

# PEDARE CHRISTIAN COLLEGE INC.

## CONSTITUTION

### 1. NAME

The name of the College shall be PEDARE CHRISTIAN COLLEGE AN ANGLICAN AND UNITING CHURCH SCHOOL (hereinafter referred to as "the College").

### 2. OBJECT

To put into effect the Aims and Core Principles of the College.

The Aims of the College are:

(a) to establish and conduct a school for the purpose of providing to its students a Christian and liberal education in accordance with the Aims set out hereunder;

(b) to purchase, acquire, hire, take on lease or in exchange lands, buildings, easements and all other property whether real or personal;

(c) to demise, mortgage, lease or grant a licence or easement over any land, building or other realty;

(d) to receive gifts and donations, and to establish funds for carrying out the objects of the College; to grant scholarships, concessions and reductions in fees and subscriptions;

(e) to sell, invest from time to time, dispose of or give in exchange or lend any real or personal property;

(f) to undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the College;

(g) to hold and deal in any form of securities, shares, mortgages, loans, debentures;

(h) to borrow, guarantee or raise money, with or without security, and to execute mortgages over all or any part of the College's real or personal property and to execute assurances over the same;

(i) to hire and employ at a proper remuneration any teachers, clerks, managers, servants or agents;

(j) to pay or reimburse its officers, servants or agents in respect of expenses reasonably and properly incurred or to be incurred by them or any of them in furtherance of their duties or the College's business;

(k) to acquire and receive grants, donations and concessions or any property whether real or personal from any body, organisation, government authority or person;

(l) to effect and maintain any necessary or desirable insurance for the benefit or protection of the College, its officers, servants or agents;

(m) to erect, improve, extend, maintain, pull down or re-build any buildings or other structures belonging to or (subject to any necessary consent of the owner or landlord) leased or occupied by, the College;

(n) to bring or defend any legal proceedings (including arbitration proceedings), and to obtain and pay for any advice or other services for any professional or business person, body or organisation which may be necessary or desirable in connection with the College's purposes or activities;

(o) to make rules and regulations for the conduct or organisation of the College and its students, provided that the same shall not be inconsistent with this Constitution;

(p) to take all actions which are necessary for and conducive to establishing and maintaining the College and to the attainment of any objects hereinbefore set out or any of the Aims hereinafter set out, and to do all matters reasonably incidental thereto;

(q) to conduct the College without loss of autonomy or sovereignty in staffing, curriculum, property or emoluments within the ethos of the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc. and of the South Australian Synod of the Uniting Church in Australia and to provide each with reports as and when required, and at least annually.

### **3. CORE PRINCIPLES**

#### **About God**

We will foster in our students a desire to serve God and in doing so, to develop respect for truth and a lasting set of values emanating from that truth.

#### **About the Child**

We will develop the potential of each student in a safe and caring environment while challenging them to strive for excellence in all they do.

#### **About the Curriculum**

We will provide a broad and engaging curriculum that engenders life-long learning and the integration of our Christian faith.

#### **About the Family**

We will recognise and value our relationship with our Pedare families and how we demonstrate our Christian faith to each other.

#### **About the Community**

We will recognise and value the strength of our Pedare community and our relationship with the wider global community.

### **4. MEMBERSHIP OF THE COLLEGE**

(a) The following shall be eligible to become members of, and attend and vote at, each general meeting of the College:

any adult person who is

- a parent of a present student of the College;
- a parent of a past student of the College shall be eligible to be a member of the College up to the 31<sup>st</sup>. day of December in the third year after their last child leaves the College.
- a former student of the College with a minimum of three years attendance, shall be eligible to be a member of the College up to the 31<sup>st</sup>. day of December in the third year after they have left the College.
- a former student of the College who has current membership of the Pedare Past Scholars Association.
- a parishioner of a participating parish or church;
- a present staff member.

– a present Board member

(b) Eligible persons wishing to attend and vote at a general meeting will be required to substantiate their eligibility on entry to the meeting.

(c) Membership shall cease upon the member ceasing to be a person described in one of the categories specified in (a) above. Otherwise, a member may resign by notice in writing signed by the member and addressed to the Secretary or Chairperson. Such notice shall take effect forthwith.

(d) A member may for good cause be expelled by resolution of a general meeting passed by two-thirds of the members present and voting, provided at least 14 days notice in writing of such resolution has been given personally to such person or posted or delivered to such at their last known address. A person who has been expelled from membership may not become a member again unless a general meeting so resolves.

(e) A copy of this Constitution shall be provided to any member upon request at a price to be determined by the Board from time to time.

## **5. THE GENERAL MEETING**

(a) An annual general meeting shall be held in each year within five months of the close of the year being reported on, of which 21 days written notice specifying the place, time and date of the meeting shall be given by notice as specified in 5(d).

(b) The Board shall lay before the members at the annual general meeting such accounts and other statements as are required by the Act.

(c) A special general meeting may be called by a resolution of the Board of the College or by a requisition in writing signed by at least one hundred eligible members delivered to the Secretary. Upon such resolution being passed or requisition delivered, not less than 14 days' notice of a special general meeting shall be given forthwith provided that in case of special emergency the Chairperson (or in the Chairperson's absence, the Secretary) may direct that the period of such notice be not less than 7 days. Only members in their second consecutive year of eligibility may sign a requisition calling for a special general meeting.

(d) Notice of any general meeting shall be given by the Secretary, or if he or she is unable to act, by the Chairperson or his or her delegate. The method of giving such notice shall be determined by the Board and shall include posting notices at the College premises, notices in College publications, advertising in a local newspaper and advising Participating Parishes.

(e) The Chairperson shall preside at general meetings if present and willing to act, and in any other case the general meeting shall elect a person to preside.

(f) The proceedings at any general meeting shall not be invalidated by reason of any informality or irregularity in the convening of such meeting or any lack of qualification in any of the persons voting at such meeting in good faith.

(g) The quorum shall be 30 members.

(h) If at any meeting a quorum is not present within thirty minutes of the scheduled commencement time, such meeting shall stand adjourned for seven days or such other time not exceeding 14 days as the Board may determine. If at the adjourned meeting a quorum is not present, those present shall constitute a quorum and may proceed to transact the business for which the meeting was called. Notice of the adjourned meeting shall be given as in 5(d).

## 6. THE BOARD OF THE COLLEGE

(a) Subject to this Constitution, the control and management of the College and its funds and other assets shall be vested in, and discharged by, a Board (hereinafter referred to as "the Board"). In particular, but without limiting the generality of the foregoing, the Board shall have power and responsibility to effect the Aims and Core Principles of the College and more particularly:

- (i) to determine the amount of tuition fees and the method of payment;
- (ii) to determine guidelines for the reduction of fees in special circumstances;
- (iii) to maintain the College's property, including land and buildings;
- (iv) to execute, enter into, or give (as the case may be) all conveyances, leases, mortgages, deeds, sales, contracts, covenants, assurances and other transactions within the College's power;
- (v) to effect and maintain all necessary insurances;
- (vi) to negotiate and conduct relations with authorities, bodies and organisations, including Government Departments;
- (vii) to appoint from amongst its members or those eligible to be members of the College, the required number of delegates to represent the College in the appropriate bodies of the Uniting and Anglican Churches, if and as required.
- (viii) to comply with the requirements of the Act for as long as the College is an incorporated association.

(b) The Board shall consist of the following persons:

- (i) The Anglican Archbishop of Adelaide or nominated alternate.  
The Moderator of the Uniting Church in Australia, South Australian Synod, or nominated alternate.
- (ii) Three persons, none of whom shall be present members of the College staff or a spouse of a present member of the College staff, appointed by the South Australian Synod of the Uniting Church or its Standing Committee after consultation with the Board, of whom:
  - One person shall be nominated by the South Australian Synod of the Uniting Church or its appropriate educational body.
  - One person nominated by the founding Uniting Church Congregation of Golden Grove, and
  - One person nominated by the founding Uniting Church Congregation of Tea Tree Gully.
- (iii) Three persons, none of whom shall be present members of the College staff or a spouse of a present member of the College staff, appointed by the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc., or by its appropriate educational body, of whom:
  - One person shall be nominated by the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc., or by its appropriate educational body.
  - One person nominated by the founding Parish of Modbury; and
  - One person nominated by the founding Parish of Tea Tree Gully.
- (iv) Four persons, none of whom shall be present members of the College staff or a spouse of a present member of the College staff, of which at least two must be parents of present

students, elected by the Annual General Meeting and subsequently appointed by the Synod of the then Visitor.

(c) The term of each Board member shall begin on the 1<sup>st</sup>. July following their appointment.

(d) Subject to sub-clause (e), each Board member appointed under 6b (ii) to (iv) shall hold office for two years from the July in which their membership began and, being duly qualified, shall be eligible for re-appointment at the end of that period.

(e) In order to ensure continuity of the Board and an even rotation, at least one quarter of the members of the Board appointed under 6b (ii) to (iv) shall retire annually and, to the extent that is necessary to give effect to this sub-clause, the Board may resolve from time to time that certain appointments be for one year.

(f) Vacation of Office

The office of a member of the Board shall become vacant if the member:

- a) resigns in writing to the Chairperson or the Secretary of the College.
- b) dies.
- c) becomes insolvent or commits an act of bankruptcy.
- d) is unable to carry out satisfactorily the duties of his/her office by reason of physical or mental incapacity.
- (e) is absent from three consecutive Board meetings unless the Board has granted leave of absence or otherwise resolves.
- (f) is removed from such office by resolution of the appointing body.
- (g) ceases to hold the requisite qualification for appointment to the Board
- (h) is convicted within, or outside the State of South Australia:
  - (i) on indictment of an offence in connection with the promotion, formation or management of a body corporate, or
  - (ii) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months, or
  - (iii) of an indictable offence, or
  - (iv) of an offence against Section 39A or Section 60 of the Act, or
  - (v) of an offence against a provision applied by Section 41B of the Act.
- i) becomes, or their spouse becomes an employee of the College

(g) The Board may at its discretion co-opt as members of the Board not more than three persons from time to time and persons so co-opted shall hold office for such a period as the Board shall specify or for one year (whichever is the lesser). A person who has previously been co-opted may be co-opted again.

(h) The Board may set up such standing and ad hoc committees from time to time for such purposes as it shall see fit. Membership of such committees shall be comprised of such persons (whether members of the Board or not) as the Board may appoint, and the Board may empower any such committee to co-opt persons thereto. The chairperson of each committee shall be a member of the Board. Each committee shall report back to the Board as the Board may determine.

(i) Casual vacancies arising in the Board must be filled by a further appointment pursuant to sub-clause 6b.

(j) Persons appointed to fill casual vacancies shall hold office for the remainder of the term of the person being replaced.

(k) The Principal and Business Manager of the College shall attend and report to all meetings of the Board unless requested not to do so, or is granted leave of absence.

## **7. OFFICERS**

(a) At its first meeting after the 1<sup>st</sup>. July in every year (which meeting shall be convened within the month of July) the Board shall appoint from amongst its members the following officers:

- (i) The Chairperson
- (ii) The Vice- Chairperson

(b) The Board may if it sees fit appoint any person as assistant to any of these officers.

(c) If any officer be absent or unable to act from time to time, a person may be appointed by the Board to act in the capacity of that officer for such time and on such conditions as the Board may resolve.

(d) An officer may resign by notice in writing to the Chairperson or Vice-Chairperson.

(e) In the absence of the Chairperson or Vice- Chairperson, an Acting Chairperson may be appointed Chairperson for all purposes of this Constitution.

(f) The Business Manager of the College, or such other person as the Board may determine, shall fulfil the duties of Secretary to the Board and of Public Officer.

## **8. MEETINGS OF THE BOARD**

(a) The Board shall meet no less than once per school term and at such times as it determines.

(b) The Board shall also meet on the summons of the Chairperson or on the summons of the Secretary at the request in writing of not less than four members of the Board (of which request the Secretary shall forthwith give notice to all Board members), and the Board shall thereafter meet within 14 days of the summons or request (as the case may be).

(c) The Board shall at each meeting appoint the date of the next meeting unless it decides for special reason or on any occasion not to do so.

(d) The quorum of the Board shall be six members entitled to vote, but the Board may if it sees fit deliberate (but not pass resolutions) if at least four members are present.

(e) Business shall be conducted pursuant to a written agenda to be given or sent to the members of the Board on at least 7 days notice (or 3 days notice for an extraordinary meeting). The agenda or accompanying notice shall specify the place, date and time of the meeting. But failure to receive a notice of a meeting or the agenda by one or more Board members shall not invalidate that meeting or proceedings and business transacted thereat.

(f) The Chairperson shall have a deliberative vote and a casting vote.

## **9. THE PRINCIPAL AND OTHER STAFF**

(a) The College shall have a Principal who is an active member of the Anglican or Uniting Church, or, with the approval of the appropriate bodies of the Anglican Synod and Uniting Church Synod, of another recognised Christian church. The Principal shall appoint staff in accordance with Board policy. All staff will be expected to support the vision, principles and values of the College.

(b) The Board shall appoint an interviewing panel for the appointment of the Principal, and shall have the power to appoint up to two persons who are not Board members to the interviewing panel.

(c) The Principal shall be appointed by the Board for a period of up to five years. The Board may if it sees fit re-appoint the Principal for such further period or periods (of up to five years) as the Board may determine.

(d) The appointment and reappointment of the new principal shall be subject to the approval of the Anglican Archbishop of Adelaide and the Standing Committee of the Uniting Church Synod of South Australia.

(e) The Board shall appoint a Business Manager.

(f) The Board shall have power and responsibility to set policy for the appointment, conditions of employment (including determination of salaries) and dismissal of all staff, save that dismissal shall only take place as hereinafter provided.

(g) The Board or its delegate shall exercise such powers in relation to the discipline, suspension and dismissal of staff as are authorised by law or are as governed by the terms of the contracts of employment of staff members and the Awards or lawful collective bargaining agreements to which the College may be a party.

(h) In exercising its powers of discipline, suspension and dismissal, the Board or its delegate shall endeavour to meet a high standard of procedural fairness which shall include giving reasonable notice of allegations to the staff member concerned and allowing a staff member the opportunity to respond to allegations before a decision is made.

## **10. DUTIES OF THE PRINCIPAL**

The Principal shall be responsible to the Board for the leadership and management of the College and without limiting the duties of the Principal as formulated by the Board, he or she shall implement the policies of the Board in all matters relating to the management of the College.

## **11. ACCOUNTS**

(a) The College shall keep its accounting records in such a manner as will enable the preparation from time to time of accounts that present fairly the results of its operations and which will enable those accounts to be conveniently and properly audited.

(b) The accounts and records shall be available for inspection by authorised officials and agents of any body authorised at law to inspect those accounts and records to the extent of such authority.

(c) The College's financial year shall commence on the first day of January and end on the thirty first day of December.

(d) Any member of the Board may upon giving reasonable notice to the Business Manager inspect and copy the accounts and records.

(e) The College's accounts and cheques shall be signed by any two of the persons appointed by the Board for that purpose except that no one shall sign any cheque upon which his or her name appears as payee.

## **12. AUDITORS**

(a) At each Annual General Meeting an Auditor or Auditors, being a registered Company Auditor or Auditors and a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants, shall be appointed to hold office until the next Annual General Meeting. A member of the Board or partner or persons in the employment of a member of the Board shall not be qualified to be appointed as Auditor of the College.

(b) The College may fill any casual vacancy in the office of Auditor.

(c) Every Auditor of the College shall have a right of access at all times to the books and accounts and vouchers of the College and shall be entitled to require from the Board and officers of the Board such information and explanations as may be necessary for the performance of the duties of Auditor.

(d) The report of the Auditor shall be presented to the members present at the Annual General Meeting and shall be open to inspection by any member of the College.

### **13. SPIRITUAL LIFE**

The spiritual life of the College is the responsibility of the Principal who may recommend to the Board the appointment of ordained or lay persons to assist in this role.

### **14. SEAL HOLDERS**

(a) The Board shall provide a Common Seal for the purposes of the College which shall be kept under the custody and control of the Public Officer.

(b) The seal shall not be affixed to any instrument except pursuant to a resolution of the Board and in the presence of two members of the Board (of whom one shall be the Public Officer) who shall sign every instrument to which the seal is affixed in their presence.

### **15. INDEMNITY**

(a) The College shall indemnify its Board members, auditors and agents for all expenses and liabilities incurred by them or any of them with the approval of the College in the course of or in pursuance of their lawful functions or duties.

(b) To the extent permitted by law, the College may, in its discretion, indemnify a Board member or an auditor against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted.

(c) The College may, upon such terms as it considers appropriate, pay premiums on behalf of any Board member in relation to insurance obtained to indemnify the member against a liability arising out of the performance by the Board member of his or her duties under this Constitution, provided that the payment of such premiums is not prohibited by law.

### **16. VISITOR**

(a) The Moderator of the Uniting Church and the Archbishop of Adelaide shall alternate every two years in holding the position of Visitor, and the Visitor shall regulate the affairs of the members as between themselves.

(b) The Visitor shall have all the powers and responsibilities that usually attach to the office of "Visitor".

## **17. AMENDMENTS TO THIS CONSTITUTION**

(a) This Constitution may be amended by a resolution passed at a Board meeting of which at least 21 days' notice in writing has been given of intention to propose amendments to this Constitution at such meeting, and stating the terms of the proposed amendment. A resolution to amend this Constitution shall be carried by at least three quarters of all Board members.

(b) An amendment to the Constitution passed by the Board in accordance with subsection (a) shall not come into effect until it has been approved by:

i) three quarters of the members present and entitled to vote at a General Meeting of the College; and

ii) the Synod of the Uniting Church and the Synod of the Anglican Church or their appropriate body.

## **18. WINDING UP**

(a) The College may be wound up by a resolution of the General Meeting passed by a majority of three-quarters of the members present and voting, whereof at least 21 days' written notice has been given in like manner as notice for an annual general meeting, and specifying the proposal to wind the College up.

(b) A resolution to wind up the College shall take effect from the date of its approval by the Uniting Church Synod or its Standing Committee, and the Synod of the Anglican Church, or its appropriate body, whichever shall be later.

(c) If there remains after payment of its debts and liabilities any surplus property of the College, the same shall not be paid to or distributed among the members, but shall be given or transferred to the appropriate Anglican and Uniting Church educational bodies, and in the case of any Building Fund established by the College, the appropriate Anglican and Uniting Church education bodies shall give or transfer them to any such organisation which has been approved under Section 78 (1) (a) of the Income Tax Assessment Act (Commonwealth). The General Meeting may express a preference as to how any of these assets may be used or distributed by the appropriate Anglican and Uniting Church bodies.

## **19. GOVERNING LAW**

The College is established in the State of South Australia and this Constitution shall be in all respects governed by, and interpreted according to, the law of that State.

## **20. INTERPRETATION**

In this Constitution a reference to a particular gender shall include all genders, the singular shall include the plural and vice versa and the following terms shall, unless the context otherwise requires, have the following meanings:

“Anglican Archbishop” means the Anglican Archbishop of the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc

“Anglican Church” and “Anglican Synod” means the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc..

"Board" means the Board established pursuant to clause 6 of this Constitution.

"Chairperson" means the Chairperson for the time being of the Board.

“the ethos of the Anglican Church” means the ethos of the Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc., as may be determined from time to time by that Synod’s appropriate educational body.

“the ethos of the Uniting Church” means the ethos as described in the Basis of Union and clarified by the Assembly from time to time.

"General Meeting" means the General Meeting of members of the College established by, and conducted in accordance with Clause 5 hereof.

“Moderator” means the Moderator of the Uniting Church of Australia, South Australian Synod

"Officer" means any of the officers appointed pursuant to Clause 7.

"Parent" includes guardian.

"Parishioner" means an adult person who is an enrolled member of the Vestry of an Anglican Church or a confirmed member of a Congregation of a Uniting Church.

"Participating Parish" means the founding parishes and any Anglican Parish or Uniting Church Congregation in South Australia the children of whose parishioners constitute not less than 10 students enrolled at the College.

"Person" means a natural person.

"Staff" includes any employee whether remunerated by salary or wage or otherwise or whether employed full time or part time or in a permanent or temporary capacity but does not include any person offering services in a voluntary capacity.

"Student" means any person for whom a place has been set aside in the College’s enrolment in the present year or in any future year.

“The Act” means the Associations Incorporation Act (SA) 1985

"The Founding Parishes" means the Anglican Parishes of Tea Tree Gully and Modbury and the Uniting Church Congregations of Tea Tree Gully and Golden Grove.

"Uniting Church" means Uniting Church of Australia, South Australian Synod.

“Uniting Church Synod” means the Uniting Church in Australia, South Australian Synod and its Standing Committee.