
CONSTITUTION

PERTH MONTESSORI SCHOOL INC.

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1. NAME

- 1.1. The name of the association is "Perth Montessori School Inc." (**the School**).

2. OBJECTS

- 2.1. The object of the School is to deliver an exemplary Montessori education that embodies our vision, mission, and values, faithfully implementing the Montessori philosophy in all aspects of our program.

3. POWERS

- 3.1. The School shall have the following powers in addition to and without prejudice to any other powers herein expressed or implied:
- 3.1.1. To raise, receive, have, hold, administer and dispose of monies in the form of subscriptions, donations, legacies, bequests, or as a consequence of fund raising activities of all types or otherwise received from any other source whatsoever,
 - 3.1.2. To apply for and enter into arrangements and conclude agreements in relation to grants of any public monies to assist the School in the furtherance of its objects,
 - 3.1.3. To borrow or raise money at interest for any purpose whatsoever as the School in General Meeting may approve,
 - 3.1.4. To purchase, take on lease, exchange, hire or acquire and hold any real or personal property (including chattels real),
 - 3.1.5. To pay for any real or personal property acquired or to be acquired by the School for cash, or to allow the whole or any portion of the purchase money to remain owing on mortgage or otherwise, upon such terms, as the School in General Meeting may approve,
 - 3.1.6. To sell, lease, let, mortgage or charge any real or personal property belonging to or to belong to the School as the School in General Meeting may approve,
 - 3.1.7. To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the School,
 - 3.1.8. To employ, instruct, direct, deploy and dismiss such staff as from time to time may be required for the purposes of the School and in furtherance of the School's management, and

- 3.1.9. To do all such other acts, matters and things as are incidental or conducive to the attainment of its objects.

4. INCOME AND PROPERTY

- 4.1. All income and property of the School belong to the School and must be used only to support its object.
- 4.2. No portion of the School's income or property can be distributed to Members as dividends, bonuses, or personal profits. However, fair payment may be made to employees, officers, Members or other persons for services they provide to the School.
- 4.3. The School's income comes from fees, donations, fundraising, and other incidental earnings. Fees are set by the Board and must be paid in advance.

5. MEMBERSHIP

- 5.1. The following persons shall be Members of the School:
- 5.1.1. Any parent, guardian, or custodian of a child enrolled at the School,
- 5.1.2. Any employee of the School, and
- 5.1.3. Any person, interested in the objects of the School, who shall be approved by the Board as a Member and who shall have paid any annual fee prescribed by the Board for that purpose.
- 5.2. The names of all Members of the School shall be entered in a Register of Members to be kept in the custody of the Board's Secretary.

6. BOARD OF DIRECTORS

- 6.1. The School shall be governed by a Board of Directors.
- 6.2. The Board of Directors (the Board) shall be comprised of no fewer than four (4) Directors and no more than seven (7) Directors.
- 6.3. The Principal shall be a Director.
- 6.4. At the first meeting of the Board following the Annual General Meeting, the Board shall elect from their number a Chair, Deputy Chair and Finance Director.
- 6.5. The Board shall appoint an employee of the School to be the Board's Secretary and who shall carry out the duties identified in this Constitution, attend at Board meetings to take minutes and carry out such other administrative duties as directed

by the Chair to facilitate the operation of the Board. The Board's Secretary may not vote at any Board meeting.

6.6. A Director need not be a Member.

6.7. The Board:

6.7.1. has the role of governing the School,

6.7.2. is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the School,

6.7.3. is required to do all things that may be necessary to be done in order to carry out the objects of the school, and

6.7.4. has the final responsibility for the successful operation of the School.

7. APPOINTMENT AND REMOVAL OF DIRECTORS

7.1. The Board shall have the power at any time to appoint any other person, subject to the terms of this Constitution, as a Director.

7.2. At all times, subject to the receipt of nominations, the Board shall use its best endeavours to ensure that a maximum of two (2) Directors are non-Members.

7.3. At all times, subject to the receipt of nominations, the Board shall use its best endeavours to ensure that at least two (2) Directors are Members who are the parent, guardian, or custodian of a child currently enrolled at the School.

7.4. A Director appointed pursuant to Article 7.1 shall hold office only until the next Annual General Meeting of Members. A Director retiring in this manner is eligible for re-election pursuant to Article 7.10 but such a retiring Director cannot be reappointed pursuant to Article 7.1 until after the second Annual General Meeting of Members following their retirement as required by this Article.

7.5. No Director may retain office for more than two (2) years, or until the second Annual General Meeting following the Director's appointment, whichever is the longer. A Director retiring pursuant to this Article is eligible to nominate for re-election pursuant to Articles 7.9 and 7.14.

7.6. At each Annual General Meeting, there must be a minimum of two (2) vacancies open for election.

7.7. In respect of Article 7.6, if fewer than two Directors (excluding the Principal) are either required or choose to retire at an Annual General Meeting, then the Directors who have served the longest since their last election must retire. A retiring director is eligible for re-election.

7.8. For the purposes of Article 7.7:

- 7.8.1. the Principal shall not retire as a director as set out above, and
- 7.8.2. If multiple Directors were elected on the same day, and they cannot agree among themselves on who should retire, the decision shall be made by random selection (lot).
- 7.9. Any Member may nominate as a Director, in a form approved by the Board, at each Annual General Meeting. The Members shall decide from such nominees and such other Directors seeking re-election who shall be elected as Directors.
- 7.10. A Director may resign from office upon giving such notice to the School of the Director's intention to do so and such resignation takes effect upon the expiration of the notice.
- 7.11. A Director who is a Member must resign from office upon giving notice to the School that such Membership has ceased or will cease. A Director resigning from office under this Article may seek appointment to the Board as an independent Director pursuant to Article 7.1.
- 7.12. The Members at General Meeting may, by resolution, remove a Director, except the Principal and appoint another Director in the Director's stead. The resolution proposing the removal of a Director must be included in the Notice for that meeting and the Director must have the opportunity to include a written statement with that Notice and address the Members at that meeting. The process for calling such a meeting is set out in Article 9.2.
- 7.13. No member shall be eligible to stand for election if in financial deficit with the School as per Article 18.2.
- 7.14. All Directors (excluding the Principal) may serve a maximum of three (3) terms (i.e. 6 years), or until the next Annual General Meeting following the end of their final term.

8. BOARD MEETINGS

- 8.1. No business shall be transacted at a meeting of the Board unless at least three (3) Directors holding voting rights or fifty per centum (50%) of the voting Directors, whichever is greater, are present.
- 8.2. All Directors have one (1) vote, with all Board decisions being approved by the majority. In the case of an equality of votes on any decision, if the Chair is entitled to vote on the decision, the Chair may exercise a casting vote in addition to any other vote the Chair may have except when only two (2) Directors are present and are taken to form a quorum.
- 8.3. If all Directors sign a document saying they agree with a Special Resolution, that

Special Resolution is treated as if it was passed at a formal Board meeting, on the date and time when the last Director signed. Multiple identical documents, each signed by one or more Directors, count together as one Special Resolution under this rule.

- 8.4. The Board shall not meet less than six (6) times per year provided that the period between any Board Meeting shall in no circumstances be more than twelve (12) weeks.

8A SUBCOMMITTEES

- 8A.1 The Board may establish sub-committees as needed, appointing Members from within the organisation or externally. The Board will define each sub-committee's specific powers and responsibilities. All sub-committees must report their activities to the Board and operate according to Board guidelines. The Board retains the authority to act on any matter, regardless of whether a sub-committee has been formed to address it.
- 8A.2 Except in relation to those items of business of the Board that the Chair might nominate as confidential, every Member shall be entitled to attend at meetings of the Board and participate at that meeting to the extent permitted by the Chair, save that only Directors may vote at a meeting of the Board.

9. OBJECTS

- 9.1. The Annual General Meeting of the Members of the School shall be held in every calendar year within six (6) months after the end of the School's financial year (or such longer period as may in a particular case be allowed by section 50 of the Associations Incorporation Act 2015) to:
 - 9.1.1. receive and consider the Board's report and the audited financial statements,
 - 9.1.2. elect Directors as set out in this Constitution,
 - 9.1.3. consider and if thought fit to approve any amendment to the Constitution,
 - 9.1.4. appoint an auditor, and
 - 9.1.5. transact such other business as may be brought before the Meeting in conformity with this Constitution or which the Board may consider relevant.
- 9.2. A Special General Meeting may be called at any time by direction of the Board to consider any business determined by the Board or shall be called by the Chair within seven (7) days after receipt by the Chair of a requisition to that effect signed by not less than ten per centum (10%) of the Members of the School specifying the business to be transacted at such Meeting.

- 9.3. Notice of all Annual General Meetings and Special General Meetings shall be given with not less than fourteen (14) days notice for an Annual General Meeting and not less than seven (7) days notice for a Special General Meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) prior to the date of the Meeting, specifying the place, the day, and the hour of the Meeting, and in the case of special business, the general nature of that business. In the case of any proposed modification of the Constitution or dissolution of the School, Articles 11 and 12 shall apply. The non-receipt of notice of a Meeting by any Member shall not invalidate the proceedings at any Meeting.
- 9.4. No business shall be transacted at any Annual or Special General Meeting unless a quorum of not less than fifteen (15) Members is present in person at the commencement of such business. If, within thirty (30) minutes from the time appointed for the Meeting, a quorum is not present, the Meeting shall stand adjourned to the same place and time one (1) week later. If at such adjourned Meeting a quorum is not present, those present shall constitute a quorum and may proceed to transact the business for which the Meeting was called.

10. CHAIR

- 10.1. The Chair of the Board shall take the chair at all Annual and Special General Meetings of the School and in his/her absence the Deputy Chair shall take the chair. In the absence of both the Meeting shall appoint its own Chair for the purpose of that meeting.
- 10.2. The Chair has overall responsibility on behalf of the Board to ensure that all Board directions are carried out.

11. MODIFICATION OF THE CONSTITUTION

- 11.1. Any modification of the Constitution shall:
- 11.1.1. be only made by special resolution in accordance with the relevant procedure set out under the Associations Incorporations Act 2015, and
 - 11.1.2. require the approval of at least 75% of those Members who are in attendance in person or voting by proxy or electronically at the General Meeting convened for that purpose, provided they are entitled to vote. Notice of the Meeting must have been given at least seven (7) days prior to the date of the Meeting, together with the notification of the proposed modifications.

12. DISSOLUTION

- 12.1. The School shall not be wound up or dissolved except by the consent of seventy-five per centum (75%) of those present at a General Meeting having been called for that purpose provided that at least fifty per centum (50%) of the Members of the School are present at such Meeting and only by special resolution in accordance with the procedure set out under the Associations Incorporations Act 2015. The Chief Secretary of Western Australia shall be informed of the intention to hold such a Meeting and his approval sought on the proposed realisation and distribution of the assets of the School.
- 12.2. In the event of the School not having functioned for a period of two (2) years, dissolution shall be compulsory. The last available list of Members shall be used to give effect to the provisions of this Article.
- 12.3. If, on the winding up of the School, any property of the School remains after the satisfaction of the debts and liabilities of the School and the costs, charges and expenses of that winding up, the property shall be distributed:
- 12.3.1. to another incorporated association having objects similar to those of the School; or
- 12.3.2. for charitable purposes;
- which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorising and directing the Committee under Section 129(b)(ii) of the Associations Incorporations Act 2015 to prepare a distribution plan for distribution of the surplus property of the School.

13. COMMON SEAL

- 13.1. The School has a Common Seal, which is kept by the Board Secretary.
- 13.2. The Common Seal can only be used by authority or Special Resolution of the Board.
- 13.3. The Common Seal can only be used in the presence of any two (2) Directors of the Board, who shall each provide a signature attesting to proper use of the Seal.

14. MANAGEMENT

- 14.1. The Principal shall manage the School in accordance with the direction of the Board.

15. CIRCUMSTANCES NOT PROVIDED FOR

- 15.1. If a situation arises that is not covered by this Constitution or cannot be implemented as written, the Board has the authority to decide on the best course of action to uphold the School's mission. Any action taken in good faith under this clause will be considered valid and binding, as if it were specifically outlined in this Constitution.

16. CONDITIONS OF MEMBERSHIP

- 16.1. Members are bound by this Constitution and any subsequent agreements between the School and its Members.

17. VOTING

- 17.1. Voting on Special Resolutions at the School's annual general meeting, and the election of Board Directors even when there are fewer nominees than positions available, shall be by secret ballot only.
- 17.2. Except where otherwise specifically provided in this Constitution, resolutions shall be carried by a majority of votes.
- 17.3. The School may implement secure electronic voting systems for all matters requiring a vote of the Members, including but not limited to elections, constitutional amendments, and other decisions typically made at General Meetings or Special General Meetings.
- 17.4. Online voting platforms used by the School shall:
- 17.4.1. Provide secure authentication of Members' identities;
 - 17.4.2. Ensure ballot confidentiality where appropriate;
 - 17.4.3. Be accessible to all eligible voting Members; and
 - 17.4.4. Maintain an auditable record of votes cast.
- 17.5. The Board shall establish clear procedures for electronic voting, including notification periods, voting windows, technical support provisions, and verification

processes.

- 17.6. Electronic votes properly cast shall have the same validity and effect as votes cast in person.
- 17.7. The Board may choose to allow hybrid voting by Members, providing the option to vote either online or in person.

18. VOTES OF MEMBERS

- 18.1. Subject to Articles 18.2 and 18.3, each Member present in person or by proxy at any Meeting of Members shall be entitled to one (1) vote.
- 18.2. A Member is not entitled to vote at any General Meeting unless all monies currently owed to the School have been paid. A Member will be considered up to date with payments if they are paying within the invoicing periods and/or are complying with a written payment arrangement approved by the Finance Director.
- 18.3. Any Member may appoint another Member as their proxy using a form approved by the Board from time to time. A proxy is entitled to one vote for each proxy appointment they hold, in addition to their own vote as a Member. No member shall hold more than three (3) proxies.
- 18.4. Forms appointing proxies must be deposited at the office of the School not less than two (2) business days before the time announced for the Meeting at which the proxy is appointed to vote, otherwise the form shall be treated as invalid.

19. NOTICES

- 19.1. A Notice under this Constitution may be given to a Member personally, by post to their registered address, or (if they do not have a registered address in Western Australia) to an alternative address within Western Australia that they have provided to the School. Notices may also be sent by email to the email address the Member has provided.
- 19.2. Notice of every General Meeting shall be given to every Member except those Members who have not provided any postal (Western Australian) or email address for the giving of Notices to them. No other persons shall be entitled to receive Notices of General Meetings.

20. DEPUTY CHAIR

- 20.1. The Deputy Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence of the latter, and shall have such other duties as may,

from time to time, be determined by the Board. In the event that the Chair shall be absent at any Meeting, the Deputy Chair shall preside.

21. THE BOARD'S SECRETARY

- 21.1. The Board's Secretary, or a Board Member appointed to act in that role for the meeting, shall serve as clerk. They shall record all votes and minutes of meetings in a designated record book. As directed by the Chair, they shall send notices of all Meetings to the Members of the School and perform any other duties prescribed by the Board or this Constitution. They shall also be the custodian of the Common Seal and all books and records of the School (which may be inspected by any Member with reasonable notice to the Board Secretary), unless otherwise provided.

22. FINANCE DIRECTOR

- 22.1. The duties of the Finance Director shall be to:
- 22.1.1. Oversee the receiving of all monies for the School and account for the same. The Finance Director shall ensure that a receipt is issued by or on behalf of the School in respect of payments to the School and such a receipt shall be sufficient discharge in respect of any payment to the School,
 - 22.1.2. Oversee the making of all payments under the order of the Board,
 - 22.1.3. Oversee the keeping of an account of all monies received and disbursed in a book to be open to the inspection of the Board at any Meeting thereof, and to the auditors at any time, and at each Board Meeting present a statement showing the progress and financial position of the School,
 - 22.1.4. Oversee the preparation and compilation of the Annual Balance Sheet to the end of each Financial Year and a Report to be submitted to the Annual General Meeting, and
 - 22.1.5. Do such other things as may be directed by the Board.

23. DISQUALIFICATION OF MEMBERS OF THE BOARD

- 23.1. The office of any Director of the Board shall be vacated if they:
- 23.1.1. Without the consent of the School given in General Meeting hold any office of profit under the School. Such consent is deemed to have been given if the Member is employed by the School at the time when they are elected as a Director of the Board,

- 23.1.2. Resigns their office by notice in writing to the School,
- 23.1.3. Is directly or indirectly interested in any contract with the School and fails to declare the nature of their interest in accordance with Article 24,
- 23.1.4. Fails to attend three (3) consecutive Board Meetings, unless prior notice is given and accepted by the Board,
- 23.1.5. Is removed by ordinary resolution of Members in General Meeting, or
- 23.1.6. Is a Member of the School and monies presently payable by them to the School have not been paid as pursuant per Article 18.2.

24. INTERESTS OF DIRECTORS

- 24.1. No Director shall be disqualified from obtaining or continuing their membership of the School by reason of the fact that he/she is an employee of the School or have received payment for services or work performed in connection with the School's operations.
- 24.2. Any Director who has a direct or indirect interest in a contract or proposed contract with the School must, as soon as they become aware of the relevant facts, declare the nature of their interest to the Board. If required by the Board, they must withdraw from all discussions and voting on the matter.

25. FINANCE

- 25.1. All monies shall be deposited in the School's bank account at such bank as shall be determined from time to time by the Board.
- 25.2. The withdrawal of funds from any School account, shall be signed by any two (2) Board Members or as otherwise resolved by the Board.
- 25.3. Notwithstanding the provisions of this Article, the Board may by resolution from time to time authorise Directors, Members or Staff to retain such sum or sums by way of petty cash as it shall deem appropriate and to make expenditure therefrom upon and subject to such conditions as the Board shall lawfully prescribe. The Finance Director shall oversee all such expenditure.

26. AUDITOR

- 26.1. The Auditor shall:
 - 26.1.1. Be appointed annually at the Annual General Meeting to audit the annual statement of accounts and Balance Sheet,

- 26.1.2. Certify the same before they are presented to the Annual General Meeting,
- 26.1.3. Be either a Member of a recognised accountancy body or a Bank Manager, provided they are not an officer, Member or employee of the School,
- 26.1.4. Have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the School and be entitled to require proper explanations thereof by the officers and employees of the School, and
- 26.1.5. Be eligible for re-election from year to year.

THIS CONSTITUTION WAS AMENDED ON 10 NOVEMBER 2004 BY MEMBERS IN A SPECIAL GENERAL MEETING CALLED FOR THAT PURPOSE.

THIS CONSTITUTION WAS AMENDED ON 3 MAY 2005 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 30 MARCH 2006 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 04 APRIL 2012 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 09 APRIL 2014 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 28 APRIL 2015 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 25 APRIL 2018 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 10 JUNE 2022 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.

THIS CONSTITUTION WAS AMENDED ON 05 JUNE 2025 BY MEMBERS AT THE ANNUAL GENERAL MEETING OF WHICH NOTICE TO AMEND THE CONSTITUTION WAS INCLUDED.