



The Old Guildfordians Association Inc

C/- Guildford Grammar School, 11 Terrace Road, GUILDFORD WA 6935

Method of Election of Fellows to the Management Council of Guildford Grammar School Inc by The Old Guildfordians Association Inc.

Background

1. The Constitution and Rules of Guildford Grammar School Inc (“the school”) provides that The Old Guildfordians Association shall appoint two nominees (“fellows”) to the management council of the school (“the school council”) (S7.1 (c)).
2. Section 24 sets out the rules for electing the members to the school council (see appendix 2).
3. On 19th March 2003, the Management Committee of the OGA resolved to adopt the following management policy (“the method”) for the election of the fellows to the school council.
4. The management policy is based on:
 - a. requirements specified in the school’s constitution (see Appendix 1)
 - b. requirements specified in the OGA constitution (see Appendix 2)
 - c. the school council’s governance charter, and
 - d. The OGA Management Committee’s determination on how the requirements will be put into practice.
5. In all cases, the provisions of the constitutions listed in 4. above shall prevail in authority over this management policy.
6. In this document representations of the male gender shall also mean to include the female gender.

The Position

1. The position of the OGA-nominated fellow of the school council is an appointment for three years. There are two such positions for OGA-nominated fellows.
2. The school council’s governance charter states that the external body nominee fellows are expected to bring to council the views of his nominating body, where they are known, but at all times to make decisions based on the best information available to the fellows in the best interests of the school. As a consequence, no fellow of the school council can be bound to make decisions at the direction of a nominating body or any other constituency of the school.
3. The OGA-nominated fellows also hold ex officio seats on the OGA Management Committee and may serve as any office bearer except president.

The Method of Election

There are two methods for electing a fellow of council:

1. Election for appointment to a full term of three years; and
2. Election to fill a casual vacancy.

The method of election of a fellow for a full term

The method of election of a fellow for a full term is made up of four stages:

- A. Notices
- B. Nomination
- C. Ballot
- D. Declaration

A. Notices

1. The OGA issues notices to its members by any of the following ways:
 - E-mail
 - Publishing the notice in The West Australian.
 - Publishing in a school publication that will be circulated to members.Notices will also be posted to the OGA website. Members requesting to be on a mailing list using Australia Post will be mailed notices.
2. A notice calling for nominations will be given not less than 63 days prior to a general meeting when the ballot will be held. The notice will direct members to the OGA website for details.
3. The closing date for nominations (“the nomination date”) will be 42 days prior to the general meeting.
4. The notice for the general meeting will be given not less than 21 days.

B. Nomination

1. The nominated members for the election (“the nominee”) will only be accepted as candidates for the election if, in the judgement of the OGA Management Committee, they qualify under the criteria variously set out in:
 - a. the school’s constitution (see Appendix 1)
 - b. the OGA constitution (see Appendix 2).
2. Application for candidacy:
 - a. Nomination for candidacy for the election of a fellow/s to the school council must be made in writing by a member of the OGA, seconded by another member.
 - b. The nomination in writing must be accompanied with the nominee’s full name, address and the nominee’s written consent to being nominated.
 - c. The nomination must have been received by the OGA secretary not less than 42 days prior to the date of the general meeting at which the ballot will be held.
3. Criteria for candidacy:
 - a. A nominee must be a financial member of the OGA and have been a financial member of the OGA for the preceding two years to the nomination date;
 - b. A nominee must reside in the State of Western Australia;
 - c. A nominee must be prepared to actively engage in the work of the school council and to do his utmost to extend its work;
 - d. A nominee must be willing to make the declaration cited in section 7.8(d) of the school constitution if he is elected as a fellow. (See appendix 1 below)
 - e. A nominee must have sufficient time to devote to council work to the extent where he will not miss three consecutive council meetings.

- f. A nominee must not have committed an offence under any law which, in the opinion of at least three-quarters of the other Fellows of Council, voting at a properly constituted meeting of the Council, is sufficiently serious to indicate that they are unfit to be a Fellow. The OGA Management Committee has the discretion to ask a nominee for a police clearance. The school will require a clearance from the WA Police that a member of the school council is fit to work with children.
 - g. A nominee must not be of unsound mind, a patient under laws relating to mental health or a person whose estate is administered under laws relating to mental health.
 - h. A nominee must not be an employee of the school, or married to or in a permanent relationship with an employee of the school.
 - i. Each nominee must accept that if he is president of the OGA, he must resign from that position if elected as a fellow of the school council by the OGA.
 - j. A nominee must be at least 25 years of age.
 - k. A nominee must not be a bankrupt or have breached company law so as to be rendered uninsurable by the school's indemnity insurance policy.
4. The OGA Management Committee will make reasonable inquiry to satisfy itself that a nominee meets the criteria for candidacy. The minimum standard of inquiry will be for each nominee to meet with the OGA Management Committee (or a sub-committee delegated with the duty) to discuss the criteria with the nominee. During this meeting, the management committee will make the nominee aware of parts of the school council's governance charter that relate to its code of conduct and the duties and responsibilities of fellows of council.
 5. The OGA Management Committee will also make the nominee aware of any statement supplied to the OGA Management Committee by the school council setting out the preferred professional and personal qualities and skills that the school council sees as desirable in a nominee that would supplement the qualities and skills of the existing members of the school council.
 6. In preparation for the meeting between the nominee and the OGA Management Committee, the nominee will submit a curriculum vitae on a management committee-approved pro forma.
 7. After the nominee has met with the OGA Management Committee, the committee will resolve in a reasonable time to declare the nominee a candidate or not. If a nominee is not accepted, the committee will give an explanation to the nominee that pertains to the non-compliance of a relevant section of the constitutions listed in point 1 above or for any other relevant reason.
 8. Upon acceptance of a candidate's nomination, the candidate will be invited to submit a candidate's statement for posting to the OGA's website. The statement will not exceed 250 words and will address the candidate's suitability for the position of fellow of the school council. A photo of the candidate may also be submitted.
 9. The notice of the general meeting for the ballot will refer the members to the OGA website for the inspection of the summary of the nomination forms and the candidates' statements and photos. Copies of these documents will also be made available to the general meeting.

C. Ballot

1. If the management committee accepts a number of candidates for nomination that is greater than the number of fellows to be elected, a secret ballot will be conducted at the general meeting.

2. The general meeting will be held on a date not more than three months before the expiry of the term of an incumbent fellow/s.
3. The secret ballot will be decided on a first-past-the-post system and will be conducted as follows:
 - a. Each member at the general meeting will be given a ballot paper with the candidates' names printed on it. A box will be printed beside each name. If there are two fellows to be elected, voters will be asked to mark a tick against two names the voter is voting for on the ballot paper. If one fellow is to be elected, the voters will be asked to mark a tick against one name.
 - b. Proxy votes will not be allowed.
 - c. The chairman of the meeting will be the returning officer for the ballot and the candidates may nominate a scrutineer for the vote counting.
 - d. At the conclusion of the counting, and if each scrutineer declares that he is satisfied with the process, the returning officer will announce the result and destroy the ballot papers.
 - e. If a scrutineer declares that he is not satisfied, and the dispute cannot be resolved at the meeting, the returning officer will still declare the result as he sees it and will not destroy the ballot papers. The disputing scrutineer will be advised of the dispute resolution procedure available to his candidate as set out in section 24(3)(a)(iii) of the OGA constitution, that is, refer the matter to a retired judge selected by the OGA Management Committee.

D. Declaration

1. In the event of the number of candidates accepted for the election by the management committee is the same as the number of the fellows to be elected, then the president will, at that time, declare the candidates elected. The president will then advise the secretary of the school council in writing within three days of the name or names of the fellows he has declared elected to the school council, together with the date of appointment for three years. He will also give this notice to the membership.
2. If a ballot is held, the candidate with the greatest number of votes will be declared elected by the returning officer. If two positions are to be filled, the candidate with the next greatest number of votes will be declared elected as well. Nothing in this policy requires the returning officer to announce the number of votes received by candidates.
3. In the event of a tied vote, the returning officer will have a casting vote to break the tie. Nothing in this policy requires the returning officer to announce he is making a casting vote.
4. In the event that a duly elected candidate does not take up his appointment on the appointment date, the OGA Management Committee will declare the position a casual vacancy and fill the position as per the method of election set out for filling a casual vacancy.

The method of election of a fellow to fill a casual vacancy

1. When an OGA-elected fellow of the school council ceases to hold office prior to the expiry of the term of appointment, thereby causing a casual vacancy, the OGA Management Committee shall, within 28 days, appoint a member who is eligible for appointment to fill the vacancy until the expiry of the residue of the term.

2. The OGA Management Committee will ensure that the nominee meets the criteria for the position and the nominee will be appointed by a simple majority resolution of the committee.
3. If more than one nominee is proposed by members of the OGA Management Committee, then the chairman will conduct a ballot amongst the members present.
4. Upon the resolution being passed, the president will **declare** the fellow elected and advise the secretary of the school council within three days, together with the date of appointment and expiry of the term as agreed with the secretary of the council.

Disputes

If a member directly affected by the election has a dispute with the decisions by the OGA Management Committee or the returning officer, and that dispute cannot be resolved by the parties involved with the election, it will be referred to a retired judge (selected by the OGA Management Committee) for resolution. The judge will, without unreasonable delay, make a ruling on the dispute and his decision will stand.

Appendix 1

EXTRACT OF THE CONSTITUTION OF GUILDFORD GRAMMAR SCHOOL INC

7. APPOINTMENT AND REMOVAL OF FELLOWS OF COUNCIL

- 7.1 Subject to the transitional provisions in the Schedule, the Council will have a maximum of twelve members, who will be known as Fellows of Council. Fellows of Council will be appointed for a term of three years with the term commencing on the first of January in the following manner:

Five will be appointed by the Diocese, including one whose place of residence is outside the boundaries of the Perth metropolitan area.

One will be appointed by the Archbishop.

Two will be appointed by The Old Guildfordians Association Inc.

One will be appointed by the Guildford Grammar School Parents and Friends Association Inc.

Three will be appointed by the Council, of whom at least one will be a member of the Guildford Grammar School Foundation Inc..

- 7.2 No person can be appointed as a Fellow of Council unless they meet the conditions of eligibility in rule 7.8 at the time of appointment.
- 7.3 If an appointing body no longer exists or is, in the opinion of the Council, unable to properly discharge its appointment function under rule 7.1, the Council must nominate another body with similar objects to assume that function. If there is no other body with similar objects, the Council must make the appointment by appointing a person who would have been eligible to be a member of the body designated to make the appointment under rule 7.1.
- 7.4 If an appointing person or body fails to appoint a Fellow of Council by the commencement of a three year term, then when a Fellow is appointed, that Fellow will serve the balance of the term, even though it will be less than three years and if an appointing person or body fails to appoint a Fellow by the end of the first three months of the term, then the Council will appoint a Fellow to the vacancy for the balance of the term.
- 7.5 A casual vacancy on the Council shall be filled by the person or body who made the original appointment to the office which becomes vacant, for the balance of the term of the original appointment. A Fellow of Council appointed under this rule will be eligible for re-appointment when his term expires.
- 7.6 Subject to this rule, Fellows of Council who retire on expiry of their term are eligible for re-appointment, provided that no Fellow of Council may be appointed for more than three successive terms, unless paragraph (a) or (b) of this rule applies.
- (a) A Fellow holding the office of Chairman at the end of his third term may be appointed for one additional term.

- (b) A Fellow first appointed under rule 7.5 for a part term to fill a casual vacancy may be appointed for three consecutive terms after completing their initial part term, but must resign after completing a period of nine consecutive years as a Fellow of Council unless paragraph (a) of this rule applies to them. A resignation of a Fellow who was appointed under this provision will create a casual vacancy which will be filled according to the provisions of rule 7.5
- 7.7 Fellows of Council cease to hold office on expiry of their term, or on the happening of any of the following events:
- (a) They cease to comply with any of the conditions of eligibility in rule 7.8, unless compliance with the relevant condition is waived by unanimous resolution of the other Fellows of Council.
 - (b) They are convicted of an offence under any law which, in the opinion of at least three-quarters of the other Fellows of Council, voting at a properly constituted meeting of the Council, is sufficiently serious to indicate that they are unfit to continue to be a Fellow.
 - (c) They are absent, without leave from the Chairman, from three consecutive meetings of the Council.
 - (d) They have, regardless of the reason, been unable to attend at least half of the Council meetings held in any period of 12 consecutive months.
 - (e) They resign as a Fellow of Council, by notice in writing to the Chairman or the Secretary.
 - (f) They become a person of unsound mind, a patient under laws relating to mental health or a person whose estate is administered under laws relating to mental health.
- 7.8 A person is eligible to serve as a Fellow of Council if, and only if, he or she:
- (a) is not an employee of the Association, or married to or in a permanent relationship with an employee of the Association;
 - (b) is at least twenty-five years of age;
 - (c) permanently resides in Western Australia; and
 - (d) has signed a declaration in the following form:
- I SOLEMNLY DECLARE that:*
- (i) *If appointed to the office of Fellow of Council of Guildford Grammar School and for as long as I remain in that office, I will faithfully obey the Constitution of Guildford Grammar School Incorporated and the resolutions of its Council and (to the extent not inconsistent with my duties as a Fellow of Council or the Objects of Guildford Grammar School Incorporated) statutes passed by Synod, perform all duties of the office of Fellow of Council to the best of my ability, work to achieve the objects of Guildford Grammar School Incorporated and support the core values of Guildford Grammar School.*

- (ii) *I support the School's expression of the Christian faith in the Anglican tradition and acknowledge the authority of the Visitor in matters of faith.*

Appendix 2

EXTRACT OF THE OLD GUILDFORDIANS ASSOCIATION INC RULES

24. **ASSOCIATION'S NOMINEES FOR APPOINTMENT TO SCHOOL COUNCIL**

- (1) Article 7.1(c) of the Constitution of the School provides for The Old Guildfordians Association Inc to appoint two persons to be Fellows of the Council of Guildford Grammar School Incorporated ("School Council") described hereon as "the Old Guildfordians Elected Fellows". The term of appointment of each of the Old Guildfordians Elected Fellows is three years in accordance with the provisions of the Constitution of the School and the appointments will commence on the first of January. Subject to this Rule 24, at a General Meeting convened by the Management Committee at a time not more than three months before the expiry of the term of appointment of any of the Old Guildfordians Elected Fellow(s) nominated pursuant to Article 7.1(c) of the Constitution of the School, the Members shall elect a Member or Members as the case may be who, at the time of that General Meeting, has been a financial Member of the Association for not less than two years (and who may be the Old Guildfordians Elected Fellow whose term of Council has expired) and who otherwise fulfills the School's requirements set out in Article 7.8 of the Constitution of the School as amended from time to time to be a nominee of the Association to sit as a Fellow of School Council pursuant to Article 7.1(c) of the Constitution of the School.
- (2) Nominations for persons eligible to be the Association's nominee to be appointed a Fellow School Council pursuant to Article 7.1(c) of the Constitution of the School must:
 - (a) be made by a Member in writing seconded by another Member;
 - (b) such written nomination must set out the nominee's full name, address, age and occupation and may include such other details relevant to the nominee's suitability for appointment as a Fellow of School Council as the person making the nomination wishes to include for dispatch to Members with the notice of meeting pursuant to Sub-rule 25(4)(c);
 - (c) be accompanied by a written consent to being nominated signed by the nominee;
 - (d) be received by the Secretary not less than 42 days prior to the date of the General Meeting at which the nomination is to be voted on.
- (3)
 - (a) Where the number of nominations received by the Secretary in accordance with Sub-rule 24(2) is the same as the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, the person (or persons) nominated shall be deemed to be elected as the Association's nominee or nominees for appointment as a Fellow (or Fellows) of School Council pursuant to Article 7.1(c) of the Constitution of the School.
 - (b) Where the number of nominations received by the Secretary in accordance with Sub-rule 24(2) is greater than the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, a ballot shall be conducted at the General Meeting to determine which nominee (or nominees) is (or are) to be the Association's nominee (or nominees) for appointment to be Fellow (or Fellows) of School Council.

- (a) At a ballot conducted in accordance with Sub-rule 24(3)(b) the following shall apply:
 - (i) the President shall be the presiding officer at such ballot and he shall be responsible for supervising the ballot and the counting of votes;
 - (ii) each nominee the subject of the ballot shall be entitled to appoint one scrutineer to scrutinize the counting of votes;
 - (iii) in the event of a nominee disputing the outcome of a ballot, the nominee may require the Management Committee to refer the dispute to a retired judge of the District Court of Western Australia, Supreme Court of Western Australia or Federal Court of Australia for determination of the matter in dispute. The decision of the retired judge appointed by the Management Committee to determine the outcome of the ballot shall be final and binding.
- (4) Where one or both of the Old Guildfordians Fellows appointed pursuant to Article 7.1(c) of the Constitution of the School cease(s) to hold office as a Fellow of School Council prior to the expiry of the term of appointment (thereby creating a casual vacancy) the Management Committee shall within twenty eight days appoint a Member who is eligible for appointment to fill the casual vacancy until the expiry of the residue of the term of the appointment of the person who that appointee is to replace pursuant to this Rule.
- (5) If the Member so nominated or appointed under this Rule, holds office as President when nominated or appointed, he shall immediately vacate the office of President thereby creating a casual vacancy to be filled in accordance with Rule 22.