



Capital Grant Association

ASSOCIATION OF INDEPENDENT SCHOOLS
OF WA CAPITAL GRANT ASSOCIATION

Notice of

ANNUAL GENERAL MEETING

As part of the AISWA AGM

Wednesday, 23 May 2018

**Early Years Centre
Scotch College
76 Shenton Road, Swanbourne.**

Commencing at 4.30 pm

Light refreshments will be provided on arrival

Please register your attendance online at: <https://www.ais.wa.edu.au/event/aiswa-agm-5>

AGENDA

4.30 pm Guest Speaker

***The Honourable Sue Ellery MLC
Minister for Education and Training***

4.45 pm Business Section

1. **WELCOME & APOLOGIES**
2. **MINUTES OF PREVIOUS MEETING CONFIRMATION OF MINUTES** (Pages 3-5)
Confirmation of minutes of the AISWA CGA Annual General Meeting, held at The Beehive Montessori School on 24 May 2017.
3. **MATTERS ARISING FROM THE MINUTES (Not mentioned elsewhere)**
There were no actionable items from this meeting.
4. **ELECTION OF OFFICE BEARERS**
Certificate of Election Results (Page 6)
5. **PRESENTATION OF 2018 ANNUAL REPORT** (Pages 7-12)
6. **2017 FINANCIAL STATEMENTS AND AUDITOR'S REPORT** (Pages 13-24)

7. APPOINTMENT OF AUDITOR FOR 2018

8. AMENDMENTS TO CONSTITUTION

(Pages 24-61)

9. GENERAL BUSINESS

10. CLOSURE

5.00 pm AISWA Annual General Meeting

(Agenda papers sent out under separate cover)

5.15 pm Presentation

Colin Petit

Commissioner for Children and Young People

Student Engagement –

What do students say and how can schools respond?

9 May 2018



**MINUTES OF THE AISWA CAPITAL GRANT ASSOCIATION (AISWA CGA) 2017
ANNUAL GENERAL MEETING HELD AT BEEHIVE MONTESSORI SCHOOL ON
WEDNESDAY, 24 MAY 2017.**

PRESENT:	Ms Michelle Houwen	(Acting Chairman)
	Members of AISWA CGA	(as per AISWA Council Attendance Register)
SECRETARIAT:	Mrs Lisa Robertshaw	(Minutes)
APOLOGIES:	(as per AISWA Council Apologies)	

The meeting opened at 4.15 pm.

1. WELCOME

Ms Houwen welcomed members to the Annual General Meeting of the AISWA Capital Grant Association. She advised members that the President, Mrs Irene Clarke was unable to attend the meeting today. Ms Houwen asked members to nominate a Chair for the meeting.

It was

RESOLVED that Ms Houwen chair the meeting.
CGA 1/17

2. APOLOGIES

Those tendered for the Association of Independent Schools of Western Australia Annual General Meeting

3. MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

There were no amendments to the minutes.

It was

RESOLVED that the minutes of the Annual General Meeting held on 25 May 2016 be
CGA 2/17 confirmed as a true and accurate record of that meeting.

4. MATTERS ARISING FROM THE MINUTES (Not mentioned elsewhere)

There were no actionable items from this meeting.

5. ELECTION OF OFFICE BEARERS

Under the provisions of the Constitution, elections for the AISWA CGA Committee were conducted by the Returning Officer, Dr Ian Fraser.

The results of the elections were declared by Dr Fraser as:

Appointee	School	Position	Expiry of Term
Mrs Irene Clarke	Anglican Schools Commission	President	31 March 2020
Mr Adrian Scott	Swan Christian College	Committee Member	31 March 2020
Mr Stuart Holliday	St Stephen's School	Committee Member	31 March 2020
Mr Ted Kosicki	Georgiana Molloy Anglican School	Committee Member	31 March 2019

Ms Houwen congratulated Mrs Clarke, Mr Scott, Mr Holliday and Mr Kosicki on their appointment to the Committee.

6. ANNUAL REPORT

Ms Houwen referred to the Annual Report which had been included in the meeting papers. She explained the work of the Committee and the programs administered by the Association on behalf of non-Catholic Independent Schools in Western Australia.

It was

RESOLVED that the 2017 Annual Report of the AISWA Capital Grant Association be
CGA 3/17 received.

Ms Houwen thanked all the AISWA Capital Grant Association Committee Members for their work during 2016.

Ms Houwen extended the Association's thanks to Mr Lal Perera and Mr Des Mitchell who have completed their term on the Committee for the period 2015-2017.

Ms Houwen also thanked Mrs Lisa Robertshaw for all her work during the year and for preparing the reports.

7. 2016 FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The Financial Statements for the year ended 31 December 2016 have been audited by Dry Kirkness Chartered Accountants. There were no qualifications to the financial report.

It was

RESOLVED that the Financial Statements of the year ended 31 December 2016, be
CGA 4/17 accepted.

8. APPOINTMENT OF AUDITOR

It was

RESOLVED that Dry Kirkness Chartered Accountants be appointed as the Association's
CGA 5/17 auditors for 2017.

9. AMENDMENTS TO CONSTITUTION

The appropriate notice was given that at the Annual General Meeting of the AISWA Capital Grant Association Inc, was to be held at 4.15 pm on Wednesday, 24 May 2017 at Beehive Montessori School, Curtin Avenue, Mosman Park for the purpose of considering and then if deemed fit, passing a resolution to alter the Rules of the AISWA Capital Grant Association.

The reasons for the substitution of a new Constitution are to:

- Substitute a Constitution that complies with the statutory requirements imposed by the *Associations Incorporation Act 2015 (WA)*; and
- Rectify various formatting and grammatical errors in the constitution.

As part of the Notice, Members were provided with:

- A copy of the proposed new Constitution identified by the words AISWA Capital Grant Association Constitution, Updated April 2017.
- A copy of the current Constitution with the proposed alterations to the Constitution marked up.

A copy of the Constitution was tabled and signed by the Chairman for the purposes of identification.

Ms Houwen sought comments on the proposed amendments to the AISWA CGA Constitution.

As there were no comments, it was

RESOLVED that the Constitution tabled at the Meeting and signed by the Chairman of the
CGA 6/17 Meeting for the purpose of identification, be approved and adopted as the Constitution of AISWA Capital Grant Association Inc, in place of the existing Constitution, with effect from the date determined in accordance with the current Constitution and the *Association Incorporations Act 2015*

10. GENERAL BUSINESS

Nil.

11. CLOSURE

Ms Houwen thanked members for their attendance and, there being no further business, declared the meeting closed at 4.25 pm.

Signed: _____
Chairperson

Date: _____

AISWA CAPITAL GRANT ASSOCIATION (INC)

CERTIFICATE OF RESULTS

In accordance with rule 8.3 of the AISWA Capital Grant Association Constitution

**Two (2) Committee Members (expiring March 2021)
One (1) Committee Member (expiring March 2020)**

Nominations were called from eligible candidates for the election of two Committee Members with term of office expiring on 31 March 2021 and one Committee Member with term of office expiring on 31 March 2020.

At the close of nominations at 12.00 pm on Wednesday, 7 March 2018, no nominations were received for the three vacancies on the Committee.

The AISWA CGA Constitution states:

“8.3.5 In the absence of sufficient nominations, the Committee may fill any vacancy on the Committee and the person so appointed shall hold office for a period of three years.

“8.3.6 The Committee may fill any vacancy which occurs during the course of the year, and the person appointed shall all the powers of an Elected Committee Member. The person so appointed shall hold office until the next election.

“8.3.9 The Elected Committee Members shall continue to serve on the Committee until their successors have been appointed by the Association;

In the absence of sufficient nominations, the AISWA Capital Grant Committee approved that the following people be appointed to the Committee and shall hold office as outlined in the table below:

Name	School	Position	Expiry of Term
Ms Stacey Kendall	Adventist Christian Schools WA	Business Manager	31/3/2021
Mr Mark Steyn	Association for Christian Education (Rehoboth Christian College)	Chief Executive Officer	31/3/2021
Ms Lee Krug	Lake Joondalup Baptist College	Executive Business Manager	31/3/2020

Dr Ian E Fraser
RETURNING OFFICER

16 March 2018



Annual Report

to the

AISWA Capital Grant Association (Inc)

Annual General Meeting

Wednesday, 23 May 2018



**Association of Independent Schools
of Western Australia**

Suite 3, 41 Walters Drive, Osborne Park WA 6017
PO Box 1817, Osborne Park DC WA 6916
(08) 9441 1600 | info@ais.wa.edu.au | www.ais.wa.edu.au

Annual Report
AISWA Capital Grant Association Annual General Meeting
Scotch College, 23 May 2018

Role of the AISWA CGA

The AISWA Capital Grant Association (AISWA CGA) is the authority for non-Catholic independent schools in Western Australia administering the Capital Grants Program.

Membership of AISWA CGA is open to all registered independent schools in Western Australia. A list of participating schools is attached as Appendix 1.

AISWA CGA Committee

The affairs of the AISWA CGA are managed by the AISWA CGA Committee. The President of the Association and the six Ordinary Elected Committee Members are appointed by a postal ballot conducted by a Returning Officer. The Returning Officer for the 2017 Election was Dr Ian Fraser.

The 2017 membership of the AISWA CGA Committee is outlined below.

	Name	School	Expiration of Term
PRESIDENT	Irene Clarke	Anglican Schools Commission	March 2020
ELECTED COMMITTEE MEMBERS:	Stuart Holliday	St Stephen's School (resigned November 2017)	March 2020
	Adrian Scott	Swan Christian High School	March 2020
	Ted Kosicki	Georgiana Molloy Anglican School	March 2019
	Cameron Herbert	St Mark's Anglican Community School	March 2019
	Martin Bent	Alta 1	March 2018
	Kent Peters	Guildford Grammar School (appointed by CGA Committee to fill casual vacancy)	December 2017
EX-OFFICIO MEMBERS	Valerie Gould	Executive Director, AISWA	Permanent
CO-OPTED MEMBER	Michelle Houwen	St Hilda's Anglican School for Girls	December 2017

Capital Grants Program

2017 Round

Applications from schools seeking grants in this 2017 Round of Capital Grant funding closed on 23 March 2017 for funds becoming available in 2018, 2019 and 2020. Thirty applications were received for projects estimated to cost \$61.3M. Grants requested to assist these projects totalled \$28.9M from the Commonwealth Government's Capital Grants.

Of the 30 applications received by AISWA CGA for the 2017 Round:

- 16 projects were recommended for a capital grant to support the proposed project (either in whole or part).
- 9 projects did not meet the requirements of the guidelines relating to the programme.
- 5 schools withdrew their application.

A list of projects approved in the 2017 Round is attached as Appendix 2.

Program Administration

The Secretariat continued to manage capital grant projects in 2017. A number of schools were not in a position to commence projects and deferred the start of projects to 2018. Where schools were not in a position to commence a project, funds were reallocated to other eligible projects or approval sought from the Commonwealth to re-allocate the funds in the 2018 Round.

At the conclusion of the year all application forms and proformas were again reviewed and revised to further assist schools in the processes to be undertaken, both for seeking and utilising capital grant support funding.

Administration

The Australian Government provides an Administration Allowance to the AISWA Capital Grant Association to support the overall administration of the capital grants programme. This payment in 2017 was \$220,851, which had to be supplemented by the expenditure of \$17,992 from accrued interest funds to cover the 2017 administration budget expenses.

The Administration budget covers the salary of one full-time staff member, office accommodation and equipment costs, stationery and printing costs, travel for the Secretariat and visiting group members on school visits, in addition to other associated costs of managing the Program.

Comment

The Australian Government's Capital Programs continues to assist schools to provide new infrastructure and to refurbish existing facilities. The school visit programme has maintained one of its key features, that of providing valuable opportunities for the sharing of information relating to school planning, facilities construction and financial matters, with the meeting of AISWA CGA Committee members and School Principals and Board members.

I wish to convey my thanks to all members of the AISWA CGA Committee, who have given freely of their time to undertake the activities associated with being a member of the Committee, at the same time providing valuable assistance to schools and guidance to the secretariat.

Special thanks are due to Mrs Lisa Robertshaw who has continued to administer the program through 2017 so capably and willingly.

On behalf the CGA Committee and Member Schools, we would like to acknowledge the significant contribution of Ms Michelle Houwen who has served as CGA Committee Member from 2007 to 2015, President from March 2015 to March 2017 and Immediate Past President from March to December 2017. Thanks are also extended to Mr Kent Peters and Mr Stuart Holliday for their contributions during the year.

Irene Clarke
PRESIDENT, AISWA CGA
CHAIR, AISWA CGA COMMITTEE

11 April 2018

Appendix 1

AISWA CGA PARTICIPATING SCHOOLS LIST 2017

Al-Hidayah Islamic School	Heritage College Perth	Rockingham Montessori School
Alkimos Baptist College	HillSide Christian College	Scotch College
All Saints' College	Hope Christian College	Serpentine-Jarrahdale Grammar School
ALTA-1 College	Immaculate Heart College	Silver Tree Steiner School
Atlantis Beach Baptist College	International School of Western Australia	SMYL Community College
Austin Cove Baptist College	Japanese School In Perth	South Coast Baptist College
Australian Christian College - Darling Downs	John Calvin Christian College	Southern Hills Christian College
Australian Christian College - Southlands	John Calvin School	Sowilo Community High School
Australian Islamic College (Dianella)	John Septimus Roe Anglican Community School	Spirit of Play Community School
Australian Islamic College (Kewdale)	John Wollaston Anglican Community School	St Andrew's Grammar School
Australian Islamic College (Thornlie)	Kalamunda Christian School	St George's Anglican Grammar School
Banksia Montessori School	Karalundi Aboriginal Education Community	St Hilda's Anglican School for Girls (Inc)
Beechboro Christian School	Kennedy Baptist College	St James Anglican School
Beehive Montessori School	Kerry Street Community School	St Mark's Anglican Community School
Bethel Christian School	KIDS Open Learning School	St Mary's Anglican Girls' School (Inc)
Bible Baptist Christian Academy	King's College (The)	St Stephen's School
Blue Gum Montessori School	Kingsway Christian College	Strathalbyn Christian College
Bold Park Community School	Kulkarriya Community School	Strelley Community School
Bunbury Cathedral Grammar School	Lake Joondalup Baptist College	Swan Christian College
Carey Baptist College - Forrestdale	Lance Holt School	Swan Valley Anglican Community School
Carey Baptist College	Landsdale Christian School	Telethon Speech & Hearing
Carmel Adventist College Primary	Langford Islamic College	Thornlie Christian College
Carmel Adventist College	Leaning Tree Community School	Tranby College
Carmel School	Living Waters Lutheran College	Treetops Montessori School
Carnarvon Christian School	Mandurah Baptist College	Victoria Park Christian School
Casa Mia Montessori Community School	Margaret River Independent School	Wesley College
Child Side School	Margaret River Montessori School	West Coast Steiner School
Christ Church Grammar School	Methodist Ladies' College	Wongutha Christian Aboriginal Parent-Directed School
Christian Aboriginal Parent-Directed School (Caps), Kurrawang	Moerlina School	Woodbury Boston Primary School
Christian Aboriginal Parent-Directed School	Montessori School (The)	Woodthorpe School
Chrysalis Montessori School	Mundaring Christian College	Wulungarra Community School
Communicare Academy	Northshore Christian Grammar School	Yakanarra Community School
Cornerstone Christian College	Nyikina Mangala Community School	Yallingup Steiner School
Corridors College	Ocean Forest Lutheran College	Yiramalay/Wesley Studio School
Dale Christian School	Parklands School	Yiyili Aboriginal Community School
Divine Mercy College	Parngurr Community School	
Ellenbrook Christian College	Penrhos College	
Emmanuel Christian Community School	Perth College	
Esperance Anglican Community School	Perth Montessori School	
Esperance Christian School	Perth Waldorf School	
Fairbridge College	Peter Carnley Anglican Community School	
Foundation Christian College	Peter Moyes Anglican Community School	
Fountain College	Pioneer Village School	
Frederick Irwin Anglican School	Port School	
Fremantle Christian College	Presbyterian Ladies' College	
Georgiana Molloy Anglican School	Purnululu Aboriginal Community Independent School	
Geraldton Grammar School	Quinns Baptist College	
Golden Hill Steiner School	Quintilian School	
Goldfields Baptist College	Rawa Community School	
Grace Christian School	Regent College	
Great Southern Grammar	Rehoboth Christian College	
Guildford Grammar School	Wilson Campus	
Hale School	Riverlands Montessori School	
Helena College		

Appendix 2

Capital Grants Program Approved Projects

The Australian Government Minister approved sixteen projects from the Capital Grants Programme for the 2017 Round. The successful applicants are:

<i>SCHOOL</i>	<i>PROJECT</i>	<i>PROJECT COST</i> \$	<i>SCHOOL CONTRIBUTION</i>	<i>GRANT</i> \$
Alta-1 College	Construction of an administration building containing offices, board room, meeting rooms, lunch area, stores, toilets; an amenities building containing a lunch room and staff and student amenities; GLA and workshop building containing three general learning areas, a tech learning area, manual arts learning area, machine shop, store and shed.	\$2,010,000.00	\$1,010,000.00	\$1,000,000.00
Atlantis Beach Baptist College	Construction of a Resource Centre comprising a library, six general learning areas, three specialist rooms, canteen, uniform shop, offices, server room, store rooms, staff offices and staff and student amenities.	\$828,000.00	\$497,000.00	\$331,000.00
Beechboro Christian School	Construction of a library, art room and 2 general learning areas.	\$906,000.00	\$661,000.00	\$245,000.00
Carey Baptist College - Forrestdale	Construction of 6 general learning areas, 2 specialist learning areas, storage, toilets, offices and reception/foyer areas.	\$3,555,000.00	\$2,845,000.00	\$710,000.00
Child Side School	Construction of two general learning areas, a kitchen, activity area, staff office and toilets.	\$1,138,000.00	\$838,000.00	\$300,000.00
Emmanuel Christian Community School	Construction of 8 general learning areas, teacher offices, stores and toilets.	\$3,550,000.00	\$2,450,000.00	\$1,100,000.00
Fairbridge College	Refurbishment and refit of the Community Education building to create an administration area, general learning area and kitchen facility.	\$351,000.00	\$126,000.00	\$225,000.00
Fremantle Christian College	Construction of science laboratory, preparation area, food studio, general learning area, multi-purpose room and stores.	\$1,893,000.00	\$1,143,000.00	\$750,000.00
King's College (The)	Construction of a senior school building containing 8 general learning areas, four science laboratories, stores, preparation area, student hub, teacher preparation area, toilets, store, breakout space.	\$6,295,000.00	\$5,195,000.00	\$1,100,000.00

<i>SCHOOL</i>	<i>PROJECT</i>	<i>PROJECT COST \$</i>	<i>SCHOOL CONTRIBUTION</i>	<i>GRANT \$</i>
Langford Islamic College	Construction of Stage 1 of the Learning Centre comprising 5 general learning areas, science laboratory, multi-purpose laboratory, computer laboratory, language laboratory, visual arts learning area, preparation areas, stores and upgrade of the car park.	\$5,425,000.00	\$4,525,000.00	\$900,000.00
Margaret River Independent School	Construction of two general learning areas.	\$300,000.00	\$200,000.00	\$100,000.00
Purnululu School	Construction of a new kitchen facility and covered area.	\$453,600.00	\$178,600.00	\$275,000.00
Rehoboth Christian College	Construction of 10 general learning areas, 4 breakout spaces, 4 music practice rooms, kitchen, stores, toilets, administration area including meeting room, interview room, work area, reception, special education area, offices and staff room.	\$4,222,000.00	\$3,222,000.00	\$1,000,000.00
SMYL Community College	Construction of a mezzanine area and the provision of 2 counselling rooms, library, student kitchen and lunchroom, refitting of the sports hall, and installation of outdoor shade sails.	\$450,000.00	\$225,000.00	\$225,000.00
St James' Anglican School	Construction of the middle school building comprising 8 general learning areas, 3 specialist rooms, a seminar room, temporary administration and board room and staff and student amenities; Stage 1 of the design and technology area containing design and technology learning area, machine room, maintenance shop, office and stores; refurbishment of general learning areas to create 2 science laboratories, preparation area, office and store.	\$7,500,000.00	\$6,300,000.00	\$1,200,000.00
Yallingup Steiner School	Construction of a general learning area.	\$200,000.00	\$120,000.00	\$80,000.00
TOTAL:		\$39,076,600.00	\$29,535,600.00	\$9,541,000.00

***Auditor's Independence Declaration under Section 80 of the Associations
Incorporation Act 2015***

To: The Committee of AISWA Capital Grant Association

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 31 December 2017 there has been no contraventions of any applicable code of professional conduct in relation to the audit.


DRY KIRKNESS


B ROTHMAN
Partner

Date: 11th April 2018
West Perth
Western Australia

AISWA CAPITAL GRANT ASSOCIATION
SPECIAL PURPOSE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017
(ABN: 35 352 258 317)

AISWA CAPITAL GRANT ASSOCIATION

STATEMENT BY MEMBERS OF THE COMMITTEE

The Committee has determined that the Association is not a reporting entity and that these special purpose financial statements should be prepared in accordance with the *Associations Incorporation Act 2015 (WA)* and the accounting policies outlined in Note 1 to the financial statements.

In the opinion of the Committee the financial statements as set out on pages 5 to 10:

- (i) Presents fairly, in all material respects, the financial position of AISWA Capital Grant Association as at 31 December 2017 and its performance for the year ended on that date; and
- (ii) At the date of this statement, there are reasonable grounds to believe that AISWA Capital Grant Association will be able to pay its debts as and when they fall due and payable.

This statement is made in accordance with a resolution of the Committee and is signed for and on behalf of the Committee by:



IRENE CLARKE
Chair of the Committee
President, AISWA CGA



LISA ROBERTSHAW
Executive Officer

Dated at Perth the 11 day of April 2018.

INDEPENDENT AUDITOR'S REPORT

To the members of AISWA Capital Grant Association

Opinion

We have audited the financial statements of AISWA Capital Grant Association (the association), which comprises the balance sheet as at 31 December 2017 and the income statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies, and the statement by members of the Committee.

In our opinion, the accompanying financial statements presents fairly, in all material respects, the financial position of AISWA Capital Grant Association as at 31 December 2017, in accordance with the accounting policies described in Note 1 and the *Associations Incorporation Act 2015 (WA)*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the association in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial statements in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Accounting

We draw attention to Note 1 to the financial statements, which describes the basis of accounting. The financial statements have been prepared for the purpose of fulfilling the Committee's financial reporting responsibilities under the Constitution and the *Associations Incorporation Act 2015 (WA)*. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Responsibilities of the Committee for the Financial Statements

The Committee of AISWA Capital Association is responsible for the preparation and fair presentation of the financial statements and have determined that the basis of preparation described in Note 1 to the financial statements is appropriate to meet the financial reporting requirements of the Constitution, the *Associations Incorporation Act 2015 (WA)* and is appropriate to meet the needs of the members. The Committee's responsibility also includes such internal control as the Committee determines is necessary to enable the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Committee is responsible for assessing the association's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Committee either intend to liquidate the association or to cease operations, or has no realistic alternative but to do so.

The Committee is responsible for overseeing the association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements


Our objectives are to obtain reasonable assurance about whether the financial statements as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statement.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Committee.
- Conclude on the appropriateness of the Committee's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Date: 11th April 2018
West Perth
Western Australia


DRY KIRKNESS
B ROTHMAN
Partner

AISWA CAPITAL GRANT ASSOCIATION
INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	2017	2016
		\$	\$
Grant income	2	202,859	196,262
Interest income		17,992	-
Administration expenses		<u>(220,851)</u>	<u>(196,262)</u>
Net surplus/(deficit) from ordinary activities		-	-
Income tax expense relating to ordinary activities	1(c)	<u>-</u>	<u>-</u>
Net surplus/(deficit) from ordinary activities after income tax expense		<u><u>-</u></u>	<u><u>-</u></u>

AISWA CAPITAL GRANT ASSOCIATION

BALANCE SHEET

AS AT 31 DECEMBER 2017

	Note	2017	2016
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	3	2,541,962	3,664,223
Receivables	4	<u>12,609</u>	<u>205,403</u>
TOTAL ASSETS		<u>2,554,571</u>	<u>3,869,626</u>
 CURRENT LIABILITIES			
Payables	5	<u>2,484,917</u>	<u>3,799,972</u>
TOTAL LIABILITIES		<u>2,484,917</u>	<u>3,799,972</u>
NET ASSETS		<u>69,654</u>	<u>69,654</u>
 ACCUMULATED FUNDS			
Accumulated Funds	6	<u>69,654</u>	<u>69,654</u>
TOTAL ACCUMULATED FUNDS		<u>69,654</u>	<u>69,654</u>

**AISWA CAPITAL GRANT ASSOCIATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements cover AISWA Capital Grant Association (the association) as an individual entity, incorporated in Western Australia and operating pursuant to the *Associations Incorporation Act 2015 (WA)*.

These financial statements are special purpose financial statements prepared in order to satisfy the financial reporting requirements of AISWA Capital Grant Association's constitution and the reporting requirements of the *Australian Education Act 2013*. The Committee has determined that the association is not a reporting entity because there are no users who are dependent on its general purpose financial statements.

The financial statements have been prepared on an accruals basis and are based on historic costs and do not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following significant accounting policies, which are consistent with the previous period unless otherwise stated, have been adopted in the preparation of these financial statements.

a) Revenue and Other Income

Grant revenue is recognised in the income statement when the association obtains control of the grant and it is probable that the economic benefits gained from the grant will flow to the association and the amount of the grant can be measured reliably. Where there are conditions attached to the grant revenue relating to the use of those grants for specific purposes, it is recognised in the balance sheet as a liability until such conditions are met or services provided.

Interest revenue is recognised using the effective interest rate method, which for floating risk financial assets is the rate inherent in the instrument.

All revenue is stated net of the amount of goods and services tax (GST).

b) Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). Receivables and payables in the balance sheet are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the Balance Sheet.

c) Income Tax

The association is exempt from income tax under the *Income Tax Assessment Act 1997*.

d) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

**AISWA CAPITAL GRANT ASSOCIATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

	2017	2016
	\$	\$
2. REVENUE		
Grant Income		
- AISWA Administration	202,859	196,262
	<u>202,859</u>	<u>196,262</u>
 3. CASH AND CASH EQUIVALENTS		
BGA Cash Management Account	1,540,052	1,010,245
BGA Money Market	1,001,910	2,653,978
	<u>2,541,962</u>	<u>3,664,223</u>
 4. RECEIVABLES		
Accrued income	1,209	11,355
GST Receivable	11,400	194,048
	<u>12,609</u>	<u>205,403</u>

**AISWA CAPITAL GRANT ASSOCIATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

	2017	2016
	\$	\$
5. PAYABLES		
Accrued Expenses	<u>17,992</u>	<u>-</u>
	<u>17,992</u>	<u>-</u>
Grants Payable		
- General Funds BGA		
	<i>Project No</i>	
Austin Cove Baptist College	16/29057/1	389,071
Australian Islamic College (Dianella)	17/14588/1	235,000
Bethel Christian School	17/02760/1	716,462
Bunbury John Calvin School	16/77432/1	90,000
Carnarvon Christian School	16/14321/1	-
Emmanuel Christian Community School	16/02766/1	-
Emmanuel Christian Community School	17/02766/1	265,859
Foundation Christian College	16/15423/1	75,000
Heritage College Perth	16/18017/1	-
Hillside Christian College	16/02719/1	37,752
Hope Christian College	13/16533/1	52,000
Immaculate Heart College	17/29800/1	23,637
Kennedy Baptist College	15/29961/1	-
Kerry Street Community School	16/2752/1	82,898
Northshore Christian College Senior	16/30268/1	-
Parklands School	16/13271/1	-
Peter Carnley Anglican Community School	15/23696/1	-
Rehoboth Christian School - Wilson Campus	15/77115/1	-
Serpentine - Jarrahdale Grammar School	15/25081/1	-
South Coast Baptist College	17/5398/1	90,391
St James Anglican School	16/30237/1	-
Swan Valley Anglican Community School	16/23697/1	-
Wongutha CAPS	17/13603/1	125,000
Yiramalay/Wesley Studio School	16/29953/1	-
	<u>2,183,070</u>	<u>3,293,111</u>
BGA Interest Clearing Account	283,855	506,861
Total BGA General Grant Funds	<u>2,466,925</u>	<u>3,799,972</u>
TOTAL PAYABLES	<u><u>2,484,917</u></u>	<u><u>3,799,972</u></u>

**AISWA CAPITAL GRANT ASSOCIATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

	2017	2016
	\$	\$
6. ACCUMULATED FUNDS		
Accumulated funds at the beginning of the financial year	69,654	69,654
Net surplus/(deficit) attributable to the Association	-	-
Accumulated funds at the end of the financial year	<u>69,654</u>	<u>69,654</u>

7. ASSOCIATION DETAILS

The principal place of business of the Association is Suite 3, 41 Walters Drive, Osborne Park, Western Australia 6017.

Notice of General Meeting of the AISWA Capital Grant Association

NOTICE IS HEREBY GIVEN that at the Annual General Meeting of the Members of the AISWA Capital Grant Association Inc, to be held at 4.30 pm on Wednesday, 23 May 2018 at Scotch College, 76 Shenton Road, Swanbourne, at which the following Special Resolution to alter the Rules of the AISWA Capital Grant Association Inc will be proposed for consideration and if deemed fit, then passed:

Special Resolutions:

- **Insert a new clause into the Constitution to address entrance fees and annual membership fees.**

It is proposed to insert a new rule so that it states as follows:

“5.2 Members may from time to time determine the entrance fee and the annual membership fee to be paid for membership of the Association and until so determined, no entrance fee or annual membership fee is payable.”

The existing rules 5.2 – 7.6 will be renumbered to become rules 5.3-5.7.

- **Update rule 9.2 to amend the timing of the Annual General Meeting.**

Currently, rule 9.2 states:

“9.2 Time and Place of Annual General Meeting

The Committee shall convene the Annual General Meeting at such place, on such day and at such time as the Committee decides, except that it shall be held no later than 30 April of each year unless an application for the extension of time to hold the Annual General Meeting has been approved by the Department of Commerce. “

It is proposed to alter this rule so that it states as follows:

“9.2 Time and Place of Annual General Meeting

The Committee shall convene the Annual General Meeting at such place, on such day and at such time as the Committee decides, except that it shall be held no later than 30 June of each year unless an application for the extension of time to hold the Annual General Meeting has been approved by the Department of Commerce. “

The reasons for the Special Resolutions are to update the Constitution so that it complies with the statutory requirements imposed by the *Associations Incorporation Act 2015* (WA).

Each member of AISWA Capital Grant Association Inc present in person at the General Meeting is entitled to one vote.

A copy of the current Constitution with the proposed alterations to the Constitution marked up, is attached to this Notice.



AISWA CAPITAL GRANT ASSOCIATION

CONSTITUTION

Updated ~~April-May 2018~~ 2017

CONSTITUTION OF AISWA CAPITAL GRANT ASSOCIATION (INC)

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1 NAME

The name of the Association is "AISWA Capital Grant Association Inc."

2 INTERPRETATION

In this Constitution unless a contrary intention appears:

"Act"	means the <i>Associations Incorporation Act 2015 (WA)</i> .
"AISWA"	means the Association of Independent Schools of Western Australia (Inc.)
"Association Year"	means the period commencing on first (1st) day of January in each year and terminating on the 31st day of December of that year.
"Association"	means the AISWA Capital Grant Association Inc.
"Books"	of the Association includes the following: <ul style="list-style-type: none">• a register;• a record;• Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;• a document;• any other record of information.
"The Committee"	means the Independent Schools Capital Grants Committee provided for in Clause 8 of this Constitution.
"Elected Committee Member"	means a member of the Committee who has been appointed to the Committee by the Association at its Annual General Meeting or otherwise in accordance with this Constitution.
"Co-opted Committee Member"	means a member of the Committee who is not an Elected Committee Member.
"Executive Director"	means the Executive Director of AISWA
"Executive Officer"	means the Executive Officer of the Association, appointed by the President and Executive Director of AISWA in accordance with Clause 11.
"Financial Records"	includes:

- invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- documents of prime entry; and
- working papers and other documents needed to explain:
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements.

“Financial Report”	has the meaning given in section 63 of the Act.
“Financial Statements”	means the financial statements in relation to the Association as required under Part 5 Division 3 of the Act.
“Member”	means member of the Association.
“Returning Officer”	means the person appointed to that role by the Committee.
“School”	means an independent school in receipt of Commonwealth General Recurrent Grant funding.

3 OBJECTS AND POWERS

3.1 Objects

The objects for which the Association is established are to act as an authority pursuant to the *States Grants (Schools Assistance) Act 1984* of the Commonwealth of Australia or any Act passed in substitution therefore to receive applications for capital grants from independent schools which it is authorised to represent, and:

- 3.1.1 to assess such applications;
- 3.1.2 to provide to the Commonwealth Government details of capital projects recommended by the Association and relevant documentation;
- 3.1.3 to receive moneys from the Commonwealth Government directly or through the Government of Western Australia;
- 3.1.4 to pay such moneys to the Schools to which they relate; and
- 3.1.5 to ensure so far as is possible the compliance of Schools with the terms and conditions of such grant moneys.

3.2 Powers

The Association shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

4 NON-PROFIT

- 4.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to any Member of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any person other than a Member, in return for services rendered to the Association.
- 4.2 A payment to a Member out of the funds of the Association is authorised if the payment is the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

5 MEMBERSHIP

- ~~5.1~~ The membership of the Association shall be open to any School in receipt of Commonwealth General Recurrent Funding, on application to the Executive Officer.
- ~~5.15.2~~ Members may from time to time determine the entrance fee and the annual membership fee to be paid for membership of the Association and until so determined, no entrance fee or annual membership fee is payable.
- ~~5.25.3~~ A School shall cease to be a Member of the Association when any of the following takes place:
- ~~5.2.15.3.1~~ _____ the Member resigns from the Association; or
 - ~~5.2.25.3.2~~ _____ the School is denied ongoing registration;
- ~~5.35.4~~ The Secretary must keep a record, for at least one year after a Member ceases to be a Member of the Association, of:
- ~~5.3.15.4.1~~ _____ the date on which the Member ceased to be a Member; and
 - ~~5.3.25.4.2~~ _____ the reason why the Member ceased to be a Member.
- ~~5.45.5~~ A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- ~~5.55.6~~ The resignation takes effect:
- ~~5.5.15.6.1~~ _____ when the Secretary receives the notice; or
 - ~~5.5.25.6.2~~ _____ if a later time is stated in the notice, at that later time.
- ~~5.65.7~~ A Member who has resigned from Membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.

6 OFFICERS

The officers of the Association shall be the President and the other six (6) Elected Committee Members.

7 REGISTER OF MEMBERS AND RECORD OF OFFICE HOLDERS

7.1 The Secretary, or another person authorised by the Committee, is responsible for maintaining the Register of Members.

7.2 The Register of Members must include:

7.2.1 the full name of each Member;

7.2.2 a contact postal, residential or email address for the Member; and

7.2.3 record any change in the Member's details, including the cessation of membership.

7.3 The Secretary, or another person authorised by the Committee, is responsible for maintaining a Record of Office Holders.

7.4 The Record of Office Holders must include:

7.4.1 the full name of each office holder;

7.4.2 the office held and the dates of appointment and (if applicable) cessation of the appointment; and

7.4.3 a contact postal, residential or email address of each office holder.

7.5 The Register of Members and the Record of Office Holders must be kept and maintained at such place as the Committee decides.

7.6 Any Member is able to inspect the Register of Members or the Record of Office Holders free of charge, at such time and place as it mutually convenient to the Association and the Member.

7.7 The Member may make a copy of details from the Register of Members or the Record of Office Holders but has no right to remove the documents for that purpose.

7.8 If a Member inspecting the Register of Members or the Record of Office Holders:

7.8.1 wishes to make a copy of, or take an extract from either of those documents; or

7.8.2 makes a written request to be provided with a copy of either of those documents;

the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8 COMMITTEE

8.1 Membership of the Committee

The affairs of the Association shall be managed by the Committee comprising:

- 8.1.1 seven (7) Elected Committee Members, one of whom shall be the President of the Association.
- 8.1.2 the Executive Director of AISWA.
- 8.1.3 such Co-opted Committee Members as the Elected Committee Members in their absolute discretion shall see fit to appoint provided that the total number of persons on the Committee shall not exceed twelve (12) at any one time.

8.2 Eligibility for Membership of the Committee

To be eligible for election to the Committee, a person must be nominated by the School Board of a Member School of the Association. Such nominee:

- 8.2.1 must be a member of the nominating Member School Board or an employee of the nominating Member School Board; and
- 8.2.2 may not be an employee of the Association.

8.3 Appointment of the Committee

- 8.3.1 The President of the Association and the six (6) Elected Committee Members shall be elected and appointed by a postal ballot conducted by a Returning Officer who is appointed by the Committee. The Returning Officer shall not be the holder of any office in, and shall not be an employee of, the Association. Results of the ballot will be announced at the next Annual General Meeting following the ballot.
- 8.3.2 Where, after the closing of nominations, there are more candidates than the number required for any office, the Returning Officer shall determine by draw, the order in which candidates are to appear on the ballot paper and they shall be listed in the order that they are drawn.
- 8.3.3 Where there is only one nomination for any particular office, the candidate so nominated shall be deemed to be duly elected to that office and no ballot shall be required.
- 8.3.4 Elections will be held by postal ballot.
- 8.3.5 In the absence of sufficient nominations, the Committee may fill any vacancy on the Committee and the person so appointed shall hold office for a period of three years.
- 8.3.6 The Committee may fill any vacancy which occurs during the course of the year, and the person appointed shall all the powers of an Elected Committee Member. The person so appointed shall hold office until the next election.
- 8.3.7 The President and the Elected Committee Members shall be elected for a period of three years. The President and Elected Committee Members are eligible to serve up to three consecutive terms of appointment after which they must retire from the Committee.
- 8.3.8 Ex-Officers, irrespective of how their appointment ended, shall be eligible for reappointment after the elapse of a period of two years or more after the date on which their appointment ended. .
- 8.3.9 The Elected Committee Members shall continue to serve on the Committee until their successors have been appointed by the Association;

- 8.3.10 The Co-opted Committee Members shall be appointed by the Elected Committee Members and shall comprise such persons as the Elected Committee Members shall in their absolute discretion see fit to appoint;
- 8.3.11 The Co-opted Committee Members shall continue to serve on the Committee for such period and on such conditions as the Elected Committee Members shall think fit and the Elected Committee Members may in their absolute discretion and at any time:
- (a) appoint additional Co-opted Committee Members, including the immediate past President, because of their expertise and experience;
 - (b) substitute one Co-opted Committee Member for another Co-opted Committee Member;
 - (c) revoke the appointment of a Co-opted Committee Member so that the said Co-opted Committee Member shall no longer serve on the Committee; and
 - (d) accept the resignation from the Committee of a Co-opted Committee Member.

8.4 Chairman of the Committee

- 8.4.1 The President of the Association shall chair meetings of the Committee other than as provided for in Clause 10.5 of the Constitution.
- 8.4.2 In the event that the President cannot perform his/her duties due to resignation or other inability to continue, the Elected Committee Members will appoint from among the Elected Committee Members, a Chair who will hold office until the next Annual General Meeting.

8.5 Secretary

- 8.5.1 The Executive Officer shall act as the Secretary of the Association.
- 8.5.2 The Secretary shall:
- (a) co-ordinate the correspondence of the Association;
 - (b) convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson;
 - (c) keep and maintain in an up to date condition the rules of the Association;
 - (d) maintain the register of the Members of the Association;
 - (e) maintain the record of office holders of the Association;
 - (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association;
 - (g) keep full and correct minutes of Committee Meetings and General Meetings; and

- (h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

8.6 Treasurer

8.6.1 The Executive Officer shall act as Treasurer, of the Association.

8.6.2 The Executive Officer shall:

- (a) comply on behalf of the Association with the requirements of Part 5 of the Act with respect to the accounting records and reporting of the Association, including -
 - (i) monitoring that such accounting records are correctly recorded by the bookkeeper or Administration and inspect the financial transactions, and explain the financial position of the Association;
 - (ii) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (b) provide an up to date report of the Association's financial position at each Committee meeting;
- (c) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (d) perform such other duties as are imposed by these rules on the Treasurer; and
- (e) be responsible for the annual audited accounts to be presented to all Members of the Association at the Annual General Meeting.

8.7 Vacation of Office

8.7.1 For the purposes of this Constitution, the office of an Elected Committee Member becomes vacant if the Elected Committee Member:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit;

- (c) becomes of unsound mind;
- (d) resigns his or her office by writing under his or her hand addressed to the Committee;
- (e) becomes an employee of the Association;
- (f) ceases to be a member of the nominating Member School Board or an employee of the nominating Member School Board; or
- (g) fails to attend three consecutive meetings without leave of the Committee.

8.7.2 In accordance with the provisions of sub-clause 8.3.6 any vacancy amongst Elected Committee Members shall be filled by the Committee.

8.8 Expulsion of an Elected Committee Member

- 8.8.1 Subject to giving an Elected Committee Member an opportunity to be heard or to make a written submission the Committee may resolve to expel an Elected Committee Member upon a charge of misconduct detrimental to the interests of the Association.
- 8.8.2 Notice either orally or in writing giving particulars of the charge shall be communicated to the Elected Committee Member at least one (1) month before the meeting of the Committee at which the matter will be determined.
- 8.8.3 The determination of the Committee shall be communicated in writing to the Elected Committee Member, and in the event of an adverse determination the Elected Committee Member shall subject to sub-rule (d) cease to be an Elected Committee Member fourteen (14) days after the Committee has communicated its determination to the Elected Committee Member.
- 8.8.4 It shall be open to the Elected Committee Member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated in writing to the secretary of the Association within 14 days after the determination of the Committee has been communicated to the member.
- 8.8.5 In the event of an appeal under sub-clause 8.8.4 the appellant's membership of the Committee shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been afforded a reasonable opportunity of being heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9 MEETING OF MEMBERS

9.1 One Annual General Meeting

The Association shall hold one Annual General Meeting once during each Association year in accordance with this part of the Constitution. Any other general meetings of members held shall be Extraordinary General Meetings.

9.2 Time and Place of Annual General Meeting

The Committee shall convene the Annual General Meeting at such place, on such day and at such time as the Committee decides, except that it shall be held no later than 30 ~~April~~ June of

each year unless an application for the extension of time to hold the Annual General Meeting has been approved by the Department of Commerce.

9.3 Period of Notice of the Annual General Meeting

The Chairman of the Committee, or such person as he or she shall nominate for the purpose, shall give Notice (in accordance with the provisions of this Constitution relating to Notices) of the Annual General Meeting at least fourteen (14) days before the date of the Annual General Meeting.

9.4 Business of the Annual General Meeting

At the Annual General Meeting the Association shall transact the following business in the following order:

- 9.4.1 reading of the Notice of the meeting;
- 9.4.2 recording of apologies;
- 9.4.3 declaration of any conflicts;
- 9.4.4 reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting;
- 9.4.5 reading and confirmation (by resolution) of the Minutes of all Extraordinary General Meetings (if any) since the previous Annual General Meeting;
- 9.4.6 reading of a Report of the Committee to the Association on the activity of the Association during the preceding Association Year;
- 9.4.7 reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in Clause 13.2 and 13.3 of this Constitution;
- 9.4.8 election of the President of the Association and the other six (6) Elected Committee Members, as required; and
- 9.4.9 any special business of which fourteen (14) days' prior written notice has been given.

9.5 Extraordinary General Meetings

- 9.5.1 The Committee may, and upon the written request of not less than four Members of the Association shall, convene an Extraordinary General Meeting of Members of the Association.
- 9.5.2 The Chairman of the Committee, or such person as he or she shall nominate for the purpose, shall give at least fourteen (14) days' notice of any Extraordinary General Meeting specifying the business to be transacted and the place, day and hour of the said meeting,

9.6 Notices of Meetings of Members

- 9.6.1 The Association may give notice to a Member:-
 - (a) personally;
 - (b) by sending it to the Member at the registered address of the Member by post; or

- (c) by sending it to the Member by electronic mail to the electronic mail address of the Member.

9.6.2 A notice (including a notice of meeting) or any other communication which is sent by post shall be deemed to be served on the day following that on which the notice or other communication is posted.

9.6.3 The non-receipt of a notice by a Member, shall not render the proceedings at any meeting invalid.

9.7 Quorum at General Meetings of Members

A quorum at the Annual General Meeting and at any Extraordinary General Meeting shall be ten (10) Members of the Association present in person,

9.8 Procedure if no Quorum

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present

9.8.1 at the Annual General Meeting or at an Extraordinary General Meeting convened by the Committee, then it shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary; or

9.8.2 at an Extraordinary General Meeting convened at such places and at such times as the Committee may determine.

9.9 Voting at General Meetings of Members

Any resolution at a General Meeting of Members shall, except where otherwise provided in this Constitution, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

10 MANAGEMENT OF THE ASSOCIATION

10.1 Association Managed by the Committee

The Committee shall manage and control all of the business of the Association except that which shall, in accordance with this Constitution, be dealt with at general meetings of Members.

10.2 Powers of the Committee

The Committee may exercise all of the powers exercisable by the Association under this Constitution.

10.3 Regulations

The Committee may from time to time make and rescind, alter, modify, or add to regulations in respect of the whole or any part of the conduct of the activity of the Association.

10.4 Regulations to be Constitutional

All regulations made under the preceding Clause shall be consistent with the provisions of this Constitution.

10.5 Meetings of the Committee and Sub-Committees

- 10.5.1 The Committee shall meet at such intervals at such places and at such times as the Committee may determine.
- 10.5.2 Any four (4) Elected Committee Members shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- 10.5.3 No business shall be transacted unless a quorum is present and if within fifteen (15) minutes of the time appointed for the meeting a quorum is not present then the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or as otherwise determined in accordance with this Constitution.
- 10.5.4 The Chairman, or in his or her absence a person appointed by the Elected Committee Members present, shall preside at all meetings of the Committee.
- 10.5.5 Questions arising at meetings of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands by a simple majority.
- 10.5.6 Each Elected Committee Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

10.6 Appointment of Committee etc

The Committee may constitute Sub-committees, Boards or other bodies under such titles or styles as the Committee sees fit consisting of such members of the Committee, Members or others as the Committee sees fit, for the purpose of carrying out any function of the Committee.

10.7 Delegation of Functions

The Committee may delegate in whole or in part any power or function of the Committee to any Sub-committee or other body constituted by the Committee for that purpose under the preceding Clause.

10.8 Common Seal

The Association shall have a Common Seal engraved with the name of the Association and the Executive Officer shall have custody of the seal.

10.9 Affixing of Seal

- 10.9.1 There shall be a Common Seal of the Association which shall be in the custody of the Executive Officer.
- 10.9.2 There shall be four (4) seal holders of the Association.
- 10.9.3 The Committee shall appoint seal holders as needed from time to time.
- 10.9.4 All deeds, instruments and other documents required to be executed by the Association or for or on behalf of the Association may be signed or executed;

- (a) by the common seal of the Association being affixed thereto by at least two of the seal holders who shall also sign such deeds, instruments or documents; or
- (b) by joint signatures of two Committee Members together.

11 EXECUTIVE OFFICER

- 11.1 The Executive Officer will be appointed by the Executive Director of AISWA in consultation with the President of the CGA on such terms and conditions as the Members deem appropriate with the agreement of the Committee.
- 11.2 The Executive Officer, or the Executive Officer's nominee when the Executive Officer is not available, shall be responsible for the day-to-day operations of the Association and shall act as Treasurer and Secretary to the Committee. The Executive Officer shall attend all meetings of the Committee and Sub-Committees.

12 APPOINTMENT OF AUDITOR

12.1 Auditor

The Association shall at the First Annual General Meeting and thereafter at each Annual General Meeting, as necessary, appoint an Auditor of such recognised standing as the Association shall think fit for such period, and on such terms as the Association shall think fit.

12.2 Audit

The Committee shall submit the statements referred to in Clause 8.4.6 (10) and (11) to the Auditor of the Association to be audited once in each year prior to the Annual General Meeting and shall attach the report of the Auditor to the accounts when tabling the same at the Annual General Meeting.

13 BANKING AND FINANCE

- 13.1 The financial year for the Association shall end on 31 December in each year.
- 13.2 The Committee shall cause all records to be kept and, at least once after the completion of each Association Year in respect of that Association Year, cause accounting reports to be made or several separate accounts to be made of all the property, financial transactions and affairs of the Association in such a manner as the Committee thinks fit but so that the same shall be capable of being audited in such manner as the Auditor referred to in Clause 11.1 may from time to time recommend.
- 13.3 Until otherwise decided by the Committee, such accounting reports shall include a statement of all receipts and expenditure during each Association Year and a statement of all of the property and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall be submitted to the Annual General Meeting for approval.

- 13.4 The finances of the Association shall be under the absolute control of the Committee and shall be operated upon in such manner as it may from time to time appoint. The Executive Officer shall cause regular financial statements to be prepared and presented to the Committee.
- 13.5 The Committee shall cause to be opened with such bank or banks as the Committee shall nominate a banking account or accounts in the name of the Association into which all moneys will be received.
- 13.6 Without in any way limiting the generality of the powers of the Committee, the Committee may operate such bank accounts as it, in its sole discretion, deems necessary. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by such persons authorised by the Committee from time to time.
- 13.7 All expenditure above the maximum amount set by the Committee, from time to time, must be approved or ratified by the Committee at a Committee meeting.
- 13.8 For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act are met. That is the Committee must keep financial records that;
- 13.8.1 correctly record and explain its transactions and financial position and performance; and
 - 13.8.2 enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- 13.9 Without limiting sub rule (1), those requirements include: —
- 13.9.1 the preparation of the financial report; and
 - 13.9.2 if required, the review or auditing of the financial report, as applicable; and
 - 13.9.3 the presentation to the annual general meeting of the financial report, as applicable; and
 - 13.9.4 if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial report.
- 13.10 All financial records must be kept for at least 7 years after the transactions covered by the records are completed.

14 ALTERATION TO THE CONSTITUTION

- 14.1 The amendment, repeal or adoption of a new Constitution can only be determined at a properly constituted Annual or Extraordinary General Meeting of the Association in respect of which notice has been given at least fourteen (14) days before the Annual or Extraordinary General Meeting and such notice clearly identifies the purpose of the meeting and the reasons for the amendment, repeal or adoption of a new Constitution.
- 14.2 The Constitution may be amended, repealed or a new Constitution adopted by a special resolution passed by a majority of not less than 75% of the Association Members who are eligible to vote under the rules of the Association and who cast a vote in person at the Annual or Extraordinary General Meeting.

- 14.3 The Association shall cause a copy of the special resolution and the amended or new Constitution to be lodged with the Department of Commerce within twenty eight (28) days of the passing of the special resolution.

15 RESOLVING DISPUTES

Disputes arising under these rules

- 15.1 This rule applies to disputes between:
- 15.1.1 Members; and
 - 15.1.2 the Association and one or more Members that arise under the rules or relate to the rules of the Association.
- 15.2 In this clause Member includes any former Member whose membership ceased not more than six months before the dispute occurred.
- 15.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 15.4 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- 15.5 The Secretary must convene a Committee meeting within 28 days after the Secretary receives notice of the dispute under clause 15.4 for the Committee to determine the dispute.
- 15.6 At the Committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 15.7 The Secretary must inform the parties to the dispute of the Committee's decision within seven days after the Committee meeting referred to in clause 15.5.
- 15.8 If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the rules.

Mediation

- 15.9 This rule applies:
- 15.9.1 where a person is dissatisfied with a decision made by the Committee under clause 16; or
 - 15.9.2 where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- 15.10 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 15.3, or a party to the dispute is dissatisfied with a decision made by the Committee under clause 15.7 a party to a dispute may:
- 15.10.1 provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 15.10.2 agree to, or request the appointment of, a mediator.

- 15.11 The party or parties requesting the mediation must pay the costs of the mediation.
- 15.12 The mediator must be:
 - 15.12.1 a person chosen by agreement between the parties; or
 - 15.12.2 in the absence of agreement if the dispute is between a Member:
 - (a) and another Member – a person appointed by the Committee; or
 - (b) more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 15.13 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 15.14 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.15 The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five days before the mediation session.
- 15.16 The mediator, in conducting the mediation must:
 - 15.16.1 give the parties to the mediation process every opportunity to be heard;
 - 15.16.2 allow all parties to consider any written statement submitted by any party; and
 - 15.16.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 15.17 The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

Inability to Resolve Disputes

- 15.18 If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

16 DISSOLUTION OF THE ASSOCIATION

- 16.1 An Extraordinary General Meeting of the Members, called for the purpose, may resolve, by special resolution, to wind up or dissolve the Association, provided that such resolution must be passed by a majority of not less than 75% of the Association Members who are eligible to vote under the rules of the Association and who cast a vote in person at the Extraordinary General Meeting. Provided further that dissolution of the Association shall be in accordance with the provisions of the Agreement between the Association and the Commonwealth.
- 16.2 The Association shall cause a copy of the special resolution to be lodged with the Department of Commerce within fourteen (14) days of the passing of the special resolution. Dissolution pursuant to the voluntary winding up of the Association shall take effect either: Seven (7) days after the distribution of surplus property is completed; or, if there is no surplus property fourteen (14) days after a copy of the resolution is lodged with the Department of Commerce.

17 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

17.1 If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

17.1.1 to another association incorporated under the Act; or

17.1.2 for charitable purposes.