comprise the following items:
    - 6.5.2.1 Receipt and confirmation of Minutes of previous AGM and any Special General Meetings held in the intervening period;
    - 6.5.2.2 Receipt of the Board of Governors' Report including audited financial statements;
    - 6.5.2.3 Resolution to adopt or otherwise the Board of Governor's Report
    - 6.5.2.4 Election of Governors to vacancies on the Board

- 6.5.2.5 Any other business that is described in the notice which convened the Annual General Meeting.
- 6.6 Special General Meetings
  - 6.6.1 A Special General Meeting of the Association may be called at any time, including immediately following an AGM,
    - 6.6.1.1 By direction of the Board of Governors to consider any business determined by the Board; or
    - 6.6.1.2 By the Secretary within twenty one (21) days after receipt by the Secretary of a written request signed by not less than 25% of the Members of the Association specifying the business to be transacted at such Meeting.
  - 6.6.2 Items of business may include:
    - 6.6.2.1 Amendments to the constitution;
    - 6.6.2.2 Business arising from items in the constitution; or
    - 6.6.2.3 Other business applicable to a General Meeting of the Association.

## **7 Governance of the Association**

- 7.1 Governance of the Association will be the responsibility of the Board of Governors.
- 7.2 In the context of its responsibility for the governance of the Association, the Board of Governors shall perform the following functions:
  - 7.2.1 Set the broad direction and vision of the School;
  - 7.2.2 Undertake strategic planning for the School in consultation with the Leadership Team, including:
    - 7.2.2.1 Develop, monitor and review the objectives and targets of the strategic plan;
    - 7.2.2.2 Consider, approve, and monitor the leadership structure for day-to-day management of the School; and
    - 7.2.2.3 Consider, approve and monitor human resource and asset management plans;
  - 7.2.3 Oversee the development of policies and briefs necessary to ensure the objectives of the Association are met;
  - 7.2.4 Oversee and monitor the financial resources and budget of the Association;
  - 7.2.5 Oversee and monitor all statutory and regulatory compliance requirements.
  - 7.2.6 Appoint, employ and manage the Administrator/Principal.
  - 7.2.7 Assist the Administrator/Principal when necessary in day to day operations and management of incidents or crisis. In the event that the Administrator/Principal is no longer able to discharge the duties of their role the Board shall take responsibility of the management duties until a suitable replacement is appointed.
  - 7.2.8 Oversee and monitor the quality of the educational programmes provided by the school

- 7.3 Election to the Board of Governors:
  - 7.3.1 The Board of Governors shall be elected at the Annual General Meeting.
  - 7.3.2 The Board of Governors shall comprise a minimum of 5 and a maximum of 12 members with appropriate expertise being sought in the areas of:
    - 7.3.2.1 Waldorf/Steiner Education;
    - 7.3.2.2 Anthroposophy;
    - 7.3.2.3 School management;
    - 7.3.2.4 Financial Management;
    - 7.3.2.5 Law;
    - 7.3.2.6 Architecture/planning/property management;
    - 7.3.2.7 Human Resources/marketing/fund-raising.
  - 7.3.3 Preferably, a minimum of 2 Board Members would have expertise in Waldorf/Steiner education and/or Anthroposophy.
  - 7.3.4 Nominations for positions on the Board of Governors shall be in writing to the Secretary, providing details and evidence of expertise, a minimum of two weeks prior to the AGM.
  - 7.3.5 Board Members are elected to the Board of Governors for a period of two years. There is no limit to the number of times a Board Member may seek re-election.
  - 7.3.6 If four or more elected Board Members are due to retire on the same date, the Office Holders appointed per section 7.6 will automatically have their term extended from two years to three years.
- 7.4 Casual Vacancies on the Board of Governors:
  - 7.4.1 A casual vacancy may arise on the Board of Governors if a specific area of expertise is identified as being required or if a current Board Member:
    - 7.4.1.1 Resigns either verbally or in writing;
    - 7.4.1.2 Dies or becomes mentally incompetent;
    - 7.4.1.3 Becomes bankrupt;
    - 7.4.1.4 Is dismissed by the Board of Governors for a serious breach of conduct contrary to the objects of the Association by a resolution passed by at least two thirds of the remaining Board Members;
    - 7.4.1.5 Is dismissed by the Board of Governors for failing to attend three consecutive meetings without leave or accepted apology by a resolution passed by at least two thirds of the remaining Board Members.
    - 7.4.1.6 Is dismissed by a Special General Meeting of the Association for a serious breach of conduct contrary to the objects of the Association.

- 7.4.2 If a casual vacancy arises on the Board of Governors, the Board may appoint a replacement Board Member to serve until the next Annual General Meeting by the prospective Board Member first becoming a Community Member of the Association; and then by a process of nomination, seconding, and election by a majority of all Board Members.
- 7.5 Meetings of the Board of Governors:
  - 7.5.1 The Board of Governors shall meet at least eight times per year at times and places agreed by its members;
    - 7.5.1.1 Board Members may request that an additional Board meeting be called by providing a written request to the Secretary outlining the reason(s) for the meeting and a proposal to be discussed;
    - 7.5.1.2 Board members are to be given at least 48 hours notice of any meeting.
  - 7.5.2 Designated member(s) of the School's Leadership Team (maximum three) shall attend the meetings as ex-officio members without voting rights;
  - 7.5.3 A quorum for Board meetings shall be at least half of the elected Board Members;
  - 7.5.4 Meeting procedure shall be decided by the Board at the first meeting after the Annual General Meeting, including provisions for meeting and/or decision-making by electronic means;
  - 7.5.5 The business of Board meetings shall be all matters that ensure that the functions of the Board of Governors outlined in 7.2 are properly performed;
  - 7.5.6 The Agenda shall be prepared by the Chairperson and Secretary;
    - 7.5.6.1 Board Members and Members of the Association may submit items for inclusion on the Agenda.
    - 7.5.6.2 Such items should be in the form of a written proposal to the Secretary;
    - 7.5.6.3 Such items should be included on the Agenda of the next meeting of the Board as far as is practicable;
    - 7.5.6.4 A Member of the Association may address the Board on the subject of any written proposal s/he has submitted;
  - 7.5.7 The designated member(s) of the School's Leadership Team shall provide a comprehensive report to each meeting of the Board of Governors to enable the Board to properly perform its functions;
  - 7.5.8 Minutes shall be kept of all meetings of the Board of Governors, and a Minutes File maintained by the Secretary or other designated person;
  - 7.5.9 Minutes must record the following:
    - 7.5.9.1 The names of the Board members present at the meeting.

- 7.5.9.2 The names of any persons attending the meeting by invitation.
- 7.5.9.3 The business considered at the meeting.
- 7.5.9.4 Any motion on which a vote is taken at the meeting and the result of the vote.
- 7.5.10 The minutes must be confirmed at a subsequent meeting, by the members present at the original meeting;
- 7.5.11 The minutes may not be disclosed to any person other than a board member (elected or ex-officio) without the written authority of the Board;
- 7.5.12 An extraordinary meeting of the Board of Governors can be called by any member of the Board, including ex-officio, by making a written request to the Chairperson or Secretary outlining the reason for the meeting and a proposal for consideration. Such meeting shall be called as soon as is reasonably practicable.
- 7.6 Board of Governors Office Holders:
  - 7.6.1 Office Holders to the following positions shall be appointed for the year by the Board of Governors at the first meeting after the AGM:
    - 7.6.1.1 Chairperson
    - 7.6.1.2 Treasurer
    - 7.6.1.3 Secretary
  - 7.6.2 Office Holders shall be appointed by a process of nomination, seconding, and election by a majority of all Board Members present and/or by proxy.
  - 7.6.3 Ex-officio Board Members may not be appointed as Office Holders.
  - 7.6.4 There is no limit to the number of times a Board Member may serve as a particular Office Holder.
  - 7.6.5 An Office Holder may be removed from his/her office by a resolution passed by at least two thirds of the remaining Board Members.
  - 7.6.6 In the event of any Office falling vacant, the position shall be filled as soon as practicable by the usual process outlined in section 7.6.2.
- 7.7 Duties of Office Holders: shall include but not be limited to:
  - 7.7.1 Chairperson:
    - 7.7.1.1 Chairing Board meetings and General meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another Member may be elected as meeting Chairperson;
    - 7.7.1.2 Together with the Secretary, preparing the agenda for Board and General meetings;
    - 7.7.1.3 Undertaking all tasks and responsibilities specifically mentioned in the Constitution;



- 7.7.1.4 Developing and maintaining a sound working relationship with the Leadership Team.
- 7.7.2 Secretary:
  - 7.7.2.1 Undertaking all tasks specifically mentioned in the Constitution including giving notice of meetings, and causing minutes, records and registers to be kept;
  - 7.7.2.2 Management of all correspondence to the Board of Governors.
- 7.7.3 Treasurer:
  - 7.7.3.1 Overseeing the correct collection and receipt of all monies to the Association, payment of monies owed and keeping of books of account;
  - 7.7.3.2 Ensuring the presentation of accurate financial reports to each meeting of the Board of Governors;
  - 7.7.3.3 Overseeing the preparation and compilation of the Annual Balance Sheet and Profit and Loss Statement to the AGM;
  - 7.7.3.4 Ensuring that the auditing of the financial records occurs annually;
  - 7.7.3.5 Developing and maintaining a sound working relationship with any person employed in the role of Bursar or equivalent.

## **8 Management of the School**

- 8.1 The day-to-day management of the School shall be vested in the leadership structure considered, approved and monitored by the Board of Governors per section 2.1.13, “Leadership Team”.
- 8.2 The Leadership Team is answerable to the Board of Governors for providing educational leadership in the School, implementing the Strategic Plan, administering the day-to-day running of the School, and for other general responsibilities associated with running a school.
- 8.3 The Leadership Team shall:
  - 8.3.1 Be responsible for the day-to-day running of the School;
  - 8.3.2 Implement the educational plans and school policies;
  - 8.3.3 Be responsible for the financial, physical and human resource management of the School;
  - 8.3.4 Be responsible for the recruitment, engagement, development, discipline and dismissal of all school staff;
  - 8.3.5 Provide accurate and timely reports, information and advice relevant to the function of the Board of Governors at each meeting of the Board of Governors;
  - 8.3.6 Provide an up-to-date report of the School’s financial position at each meeting of the Board of Governors;
  - 8.3.7 Report to the Board of Governors on improvements in student learning, care, training and participation outcomes;
  - 8.3.8 Contribute to the formulation of the agenda of meetings of the Board of Governors.

- 8.3.9 Contribute to the development by the Board of Governors of the Strategic Plan for the School by providing recommendations and progress reports relating to:
  - 8.3.9.1 Objectives and targets of the strategic plan;
  - 8.3.9.2 The leadership structure for day-to-day management of the School; and
  - 8.3.9.3 Human resource and asset management plans;

## **9 Administration**

### **9.1 Record Keeping**

- 9.1.1 The following records must be properly maintained in a secure place determined by the Board of Governors:
  - 9.1.1.1 Register of Members;
  - 9.1.1.2 Minutes of all General Meetings;
  - 9.1.1.3 Minutes of all meetings of the Board of Governors.
- 9.1.2 Written financial records in relation to the business of the Association must be kept in accordance with the requirements of the Act.
- 9.1.3 Any member of the Association, upon written request to the Secretary, may view:
  - 9.1.3.1 The constitution of the Association;
  - 9.1.3.2 Minutes of any General Meeting;
  - 9.1.3.3 The register of Members;
  - 9.1.3.4 The register of Office Bearers;
  - 9.1.3.5 Any other records as agreed by the Board of Governors.

### **9.2 Financial Year**

The Association shall use a calendar year from January 1 to December 31.

### **9.3 Auditor**

- 9.3.1 The Board of Governors must cause the financial records of the Association to be audited annually in accordance with the requirements of the Act

### **9.4 Common Seal**

- 9.4.1 The Association shall have a Common Seal to be kept secure in a place determined by the Board of Governors.
- 9.4.2 The Common Seal of the Association shall only be affixed to any contract or document by resolution of the Board of Governors.
- 9.4.3 The affixing of the Common Seal must be attested by either two Office Holders or one Office Holder and one member of the Leadership Team.

## **10 Building Fund**

- 10.1 The Building Fund is a Public Fund. Parents, guardians and the general public can make contributions to it.

- 10.2 A separate bank account solely for the purpose of building fund (named as Building Fund Account) is to be maintained. All the building related contributions are to be credited to it. The Building Fund is to be solely used for the purpose of acquisition, construction or maintenance of the school building.
- 10.3 If the Building Fund or School is wound up or if the endorsement (if any) of the Building Fund as a deductible gift recipient for the operation of the Building Fund is revoked, any surplus of the Building Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity (fund, authority or institution) with a similar charitable purpose to which income tax-deductible gifts can be made.

## **11 Constitution**

- 11.1 This constitution may be amended or repealed by a special resolution of at least two thirds of Members of the Association present and voting at a properly advised and constituted Special General Meeting.
- 11.2 The decision of the Board of Governors on the interpretation of this Constitution and any By-Laws made hereunder shall be conclusive and binding on all Members unless and until the same shall be over-ruled by a Special General Meeting called for that purpose.

## **12 Commencement of Rules and Transitional Arrangements**

- 12.1 These rules will come into effect forthwith upon being adopted at a Special General Meeting called for the purpose by the Helena River Steiner School Community Association and thereby replace that Association and its constitution.
- 12.2 All policies and procedures relevant to the operation of the School will remain valid and operational until such time that the newly formed Board of Governors makes changes or introduces new policies and procedures.

## **13 Dispute resolution**

- 13.1 The grievance procedure in this clause applies to any disputes that arise between two or more parties who are part of the School Community (collectively referred to as, the "Parties to the Dispute").
- 13.2 The Parties to the Dispute must meet to discuss the matter that is in dispute between them and try to resolve it within 14 days from the date on which Dispute has first come to the attention of all of those parties (the "Initial Meeting").
- 13.3 If the Parties to the Dispute are unable to resolve the Dispute at the Initial Meeting for any reason [including because the Parties to the Dispute cannot agree on arrangements to hold the Initial Meeting within the fourteen 14 day period, or because one or more of those parties fails to attend the Initial Meeting at a time and place that has been agreed], then the Parties to the Dispute must hold a meeting in the presence of a mediator within twenty 28 after the Dispute has come to the attention of all of those parties (the "Mediated Meeting").

- 13.4 The Parties to the Dispute must, in good faith, use all reasonable efforts to resolve the Dispute at the Initial Meeting and at the Mediated Meeting.
- 13.5 The Parties to the Dispute must try to agree on the person who is to act as the mediator at the Mediated Meeting (the "Mediator"). However, the Mediator cannot be one of the Parties to the Dispute.
- 13.6 If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Board Members are not Parties to the Dispute, then the Mediator must be a person appointed by the Board of Governors. Any Board Member who is one of the Parties to the Dispute may not participate in, or vote in, or observe, the deliberations of Board of Governors which appoint the Mediator in accordance with this subclause.
- 13.7 If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Board Members are Parties to the Dispute, then the Mediator will be nominated by:
  - 13.7.1 the Chief Executive Officer of Steiner Education Australia;
  - 13.7.2 if that appointment cannot be made expeditiously, then the Chairperson of Steiner Education Australia; or
  - 13.7.3 if that appointment cannot be made expeditiously, then the senior officer of Steiner Education Australia.
- 13.8 The Mediator, in conducting the mediation, must:
  - 13.8.1 Give each of the Parties to the Dispute every opportunity to be heard during the mediation process;
  - 13.8.2 Allow each of the Parties to the Dispute to properly consider any written statement that is submitted by any of the other Parties to the Dispute; and
  - 13.8.3 Ensure that natural justice is accorded to each of the Parties to the Dispute throughout the mediation process.
- 13.9 The Mediator cannot determine the Dispute and must not purport to do so.
- 13.10 The Initial Meeting and the Mediated Meeting must both be conducted on the basis that they are confidential and without prejudice to the legal rights of each of the Parties to the Dispute. However, if the Parties to the Dispute reach an agreement which resolves the Dispute during such a meeting, then, when that meeting is being concluded, those parties may also agree to be legally bound by that agreement. If the Parties to the Dispute intend to be legally bound by such an agreement, then they should seek to immediately record that agreement in writing (including the fact that they intend to be bound by that agreement), to each sign copies of that document and to exchange those signed copies.
- 13.11 If the Mediated Meeting does not result in the Dispute being resolved, then each of the Parties to the Dispute may seek to resolve or determine the Dispute in accordance with any other procedure that is legally available to them.

- 13.12 If any of the Parties to the Dispute is a group of people and if the size of that group means it is not reasonably practicable for all of the members of that group to attend an Initial Meeting or a Mediated Meeting, then that party may be represented at that meeting by a single person who has been appointed by that group for that purpose, and who has been expressly authorised the members of that group to speak on their behalf at the meeting and to negotiate a resolution of the Dispute on their behalf.
- 13.13 If any personality issues, communication issues or other interpersonal issues exist between the Parties to the Dispute, and if those issues may impede clear and objective communication between those parties at the Initial Meeting and/or the Mediated Meeting, then each such party may choose to be represented at that meeting by a single person who has been appointed by that party for that purpose, and who has been expressly authorised by that party to speak on its behalf at the meeting and to negotiate a resolution of the Dispute on its behalf.
- 13.14 Nothing in this clause will prevent or delay the Board of Governors from making a decision or from passing a resolution in relation to a matter or issue that is the subject of a Dispute that is, or which may, be dealt with in accordance with this clause.

#### **14 Winding up the Association**

- 14.1 The Association may be wound up voluntarily by a special resolution of at least two thirds of Members of the Association present and voting at a properly advised and constituted Special General Meeting.
- 14.2 The Association is not to be carried on for the purpose of profit or gain to the individual Members. If there remains after payment of its debts and liabilities any surplus property of the Association the same shall not be paid to or distributed among the Members but shall be given or transferred to one or more charitable or educational institutions with similar objects determined by a majority of the members of the Board of Governors or, in default of such determination by a member of a Court of competent jurisdiction.

#### **15 Sub-Committees and Groups**

- 15.1 Groups and sub-committees can be formed with members of the Association and should include a representative of or report to the Board directly or via the Leadership Team.
- 15.2 Groups such as the P&F holding a separate bank account must provide transparent financial reports and evidence that fundraising is being used for the betterment and advancement of the school and via a group mandate must form direction in line with the strategic plan of the Association and decide on actions via a majority vote.