

# PEDARE CHRISTIAN COLLEGE INC.

## CONSTITUTION

### 1. NAME

The name of the College is PEDARE CHRISTIAN COLLEGE INC. (hereinafter referred to as "the College"). The College is an Anglican and Uniting Church school.

### 2. INTERPRETATION

In this Constitution a reference to a particular gender shall include all genders, the singular shall include the plural and vice versa, and another grammatical form of a defined expression has a corresponding meaning and the following terms shall, unless the context otherwise requires, have the following meanings:

"Act" means the Associations Incorporation Act 1985 (SA).

"Anglican Archbishop" means the Anglican Archbishop 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 7 of this Constitution.

"Board Member" means a person appointed to the Board in accordance with clause 7.

"Building Fund" means the building fund established pursuant to clause 20(a).

"Business Day" means a day other than a Saturday, Sunday or public holiday observed in South Australia.

"Business Manager" means the person holding the position of business manager of the College from time to time.

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

"Core Principles" means the principles of the College set out in sub-clause 3(b).

"the ethos of the Anglican Church" means the ethos of the Anglican Synod, as may be determined from time to time.

"the ethos of the Uniting Church" means the ethos lived through the Basis of Union and clarified by the Uniting Church Synod from time to time.

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

"General Meeting" means the general meeting of Members of the College established by, and conducted in accordance with clause 6 hereof.

“Guardian” of a child or young person means the guardian of the child or young person pursuant to an order of the Court under the Children and Young People (Safety) Act 2017 (SA).

“Member” means a member of the College in accordance with clause 5.

“Moderator” means the Moderator of The Uniting Church in Australia, Synod of South Australia.

“Officer” has the meaning given in the Act.

“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 the Uniting Church.

“Participating Parish” means the Founding Parishes and any registered Anglican Parish or Congregation or Uniting Church Congregation in South Australia the children of whose Parishioners constitute not less than 10 Students enrolled at the College.

“Principal” has the meaning given in sub-clause 13(a).

“Responsible People” are those who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.

“Scholarship Fund” means the scholarship fund established pursuant to clause 21(a).

“Secretary” means the secretary of the College.

“Spouse” includes domestic partner as defined in the Family Relationships Act 1975 (SA).

“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.

“Uniting Church” means The Uniting Church in Australia, Synod of South Australia.

“Uniting Church Synod” means The Uniting Church in Australia, Synod of South Australia and its Standing Committee.

“Vice-Chairperson” means the vice-chairperson for the time being of the Board.

### **3. OBJECTS AND CORE PRINCIPLES**

The Objects of the College are to:

- (a) establish and conduct a school for the purpose of providing to its Students a Christian and liberal education in accordance with the Core Principles.
- (b) advance the Core Principles of the College:

**(i) 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.

**(ii) 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.

**(iii) About the Curriculum**

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

**(iv) About the Family**

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

**(v) About the Community**

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

**4. POWERS**

- (a) The College shall have all the powers conferred by section 25 of the Act.
- (b) Without limiting sub-clause 4(a), the powers of the College extend to the following acts as deemed necessary or convenient to be done for or in connection with any one or more of the Objects of the College:
  - (i) to purchase, acquire, hire, take on lease or in exchange lands, buildings, easements and all other property whether real or personal;
  - (ii) to demise, mortgage, lease or grant a licence or easement over any land, building or other realty;
  - (iii) 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;
  - (iv) to sell, invest from time to time, dispose of or give in exchange or lend any real or personal property;
  - (v) to undertake and execute any trusts which may seem directly or indirectly conducive to any of the Objects of the College;
  - (vi) to hold and deal in any form of securities, shares, mortgages, loans, debentures;
  - (vii) 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;

- (viii) to acquire and receive grants, donations and concessions or any property whether real or personal from any body, organisation, government authority or person;
  - (ix) to effect and maintain any necessary or desirable insurance for the benefit or protection of the College, its Officers, servants or agents;
  - (x) 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;
  - (xi) 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;
  - (xii) 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 Objects hereinafter set out, and to do all matters reasonably incidental thereto;
  - (xiii) to conduct the College without loss of autonomy or sovereignty in staffing, curriculum, property or emoluments within the ethos of the Anglican and Uniting Churches and to provide each with reports as and when required, and at least annually.
- (c) The assets and income of the College shall be applied solely to further its Objects and no portion shall be distributed directly or indirectly to the Members of the College except as genuine compensation for services rendered or expenses incurred on behalf of the College.

## **5. MEMBERSHIP OF THE COLLEGE**

- (a) Eligibility for Membership of the College is open to any adult person who, subject to sub-clauses 5(b)(i) and 5(b)(ii), is:
- (i) a Parent of a present Student of the College;
  - (ii) a Parent of a past Student of the College, who shall be eligible to be a Member up to December 31 in the third year after their last child leaves the College;
  - (iii) a former Student of the College with a minimum of three years attendance, who shall be eligible to be a Member up to December 31 in the third year after they have left the College;
  - (iv) a former Student of the College who has current membership of the Pedare Past Scholars Association;
  - (v) a Parishioner of a Participating Parish or Church;
  - (vi) a present Staff member;
  - (vii) a present Board Member.

(b) Application for Membership

- (i) Membership is automatic for the following persons:
  - (a) Parents of present Students of the College:
  - (b) present Staff members;
  - (c) present Board Members.
- (ii) Membership for the following persons is subject to the making of an application for Membership which is approved by the Board and the payment of the relevant annual membership fee as determined by the Board in its absolute discretion of time to time:
  - (a) Parents of past Students of the College in accordance with sub-clause 5(a);
  - (b) former Students of the College in accordance with sub-clause 5(a);
  - (c) Parishioners of a Participating Parish or Church.
- (iii) The applicant, who satisfies the criteria of sub-clause 5(b)(ii)(a), (b) or (c), must:
  - (a) complete and provide to the College, an application for Membership of the College form and deliver it to the College; and
  - (b) agree to be bound by this Constitution.
- (iv) Applications for Membership from Parishioners of a Participating Parish or Church require the application form to be witnessed by the relevant Parish or Church Minister.
- (v) Applications for Membership require approval of the Board and will be considered by the Board at the next Board meeting following the date of receipt of the application, provided the application form is received at least seven days before the date of the next Board meeting. The Board reserves the right to, and may, accept or reject an application in its absolute discretion.
- (vi) The applicant becomes a Member of the College once all the following requirements have been satisfied:
  - (a) the Board approves the application;
  - (b) the Secretary notifies the applicant of approval of the application in accordance with sub-clause 5(b)(vii);
  - (c) within 28 days after the Secretary notifies the applicant of approval of the application, the applicant pays the annual membership fee as determined by the Board in its absolute discretion from time to time; and
  - (d) the applicant's details are entered in the Register of Members; and
- (vii) If an application is approved by the Board, the Secretary must process the application and notify the applicant in writing within a reasonable time after the Board's decision in relation to the applicant.

In any event, the maximum time to process an application and notify the applicant will be two weeks from the date of approval by the Board.

- (viii) The date Membership becomes effective, in accordance with sub-clause 5(b)(vi), will be recorded in the Register of Members.
- (ix) Membership of all Members (other than those for whom Membership is automatic) expires on December 31 each year. Members wishing to renew their Membership must reapply for Membership in accordance with the requirements of this clause 5.
- (x) The Membership of Members for whom Membership is automatic shall automatically be renewed for so long as they continue to satisfy the eligibility criteria in sub-clause 5(a).
- (c) Present Members are entitled to one vote at each General Meeting.
- (d) Present Members wishing to attend and vote at a General Meeting will be required to substantiate their Membership on entry to the meeting.
- (e) Membership shall cease upon the Member ceasing to be a person described in one of the categories specified in sub-clause 5(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.
- (f) A Member's rights are not transferrable.
- (g) 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 postal address or sent to their last known email address. The Member has the right to attend and be heard at the meeting, or make written submissions, prior to the vote on their proposed expulsion. A person who has been expelled from Membership may not become a Member again unless a General Meeting so resolves.
- (h) 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.

## **6. GENERAL MEETINGS**

- (a) An annual General Meeting shall be held in each year within five months of the close of the calendar 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 sub-clause 6(e).
- (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 or by a requisition in writing signed by at least one hundred eligible Members delivered to the Secretary. Any such resolution or requisition shall state the business of such meeting.

Upon such resolution being passed or requisition delivered and subject to sub-clause 6(d), 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 Membership may sign a requisition calling for a special General Meeting. A special General Meeting shall consider only the business for which the meeting was convened.

- (d) Where the business for which the meeting is called includes the intention to propose a special resolution, at least 21 days' notice of meeting specifying the intention to propose the special resolution shall be given to all Members.
- (e) 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 and advising Participating Parishes.
- (f) Members wishing to attend any General Meeting are required to register for attendance in the manner, and by the date, specified in notice of General Meeting.
- (g) The Chairperson, or if not present the Vice-Chairperson, shall preside at all General Meetings. If neither the Chairperson nor the Vice-Chairperson are present at the General Meeting at the appointed time, the Members present at the General Meeting shall elect from the other Board Members present a Board Member to preside. If there is no Board Member present and willing to act, the Members present at the General Meeting shall elect a Member to preside.
- (h) 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.
- (i) The quorum shall be 30 Members.
- (j) 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 sub-clause 6(e).
- (k) Decisions and Voting of Members
  - (i) Members make a decision at a General Meeting by passing a resolution.
  - (ii) Every Member has only one vote at a General Meeting.
  - (iii) A resolution is passed at a General Meeting, other than a special resolution, by a simple majority of Members who vote at that meeting.
  - (iv) Special resolutions will be passed by not less than three-quarters of Members who vote at that meeting called in accordance with sub-clause 6(d).
  - (v) Unless a ballot is requested, a resolution put to a vote at a General Meeting will be determined by a show of hands.

- (vi) The Chairperson or other person presiding may request that a vote be determined by ballot. Any such ballot is to be conducted in the manner directed by the Chairperson or other person presiding. A request for a ballot may be withdrawn.
- (vii) The ballot must be requested:
  - (a) before a vote is taken; or
  - (b) before the voting results on a show of hands are declared.
- (viii) A Member shall not be entitled to appoint any proxy. All votes must be given personally by a Member, namely:
  - (a) in person, where the General Meeting is held in person; or
  - (b) using such voting platform and/or technology specified in the notice of meeting referred to in sub-clause 6(l)(i), where a meeting is held using technology pursuant to sub-clause 6(l).
- (ix) In the case of an equality of votes on a question at a General Meeting, the Chairperson or other person presiding at the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.
- (l) The Board may, if it determines that the circumstances are sufficiently extraordinary, determine to hold a General Meeting solely or partly via the use of technology, in which case the following will apply:
  - (i) The meeting will be held in accordance with the process and using the technology determined by the Board and specified in the notice of General Meeting.
  - (ii) Where the decision to hold the General Meeting via the use of technology is made after the notice of an "in-person" General Meeting has been provided to Members under sub-clauses 6(a), (c) or (d), the Board may, up to 24 hours prior to the scheduled commencement time of the General Meeting, notify the Members in writing of the decision to hold the meeting via the use of technology and the process determined by the Board to carry out such General Meeting.

## **7. THE BOARD OF THE COLLEGE**

### Powers of the Board

- (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. The Board may exercise all the powers of the College save for those which must, under this Constitution or by law, be exercised by the Members of the College in General Meeting. In particular, but without limiting the generality of the foregoing, the Board shall have power and responsibility to effect the Objects 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 Board 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 Anglican and Uniting Churches, if and as required;
  - (viii) to comply with the requirements of the Act for as long as the College is an incorporated association;
  - (ix) to interpret the meaning of this Constitution and any other matter relating to the affairs of the College on which this Constitution is silent.
- (b) In the exercise of its powers and in the governing of its own processes, the Board is to have regard to such guidelines, charters and Board policies (not being inconsistent with this Constitution or the Act) which the Board may adopt from time to time.

#### Composition of the Board

- (c) The Board shall consist of the following persons who are required to undertake to support the Objects and Core Principles of the College and promote its development:
- (i) The Anglican Archbishop, or nominee, and the Moderator, or nominee.  
  
Where a nominee is appointed, written notification is required from the Anglican Archbishop or the Moderator of the appointment. Such nominee remains a Board Member until the Board is notified in writing by the Anglican Archbishop or the Moderator (as the case may be) that the person nominated is no longer the nominee, or until the nominee notifies the Board in writing of their resignation from the Board.
  - (ii) Two persons, none of whom shall be present Staff members, or a Spouse of a present Staff member, appointed by the Uniting Church or its Standing Committee after consultation with the Board and the Church councils of Golden Grove Uniting Church and Tea Tree Gully Uniting Church.
  - (iii) Two persons, none of whom shall be present Staff members, or a Spouse of a present Staff member, appointed by the Anglican Synod after consultation with the Board and the Parish councils of Modbury and Tea Tree Gully.
  - (iv) Three persons, none of whom shall be present Staff members or a Spouse of a present Staff member, of which at least two must be Parents of present Students, elected by Members at the annual General Meeting and subsequently appointed by the Anglican and Uniting Church Synods, subject to the requirements this clause 7.

### Consultation with the Board

- (d) Consultation with the Board under sub-clauses 7(c)(ii) and (iii) shall take into account the knowledge, skills and experience of the proposed appointee and whether they are consistent with those identified as required by the Board from time to time, and whether they fill any gaps in the skills of the Board at the particular time.

### Appointment or election as a Board Member

- (e) A person shall be eligible for election as a Board Member at the annual General Meeting under sub-clause 7(c)(iv) if:
  - (i) one or more vacancies exist on the Board, and the Board has called for nominations by notice in writing, identifying the specific knowledge, skills and experience sought for each vacancy and advising of the closing date for nominations;
  - (ii) the person completes a Board Member nomination form, detailing their relevant knowledge, skills and experience, and submits this form to the public officer by the closing date;
  - (iii) the Board's Nomination Committee recommends the nomination to the Board, having regard to the knowledge, skills and experience of the person and the needs of the Board as identified in the Board's skills matrix and skills gap analysis; and
  - (iv) the Board recommends the nomination to the Members at the annual General Meeting.
- (f) In assessing persons to be appointed or elected under sub-clauses 7(c)(ii) to (iv) the Board is to consider whether any actual, potential or perceived conflicts of interest in matters affecting that person, their family or their financial interests exist that could substantially impact, or be perceived to substantially impact, the ability of that person to fulfil their obligations to the College as a Board Member.
- (g) Following satisfaction of the requirements of sub-clause 7(e), notice of all persons seeking election to the Board under sub-clause 7(c)(iv) shall be given to all Members at least 14 days prior to the Annual General Meeting at which the elections will be held.
- (h) Each nominee for a Board position under sub-clause 7(c)(iv) (subject to satisfaction of the requirements of sub-clause 7(e)) shall stand for election at the annual General Meeting and must be elected by a majority of members voting in person at the meeting.
- (i) Where there is no appointment to a Board position under sub-clauses 7(c)(ii) or (iii) for a period of greater than 90 days, that position is deemed to be a casual vacancy and the provisions of sub-clauses 7(r) and (s) will apply.
- (j) Where, following an annual General Meeting, there is no appointment to a Board position under sub-clause 7(c)(iv), that position will be deemed to be a casual vacancy and the provisions of sub-clauses 7(r) and (s) will apply.
- (k) Each Board Member shall be appointed when any conditions of nomination and appointment applicable to that Board Member are satisfied. The term of office of each Board Member shall be calculated in accordance with sub-clause 7(l).

- (l) Subject to this sub-clause 7(l) and sub-clauses 7(m) and 7(n), each Board Member appointed under subclauses 7(c)(ii) to (iv) shall hold office for a term of three years, calculated on the basis that the term commences from July 1 in the calendar year in which they were appointed, whether or not the actual date of their appointment in that calendar year was before or after that July 1. The Board may resolve from time to time to make the term of a Board Member's appointment less than three years at the time of appointment.
- (m) Each Board Member appointed under subclauses 7(c)(ii) to (iv), being duly qualified and continuing to satisfy any conditions for nomination and appointment, is eligible for reappointment by the applicable appointing authority or by election at an annual General Meeting at the conclusion of any three year term in accordance with the requirements of this clause 7.
- (n) A person is only eligible to be appointed, or to stand for election, as a Board Member for up to a maximum of four consecutive three year terms, namely twelve years.
- (o) Prior to appointment, Board Members must confirm and substantiate that they have no legal impediment to being a Board Member and must obtain, and continue to hold for the duration of their appointment, all clearances required by the College from time to time.

Vacation of office and co-option

- (p) The office of a Board Member shall become vacant if the Board Member:
  - (i) resigns in writing to the Chairperson or the Secretary;
  - (ii) dies;
  - (iii) becomes insolvent or commits an act of bankruptcy;
  - (iv) is unable to carry out satisfactorily the duties of his/her office by reason of physical or mental incapacity;
  - (v) is absent from three consecutive Board meetings unless the Board has granted leave of absence or otherwise resolves;
  - (vi) is removed from such office by resolution of the appointing body;
  - (vii) ceases to hold the requisite qualification for appointment to the Board;
  - (viii) without limiting sub-clause 7(p)(x) is convicted within, or outside the State of South Australia:
    - (a) on indictment of an offence in connection with the promotion, formation or management of a body corporate; or
    - (b) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
    - (c) of an indictable offence; or
    - (d) of an offence against Section 39A or Section 60 of the Act; or
    - (e) of an offence against a provision applied by Section 41B of the Act;

- (ix) becomes, or their Spouse becomes, an employee of the College;
  - (x) is disqualified from being a Board Member by the Act; or
  - (xi) in the opinion of the Board, becomes subject to an actual, potential or perceived conflict of interest in matters affecting that person, their family or their financial interests that could substantially impact, or be perceived to substantially impact, the ability of that Board Member to fulfil their obligations to the College.
- (q) Upon vacation of office under sub-clause 7(p) a casual vacancy will arise on the Board.
- (r) Where one or more casual vacancies exist, the Board may at its discretion co-opt as Board Members persons from time to time to fill those vacancies. d Persons so co-opted to fill a casual vacancy that has arisen under:
- (i) sub-clause 7(i) shall hold office for such a period as the Board shall specify or for one year (whichever is the lesser);
  - (ii) sub-clause 7(j) shall hold office for such a period as the Board shall specify or until the next Annual General Meeting (whichever is the lesser);
  - (iii) sub-clause 7(p) shall hold office for the remainder of the term of the person being replaced.
- (s) A casual vacancy that is filled by co-option under sub-clause 7(r) is no longer a vacant Board position, and as such cannot be filled by an appointment under sub-clauses 7(c)(ii) to (iv) until the term of the co-option expires.
- (t) In order to access specific knowledge, skills and expertise identified as required by the Board, the Board may at its discretion co-opt as a Board Member not more than one additional person from time to time to meet the needs of the Board 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).
- (u) A person who has previously been co-opted may be co-opted again.
- (v) Co-opted Board Members have the same voting rights as those appointed under sub-clause 7(c).

#### Determining conflicts of interest

- (w) The determination of any conflict of interest under sub-clauses 7(f) and 7(p)(xi) resides solely with the Board and the matter will be decided by a vote of the Board, excluding the potentially conflicted Board Member, in accordance with the requirements of clause 9.

#### Committees and other matters

- (x) The Board may set up such standing and ad hoc committees from time to time for such purposes as it shall see fit. Such committees:
  - (i) shall have membership comprised of such persons (whether Board Members or not) as the Board may appoint, and the Board may empower any such committee to co-opt persons thereto;

- (ii) shall have a chairperson who is a Board Member;
  - (iii) shall report back to the Board as the Board may determine;
  - (iv) do not have authority to act in the name of the Board, unless explicitly empowered by the Board either in the committee charter or by resolution of the Board; and
  - (v) shall make recommendations to the Board for decision, unless acting within their explicit authority provided by the Board to make decisions as a committee.
- (y) The Principal and Business Manager shall attend and report to all meetings of the Board unless requested not to do so for all or any part of a meeting, or they are granted leave of absence.

## **8. OFFICE HOLDERS**

- (a) At its first meeting after July 1 in each year where appointment is due (which meeting shall be convened within the month of July) the Board shall appoint from amongst its Board Members the following office holders:
  - (i) the Chairperson
  - (ii) the Vice-Chairperson
- (b) Each office holder is appointed for a term of three years, calculated on the basis that the term commences on July 1 in the calendar year in which they were appointed to that office, whether or not the actual date of their appointment in that calendar year was before or after that July 1. The Board may resolve from time to time to make the term of an office holder's appointment less than three years.
- (c) Office holders are eligible for re-appointment and each appointment and re-appointment of office holders is to be determined by a vote of the Board in accordance with clause 9 of this Constitution.
- (d) The Board may if it sees fit appoint any person as assistant to any of these office holders.
- (e) If any office holder is absent or unable to act from time to time, another Board Member may be appointed by the Board to act in the capacity of that office holder for such time and on such conditions as the Board may resolve.
- (f) An office holder may resign by notice in writing to the Chairperson or Vice-Chairperson.
- (g) The Board shall also appoint a public officer who is not required to be a Board Member.
- (h) The Business Manager, or such other person as the Board may determine, shall fulfil the duties of Secretary to the Board and of public officer.

## 9. 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 Board Members (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 five Board Members entitled to vote, but the Board may if it sees fit deliberate (but not pass resolutions) if at least four Board Members are present.
- (e) In addition to Board Members, the following persons may attend meetings of the Board but are not considered Board Members and are not entitled to vote at Board meetings:
  - (i) the College Principal;
  - (ii) the Business Manager / public officer;
  - (iii) the Executive Assistant ;
  - (iv) in the event the Anglican Archbishop has a nominee on the Board, then the Anglican Archbishop;
  - (v) in the event the Moderator has a nominee on the Board, then the Moderator;
  - (vi) any other person(s) upon invitation of the Board.
- (f) Business shall be conducted pursuant to a written agenda to be given or sent to Board Members on at least 7 days notice (or 3 days notice for an extraordinary meeting in accordance with subclause 9(b)). 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.
- (g) Questions arising at any meeting of the Board or any committee appointed by the Board shall be decided by a simple majority of votes of Board Members present at the meeting.
- (h) Each Board Member present at a meeting of the Board is entitled to one vote, but in the event of equality of votes on any question, the Chairperson shall have a deliberative vote and a casting vote.
- (i) Any act by the Board or a Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member or Committee member. This clause does not apply to future decisions made by the Board or a Committee from the time of discovery of the defect.

- (j) A meeting of the Board may be held at two or more locations using any technology approved by the Board that gives each Board Member a reasonable opportunity to participate.
- (k) Without limiting sub-clause 9(j) the Board consents to the use of videoconferencing and telephone for holding a Board meeting.
- (l) A Board meeting held solely or partly using technology is treated as being held at the place at which the greatest number of Board Members present at the Board meeting are located or, if there is an equal number of Board Members located at two or more places, at the place where the Chairperson of the Board meeting is located.
- (m) A Board Member who participates in a Board meeting using technology is taken to be present at the meeting (unless the connection fails resulting in disconnection, or unless the Board Member states to the Chairperson that the Board Member is disconnecting his or her audio or audio-visual device) and, if the Board Member votes at the meeting, is taken to have voted in person.
- (n) The following provisions apply to a technology meeting of the Board:
  - (i) A meeting of the Board may be held wholly or partly by the use of technology at the determination of the Chairperson;
  - (ii) Where the Chairperson has determined that a Board meeting is to be held in person, a Board Member not able to attend in person may, with the approval of the Chairperson, attend up to two meetings per calendar year via the use of technology;
  - (iii) Adequate notice of attendance via the use of technology is required in order to provide sufficient time for arranging and setting up of resources required;
  - (iv) Each Board Member taking part in the meeting must be able to hear and be heard by each of the other Board Members taking part in the meeting; and
  - (v) At the commencement of the meeting each Board Member must announce his or her presence to all other Board Members taking part in the meeting.

## **10. MINUTES**

- (a) It is the duty of the public officer to keep minutes of:
  - (i) all appointments of Board Members;
  - (ii) the names of Board Members present at a Board meeting or a General Meeting; and
  - (iii) all proceedings at Board meetings and General Meetings.
- (b) Minutes of proceedings at a meeting referred to in sub-clause 10(a) must be:
  - (i) in the case of Board meeting confirmed by the Board Members, or in the case of General Meeting confirmed by Members, at a subsequent meeting; and
  - (ii) signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **11. WRITTEN RESOLUTIONS**

- (a) The Board may consider and vote on a resolution in respect of a matter without a Board meeting being held provided a majority of all Board Members approve consideration of, and voting on, the resolution without a Board meeting.
- (b) Such a resolution is passed when a majority of all Board Members entitled to vote on the resolution vote in favour of the resolution in accordance with the manner described in sub-clause 11(e).
- (c) Separate copies of a document may be used for signing by Board Members if the wording of the resolution is identical in each copy. Each Board Member must be given a copy of the document for signing or notice of the proposed resolution.
- (d) Any document referred to in this clause 11 may be in the form of an electronic notification (email) or produced by other electronic or mechanical means.
- (e) A Board Member may vote in favour of a resolution by:
  - (i) Signing a document containing the resolution (or a copy of the document);
  - (ii) Stating by means of electronic communication (including by email), without the necessity of signing, that they are in favour of the resolution, or words of like effect;
  - (iii) Sending in any document produced under the name of the Board Member with the Board Member's authority that they are in favour of the resolution;
  - (iv) Telephoning the Secretary or Chairperson and signifying assent to the resolution and clearly identifying its terms. In such a case, the Secretary is to make a contemporaneous file note that the assent has been received by telephone and the Board Member should promptly confirm the assent by email to the Secretary (but failure by the Secretary or Board Member to do so shall not invalidate the assent).
- (f) The resolution is passed when the last of the required number of Board Members, as set out in sub-clause 11(b), votes in favour of the resolution in accordance with sub-clause 11(e).
- (g) Any resolutions passed in accordance with this clause 11 will be noted in the minutes of the next Board meeting.
- (h) The provisions applying to Board Members in this clause 11 (relating to written resolutions of the Board) apply in the same manner to members of committees for the purposes of committees effecting written resolutions.

## **12. SERVING OF NOTICES**

- (a) Unless otherwise provided in this Constitution, where there is a requirement for notice to be given under this Constitution, such notice may be given by:
  - (i) personal service;
  - (ii) sending it by post or courier to:



- (a) in the case of notice given to Members or Board Members, the person's address shown in the register of Members or the address supplied by the person for sending notices to the person; or
  - (b) in the case of notice given to the College, to the College's address.
- (iii) email to:
  - (a) in the case of notice given to Members or Board Members, the person's email address shown in the register of Members or the email address supplied by the person for sending notices to the person; or
  - (b) in the case of notice given to the College, to the College's email address.
- (b) A notice sent by post or courier is taken to be served:
  - (i) by properly addressing, prepaying and posting or directing the delivery of the notice; and
  - (ii) on the second Business Day after the Business Day on which it was posted or given to the courier for delivery.
- (c) A notice sent by email is taken to be served:
  - (i) by properly addressing the email and transmitting it; and
  - (ii) on the day of its transmission except if transmitted after 5:00pm in which case it is taken to be served on the next Business Day.

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

- (a) The College shall have a principal ("the Principal") who is an active member of the Anglican or Uniting Church, or, with the approval of the Anglican Archbishop 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 such period determined by the Board. The Board may if it sees fit re-appoint the Principal for such further period or periods as the Board may determine.
- (d) The appointment and reappointment of the Principal shall be subject to the approval of the Anglican Archbishop and the Standing Committee of the Uniting Church Synod.
- (e) 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.
- (f) 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.

- (g) 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.

#### **14. 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 and will do so in accordance with the Board's delegation policy and schedule of delegated authority in place from time to time.

#### **15. ACCOUNTS AND RECORDS**

- (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 January 1 and end on December 31 of each year.
- (d) If the Board approves, and subject to any agreement entered into pursuant to sub-clause 19(c), the College must give an Officer or former Officer access to:
  - (i) certain documents, including documents provided for or available to the Officer; and
  - (ii) any other documents referred to in those documents.

#### **16. AUDITORS**

- (a) At each annual General Meeting an auditor or auditors, being a registered Company auditor or auditors and a member of CPA Australia or Chartered Accountants Australia and New Zealand, or their successor organisations, shall be appointed by the Members to hold office until the next annual General Meeting.
- (b) A person who is:
  - (i) an Officer; or
  - (ii) a partner, employer or employee of an Officer; or
  - (iii) an employee; or
  - (iv) a partner or employee of an employee,of the College, may not be appointed as auditor of the accounts of the College.

- (c) If a vacancy in the office of auditor being appointed under sub-clause 16(a) arises, the Board may (as necessary) fill any casual vacancy in the office of auditor and the appointment will be for the balance of that financial year.
- (d) 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.
- (e) The accounts, together with 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.

## **17. 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.

## **18. 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 common seal shall not be affixed to any instrument except pursuant to a resolution of the Board.
- (c) The affixing of the seal shall be witnessed by:
  - (i) two Board Members (one of whom shall be the Board Chairperson or Vice-Chairperson); or
  - (ii) a Board Member and the Principal; or
  - (iii) a Board Member and the public officer.

## **19. INDEMNITY**

- (a) Subject to the Act, the College shall indemnify each Officer for all costs, claims, liabilities, expenses and legal costs reasonably incurred by them or any of them in the course of performing their functions or duties as an Officer. The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the College, subject to any deed or agreement entered into between the College and the Officer under sub-clause 19(c).
- (b) The College may, upon such terms as it considers appropriate, pay premiums for a contract insuring an Officer against those costs, claims, liabilities, expenses and legal costs, provided that the payment of such premiums is not prohibited by law.
- (c) To the extent permitted by the Act, the College may enter into an agreement or deed with an Officer of the College under which the College agrees to do any or all of the following:
  - (i) Indemnify the Officer against any liability incurred by the Officer as an Officer of the College;

- (ii) Keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer;
- (iii) Keep a set of books of the College and allow the Officer and the Officer's advisors to access the records of the College for any period agreed and subject to such terms agreed.

## **20. COLLEGE BUILDING FUND**

- (a) The College will establish and maintain a Building Fund solely for the purpose of providing money, property or other benefits for acquiring, constructing or maintaining the school buildings used by the College ("Building Fund Sole Purpose").
- (b) The Building Fund is a fund:
  - (i) to which the public will be invited to contribute;
  - (ii) to which gifts of money for the Building Fund Sole Purpose are to be made;
  - (iii) to which contributions from fundraising events held for the Building Fund Sole Purpose are to be made;
  - (iv) to which any money received by the College because of those gifts and contributions including interest accrued thereon is to be credited; and
  - (v) that does not receive any other money.
- (c) The Building Fund will be administered by a committee made up of a majority of Responsible People who are appointed by the Board and who will ensure that:
  - (i) gifts to the Building Fund are kept separate from other funds of the College, in a separate bank account with clear accounting procedures;
  - (ii) the Building Fund is used only for the Building Fund Sole Purpose;
  - (iii) no moneys are distributed from the Building Fund to the Board, its committees, the Principal or any other person; and
  - (iv) the assets obtained or maintained using funds from the Building Fund must be used as school buildings which are predominantly used in organised or systematised instruction or training, usually in a class form, given on a regular or continuing basis and such other buildings used as a school within the meaning of sub-section 30-25(1) of the Income Tax Assessment Act 1997 (Cth).
- (d) In the case of the earlier of:
  - (i) the winding up of the Building Fund;
  - (ii) the winding up of the College; or
  - (iii) the Building Fund ceasing to be endorsed as a Deductible Gift Recipient (DGR) under sub-section 30-BA of the Income Tax Assessment Act 1997 (Cth),

any surplus assets of the fund remaining after the payment of the Building Fund's liabilities shall be transferred to another fund, authority or institution which has similar Objects, prohibits the distribution of income and assets to its members and is endorsed as a Deductible Gift Recipient.

## 21. SCHOLARSHIP FUND

- (a) The College will establish and maintain a Scholarship Fund solely for the purpose of providing funds to Australian citizens or permanent residents of Australia, within the meaning of the Australian Citizenship Act 2007 (Cth), from any State in the whole of Australia, who have attended, are attending or seek to attend the College for scholarships, bursaries or prizes to promote the recipients' education at the College ("Scholarship Fund Sole Purpose"). Scholarships and Bursaries will be awarded on merit or for reasons of equity and in accordance with eligibility criteria determined by the College from time to time.
- (b) The Scholarship Fund is a fund:
  - (i) to which the public will be invited to contribute;
  - (ii) to which gifts of money for the Scholarship Fund Sole Purpose are to be made;
  - (iii) to which contributions from fundraising events held for the Scholarship Fund Sole Purpose are to be made;
  - (iv) to which any money received by the College because of those gifts and contributions including interest accrued thereon is to be credited; and
  - (v) that does not receive any other money.
- (c) The Scholarship Fund will be administered by a committee made up of a majority of Responsible People who are appointed by the Board and who will ensure that:
  - (i) gifts to the Scholarship Fund are kept separate from other funds of the College, in a separate bank account with clear accounting procedures;
  - (ii) the Scholarship Fund is used only for the Scholarship Fund Sole Purpose; and
  - (iii) no moneys are distributed from the Scholarship Fund to the Board, its committees, the Principal or any other person.
- (d) In the case of the earlier of:
  - (i) the winding up of the Scholarship Fund;
  - (ii) the winding up of the College; or
  - (iii) the Scholarship Fund ceasing to be endorsed as a Deductible Gift Recipient (DGR) under subsection 30-BA of the Income Tax Assessment Act 1997 (Cth),

any surplus assets of the fund remaining after the payment of the Scholarship Fund's liabilities shall be transferred to another fund, authority or institution which has similar objects, prohibits the distribution of income and assets to its members and is endorsed as a Deductible Gift Recipient.

## **22. AMENDMENTS TO THIS CONSTITUTION**

- (a) Subject to sub-clause 22(b), 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 sub-clause 22(a) shall not come into effect until:
  - (i) a resolution has been passed by three quarters of the Members present and entitled to vote at a General Meeting of the College, whereof, in accordance with sub-clause 6(d), at least 21 days' written notice has been given to Members, specifying the proposal to amend the Constitution as a special resolution; and
  - (ii) the amendment has been approved by the Uniting Church Synod and the Anglican Synod.
- (c) Any amendment to this Constitution shall be registered as required by the Act.
- (d) As at the date on which this Constitution is adopted, including to adopt this new sub-clause 22(d) ("Commencement Date"), where the newly adopted Constitution results in changes in composition of the Board under clause 7, a maximum transition period of 12 months from the Commencement Date will apply before the requirements of clause 7 are required to be achieved, and the following transition process shall apply:
  - (i) All Board Members who were appointed by the Uniting Church or its Standing Committee following nomination by either the Uniting Church Synod or the Founding Uniting Church Congregations of Golden Grove or Tea Tree Gully, are deemed to have been appointed in accordance with revised clause 7(c)(ii) of this Constitution;
  - (ii) All Board Members who were appointed by the Anglican Synod following nomination by either the Anglican Synod itself or the Founding parishes of Modbury or Tea Tree Gully are deemed to have been appointed in accordance with revised clause 7(c)(iii) of this Constitution;
  - (iii) Where there remain, in a category of Board Membership defined in sub-clauses 7(c)(ii) or 7(c)(iii), more Board Members than are permitted under those new sub-clauses, advice shall be sought from the Church by which those Board Members were appointed as to which appointments are to continue and which Board Members are to retire. To assist the Churches in making this determination, the Board will encourage that the Churches' consult with the Board and take into account the knowledge, skills and experience identified as required by the Board, and which of the remaining Board Members are best suited to fill such knowledge, skills and experience.
  - (iv) Where there remain in the category of Board Membership defined in sub-clause 7(c)(iv) more Board Members than are permitted under that new sub-clause, the number of Board Members shall be reduced by:

- (a) first, seeking from among those Board Members, one or more volunteer resignations as is required to achieve the requisite number of Board Members; and
- (b) secondly, where there are no or insufficient volunteer resignations, the Board shall vote on which Board Members are to remain on the Board, having regard to the Board's skills matrix, skills gap analysis and the needs and anticipated needs of the Board at that time.

## **23. 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 as a special resolution.
- (b) A resolution to wind up the College shall take effect from the date of its approval by the Uniting Church Synod and the Anglican Synod, 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 or former Members, but shall be apportioned equally between and transferred to eligible Anglican and Uniting Church bodies. To be eligible, those bodies must be charitable at law and have rules prohibiting the distribution of assets and income to members. Such eligible Anglican and Uniting Church bodies to which the surplus property of the College shall be paid to or distributed shall be chosen by the Board. In the absence of any eligible Anglican or Uniting Church bodies, the General Meeting shall determine how any undistributed surplus property is distributed to other eligible bodies.
- (d) Members are not liable to contribute towards the payment of the liabilities of the College or the costs, charges and expenses of winding up the College.

## **24. 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.