

**THE YALLINGUP STEINER SCHOOL (INC)**

**CONSTITUTION**

**October 2020**

## **The Constitution of Yallingup Steiner School Inc.**

### **1. Name of the Association**

The name of the Association is Yallingup Steiner School Inc.

### **2. Terms used**

In these rules, unless the contrary intention appears:

**Act** means the Associations Incorporation Act 2015.

**Association** means Yallingup Steiner School Inc.

**Books** mean books of the Association which include the following:

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) a document;
- d) any other record of information; and
- e) all meeting minutes, including sub-committees.

**Chairperson** means the Board Member holding office as the Chairperson of the Association.

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act.

**Ex-officio Member** means a person who is a Member of the Board by right of the executive position they hold at the School.

**financial records** include:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
  - i) the methods by which financial statements are prepared; and
  - ii) 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 required under Part 5 Division 3 of the Act.

**financial year** has the meaning given in rule 4.

**general meeting** means a meeting of the Association in respect of which all Members are entitled to receive notice of and to attend and, if eligible, to vote at.

**College** means the teaching body of the School.

**Board** means the Board of the Association.

**Board Meeting** means a meeting of the Board.

**grievance procedure** means the procedures set out in rules 22 to 25.

**Member** means a person who is an Ordinary Board Member, Ex-officio Member, Staff Member or an Ordinary Member of the Association as described in rules 11, 27, 28 and 32(d).

**non-delegable duty** means a duty imposed on the Board by the Act or another written law.

**Ordinary Board Member** means a Board Member who is not an office holder of the Association under rule 27, nor an Ex-Officio Member, and is elected to the Board.

**Ordinary Member** means a Member as described in rule 11 and 18.

**party to a dispute** includes a person:

- a) who is a party to the dispute; and
- b) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

**poll** means the process of voting in relation to a matter that is conducted in writing.

**Register of Members** means the register of Members referred to in section 53 of the Act.

**rules** means these rules of the Association, as in force for the time being.

**School** means Yallingup Steiner School Inc.

**Secretary** means the Board Member holding office as the Secretary of the Association.

**special general meeting** means a general meeting of the Association other than the annual general meeting.

**special resolution** means a resolution passed by the Members at a general meeting in accordance with section 51 of the Act.

**Staff Member** means a Member as described in rule 11(a), and 12 to 14.

**subcommittee** means a subcommittee appointed by the Board under rule 52 and 53.

**surplus property** means Association property remaining after satisfaction of any:

- a) debts and liabilities of the Association; and
- b) costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.

**tier 3 Association** means an incorporated Association to which section 64(3) of the Act applies.

**Treasurer** means the Board Member holding office as the Treasurer of the Association.

**tuition fees** means the total amount payable (including but not limited to all fees, charges or levies) by the parents or legal guardians for their child's attendance at the School.

### **3. Objectives of the Association**

a) The Objectives of the Association are:

- i) to adhere to and foster the educational philosophy and principles of Rudolf Steiner in their application to the education of children;
- ii) to maintain high academic standards consistent with the preceding objective;
- iii) to strive for, establish and maintain activities which enhance the objectives of the Association.

b) In seeking to achieve these goals, the Association will: -

- i) be co-educational;
- ii) be without political and denominational connections;
- iii) assess the children individually and as a whole, free of competitive examinations;
- iv) strive to awaken in the children an awareness of the sanctity of life;
- v) foster self-determination, self-discipline, and compassion in the developing individual;
- vi) establish, maintain, respect and safeguard the professional status of teachers and foster the spirit of sanctity of work for all staff; and
- vii) have the expectation that every teacher foster these goals by engaging in Anthroposophically based teacher learning programs provided by the School and other places of Anthroposophical based learning.

#### **4. Financial year**

The financial year of the Association will be the 12 months period from 1 January to 31 December.

#### **5. Not-for-profit body**

- a) The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule 5(c).
- c) A payment to a Member out of the funds of the Association is authorised if it is:
  - i) A payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - ii) a payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - iii) a payment of reasonable rent to the Member for premises leased by the Member to the Association; or
  - iv) a reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

#### **6. Powers of the Association**

- a) The Association may do all such things it can do at law and are necessary, incidental or conducive to the attainment and, carrying out its objects and in particular, may:
  - i) acquire, hold, deal with, and dispose of any real or personal property; and
  - ii) open and operate bank accounts; and
  - iii) invest its money:
    - (1) as trust funds may be invested under the Trustees Act 1962 Part III; or
    - (2) in any other manner authorised by the rules of the Association; and
  - iv) borrow money upon such terms and conditions as the Association thinks fit; and
  - v) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
  - vi) appoint agents to transact any business of the Association on its behalf; and
  - vii) enter into any other contract it considers necessary or desirable.

- b) The Association may, unless these rules otherwise provide, act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.
- c) As an endorsed Deductible Gift Recipient (DGR) the School maintains Yallingup Steiner School Building Fund solely for the provision of money for the acquisition, construction or maintenance of its buildings and as such can receive income tax deductible gifts.
- d) As an endorsed Deductible Gift Recipient (DGR) the School maintains the Yallingup Steiner School Scholarship Fund (YSSS Fund) for charitable purposes, namely for providing money for eligible scholarships, bursaries and prizes to Australian citizens or permanent residents to promote the education of the recipient, as follows:
  - i) The YSSS Fund is established and maintained solely for providing money for eligible scholarships, bursaries and prizes to Australian citizens or permanent residents to promote the education of the recipient.
  - ii) Gifts to the YSSS Fund must be kept separate from any other funds of Yallingup Steiner School. Monies must be kept in a separate bank account and be identified clearly and clear accounting procedures are required;
  - iii) Receipts must be issued in the name of the YSSS Fund.
  - iv) The public must be invited to contribute to the YSSS Fund.
  - v) The YSSS Fund must be managed by Members of a Committee, who have a responsibility to the Community.
- e) The YSSS Fund can incur expenses incidental to the sole purpose such as advertising, investments and administration.

## **7. Eligible scholarships, bursaries and prizes**

To qualify as an eligible scholarship, bursary or prize it must be:

- a) A scholarship, bursary or prize
- b) Awarded only to Australian citizens or permanent residents
- c) Open to individuals or groups of individuals throughout Australia, a state, a territory or a region of at least 200,000 people.
- d) For the purposes of promoting the recipient's or recipients' education
- e) Awarded on merit or for reasons of equity

## **8. Scholarships, bursaries and prizes**

- a) Scholarships and bursaries can be ongoing or one off benefit payment to students to cover School fees, textbooks and other related education expenses such as uniforms, travel, boarding or living costs.
- b) A prize is an award of money or property to students usually conferred for reasons of merit but must be conferred for reasons of equity.

## **9. Non Profit Clause**

The assets and income of the fund shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the organisation or fund except as bona fide compensation for services rendered or expenses incurred on behalf of the fund in connection with the fund.

## **10. Revocation of DGR endorsement clause**

If the Association or fund is wound up or if endorsement of the fund as a DGR is revoked, the following assets remaining after payment of the funds liabilities shall be transferred to a fund, to which tax deductible gifts can be made.

- a) Gifts of money or property for the principal purpose of the fund contributions made in relation to an eligible fundraising event held for the principal purpose of the fund, and money received by the fund because of such gifts and contributions.
- b) The Australian Tax Office must be notified of any changes to the Objects/Rules.

## **11. Eligibility for membership of Association**

- a) A teacher or other educational staff member employed by the Association, excluding casual or relief staff, is automatically eligible to be a Staff Member of the Association. The membership commences and ends in accordance with the relevant employment arrangement.
- b) A parent or guardian of a child/children registered to attend the School is automatically eligible to be an Ordinary Member of the Association. The membership commences and ends in accordance with the relevant enrolment arrangements of the child/children.
- c) Any person who supports the objects or purposes of the Association is eligible to apply to become an Ordinary Member.

## **12. Applying for membership**

- a) A person who wishes to become a Member must do so in writing to the Association.
- b) The application must include an existing Member's nomination of the applicant for membership.
- c) The application must be signed by the applicant and the Member nominating the applicant.

## **13. Dealing with membership applications**

- a) The Board will consider each application for membership of the Association and decide whether to accept or reject the application.
- b) Subject to subrule 13(c), the Board will consider applications in the order in which they are received by the Association.
- c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- d) The Board must not accept an application unless the applicant:
  - i) is eligible under rule 11; and
  - ii) has applied under rule 12.
- e) The Board may reject an application even if the applicant
  - i) is eligible under rule 11; and
  - ii) has applied under rule 12.
- f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

## **14. Becoming a Member**

An applicant for membership of the Association becomes a Member when:

- a) the Board accepts the application; and
- b) the applicant pays any membership fees payable to the Association under rule 18.

## **15. When membership ceases**

- a) A person ceases to be a Member when any of the following takes place :
  - i) the person resigns from the Association under rule 16;
  - ii) the person is expelled from the Association under rule 20;
  - iii) the person ceases to be a Member under subrule 18(d);



- iv) if the person was a parent of a student, the person no longer has children enrolled at the School;
- v) if the person was an employee, the person is no longer employed with the School.
- b) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
  - i) the date on which the person ceased to be a Member; and
  - ii) the reason why the person ceased to be a Member.

#### **16. Resignation**

- a) A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect:
  - i) when the Secretary receives the notice; or
  - ii) if a later time is stated in the notice, at that later time.
- c) A person who has resigned from membership of the Association remains liable for any membership fees, tuition fees or any other amounts that are owed to the Association at the time of resignation. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

#### **17. Rights not transferable**

The rights of a Member are not transferable and end when membership ceases.

#### **18. Membership fees**

- a) The Board will determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- b) The fees determined under subrule 18(a) may be different for different classes of membership.
- c) A Member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the due date determined by the Board.
- d) If a Member has not paid the annual membership fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- e) If a person who has ceased to be a Member under subrule 18(d) offers to pay the annual membership fee after the period referred to in that subrule has expired:
  - i) the Board may, at its discretion, accept that payment; and

- ii) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- f) A person who has ceased to be a Member of the Association, for whatever reason, remains liable for any tuition fees, membership fees or other amounts that are owed to the Association (the owed amount) at that time. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt owed to the Association.

#### **19. Register of Members**

- a) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association within 28 days of the change.
- b) The Register of Members must include each Member's name and
  - i) residential address; or
  - ii) postal address; or
  - iii) email address; or
  - iv) information by means of which contact can be made with the Member.
- c) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- d) The Register of Members must be kept in a secure location at the School.
- e) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements. The Member may inspect the Register of Members and make a copy or take an extract free of charge, but may not remove the register for that purpose.
- f) If :
  - i) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,the Board 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.

## 20. Suspension or expulsion

- a) The Board may decide to suspend a Member's membership or to expel a Member from the Association if:
  - i) the Member contravenes any of these rules; or
  - ii) the Member, in the Board's opinion, in consultation with the teaching body, acts detrimentally to the interests of the Association or the School.
- b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- c) The notice given to the Member must state:
  - i) when and where the Board meeting is to be held; and
  - ii) the grounds on which the proposed suspension or expulsion is based; and
  - iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- d) At the Board meeting, the Board must:
  - i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - ii) give due consideration to any submissions so made; and
  - iii) decide whether or not to:
    - (1) suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (2) expel the Member from the Association.
- e) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- g) A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule 20(f), give written notice to the Secretary requesting the appointment of a mediator under rule 24.
- h) If notice is given under subrule 20(g), the Member who gives the notice and the Board are the parties to the mediation.

## **21. Consequences of suspension**

- a) During the period a Member's membership is suspended, the Member:
  - i) loses any rights (including voting rights) arising as a result of membership; and
  - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a Member's membership is suspended, the Secretary must record in the Register of Members :
  - i) that the Member's membership is suspended; and
  - ii) the date on which the suspension takes effect; and
  - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the Register of Members that the Member's membership is no longer suspended.

## **22. Disputes between Members or Members and the Association**

- a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 22(a), any party to the dispute may start the grievance procedure giving written notice to the Secretary of:
  - i) the parties to the dispute; and
  - ii) the matters that are the subject of the dispute.
- c) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- d) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- e) The notice given to each party to the dispute must state:
  - i) when and where the Board meeting is to be held; and
  - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Board about the dispute.
- f) If:
  - i) the dispute is between one or more Members and the Association; and

- ii) any party to the dispute gives written notice to the Secretary stating that the party:
  - (1) does not agree to the dispute being determined by the Board; and
  - (2) requests the appointment of a mediator under rule 24,the Board must not determine the dispute.

### **23. Determination of dispute by Board**

- a) At the Board meeting at which a dispute is to be considered and determined, the Board must:
  - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - ii) give due consideration to any submissions so made; and
  - iii) determine the dispute.
- b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- c) party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule 23(a)(3), give written notice to the Secretary requesting the appointment of a mediator under rule 24.
- d) If notice is given under subrule 23(c), each party to the dispute is a party to the mediation.

### **24. Appointment of mediator**

- a) The mediator must be a person chosen:
  - i) by agreement between the Member and the Board if the appointment of a mediator was requested by a Member under subrule 20(g); or
  - ii) by agreement between the parties to the dispute if the appointment of a mediator was requested by a party to a dispute under any other rules of this Constitution.
- b) If there is no agreement for the purposes of subrules (24)(a) or (b), then, subject to subrules 24(c) and (d), the Board must appoint the mediator.
- c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - i) a Member under rule 20(g); or
  - ii) a party to a dispute under and oth3re rules of this Constitution.
- d) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:

- i) have a personal interest in the matter that is the subject of the mediation; or
- ii) be biased in favour of or against any party to the mediation.

## **25. Mediation process**

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c) In conducting the mediation, the mediator must:
  - i) give each party to the mediation every opportunity to be heard; and
  - ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- g) If the dispute has not been resolved by following the procedure set out in rules 22 to 25(f) an application can be made to the State Administrative Tribunal to have a dispute determined.

## **26. Board**

- a) The Board Members are the persons who, as the governance Board of the Association, have the power to manage the proper governance of the Association.
- b) Subject to the Act, these rules and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper governance of the Association.
- c) The Board must take all reasonable steps to ensure that the Association complies with the Act and these rules.

## **27. Board Members**

- a) The Board Members consist of:
  - i) the office holders of the Board;
  - ii) the Principal as a non-voting Ex-officio Member;

- iii) the Finance Manager as a non-voting Ex-officio Member;
  - iv) the Business Manager as a non-voting Ex-officio Member; and
  - v) at least 2 other persons as Ordinary Board Members; and
- b) The maximum number of Ordinary Members elected to the Board is to be nine (9).
  - c) The following are the office holders of the Association:
    - i) the Chairperson;
    - ii) the Vice Chairperson;
    - iii) the Secretary; and
    - iv) the Treasurer.
  - d) A person may be a Board Member if the person is:
    - i) an individual who has reached 18 years of age;
    - ii) a Member; and
    - iii) not excluded from eligibility to be Member of a Board as identified in section 39 of the Act and subrule 27(f).
  - e) A person must not hold 2 or more of the offices mentioned in subrule 27(c) at the same time.
  - f) Board Members are to be fit and proper persons as described in YSS Board Policy.
  - g) Board Members are to conduct themselves in a manner consistent with the requirements of the Act, in particular sections 42, 43, 44, 45, 46 and 47 of the Act, and with the YSS Board Policy.
  - h) A person may not be an office holder of the Association if he/she is an employee of the Association.

## **28. Board membership**

- a) The Board consists of Ordinary Members, Ordinary Board Members, Staff Members, Ex-Officio Members and any Members provided for under subrule 28(b).
- b) Ordinary Members and Staff Members who have been elected to the Board under these rules have Board voting rights other than Ex-Officio Members.

## **29. Chairperson and Vice Chairperson**

- a) It is the duty of the Chairperson to consult with the Secretary and Principal regarding the business to be conducted at each Board meeting and general meeting.
- b) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- c) In the absence of the Chairperson the Vice Chairperson will conduct the business of the Association as described in subrule 29(a).

### **30. Secretary**

The Secretary has the following duties:

- a) dealing with the Board's correspondence;
- b) consulting with the Chairperson and Principal regarding the business to be conducted at each Board meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- h) maintaining full and accurate minutes of Board meetings and general meetings; and
- i) carrying out any other duty given to the Secretary under these rules or by the Board.

### **31. Treasurer**

The Treasurer has the following duties:

- a) to work together with the Business Manager/Finance Manager to ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b) to work together with the Business Manager/Finance Manager to ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;



- f) to work together with the Business Manager/Finance Manager to coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- h) carrying out any other duty given to the Treasurer under these rules or by the Board.

### **32. Principal**

The Principal:

- a) is delegated the day to day management of the School;
- b) is answerable to the Board for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a School;
- c) must:
  - i) implement the educational plans and School policies;
  - ii) be a clear and responsive communicator who represents the School and its values;
  - iii) provide accurate timely reports, information and advice relevant to the Board's accountabilities and functions as and when required and in a manner required;
  - iv) report on student learning and levels of care;
  - v) oversee the preparation of the timetable and all rosters.
  - vi) supervise and promote the development of staff employed by the Association;
  - vii) assume responsibility for the financial, physical and human resource management of the School, and
  - viii) contribute to the formulation of the agenda of Board meetings;
- d) is an Ex-officio Member of the Board with no voting rights;
- e) is responsible for the recruitment, engagement, performance management, discipline and dismissal of all School staff.
- f) must operate the School budget within the constraints set from time to time by the Board;
- g) may not engage contractors, for more than minor works or repairs, without first discussing the need with the finance committee or Board;
- h) will ensure the School facilities are maintained in good order;
- i) will ensure staff receive appropriate and regular professional development;
- j) must promptly report all Reportable Incidents to the Chair of the Board and to the Department of Education within the 48 hour timeframe required by the Department of Education; and
- k) is responsible for the pastoral care of all staff.

### **33. How Members become Board Member**

A Member becomes a Board Member if the Member:

- a) is elected to the Board at a general meeting; or
- b) is appointed to the Board by the Board to fill a casual vacancy under rule 40.

### **34. Nomination of Board Members**

- a) At least 21 days before an annual general meeting, the Secretary must send written notice to all the Members:
  - i) calling for nominations for election to the Board; and
  - ii) stating the date by which nominations must be received by the Secretary to comply with subrule 34(b).
- b) A Member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual general meeting.
- c) The written notice must include a statement by another Member in support of the nomination.
- d) A Member may nominate for one specified position of office holder of the Association or to be an ordinary Board Member.
- e) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 35(a) or 36(b)(ii).

### **35. Election of office holders**

- a) The preferred option is, that at the Annual General Meeting, a separate election may be held for each position of office holder of the Association.
- b) If the above is not possible for whatever reason, then at the Annual General Meeting, the Association may select Board Members. Then at the next Board meeting, the Board may select the Office Bearers.
- c) Under subrule 35(a);
  - i) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Members at the meeting.
  - ii) If only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.

- iii) If more than one Member has nominated for a position, the Members at the meeting must vote by secret ballot to decide who is to be elected to the position.
- d) Each Member present at the meeting may vote for one Member who has nominated for the position.
- e) A Member who has nominated for the position may vote for himself or herself.
- f) On the Member's election, the new Chairperson of the Association may take over as the Chairperson of the meeting.

### **36. Election of ordinary Board Members**

- a) If the number of Members nominating for the position of Board Member is not greater than nine (9), the Chairperson of the meeting:
  - i) must declare each of those Members to be elected to the position; and
  - ii) may call for further nominations from the Members at the meeting to fill any positions remaining unfilled after the elections under subrule 36(a)(i).
- b) If:
  - i) the number of Members nominating for the position of Board Member is greater than nine (9); or
  - ii) the number of Members nominating under subrule 36(a)(ii) is greater than the number of positions remaining unfilled, the Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the Members who are to be elected to the position of Board Member.
- c) A Member who has nominated for the position of Board Member may vote in accordance with that nomination.
- d) A Member who has nominated for Board may be appointed to that position by the Chairperson or Association based on identified needs according to their skills matrix and succession planning.

### **37. Term of office**

- a) The term of office of a Board Member begins when the Member:
  - i) is elected at an annual general meeting or under rule 38(c)(ii); or
  - ii) is appointed to fill a casual vacancy under rule 40.
- b) Subject to rule 39 and 40, a Board Member holds office for a period of 12 months until the positions on the Board are declared vacant at the annual general meeting corresponding to this period.

- c) A Board Member may nominate to be re-elected unless they have served for five consecutive terms. They may be elected after a break of at least 12 months.

### **38. Resignation and removal from office**

- a) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- b) The resignation takes effect:
  - i) when the notice is received by the Secretary or Chairperson; or
  - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Association may by resolution:
  - i) remove a Board Member from office; and
  - ii) elect a Member who is eligible under rule 27(d), rule 27(f) and 27(g) to fill the vacant position.
- d) A Board Member who is the subject of a proposed resolution under subrule 38(c)(i) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- e) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the general meeting at which the resolution is to be considered.
- f) After ceasing office, the Member is required to give the Board all documentation related to their work on the Board.

### **39. When membership of Board ceases**

A person ceases to be a Board Member if the person:

- a) dies or otherwise ceases to be a Member; or
- b) resigns from the Board or is removed from office under rule 38; or
- c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
- d) becomes incapacitated by mental or physical ill health for a period exceeding 6 consecutive months;
- e) is no longer a Member of the Association;
- f) fails to attend 3 consecutive Board meetings, of which the person has been given notice without an acceptable reason for an apology; or
- g) is removed from office under rule 27(f) and or rule 27(g).

#### **40. Filling casual vacancies**

- a) The Board may appoint a Member who is eligible under rule 27(d), rule 27(f) and rule 27(g) to fill a position on the Board that:
  - i) has become vacant under rule 39; or
  - ii) was not filled by election at the most recent annual general meeting or under rule 38(c)(ii).
- b) A Member appointed as a Board Member under this rule will have full voting rights and will hold the position until the next annual general meeting. The person may, in accordance with these rules, then nominate and stand for election to the Board at that annual general meeting.
- c) If the position of Secretary becomes vacant, the Board must appoint a Member of Board who is eligible under rule 27(d), rule 27(f) and 27(g) to fill the position within 14 days after the vacancy arises.
- d) Subject to the requirement for a quorum under rule 47, the Board may continue to act despite any vacancy in its membership.
- e) If there are fewer Board Members than required for a quorum under rule 46, the Board may act only for the purpose of:
  - i) appointing Board Members under this rule; or
  - ii) convening a general meeting.

#### **41. Validity of acts**

The acts of a Board or subcommittee body, or of a Board Member or Member of a subcommittee body, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or Member of a subcommittee body.

#### **42. Payments to Board Members**

A Board Member is entitled to be paid out of the funds of the Association for any out of pocket expenses for travel and accommodation properly incurred in connection with the Association's business as determined by the Board.

#### **43. Board meetings**

- a) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.

- b) The date, time and place of the first Board meeting must be determined by the Board Members as soon as practicable after the annual general meeting at which the Board Members are elected.

**44. Notice of Board meetings**

- a) Notice of each Board meeting must be given to each Board Member at least 7 days before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless subrule 44(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

**45. Procedure and order of business**

- a) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson must preside as Chairperson of each Board meeting.
- b) If the Chairperson and Vice Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- c) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- d) The order of business at a Board meeting may be determined by the Board Members at the meeting.
- e) A Member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Board.
- f) A person invited under subrule 45(e) to attend a Board meeting:
  - i) has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so and also must maintain confidentiality of all matters discussed at the meeting; and
  - iii) cannot vote on any matter that is to be decided at the meeting.

#### **46. Use of technology to be present at Board meetings**

- a) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A Member who participates in a Board meeting as allowed under subrule 46(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

#### **47. Quorum for Board meetings**

- a) Subject to rule 40(d), no business is to be conducted at a Board meeting unless a quorum is present.
- b) At a Board meeting 50% or greater of the voting Board Members constitutes a quorum.
- c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
  - i) in the case of a special meeting — the meeting lapses; or
  - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.

#### **48. Decision making at Board meetings**

- a) The Board strives in all its decision making, to do so by consensus.
- b) If a consensus cannot be reached, Board may allow up to 14 days to reflect on the issue at hand and reconvene on the 14th day to again seek consensus on the motion in question.
- c) If a consensus is still not achieved, a vote may take place to resolve the impasse.
- d) A motion is carried if a simple majority of the Board Members present at the Board meeting vote in favour of the motion.
- e) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question, then each Board Member present at the Board meeting vote on the motion.
- f) If a secret ballot is requested by a Board Member, the Chairperson of the meeting must conduct a poll on the motion.
- g) Once a matter has been voted on and approved, it is incumbent upon all Board Members to support that decision in the broader community.

#### **49. Minutes of Board meetings**

- a) The Board must ensure that minutes are taken and kept of each Board meeting.
- b) The minutes must record the following:
  - i) the names of the Board Members present at the meeting;
  - ii) the name of any person attending the meeting under rule 45(e);
  - iii) the business considered at the meeting, including a brief summary of the information considered;
  - iv) details of any declaration of a material personal interest in a matter.
- c) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d) The Secretary must ensure that the minutes of a Board meeting are reviewed by all Board Members prior to the next Board Meeting, then moved, seconded by 2 Board Members and signed as correct by:
  - i) the Chairperson of the meeting; or
  - ii) the Chairperson of the next Board meeting.
- e) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any appointment purportedly made at the meeting was validly made.

#### **50. Function of the Board**

- a) The Board may perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health and welfare of staff and students.
- b) The Board may raise money for School related purposes.
- c) The Board may do all those acts and things incidental to the exercise of these functions.
- d) The Board's functions must be exercised in accordance with legislation, administrative instructions and this constitution.

#### **51. Duties of the Board**

- a) The Board is accountable for:
  - i) the development and implementation of a strategic plan for the School;
  - ii) the development and implementation of effective processes for planning, monitoring and achieving improvements in student learning;



- iii) the regular and ongoing risk assessment of the levels of care provided in the School in terms of student safety, welfare and wellbeing;
  - iv) maintaining a satisfactory standard of education and levels of care for students;
  - v) the quality of the educational programs of the School;
  - vi) determining the application of the total financial resources available to the School including the regular review of the budget;
  - vii) risk management of the School; (e.g. financial, operational, physical, reputational, legal, student safety, welfare and wellbeing);
  - viii) legal compliance by the School;
  - ix) determining and implementing all expenditure on capital projects;
  - x) overseeing the proper care and maintenance of any property owned by the Association;
  - xi) ensuring that the policies of the School including policies for the safety, welfare and discipline of students are developed, endorsed and enforced; and
  - xii) fostering positive relationships and encouraging involvement with key stakeholders including parents and students.
- b) The Board is responsible for the employment, performance management and dismissal of the Principal.
  - c) The Board is required to:
    - i) engage in professional learning; and
    - ii) conduct an annual review of its own performance.
  - d) The Board will ensure that the accounts of the School are audited by an ASIC registered accountant qualified to audit such accounts and the auditor's report is made available to the Association at the annual general meeting.

## **52. Subcommittee and subsidiary offices**

- a) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
  - i) appoint one or more subcommittees;
  - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A subcommittee may consist of the number of people, whether or not Members, that the Board considers appropriate, at least one of whom must be a Member of Board.
- c) A person may be appointed to a subsidiary office whether or not the person is a Member of Board.
- d) Subcommittees are appointed by Board to provide advice to Board.

### **53. Delegation to subcommittee and holders of subsidiary offices**

- a) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
  - i) the power to delegate; and
  - ii) a non-delegable duty.
- b) A power or duty, the exercise or performance of which has been delegated to a subcommittee body or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee body or holder in accordance with the terms of the delegation.
- c) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- d) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- e) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- f) The Board may, in writing, amend or revoke the delegation at any time.

### **54. Annual General Meeting**

- a) The Board must determine the date, time and place of the Annual General Meeting.
- b) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 49(3)(b) of the Act within 4 months after the end of the financial year.
- c) The ordinary business of the annual general meeting is as follows:
  - i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - ii) to receive and consider:
    - (1) the Board's annual report on the Association's activities during the preceding financial year; and
    - (2) a copy of the review or auditor's report on the financial statements or financial report;
  - iii) to elect the office holders of the Association and other Board Members;
  - iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
  - v) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members.

- d) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### **55. Special General Meetings**

- a) The Board may convene a Special General Meeting.
- b) The Board must convene a Special General Meeting if at least 20% of the Members require a special general meeting to be convened.
- c) The Members requiring a special general meeting to be convened must:
  - i) make the requirement by written notice given to the Secretary; and
  - ii) state in the notice the business to be considered at the meeting; and
  - iii) provide the text of any proposed resolution that is to be put to the Members at the meeting; and
  - iv) each sign the notice.
- d) The Special General Meeting must be convened within 28 days after notice is given under subrule 55(c)(i).
- e) If the Board does not convene a special general meeting within that 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- f) A Special General Meeting convened by Members under subrule 55(e):
  - i) must be held within 3 months after the date the original requirement was made; and
  - ii) may only consider the business stated in the notice by which the requirement was made.
- g) The Association must reimburse any reasonable expenses incurred by the Members convening a special general meeting under subrule 55(e).

#### **56. Notice of general meetings**

- a) The Secretary or, in the case of a special general meeting convened under rule 55(e), the Members convening the meeting, must give to each Member:
  - i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - ii) at least 14 days' notice of a general meeting in any other case.
- b) The notice must:
  - i) specify the date, time and place of the meeting; and
  - ii) indicate the general nature of each item of business to be considered at the meeting; and
  - iii) provide the text of any proposed resolution that is to be put to the Members at the meeting; and

- iv) if the meeting is the annual general meeting, include the names of the Members who have nominated for election to the Board under rule 34(b); and
- v) if a special resolution is proposed:
  - (1) set out the wording of the proposed resolution as required by section 50(4) of the Act; and
  - (2) state that the resolution is intended to be proposed as a special resolution; and
  - (3) comply with rule 57(g).

#### **57. Proxies in General Meetings**

- a) Subject to subrule 57(b), a Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- b) A Member may be appointed the proxy for not more than two (2) other Members.
- c) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- d) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- e) Only items tabled on a meeting Agenda are eligible to be voted on as proxy.
- f) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:
  - i) that clearly identifies the person appointed as the Member's proxy; and
  - ii) that has been signed by the Member.
- g) Notice of a general meeting given to a Member under rule 56 must:
  - i) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
  - ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- h) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **58. Use of technology to be present at general meetings**

- a) The presence of a Member at a general meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A Member who participates in a general meeting as allowed under subrule 58(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

**59. Presiding Member and quorum for general meetings**

- a) The Chairperson or, in the Chairperson's absence, the Vice Chairperson must preside as Chairperson of each general meeting.
- b) If the Chairperson and Vice Chairperson are absent or are unwilling to act as Chairperson of a general meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- c) No business is to be conducted at a general meeting unless a quorum is present.
- d) A quorum shall be at least 25% of Members of the Association present in person/proxy.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - i) in the case of a special general meeting the meeting lapses; or
  - ii) in the case of the annual general meeting — the meeting is adjourned to —
    - (1) the same time and day in the following week; and
    - (2) the same place unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.

**60. Adjournment of general meeting**

- a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting subrule 60(a), a meeting may be adjourned:
  - i) if there is insufficient time to deal with the business at hand; or
  - ii) to give the Members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 56.

#### **61. Voting at general meeting**

- a) On any question arising at a general meeting:
  - i) subject to subrule 61(c), each Member, eligible to vote, has one vote, except the Chair; and
  - ii) Members may vote personally or by proxy.
- b) Except in the case of a special resolution, a motion is carried if a majority of the Members present at a general meeting vote in favour of the motion.
- c) If votes are divided equally on a question, the Chairperson of the meeting has the casting vote.
- d) If the question is whether or not to confirm the minutes of a previous general meeting, only Members who were present at that meeting may vote.
- e) For a person to be eligible to vote at a general meeting as a Member, the Member must have paid at the time of the meeting any membership fee, tuition fee or other money payable to the Association by the Member.
- f) Members shall only have the voting rights associated with their class of membership as set out in Rule 11.

#### **62. When special resolutions are required**

- a) A special resolution is required if it is proposed at a general meeting:
  - i) to affiliate the Association with another body; or
  - ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
  - iii) to alter these rules, including changing the name of the Association (section 30(1) of the Act);
  - iv) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1) of the Act);
  - v) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4) of the Act);
  - vi) to be wound up voluntarily (section 121(2) of the Act) or by the Supreme Court (section 124(a) and Schedule 4 item 9 of the Act);
  - vii) to cancel its incorporation (section 129 of the Act), and

- viii) any other such instance as required by the Act.
- b) Subrule 62(a) does not limit the matters in relation to which a special resolution may be proposed.

### **63. Determining whether a resolution is carried**

- a) Subject to subrule 63(d), the Chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - i) carried; or
  - ii) carried unanimously; or
  - iii) carried by a particular majority; or
  - iv) lost.
- b) If the resolution is a special resolution, the declaration under subrule 63(a) must identify the resolution as a special resolution.
- c) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Members present in person or by proxy:
  - i) the poll must be taken at the meeting in the manner determined by the Chairperson;
  - ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- d) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- e) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- f) A declaration under subrule 63(a) or 63(c) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.
- g) A special resolution is passed if not less than 75% of the Members present, in person or by proxy, cast an eligible vote in favour of the resolution.

### **64. Minutes of general meeting**

- a) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record:
  - i) the names of the Members attending the meeting; and

- ii) any proxy forms given to the Chairperson of the meeting under rule 57(h); and
  - iii) the financial statements or financial report presented at the meeting, as referred to in rule 54(c)(ii)(1) or (2); and
  - iv) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 54(c)(iv).
- d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The Secretary must ensure that the minutes of a general meeting are reviewed, moved, seconded by 2 Board Members and signed as correct by:
- i) the Chairperson of the meeting; or
  - ii) the Chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any election or appointment purportedly made at the meeting was validly made.

#### **65. Source of funds**

The funds of the Association may be derived from entrance fees, membership fees, enrolment fees, tuition fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

#### **66. Control of funds**

- a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
  - i) 2 Board Members; or
  - ii) one Board Member and a person authorised by the Board.
- c) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- d) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.



## **67. Financial statements and financial reports**

- a) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. That is the Board must keep financial records that:
  - i) correctly record and explain its transactions and financial position and performance; and
  - ii) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- b) Without limiting subrule 67(a), those requirements include:
  - i) the preparation of the financial report; and
  - ii) if required, the review or auditing of the financial statements or financial report, as applicable performed by an ASIC registered auditor (person, firm or company), independent from the School; and
  - iii) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - iv) 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 statements or financial report.
- c) All financial records must be kept for at least 7 years after the transactions covered by the records are completed.

## **68. Executing documents and common seal**

- a) The Association may execute a document without using a common seal if the document is signed by:
  - i) 2 Board Members; or
  - ii) one Board Member and a person authorised by the Board.
- b) If the Association has a common seal:
  - i) the name of the Association must appear in legible characters on the common seal; and
  - ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of :
    - (1) 2 Board Members; or
    - (2) one Board Member and a person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- c) The Secretary must make a written record of each use of the common seal.

- d) The common seal must be kept in the custody of the Secretary or another Board Member authorised by the Board.

#### **69. Giving notices to Members**

A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:

- a) delivered by hand to the recorded address of the Member; or
- b) sent by prepaid post to the recorded postal address of the Member; or
- c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

#### **70. Custody of books and securities**

- a) Subject to subrule 70(b), the books and any securities of the Association must be kept under the Secretary's control in a secure location on the School grounds.
- b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept under the Treasurer's control in a secure location on the School grounds.
- c) Subrules 70(a) and 70(b) have effect except as otherwise decided by the Board.
- d) The books of the Association must be retained for at least 7 years.

#### **71. Record of office holders**

- a) The Association shall keep a register of the names and addresses of all office holders in the Association.
- b) The Association shall keep a record of the name and address of all those authorised to use the common seal of the Association.
- c) The Association shall keep a record of the name and address of any person who is appointed or acts as a trustee on behalf of the Association.

#### **72. Inspection of records and documents**

- a) Subrule 72(b) applies to a Member who wants to inspect:
  - i) the register of Members under section 54(1) of the Act; or
  - ii) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - iii) any other record or document of the Association.

- b) The Member must contact the Secretary to make the necessary arrangements for the inspection.
- c) The inspection must be free of charge.
- d) If the Member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by Members.
- e) The Member may make a copy of or take an extract from a record or document referred to in subrule 72(a)(iii) but does not have a right to remove the record or document for that purpose.
- f) The Member must not use or disclose information in a record or document referred to in subrule 72(a)(iii) except for a purpose:
  - i) that is directly connected with the affairs of the Association; or
  - ii) that is related to complying with a requirement of the Act.

**73. Publication by Board Members of statements about Association business prohibited**

A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless:

- a) the Board Member has been authorised to do so at a Board meeting; and
- b) the authority given to the Board Member has been recorded in the minutes of the Board meeting at which it was given.

**74. Distribution of surplus property on cancellation of incorporation or winding up**

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 23(1) of the Act.

**75. Alteration of rules**

- a) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- b) Changes made by special resolution to this constitution must be notified to the Commissioner within one month of the special resolution being passed.

**76. Matter not provided for**

Matters that are not provided for, or not adequately provided for, in this Constitution, may be provided for by resolution of the Board at a properly convened Board Meeting or by the Association at a properly convened General Meeting in which matters must not be inconsistent with this Constitution.