

FACT SHEET 1: WHAT IS A P&C ASSOCIATION?

A P&C Association is a school-based organisation consisting of parents, teachers and interested citizens.

The *Education Act 1990* states that P&C Associations are established to:

- Promote the interest of the school by bringing parents, citizens, students and teaching staff into close co-operation;
- Assist in providing facilities and equipment for the school and promoting the recreation and welfare of the students at the school;
- Encourage parent and community participation in curriculum and other educational issues in schools;
- Report, when requested by the Minister, on the material requirements of the school and advise on the subject of maintenance of the school, alterations and additions to school facilities and the selection of new sites;
- Assist and co-operate with teaching staff at public functions associated with the school
- Be responsible for the election of parent representatives to any school council constituted at the school in consultation with the principal of the school; and
- Assist in any other matters in which the Minister may seek the co-operation of the association.

These objects and functions are included in the prescribed and standard constitutions for both incorporated and unincorporated associations.

P&C Associations may adopt a set of by-laws which could include the following objectives:

- To participate as much as possible in the activities of the school and communicate with all members of the school community;
- To co-operate with the activities of the Federation of Parents and Citizens' Associations of New South Wales and its district and regional councils, and
- To do other things that may promote the interests of public education.

The Department of Education and Training issued a statement '*The Partnership Between School and Established Parent Bodies*' which outlines the proper place of parent organisations in school and places special emphasis on the P&C Association's role in providing "a forum in which parents can develop their partnership with the school and articulate their aspirations for their children's education."



FACT SHEET 2: P&C MEMBERSHIP

All parents and carers of students at the school are eligible to be members of the school's P&C Association.

All citizens living within the boundaries of the school are eligible to be members of the school's P&C Association.

The Principal is an ex officio member of the P&C Association. That is, he/she is a member of the P&C Association by right of his/her position as Principal of the school and does not have to pay a membership fee. The Principal has the right to move motions and vote like any other member, except when acting as Returning Officer at the Annual General Meeting (see below).

Members of the school staff are eligible to be members of the P&C but are required to pay the membership fee.

Parents, carers and citizens must pay the membership fee to become a member of the P&C.

Payment of the membership fee must be made by the close of one meeting so that the member is eligible to exercise membership rights (eg, vote) at the next meeting.

It is in the members' interest to obtain a receipt at the time of payment.

Due to the fact that the membership register is not updated until after each general meeting, new members are not eligible to vote at the meeting at which their membership has been paid.

If a new member pays his/her fee to the Treasurer in between meetings, he/she is still not deemed financial until the close of the next general meeting.

All financial members have the right to stand for office, move motions and vote.

1. Can the Principal vote at the AGM?

No. The Principal, as a general rule, acts as Returning Officer for the election of officers and is therefore not entitled to nominate or vote at the election.

2. How much is the membership fee?

The annual membership fee for the following year is decided, by majority vote, at the AGM and is recorded in the by-laws. The fee cannot be less than fifty cents.



FACT SHEET 3: OFFICE BEARERS

Office bearers are elected at a P&C Association's annual general meeting. Only financial P&C members are eligible to stand for these positions.

A President, two Vice-Presidents, a Secretary and a Treasurer will be elected, as per the standard and prescribed constitutions.

No more than one officer position can be held by the same person.

Members of the same family can hold office-bearer positions at the same time.

Office-bearers can be elected regardless of their place or type of employment.

Employees of the P&C Association are not permitted to hold an office-bearer or executive position within the association.

If an office-bearer position becomes vacant between annual general meetings, the position is to be filled through an election at any general meeting.

In the absence of a canteen committee, office-bearers, as a group are responsible for the management of the canteen.

Signatories to all P&C financial accounts, including sub-committees, are the officers of the P&C Association (President, Vice-Presidents, Secretary and Treasurer).



FACT SHEET 4: P&C EXECUTIVE COMMITTEE

The P&C Executive Committee (Executive) consists of the association's office-bearers (President, Vice Presidents, Secretary and Treasurer) and may include up to six financial members elected at the annual general meeting. (The constitution calls for only one Secretary – the meeting may delegate others to assist the Secretary.)

The Executive is convened by the President or one other officer.

The Executive is responsible for ensuring that the decisions of the P&C meeting are acted upon. The Executive must be mindful not to make decisions that should be debated at a general meeting. Ordinary members have the right to question Executive decisions or, in fact, overturn them (by majority vote) at a general meeting. It is prudent for the Executive to only deal with matters that are urgent or of a sensitive nature.

The Executive can call special, or extraordinary, meetings of the association.

Minutes are kept of Executive meetings and confirmed at the next general meeting.

If a general P&C meeting decides that the Executive has acted irresponsibly or inappropriately, the meeting can formally censure the Executive or any member of the Executive.



FACT SHEET 5: SUB-COMMITTEES – ROLES AND RESPONSIBILITIES?

Sub-committees are formed by a P&C Association to undertake specific planning and/or management tasks on behalf of the association. Sub-committees are categorised as:

- Ad Hoc Committees - which are formed to carry out specific tasks and cease to exist after these tasks have been completed (eg, Centenary Committee).
- Standing Committees - those which have an ongoing role and are elected annually at, or confirmed by, the P&C Annual General Meeting (eg, Canteen Committee).

Sub-committees have delegated authority and are fully accountable to the P&C Association. Each sub-committee must operate within the terms of reference or rules set for it by the P&C. Sometimes a sub-committee may write its own rules but these must be properly endorsed by the P&C before the sub-committee begins its work.

A proper sub-committee must:

- be elected by the P&C Association
- conform to the rules of operation endorsed by the P&C Association
- report regularly to the P&C Association
- Hand over any profits which may have resulted from the sub-committee's activities, after all operational costs have been met, though some sub-committees may require a working budget (eg, Canteen Committee).

A sub-committee does not have a constitution separate from the P&C, nor a separate set of office-bearers. The head of the sub-committee is known as the convenor or chairperson.

A sub-committee may operate a separate bank account; however, each sub-committee's books are the responsibility of the P&C Association's Treasurer although the sub-committee may elect a book-keeper to work with the Treasurer. The sub-committee's books must be submitted for audit when the association itself undergoes its annual audit.

Further, a sub-committee has no discretion to commit funds, beyond meeting operational costs, for the purchase of school resources.

Insurance cover for sub-committees

All P&C Association insurance, purchased from Federation, extends to sub-committees provided the four points listed in paragraph three above are strictly followed. This is essential to limit a P&C Association's overall exposure to risk. It is necessary to pay a special fee to extend cover for sub-committees which have a higher than usual exposure to risk. Currently these sub-committees are Out of School Hours Care sub-committees (OOSH), and After School Classes (music/band/drama etc sub-committees).



FACT SHEET 7: ANNUAL GENERAL MEETING

Each P&C Association is required, by its constitution, to hold an **Annual General Meeting (AGM)**.

The AGM is held in accordance with the association's by-laws (eg, time).

The AGM is advertised to the school community at least 14 days prior to being held. The notice should include the list of representative positions to be elected at the meeting.

All office-bearer positions are open for election at each AGM.

The association's by-laws will indicate if there is a limited tenure on any officer or representative position.

The minutes of the previous AGM are to be distributed prior to the AGM and endorsed at the AGM.

Prior to the AGM, the Treasurer must present to the auditor the records of the P&C for auditing. These records consist of minute book, cash book, deposit book, cheque book, receipt book, invoices and bank statements of the P&C Association and all its sub-committees. The audited financial statement will be presented to the AGM as the Treasurer's Report.

Incorporated P&C Associations must send a copy of their audited financial statements to the Federation within one month of their AGM.

The AGM consists of the President's Annual Report, the Treasurer's Annual Report and any other annual reports required as well as the election of office bearers and representatives.

Reports must be strictly relevant to the AGM as opposed to the general meeting which immediately follows the AGM. Any matters that come up in the minutes cannot be endorsed or followed up until the next meeting. In the case of the AGM, such matters would have to wait for a year.

The officer positions determined at the AGM, according to both the Standard and Prescribed Constitution, are:

- President
- Two Vice-Presidents
- Secretary
- Treasurer

No more than one officer position can be held by the same person.

Two people from the same family can hold office-bearer positions at the same time.



Office-bearers can be elected regardless of their place or type of employment.

Any other representative positions held by P&C members are elected at the AGM. These positions may include:

- Canteen sub-committee
- Uniform sub-committee
- Fundraising officer/sub-committee
- OOSH sub-committee
- Regional/sub-regional delegate
- NSW P&C Federation Annual Conference delegates

The auditor for the following year is determined at the AGM.

Only financial P&C members are eligible to stand for a position.

The AGM is chaired by the outgoing President until the ballot is held. The ballot is conducted by the Returning Officer. This position is determined by the meeting and is someone who plays no part in the election (ie, does not stand for a position). The Principal often takes this role.

On completion of the AGM the new office bearers take over and conduct a general meeting.

The minutes of the AGM are presented for acceptance at the next AGM, not the next general meeting.



FACT SHEET 8: VOTING RIGHTS

There is often confusion and misinterpretation of the rules governing voting rights. Any attempt to ignore or tamper with the set rules will, inevitably, lead to dissent and division among the "old" and "new" members. Below are a few commonly asked questions.

Who is eligible to vote at a P&C Association meeting?

All members of an association are entitled to vote. Membership eligibility is prescribed in the association's constitution.

Membership involves the payment of an annual membership fee, which will be stipulated in the by-laws but must not be less than 50 cents.

All associations should maintain a current list of members. Life Members (unless they have paid the membership fee) and observers do not vote.

Can new members vote?

The voting rights of new members are sometimes vexatious because ongoing members feel that it is unfair for "first-timers" to come to a meeting, pay the association's annual membership fee, and enjoy full and immediate voting rights on all matters, including highly controversial issues. P&C Associations often assert that such an arrangement allows a meeting to be easily and unfairly stacked by single-issue one-night stand members.

The prescribed and standard constitutions both insist that the register of members "shall be updated *after* each general meeting by the Secretary or the Secretary's nominee." New members are then eligible to vote at the *next* meeting. This constitutional clause was calculated to stop first-timers from enjoying the benefits of full voting rights immediately.

What about new parents? Shouldn't they be encouraged to participate?

The membership register should be updated at the *end* of the Annual General Meeting which is the last meeting in the association's calendar. Usually the first general meeting of the year will follow the AGM on the same night. The general meeting is a *separate* meeting from the AGM and new parents may participate and vote at the general meeting providing they paid their membership before the close of the AGM.

Can the Chairperson vote?

A Chairperson possesses normal voting rights. Typically, however, a Chairperson often abstains from voting in order to preserve the impartiality of his/her position. The current prescribed and standard constitutions make no provision for the chair to exercise a casting vote in the event of an equality of voting. Consequently, in the event of an equality of voting the motion should be lost.

Are proxy votes or absentee votes acceptable?



No. Under common law special provision must be made in an association's constitution to provide for proxies. No provision exists in the prescribed or standard constitutions for proxy votes. Absentee votes are proxy votes by another name and are similarly unacceptable.

What does ex officio member mean?

"Ex officio" is simply a Latin term which means "by virtue of his or her office" and refers to the fact that a school principal is *automatically* a member of an association because he/she is the school's principal. He or she is not required to pay the normal annual membership fee or to meet other constitutional membership requirements.

Can a principal as an ex officio member vote?

Ex officio members have full voting rights. An ex officio member is not eligible to stand for election. Consequently, an ex officio member is often asked to act as an association's Returning Officer.

Can students vote?

No. The *Education Act 1990* defines a P&C Association as "an association consisting of parents of children attending any government school together with other residents of the district served by the school who are interested in the welfare of the school."

Can the membership of the P&C Association be incorporated in the school "fees"?

Federation advises against this practice. So called "school fees" or 'voluntary contributions" are not compulsory in government schools and those who choose not to pay the fee or contribution or are unable to do so may still wish to become members of the P&C Association. It may mean that an organisation has problems, at times, getting a quorum at meetings given the prescribed and standard constitutions' requirement which states that, "Where the association has a current membership of 50 or more, the quorum at all meetings of that association shall be 11 members".



FACT SHEET 9: ROLE OF THE PRESIDENT

Election

The President is elected at the P&C Association's AGM (see Fact Sheet: Annual General Meeting)

Duties

The President is responsible for:

- The successful functioning of the P&C Association
- The attainment of the P&C Association's objectives
- Ensuring that the P&C Association takes part in decision-making processes in the school
- Fostering fair participation of all members and ensuring that all new members are made to feel welcome
- Supporting volunteers
- Consistent adherence to the constitution
- Acting as the P&C Association's spokesperson when public statements or actions are needed
- Setting up lines of communication with the Principal
- Being a signatory on the association's bank accounts
- Chairing meetings (see Fact Sheet: Chairing Meetings) but, in the absence of the President, one of the Vice-Presidents will chair the meeting.

Voting

The President is entitled to the same voting rights as any member. However, a President, when in the chair, often abstains from voting in order to preserve the impartiality of the position.

The person chairing a meeting does not have a casting vote in the event of a tied vote. In the event of a tied vote, the motion should be lost.

Sub-committees

The President is automatically a member of all P&C sub-committees.

The President should be informed of all sub-committee meetings and decisions.

An experienced President gives opportunities to the vice-presidents to develop their skills in chairing meetings. Federation recommends that a vice-president be delegated to chair part of a meeting. The training process could also include delegating the responsibility of sub-committee leadership to vice-presidents.

The President also has important responsibilities outside of meetings and is looked to as a leader of the parent community.



The President does not make unilateral decisions and should be mindful that all public statements accurately represent the views of the association.



FACT SHEET 10: CHAIRING MEETINGS

All meetings need someone to make them run smoothly. Chairing the meeting is generally the role of the President; however, in the absence of the President, one of the Vice-Presidents will chair the meeting.

The chairperson (Chair) has a responsibility to remain neutral, allowing all sides of an argument to be heard, and as many people as possible to speak. Order is vital in a democratic forum where the rights of every individual member should be respected and protected.

If all members had a similar view on all issues there would be no need for the imposition of control mechanisms. Given, however, that P&C Associations are composed of very different individuals with very different values, beliefs, viewpoints and ideas, the need for discussions which are ordered and fair is essential. The Chair must preserve order, including ruling on contentious matters of procedure and assisting the progress of discussion by preventing irrelevant or repetitious discussion or offensive remarks.

Prepare for the meetings

For full and informed discussion, items must be advertised to the school community before being dealt with at a P&C meeting. The President and Secretary agree on the purpose of the meeting and work together to prepare an agenda. Additional agenda items can be dealt with at the end of the meeting in general business, if the meeting agrees, otherwise they may be held over to the next meeting.

The chairperson can be very influential and should be mindful of any indication he/she may give either verbally or visually, that may influence the direction of the debate.

If Chair is not able to remain neutral he/she should step down for that section of the meeting and allow someone else to chair the meeting for the entire course of the discussion on the specific topic.

Hints for chairing meetings

- Stick to the agenda and set a time to finish the meeting.
- Ensure one speaker at a time has the floor.
- Limit the number of speakers on a particular topic.
- Limit the time for speakers for and against.
- Ensure all speakers are heard and their point of view is respected.
- Know the rules. The Chair must apply the rules of the constitution firmly to retain the confidence of the meeting.



- Try to keep the discussion flowing. The Chair may need to remind members what the last issue being discussed was about.
- Make sure that all comments or suggestions are taken seriously.
- Progressive summaries are very useful to keep the meeting on track.
- Prevent confusion by explaining the effect of motions.
- Keep order. Parents can be very passionate about the school and their child's education. This can lead to differences of opinion and clashes of personalities. Sometimes this can be constructive – other times it is not. The Chair needs to recognise when the discussion is becoming unconstructive and bring the meeting and back to the agenda.
- Do not ridicule. People are often unaware that they are dominating the meeting and stopping others from participating. It is the Chair's role to ensure that everyone has the opportunity to put forward their views and that each person is shown courtesy and respect.
- New members may feel nervous and intimidated. Try to bring them into the discussion, asking them for their views.
- To achieve the aim in the allotted time, the Chair should take initiatives such as terminating the debate and putting the motion.
- Create working parties to investigate a larger issue and report back to a future meeting.
- Beware of the development of cliques. The layout of the meeting room may contribute to this. Try alternative seating arrangements, such as a circle, horseshoe and round table formations to produce a more inclusive feeling.
- Contentious issues. If the meeting is going to discuss contentious issues the Chair must plan how to deal with interjectors. One good way is to state at the beginning of the meeting that everyone will get a chance to speak *once*.
- Abusive language and personal attacks on other members are not to be tolerated – the Chair should remind offenders that they are at a public meeting; are not protected by parliamentary privilege and may be subject to defamation action if they persist. If the person still persists, either ask him/her to leave the room or adjourn the meeting for ten minutes.
- When people are distracting the meeting (talking, shuffling papers, tapping pens etc) this usually means they are not interested in what's happening, do not feel included, or feel the issues are irrelevant to them. Make sure the issues being discussed are really necessary and delegate any that do not have to be group decisions to other appropriate committees.
- As a last resort, take a break.



FACT SHEET 13: ROLE OF THE SECRETARY

The Secretary is responsible for carrying out the decisions of the meeting – unless otherwise stipulated – and is also responsible for a range of routine administrative tasks.

The Secretary prepares, in consultation with the President, all meeting agendas.

The Secretary is required to:

- attend every association meeting and take notes of the discussions in order to produce a set of minutes for subsequent distribution to members and for possible amendment and adoption at the following meeting. (In the absence of the Secretary the meeting may elect a person to take the minutes.)
- receive and table incoming correspondence
- write and despatch outgoing correspondence as required
- give notice of meetings
- convene special meetings when requested
- provide information as requested by P&C Federation
- maintain official records of the P&C Association such as:
 - The constitution, by-laws, rules of subcommittees
 - Incorporation Certificate
 - ABN details
 - List of financial (voting) members
 - Minutes
 - Attendance book
 - Correspondence

Notice of Meeting

P&C Constitution by-laws state that P&C Associations meet on a regular day each month 'during term time' at the school. Secretaries may use the school newsletter or web site (with Principal's agreement), school sign, or other means to advertise meetings. Motions on Notice, issues and events to be discussed can be advertised along with names of guest speakers.

Agenda

An agenda is a list of items of business to be considered at a meeting.



Sample Agenda

The heading should include the name of the organisation, the type of meeting (eg Annual General Meeting, general or special meeting); where the meeting will be held; the date the meeting will be held and time the meeting will commence.

1. President's welcome and opening remarks
2. Apologies
3. Minutes of the previous Annual General Meeting
4. Business arising from the minutes
5. Correspondence
6. Business arising from correspondence
7. Reports:
 - President's report
 - Treasurer's report
 - Sub-committee reports
 - Principal's report
8. Election of office-bearers:
 - President
 - Vice-Presidents (two)
 - Secretary
 - Treasurer
 - Sub-committee(s)
9. General Business
10. Election of auditor
11. Annual Membership fee to be determined
12. Date of next AGM
13. Close

An agenda for general meetings will be similar to the above with the exclusion of items that only occur at an AGM.

Minutes

Minutes are a formal *brief* summary of proceedings at meetings. Accurate minutes officially record decisions, resolutions and actions to be taken and by whom. They provide evidence of expenditure authorised, inform members not present at the meeting, provide documentary evidence for audit purposes and provide a permanent record of the P&C Association's history.



FACT SHEET 14: ROLE OF THE TREASURER

Whilst all P&C members should be mindful of complying with financial accountability requirements, this is the treasurer's primary role. The treasurer receives and deposits monies, maintains records, draws cheques and presents accounts. The Treasurer presents a report in the form of an income and expenditure statement together with a reconciled bank statement for each P&C meeting.

The Treasurer also gives advice and sets an example for others so that all funds held and handled by the P&C are openly accounted for. The Treasurer is responsible for all funds held in the name of the P&C. This includes the canteen and any other specific fundraising committees. This does not mean that treasurers must undertake the actual bookkeeping themselves but they must ensure that the various sub-committee financial records have been kept to the Treasurer's satisfaction.

The Treasurer should encourage members to understand the state of the P&C finances and to ask questions about what they don't understand.

The Treasurer must ensure a cash book or books are kept, recording all financial transactions of the P&C Association.

Planning, budgeting and cash flow

A budget is a planning document to estimate the income and expenditure of the organisation for a given period (usually the financial year of the P&C). The budget is a statement of intention rather than of fact and can be altered at any time, by majority vote, after its initial ratification at a general or special meeting.

Budget estimates are founded on past economic performance, adjusted to anticipate the probable effect of any special projects or one-off events.

Once the overall budget has been approved, it is helpful to break the budget up month by month and estimate in which months the receipts and payments are likely to occur.

The Treasurer, together with the Executive Committee, compares budget estimates with actual income and expenditure levels at regular intervals throughout the year. This comparison allows the Treasurer to recommend changes to the budget so that it more accurately reflects the real financial situation of the organisation. These changes, in turn, allow the association to amend its fundraising or expenditure plans for the year.

Note: the P&C Association budget is quite separate from the school's budget.

Surplus funds

The Treasurer makes recommendations about surplus funds. Surplus funds may be lodged as term deposits with any financial institution that has full trustee status. This means all major banks and most building societies.



Audit

The financial accounts of the P&C Association must be submitted to an independent audit each year.

The Treasurer produces a full statement of financial position declaring all funds held in the name of the P&C Association (including those of sub-committees). After completion of the audit the financial statements, with all signed certificates appended, are to be presented at the Annual General Meeting for approval and adoption.

Appointing an auditor

You must appoint the auditor at the P&C Association's Annual General Meeting.

The auditor does not need to be a qualified professional. The auditor must possess appropriate skills and experience in auditing and financial record management together with an appreciation of the issues of probity as they relate to the role of association auditor. The auditor must not have or appear to have any conflict of interest arising, for example, from a personal or business relationship with an officer of the association and must be prepared to swear that the records are a true and correct statement of the information provided by the Treasurer.

To meet reporting requirements under their constitution, the Treasurer of incorporated associations should ensure that copies of the audited accounts are forwarded to the Federation of P&C Associations of NSW within one month of the AGM at which they were presented. By undertaking to send the records to the Federation the need for incorporated P&C Associations to publicly record their financial statements is fulfilled.

The Treasurer is responsible for the handing over of all financial records to the incoming Treasurer should the Annual General Meeting decide to elect a new Treasurer.

There are many useful conventions which should be followed when dealing in financial matters and the role of the treasurer will be made easier if all P&C members appreciate and understand that rules and protocols are not intended as a personal affront to their integrity.

Proper accounting procedures have two purposes:

- They prevent loss and fraud. You might trust everyone in your association, but accounting procedures remove temptation and the procedures will tell you if the wrong thing is happening and where.
- To protect the P&C Executive. Good accounting of P&C funds removes any basis for accusations of financial impropriety against executive members.

Cheques

- Never sign blank cheques, even for people you trust.
- Do not make cheques out to cash.
- Ensure all cheques are marked 'Not Negotiable'.
- Cheque signatories should sight all supporting documents; ensure they are correctly drawn to the payee and there is agreement between the amount on the invoice and the amount on the cheque before signing cheques.



FACT SHEET 14 (continued): ROLE OF THE TREASURER

- Monitor that payments are approved for appropriate purposes.
- Two members of the same family should not, as a general rule, act as signatories.
- Where possible, cheque signatories should not counter-sign a cheque drawn in their favour.
- The school principal should not be a signatory to P&C bank accounts.
- Employees of the association should not be a signatory to the association or sub-committee bank accounts.

Payments

- All accounts should be paid by cheque, except for small payments from petty cash.
- Support all payments with invoices, receipts or dockets.
- Mark all paid invoices with a "paid" stamp and cheque number.

Receipts

- Issue receipts in sequential date order as per takings.
- Ensure two independent people are responsible for collecting and counting money. Likewise, at the end of the collection period, counting should occur in the company of at least two members and the amount verified, in writing, by each member involved in the count.
- Issue receipts to people responsible for collecting and counting money.

Banking

- Check that the amount banked corresponds with the receipt totals.
- Bank money daily or secure in a fireproof safe if you are unable to bank on the day. (Your cash may not be insured if you do not make an effort to secure it adequately.)

Cash books (computerised bookkeeping package or manual)

- Keep cash books up to date. The cash book should be totalled and balanced at the end of each month.
- Match the sequence of entries in the cash book with the sequence of receipts and cheque payments.
- Figures must never be erased with white-out. If you make an error in your cash book, receipt book or cheque butts, rule a line through the incorrect figure and write the correct figure next to it.



FACT SHEET 15: SPECIAL MEETINGS

Special meetings, or extraordinary meetings as they are sometimes called, provide a P&C Association with an opportunity to discuss one or more specific matters which cannot be dealt with at the next general (or ordinary) meeting because of urgency or some other declared reason.

Special meetings can *only* deal with business of which notice has been given. While apologies can be accepted at a special meeting, no other formal business such as the minutes of the preceding meeting, correspondence, special reports or general business can be transacted.

Who can call a special meeting?

The P&C Secretary is constitutionally required to give formal written notice of a special meeting but can only issue a notice of special meeting if a request for such a meeting is received from the Executive Committee or by at least ten financial members of the organisation.

Requests for special meetings should refer to the specific matters which will be raised and discussed at the meeting.

How much notice of a special meeting is required?

The Secretary is expected to ensure that all existing financial members receive at least seven *clear* days notice of any special meeting. The notice must indicate the time and place of the meeting as well as the specific business which will be transacted at the meeting.

The actual meeting date and time should be designated by the Executive Committee but, in any case, it must occur within a month of the request being received by the Secretary.

The President should preside at special meetings. In the President's absence this task can be taken by one of the Vice-Presidents and in the absence of either Vice-President the meeting itself can elect a chairperson.

Can new memberships be taken at special meetings?

Special meetings provide an opportunity for *existing* financial members to discuss specific items. It is not appropriate for new members to join an association immediately prior to or during a special meeting and expect to exercise voting rights and the other privileges of membership.

The Constitution provides for membership lists to be updated after each general meeting. If a person pays a membership fee immediately before or during the special meeting he/she is not entitled to voting rights until after the next general meeting.

Special meetings are called because of an *urgent* need to address specific items of business. Most association business, including constitutional amendments, decisions to incorporate and no confidence motions, can be properly dealt with at general meetings. Referral of these matters to a general meeting ensures that requirements of due notice and wide-ranging consultation are better served.



FACT SHEET 16: INCORPORATION

An incorporated association is a legal body which has rights and liabilities separate from its members.

P&C Associations are able to incorporate under the *Parents and Citizens' Associations Incorporated Act 1976*.

An incorporated P&C Association may enter into legal agreements, own assets and borrow money from financial institutions as an association. Individual members will not be required to act as guarantors nor personal signatories to contracts or legal agreements. If an association is incorporated, any debt or liability will be against the association itself, rather than its individual members. Personal action normally cannot be taken against individual members unless they have been personally negligent.

Incorporation is essential for associations that operate an Out of School Hours (OOSH) childcare centre or vacation care program; employ staff – e.g. canteen supervisors, uniform shop coordinators, OOSH employees; or enter into legal agreements. The decision to incorporate must be made by majority vote at a general or special meeting.

Associations may contact Federation's office or visit our website www.pandc.org.au to access the information package and forms.

Federation charges associations a one-off fee of \$100 to cover the administrative costs. Associations will receive a Certificate of Incorporation and copies of the relevant legislation.

There are no ongoing fees and incorporated associations will not have to lodge an annual return. However, they must send to Federation a copy of their audited annual financial statements within one month of the association's **annual general meeting**. These will be kept for seven years.

A P&C Association that elects to become incorporated must adopt the prescribed constitution and will not be able to make any changes to that constitution. This constitution has been endorsed by the Minister and gazetted. It is available from Federation or from Federation's website; is included in the Handbook and is also provided as part of the incorporation information package.

Incorporated associations may change their by-laws. All by-laws must, at all times, complement the constitution and provide members with further information about how constitutional requirements will be implemented on a day-to-day basis. Members must be given one month's written notice of any proposed by-law changes.

P&C Associations incorporated under the *Parents and Citizens' Incorporation Act 1976*

- i) do not need a registration number;
- ii) do not report to the Department of Fair Trading;
- iii) do not appoint a Public Officer (it is implied that the Federation's President holds this position).



P&C Association books must be subjected to an independent review every year. The person appointed to audit the books need not be a qualified chartered accountant or tax auditor. The auditor can be anyone, other than an officer-bearer of the association, who possesses appropriate skills and experience in auditing and financial record management and who does not have a personal or business relationship with an officer of the association (*refer Prescribed Constitution for Incorporated P&C Associations, clause 7 Annual General Meeting*).

All P&C Associations (both incorporated and unincorporated) must have an **Australian Business Number (ABN)**. Without an ABN the association will not be regarded as income tax exempt or as a not-for-profit charity, and may be liable for income tax on all profits.

Other key provisions of the *Parents and Citizens' Associations Incorporation Act, 1976* are:

- The rules for incorporated associations published in the Education Gazette, as amended from time to time, are the rules of each incorporated association;
- incorporated associations must maintain membership of Federation;
- Incorporated associations must maintain approved public liability insurance which can be the coverage maintained by Federation.

The incorporation of an association can be cancelled at any time if the rules or the Act are not complied with.

