



ST. MARTIN OF TOURS SCHOOL PARENTS AND FRIENDS' ASSOCIATION MINUTES OF THE SGM HELD ON TUESDAY 19TH NOVEMBER 2019

Meeting: PFA Special General Meeting	Venue: Seminar Room	Date: 19 th November 2019	Time: 7:00pm
--------------------------------------	---------------------	--------------------------------------	--------------

Agenda Item	Issue Arising	Action Required:
1. Present and Apologies	<p>Apologies - Louise Zannino, Melanie Tsoukas, Ambra Joyner</p> <p>Present- Kate Kelly (Chairperson), Belinda Pryse, Michelle Don Paul, Chris Baulch, Bianca Sgambati, Jamile Petridis, Liz Dole, Carla Ting, Anna Byrom, Meg Williams, Marita Anderson, Jackie Purcell (Principal's Advocate)</p>	
2. Opening	<p>Belinda welcomed everyone and outlined the reason for the Special General Meeting.</p> <p>The Constitution was amended to include the necessary wording to comply with the CECV Financial Compliance Obligations Guide (2016), following the PFA becoming a School Controlled PFA.</p> <p>Procedural changes were made earlier in the year to make the Principal a signatory.</p> <p>The Constitution was amended and a draft of the amendments distributed to the Association. Three submissions were received in response.</p> <p>Each of these submissions will be addressed by reading and responding to each point/comment submitted with the opportunity for questions and discussion following each response.</p>	

<p>3. Constitution Amendments and Submissions</p>	<p>a) <i>“The naming convention of the Association identified in the 2010 Constitution is “St. Martin of Tours School, Rosanna, 3084 Parents and Friends’ Association”. Can you please advise what is driving the change of the Associations name in the proposed 2019 draft review of the Constitution?”</i></p> <p>The Association’s name has not been changed. The School advised that the correct name is St. Martin of Tours School Parents and Friends’ Association, as listed in all CEM documentation.</p> <p>Rosanna is just included after the name as the suburb to distinguish multiple schools with the same name.</p> <p>b) <i>“Upon reading the CECV Financial Compliance Obligations Guide in regards to identifying the PFA structure, the majority of the drafting of the 2010 & 2016 Constitution leans toward the intent to be an ‘Independent PFA’ however, there are a number of conflicting obligations set out in the 2010 Constitution such as item 3(d) which seeks approval from the Parish thus conjuring an intent to be a ‘Parish controlled PFA’. This is further conflicted by the current 2016 drafting of the Constitution and the PFA not holding an independent ABN. Can you please advise what is driving the changes in the drafting that will identify with certainty that the PFA will be ‘school controlled’?”</i></p> <p>The PFA was identified as a School Controlled PFA at the end of 2016.</p> <p>In the Minutes of the meeting held on Tuesday 22 November 2016, it details that there was a new directive from the CEM regarding how income and expenses of the PFA will be recorded in 2017. It was explained that there are three choices - Parish Controlled PFA, School Controlled PFA or Independent PFA. At the time it was decided that due to the auditing requirements, the need for a proper board structure for the PFA, and other requirements that the Independent option was not viable. Therefore, the PFA went with the most common structure which has been adopted in Schools - that being School Controlled PFA.</p> <p>It has been questioned that there was no proper vote regarding this decision.</p>	
--	--	--

	<p>However, in the minutes from the meeting on Tuesday 7th February 2017, it states “Chris Baulch asked for clarification regarding agenda items as follows: Item 5 New Audit Procedure - 3 choices were available. The PFA were advised by Mary Milione that the school will control the auditing. The query was for this to be voted on. The general consensus was that there wasn’t really an option and therefore voting was not necessary”.</p> <p>Jamile queried that at the time, the Guide wasn’t provided to the PFA to read through to consider. Mary had showed her an A4 piece of paper regarding the audit procedure but no there was no disclosure of the Guide.</p> <p>Chris said she likes to see everything so it can be understood and missed the email in August 2019, in which the Guide was forwarded to all Committtee members. She said she would have liked to have had it prior to agreeing on something.</p> <p>It had been agreed that a vote to become a School Controlled PFA wasn’t required. Therefore, no vote was held.</p> <p><i>c) “As a suggestion consideration should be given to capturing all revisions and dates on the front page of each revised Constitution. This will provide a trail of approved decisions and changes made over the journey of the Associations existence.”</i></p> <p>Details of this revision have been included on the front page. We cannot retrospectively add these details without proper knowledge of these details.</p> <p>Some of the Committee Members advised that the Constitution originated in 2010, and was revised in 2016 upon the discovery that the wording was very Parish oriented and some details were no longer relevant. It was amended to bring it up to date.</p> <p>The Constitution will be amended to include all revisions. These should be included on any future amendments to the Constitution.</p>	<p>Michelle to add past revisions on front page of Constitution.</p>
--	---	---

d) *"In reference to Item 14(d) of the proposed 2019 draft review of the Constitution the Principal has the discretion to nominate one or more signatories to the account (not sure if this limits the Principal to nominate the number of signatories or gives the Principal licence to also nominate the individuals thus bypassing the voting process typically offered to the Committee). I would suggest the following drafting at item 14(d) – replace "A secondary signatory to the account can be one or more Committee Member(s) at the discretion of the Principal" with; "The number of secondary signatories to the account is at the discretion of the Principal and shall be one or more Committee Member(s) as elected via the Committee voting process"."*

Multiple submissions have queried Section 14 e) which reads "Cheques drawn upon the account shall be signed by any two of the account signatories". It has been suggested that the Principal should be listed as a primary signatory.

The Financial Compliance and Obligations Guide states that the secondary "signatory can be a PFA member at the discretion of the Principal". Thus, the decision of how many secondary signatories there may be, and who they will be, it solely that of the Principal.

The main concern arose from wanting the Principal to always be primary signatory. Thus, it was proposed the wording be amended to "Any cheques, withdrawals or transfers from the account shall be signed or authorised by the Principal or Principal's delegate, and any one of the other account signatories", to address these concerns. Section 7 c) (iv) Treasurer b) would also be amended.

e) *"Section 14 c) currently reads, The Association may hold a separate bank account. Is it possible to clearly outline how the finance system will work under the school umbrella?"*

Carla conducts the bank reconciliations for her own records and provides a Profit and Loss Report of the PFA's activities to the Committee. The School Bursar has access to the bank statements and conducts the bank reconciliations every month with the Principal signing off. All transactions are recorded by the School

Michelle to amend the wording in Sections 14 and 7 as required.

as revenue or expenditure to incorporate into their Annual Financial Statements.

Carla records the details and Mary does the Financial Statements.

f) *“Section 7 (iv) With respect to this section it will require amendment depending on clarification of section 14.”*

Section 7(iv) of the current Constitution relates to the responsibilities of the Treasurer. Section 7(iv) lists the minimal responsibilities and duties required of the Treasurer. There are obviously other duties that could be listed. However, such an amendment falls outside the scope of the current amendments.

It was agreed that there a many other changes that can be done in another revision of the Constitution but for now we are just addressing the immediate concerns in relation to the Financial Compliance Obligations Guide.

g) *“Why were the committee members not given the CECV earlier this year when it was announced that there would be amendments to our current Constitution. An opportunity was not presented to review and discuss as a committee on which option is the most suitable.”*

Addressed above (see 3b)).

h) *“6. Committee:*

d) Committee meeting must be held once a term...

Maybe the following could be added.

“Committee meetings must be held at least once a term In case of a major event occurs.”

The Constitution states “a Committee meeting must be held once a term”. The clause provides guidance rather than a limitation. Obviously, if there is a major event or other urgent matter, additional meetings can be held. However, for the purpose of this meeting, this falls outside the scope of the current amendments.

It is often necessary to have additional meetings which can be scheduled and held as needed.

	<p><i>i) "Section 6 c) (iii) Secretary b) Distribute all requisite copies of minutes & notices. I believe the "financials" should be included also"</i></p> <p>The Treasurer's Reports form part of the Meeting Minutes.</p> <p>The "Report of Activities" should be amended to "Report on Activities".</p> <p><i>j) "Section 6 c) (iv) Treasurer b) you have removed President, Vice President, Secretary or Treasurer "At least 1 to 2 members should be account signatories due to one being unavailable.""</i></p> <p>Addressed above (see 3d)).</p> <p><i>k) "Section 6 c) (iv) Treasurer c) the word "agreed" should be replaced with "voted on""</i></p> <p>Both terms have the same implication. "Agreed" means some thing has been discussed or negotiated and accepted by all parties. Not everything requires a formal vote. However, this falls outside the scope of the current amendments.</p> <p><i>l) "Section 6 c) (iv) Treasurer d) Financial records/statements & p/l should remain & be provided at every meeting & included in the minutes."</i></p> <p>The requirement of the Treasurer to produce financial reports has not been removed. The term "Financial Statement" in this clause has merely been replaced with "Report on Activities" to correct the terminology used in line with the Financial Compliance and Obligations Guide. The "Report on Activities" still contains the same Profit and Loss and Bank Reconciliation Information.</p> <p><i>m) "As you have removed Financial reports from (b) & (d) will the Treasurer's role still be applicable or will the school bursar be attending the meetings & providing an update? This section is up for interpretation which needs to be clarified please."</i></p>	<p>Michelle to amend wording to "Report on Activities"</p>
--	--	---

	<p>As mentioned previously, financial reports have not been removed from the Treasurer's role.</p> <p>n) "9. Voting f) Any ex-officio member has no voting rights. Could you include a clause stating to the effect that any staff members that attend committee meetings are there only to provide advice or guidance & have no voting rights. Which would mean that 54 a, b & c would need to be amended."</p> <p>This falls outside the scope of the current amendments made to the Constitution. This meeting to discuss and pass the current amendments relating to the Financial Compliance and Obligations Guide.</p> <p>o) "Section 11. Meetings: (iv) b) and Financial Statements needs to be added back in. (minutes rolling over need to have them attached for the following AGM's records and be available to all)"</p> <p>As mentioned previously, financial reports are not being removed. It is only the terminology which is being corrected. The Treasurer's AGM Report still contains all the relevant financial information which of course is attached to the AGM minutes.</p> <p>p) "12. Alteration Of The Constitution : a). This Constitution may be amended or modified only at Special General Meetings. "AGM needs to be removed"</p> <p>This falls outside the scope of the current amendments made to the Constitution. Further, there is no legal basis for such an amendment. A Constitution can be amended at an AGM and in fact, it is most commonly done so.</p> <p>q) "Finance c) The Association "May" should be removed. Therefore it should state the following; The Association holds a separate bank acc in the name of the Association."</p>	
--	--	--

In accordance with the Financial Compliance and Obligations Guide, the Association may hold a separate bank account. Only an Independent PFA must hold a bank account that is separate to the school, which we are not.

r) "Finance d) ...at the discretion of the Principal.

As a committee that follows a constitution, this should be voted on by the members to choose the signatories."

Addressed above (see 3d)).

s) "Finance e) Could you add Electronic deposits/transfers instead of cheque's. (As the PFA have not used cheque's in a long time)"

Addressed above (see 3d)).

t) "g) could you please clarify what is meant by "a report of activities " (What reports do you mean)?"

Addressed above (see 3l)).

u) "In Finance (f),(h) & (i) you have included the word Revenue several times in the above mentioned clauses.

Could you clarify why it's not stated as "Donations"

As my understanding that if it remains as Revenue the monies will be taxed."

In accordance with the Financial Compliance and Obligations Guide, money collected by the PFA is to be recorded as revenue of the School and thus, it is not a donation. Catholic Schools and Parishes are considered to be charitable organisations and are registered with the Australian Charities and Non-for-Profits Commission (ACNC) to receive a range of concessions, benefits and exceptions available to charities under the Commonwealth Law. All tax obligations lie with the School and will be managed as part of the School's tax processes as the funds are already recorded in their accounts.

	<p>v) <i>“15. Australian Charities And Non-For-Profits Commission The Association automatically comes under the school’s ACNC registration and the benefits that it entails. Would you mind clarifying this please.”</i></p> <p>Catholic Schools and Parishes are considered to be charitable organisations and are registered with the Australian Charities and Non-for-Profits Commission (ACNC). School Controlled PFAs automatically fall under the School’s ACNC registration.</p>	
4. Adoption of Amended Constitution	<p>All committee members in attendance voted in favour of passing the Amendment Constitution on the provision of incorporating the changes to add the revision details and change the wording in amended Section 7 c) (iv) Treasurer b) to read “ Ensure any cheques, withdrawals or transfers from the account shall be signed or authorised by the Principal, or Principal’s delegate, and any one of the other account signatories” and Section 14 e) to read “Any cheques, withdrawals or transfers from the account shall be signed or authorised by the Principal, or Principal’s delegate, and any one of the other account signatories”.</p>	<p>Michelle to make necessary amendments and finalise Constitution.</p>

Meeting Closed	Meeting closed at: 7:50pm		
Chair	Kate Kelly		
Date location of next meeting	PFA Committee Meeting: Tuesday 11 th February 2020	SEMINAR ROOM	TIME: 7:30pm