



# TRINITY ANGLICAN SCHOOL LTD

## CONSTITUTION

(as at 30 March 2009)

**CONSTITUTION  
TRINITY ANGLICAN SCHOOL LTD**

**TABLE OF CONTENTS**

1.	DEFINITIONS AND INTERPRETATION.....	1
1.1	Replaceable Rules.....	1
1.2	Definitions.....	1
1.3	Interpretation .....	2
2.	OBJECTS.....	2
3.	APPLICATION OF INCOME AND PROPERTY .....	3
4.	WINDING UP OR DISSOLUTION.....	3
4.1	No Distribution to Members.....	3
4.2	Limit on Members' Contribution .....	3
5.	MEMBERS .....	4
5.1	Founding Member.....	4
5.2	Option for a Second Member .....	4
5.3	Admission of Second Member .....	4
6.	BOARD.....	4
6.1	Membership of the Board.....	4
6.2	Board Directors' Qualifications.....	5
6.3	Board Directors' Terms .....	6
6.4	Termination as Board Director .....	6
6.5	Special Case Restrictions on Founding Member's Power to appoint Board Directors .....	7
6.6	Resignation of Board Director .....	8
6.7	Board Meetings.....	8
6.8	Appointment of Chairperson, Secretary and Treasurer .....	9
6.9	Resolution without Meeting.....	9
6.10	Board Directors' Expenses.....	10
6.11	Conflicts of Interest .....	10
6.12	Validity of Acts .....	11
6.13	Casual Vacancies .....	11
7.	POWERS AND DUTIES OF THE BOARD.....	11
7.1	Management of Business of Company .....	11
7.2	Delegation .....	12
7.3	Committees and Sub-committees .....	12
7.4	Reporting to Founding Member .....	12
8.	EXECUTION OF DOCUMENTS BY THE COMPANY.....	12
8.1	Execution without Common Seal .....	12
8.2	Execution with Common Seal .....	12
9.	THE SCHOOL PRINCIPAL.....	13
9.1	Appointment of the Principal .....	13
9.2	Selection Advisory Committee .....	13
9.3	Duties and Powers of the Principal .....	13
9.4	Remuneration of the Principal.....	13
9.5	Vacancy in the Office of Principal .....	14
9.6	Appointment of School Staff by the Principal .....	14

10.	ROLE OF THE BISHOP .....	14
11.	MISCELLANEOUS .....	14
11.1	Audits of Accounts .....	14
11.2	Appointment of Auditor .....	15
11.3	Bank Accounts.....	15
12.	INDEMNITY.....	15
13.	ALTERATION OF REGULATIONS.....	15
13.1	Conditions Precedent.....	15
13.2	Notice of Alteration .....	16
13.3	Mediation .....	16
13.4	<i>Corporations Law</i> to Apply .....	16
14.	SCHOOLS' CONSULTATION.....	16
15.	DISPOSAL OF ASSETS.....	17
16.	SPECIAL SECOND MEMBER PROVISIONS.....	17
16.1	Application .....	17
16.2	Resignation and Termination .....	17
16.3	Members Meeting Provisions.....	17
	FIRST SCHEDULE .....	19
	ETHOS STATEMENT AS AT DATE OF INCORPORATION.....	19

*The Corporations Law*

**CONSTITUTION**

of

**TRINITY ANGLICAN SCHOOL**

**1. DEFINITIONS AND INTERPRETATION**

**1.1 Replaceable Rules**

The replaceable rules contained in the *Corporations Law* do not apply to this Company.

**1.2 Definitions**

In these regulations:

"Bishop" means the Bishop of the Diocese from time to time;

"Chairperson" means the Chairperson of the Board appointed from time to time pursuant to regulation 6.8;

"Church Entities Canon" means the Diocese of North Queensland 'Church Entities Canon 1999' from time to time;

"Company Secretary" or "Secretary" means the person appointed from time to time pursuant to regulation 6.8;

"Board" means the Company's Board of Directors as constituted from time to time under regulation 6;

"Diocese" means The Corporation of the Diocesan Synod of North Queensland and any successor at law to it";

"Board Director" means a director of the Company. Members of the Board are Board Directors;

"Deputy Chairperson" means the Deputy Chairperson of the Board appointed from time to time pursuant to regulation 6.8;

"Ethos Statement" means the ethos statement for Anglican schools: Province of Queensland as amended from time to time;

"Founding Member" means the Corporation of the Diocesan Synod of North Queensland;

"member" means a member of the Company and includes the Founding Member and the Second Member (if any);

"parent" means a parent or guardian of a student;

"Practising Anglican" means a person who is an active communicant worshipping member of an Anglican Church congregation and a member of the Anglican Church of Australia;

"Practising Christian" means a person who is an active worshipping member of a Christian church congregation;

"Principal" means the Principal of the School appointed pursuant to regulation 9;

"Register" means the Register of members of the Company;

"regulations" means the Constitution of the Company;

"School's Consultation" means the schools' consultation as established from time to time under the direction of the Bishop-in-Council;

"Synod" means the Synod of the Diocese;

"seal" means the common seal of the Company;

"student" means a person who is a student currently enrolled at the School;

"Staff" means those persons employed at the School whether religious or lay, academic or non-academic;

"State" means the State of Queensland;

"the Church" means the Anglican Church of Australia;

"the School" means the school of education called Trinity Anglican School established pursuant to "A Canon to Provide for the Management of Trinity Anglican School".

### 1.3 Interpretation

In the interpretation of this Agreement, unless the context otherwise requires:

- (a) singular includes plural and vice versa;
- (b) any gender includes every gender;
- (c) an expression used in a particular Chapter of the *Corporations Law* that is given by that Chapter a special meaning for the purposes of that Chapter has, in any of these regulations that deal with a matter dealt with by that Chapter, the same meaning as in that Chapter;
- (d) references to a person include a corporation, association, partnership, Government Authority, or any legal entity;
- (e) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes;
- (f) headings and the table of contents (if any) are used for convenience only and are to be disregarded in the interpretation of this Agreement;
- (g) where any word or phrase is given a defined meaning, any other grammatical form of that word or phrase has a corresponding meaning;
- (h) this Constitution shall be governed by the laws of Queensland;
- (i) references to "writing" include all means of reproducing words in a tangible, permanently visible form in the English language;
- (j) a reference to anything after the words "includes" or "including" does not limit what else might be included.

## 2. OBJECTS

The objects for which the Company is established are:

To take over the operation of the School and continue to operate it within the terms of the Ethos Statement the version of which existing at the date of incorporation is set out in the First Schedule to this Constitution and in accordance with Anglican principles and traditions.

### **3. APPLICATION OF INCOME AND PROPERTY**

The income and property of the Company shall be applied solely towards the promotion of the objectives of the Company as set forth in the Constitution of the Company, and no portion of it shall be transformed directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Board Directors or members, or to any of them, or to any person claiming through any of them. Nothing herein contained shall prevent the payment in good faith of remuneration to any staff or (subject to regulation 6.10) to any Board Director, members, or other person in return for any services actually rendered to the Company.

### **4. WINDING UP OR DISSOLUTION**

#### **4.1 No Distribution to Members**

- (a) This clause applies where, upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever ("Remaining Property").
- (b) Remaining Property must not be paid to or distributed among the members of the Company.
- (c) Remaining Property must be given or transferred only to be used for the purposes specified in this regulation.
- (d) Remaining Property must be used:
  - (i) firstly:-
    - (A) for the benefit of other Anglican schools in the Diocese of North Queensland established with similar objects to the Company and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company, and/or
    - (ii) insofar as effect cannot be given to the preceding provision, then:
      - (B) for the benefit of other Anglican schools in the Commonwealth of Australia established with similar objects to the Company and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company.
  - (e) The school or schools to receive any benefit under this regulation is to be determined by the Diocese at its sole discretion at or prior to the time of winding up or dissolution and any such determination requires the assent of the Bishop acting in his personal capacity as Bishop.

#### **4.2 Limit on Members' Contribution**

Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one (1) year afterwards for payment of its debts and liabilities contracted before the time at which he ceases to be a member, and of the costs,

charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding TEN DOLLARS (\$10.00).

## **5. MEMBERS**

### **5.1 Founding Member**

The first member of the Company is the Founding Member.

### **5.2 Option for a Second Member**

- (a) The Board may from time to time resolve that the Company have, or not have one member other than the Founding Member (the "Second Member"), subject to the restrictions in this regulation 5.2.
- (b) A resolution that the Company have, or not have a Second Member is passed only if no less than 75% of the total number of members of the Board (regardless of the number actually attending the relevant meeting) vote in favour of it. The Second Member, or a proposed nominee, if there is one, is not precluded from voting.
- (c) If the Board resolves that the Company not have a Second Member then the membership of any Second Member at that time comes to an end.

### **5.3 Admission of Second Member**

- (a) This regulation applies whenever there is a current resolution under regulation 5.2 that the Company have a Second Member.
- (b) The Board may from time to time resolve to admit a person to membership of the Company as the Second Member, upon application by that person and subject to the restrictions in this regulation.
- (c) A person is not entitled to be or remain the Second Member unless that person is:
  - (i) a member of the Board; and
  - (ii) a Practising Anglican.
- (d) A resolution to admit a person as the Second Member requires a simple majority vote of the Board Directors present at the meeting and entitled to vote. The nominee is not entitled to vote.
- (e) A resolution of the Board under this regulation 5.3 does not take effect, and no person may become a Second Member until the resolution has been ratified by the Founding Member through the Bishop-in-Council, such ratification not to be unreasonably withheld.

5.4 Nothing in this regulation 5 authorises the Company to have more than two members.

## **6. BOARD**

### **6.1 Membership of the Board**

- (a) The Board is required to have not less than 10 nor more than 12 Board Directors, but, provided that a quorum is present, no act or decision of the Board is invalid if there are less than 10 Board Directors at any time.

- (b) The first Board comprises the following persons:-
- (i) those members of the former Council of the School immediately prior to incorporation ("Former Council") who have consented to become Board Directors;
  - (ii) a person appointed by the Bishop ("Bishops Nominee"); and
  - (iii) such other persons chosen at any time prior to 30<sup>th</sup> June following incorporation by the Former Council who have consented to become Board Directors.
- (c) Appointments to Board (both to fill the offices of Board Directors whose terms have come to an end and by way of appointing additional Board Directors, if any) are made:
- (i) as to the position designated "Bishops Nominee":- by appointment by the Bishop-in-Council; and
  - (ii) as to the remainder:- by appointment by each Board before the 30<sup>th</sup> June in the relevant year.
- (d) Appointments under regulation 6.1(c)(ii):
- (i) do not take effect until midnight on the 30<sup>th</sup> June in the relevant year;
  - (ii) require a resolution of at least 50% of the Board Directors present at the meeting and entitled to vote on the resolution ( any Board Director the subject of the resolution being disqualified from voting); and
  - (iii) are subject to ratification by the Bishop-in-Council and have no effect unless and until so ratified.
- (e) Written notice of appointments made by the Board under regulation 6.1(c)(ii) must be given by the Board to the Bishop for ratification no later than 30 days prior to the last meeting of the Diocesan Council before the 31<sup>st</sup> of May in each year, or within such extended period as the Bishop may allow.
- (f) If the Bishop-in-Council does not ratify the appointment of any person to the office of Board Director, then the Board may appoint some other person to fill the office as if it were filling a casual vacancy as a result of a Board Director's retirement;
- (g) Appointments under clause 6.1(f) do not require the ratification of the Bishop-in-Council, but the Board may not appoint a person previously appointed whose appointment was not ratified by the Bishop-in-Council.

## 6.2 Board Directors' Qualifications

- (a) So far as practicable, in respect of the appointment of Board Directors to the Board :-
- (i) at least one-half of them must be Practising Christians; and
  - (ii) at least one-quarter of them must be Practising Anglicans; and
  - (iii) one of them must be drawn from each of the following vocations or skill categories:-
    - an ordained Anglican Minister
    - an Educator
    - a person trained in finance and administration; and



- (iv) consideration must be given to the positions, skills and/or qualifications listed below when deciding on the balance of the appointments as Board Directors:-
- representation of the Parents and Friends Association, or an equivalent body ;
  - Christian nurture;
  - construction and property;
  - legal;
  - educator at tertiary level;
  - fund raising;
  - marketing.
- (b) A person is not eligible to be appointed as a Board Director (and, if appointed their appointment is automatically terminated) if:-
- (i) the person is or becomes a member of the School staff or the spouse of a member of the School staff;
  - (ii) the person is or becomes a paid service provider to the Company or the School.
- (c) Nothing in regulation 6.2(b) prevents a person from being a member of a partnership or a company which is a paid service provider to the Company or the School provided that the person is not directly involved in the rendering of the paid services.

### **6.3 Board Directors' Terms**

- (a) Those Directors who comprise the first Council as referred to in regulation 6.1(b) and who are designated "First Retirement" hold office until the 30th June in the year 2001 and must then retire. The other Directors who comprise the first Council hold office until the 30<sup>th</sup> June in the year 2002.
- (b) Board Directors who are appointed subsequent to the appointments provided for in regulation 6.1(b) hold office, subject to regulation 6.3(c) from the 1st July in the year of appointment to the 30th June two years later.
- (c) A Board Director appointed to fill a casual vacancy or to replace a Board Director otherwise than in accordance with regulation 6.1(c), holds office only until the 30<sup>th</sup> June in the year in which the term of the replaced Board Director would have come to an end.
- (d) In any case where an appointment of a Board Director is made and despite the provisions of this Constitution there is uncertainty as to the year in which the term of that Board Director is to come to an end, then the Board is empowered to determine that year, but in doing so, the Board must ensure that so far as practicable the terms of one half of the Board Directors come to an end each year.
- (e) A Board Director whose term comes to an end is eligible for re-appointment.

### **6.4 Termination as Board Director**

A person shall cease to be a Board Director if the person:-

- (a) becomes of unsound mind or that person or that person's estate is liable to be dealt with in any way under any law relating to mental health;

- (b) is convicted of any offence punishable by imprisonment;
- (c) becomes an insolvent under administration; or
- (d) without the consent of the Board, has been absent for three (3) consecutive meetings of the Board of which due notice has been given.

## **6.5 Special Case Restrictions on Founding Member's Power to appoint Board Directors**

- (a) This regulation applies where:-
  - (i) the Founding Member has, or the members have by resolution, removed any one or more Board Directors; and
  - (ii) the number of remaining Board Directors is less than four.
- (b) For the purposes of this regulation the "Community Consultation Committee for Council Appointment" (CCCCA) means a committee comprising:-
  - (i) the remaining Board Directors;
  - (ii) the Principal of the School;
  - (iii) the Chairperson of the Parents' and Friends' Association or the School body under a different name which fulfils the normal functions of a Parents' and Friends' Association; and
  - (iv) the Rector or Priest-in-Charge (who is a stipended Priest) of each Anglican Parish within the City of Cairns. At the time of incorporation those Parishes are Gordonvale, West Cairns, Edge Hill, Cairns and Marlin Coast;
  - (v) the Director of the Queensland Anglican Schools System.
- (c) The remaining Board Directors must convene a meeting of the CCCCCA and if they fail to do so then any member of the CCCCCA or the Founding Member may do so.
- (d) The CCCCCA has the right to nominate a number of persons for appointment as Board Directors, but the total number of nominees together with the number of remaining Board Directors must not exceed the total number of Board Directors allowable under this Constitution.
- (e) Notice of every meeting of the CCCCCA must be given to all persons entitled to membership of the CCCCCA under this regulation, but no decision or resolution of the CCCCCA is invalid because of the non-attendance of, or failure to vote by any such person or by any other minor irregularity or informality in the proceedings of the CCCCCA.
- (f) To be valid, a nomination under regulation 6.5(d):-
  - (i) must nominate a person who has received the support of a majority of the members of the CCCCCA who attended the meeting which voted on the resolution for that person's nomination;
  - (ii) must be made in writing within 30 days of the date appointed for the first meeting of the CCCCCA (the "Trigger Date");
  - (iii) must not nominate a person who has been removed as a Board Director, a person whose appointment as a Board Director by the Board under regulation 6.5(c) was not ratified by the Bishop, or a person who under the *Corporations Law* is prohibited from holding office as a Board Director;

- (iv) must be accompanied by a written consent by the nominee to appointment as a Board Director and such other documents (if any) as may be required by the *Corporations Law*.
- (g) The Founding Member must appoint as a Board Director every person whose nomination is valid, but if too many persons are nominated, the Founding Member may disregard any one or more nominations so that the total number of Board Directors does not exceed the maximum number allowable under this Constitution.
- (h) Where the number of valid nominations together with the number of remaining Board Directors is less than the number required to constitute a quorum of the Board Directors, then the Founding Member may no later than 90 days after the Trigger Date appoint such persons as the Founding Member sees fit to be Board Directors of the Company.
- (i) The year in which (on the 30<sup>th</sup> June) the term of office of any appointees under this regulation is to come to an end may be determined by the Founding Member, but:
  - (i) no Board Director may be appointed for a term in excess of two years; and
  - (ii) in doing so the Founding Member must ensure that so far as practicable the terms of one half of the Board Directors come to an end each year.
- (j) Where this regulation would otherwise apply, the Board's power to appoint any Board Directors is suspended for a period expiring 90 days after the Trigger Date referred to in regulation 6.5(f).

## 6.6 Resignation of Board Director

Any Board Director may retire from office upon giving one (1) month's notice in writing addressed to the Board of his or her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

## 6.7 Board Meetings

- (a) The Board shall meet at least six times each calendar year and at least once every two months during the period from February to November.
- (b) At any meeting of the Board five (5) Board Directors constitute a quorum.
- (c)
  - (i) Seven (7) days notice in writing at least, of any meeting of the Board shall be given to all Board Directors at the time in Queensland, at the address advised from time to time by each Board Director to the Secretary of the Company.
  - (ii) The Board Directors may by resolution of a majority agree retrospectively to accept a shorter period of notice.
  - (iii) In the case of an emergency the Chairperson shall be entitled to call a meeting of the Board on shorter or without, notice. As to whether an emergency exists shall be a matter solely for the Chairperson at the time.
  - (iv) Notice of any Board Directors' meeting may be given;
    - (A) in writing; or
    - (B) by telephone or e-mail or by facsimile transmissionor a combination of both to the persons to whom the notice is required to be given.

- (v) A notice of a Board Directors' meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (vi) Notice of every meeting must be accompanied by an agenda for the meeting and general particulars of all business to be considered at the meeting.
- (d) Subject to regulation 6.9(a) the Board Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Any three Board Directors or the Chairperson may at any time and the Secretary shall on the requisition of any three Board Directors or the Chairperson, summon a meeting of the Board.
- (e) The Chairperson of the Board shall preside as Chairperson at every meeting of the Board or, if there is no Chairperson or, if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson shall be the Chairperson or, if he is not present or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.
- (f) Subject to these regulations, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Board Directors shall, for all purposes, be deemed a determination of the Board.
- (g) The Board shall cause to be regularly entered, in books, provided for the purpose, minutes of the proceedings of its meetings and the names of those present at such meetings. The minutes of any meeting signed by the Chairperson of that meeting or the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.

## **6.8 Appointment of Chairperson, Secretary and Treasurer**

- (a) As soon after incorporation and the 30<sup>th</sup> June in each year as is practicable, and from time to time as necessary as a result of resignations and the like:-
  - (i) the Bishop must in consultation with the then newly appointed Board Directors appoint one of their number to be Chairperson of the Board;
  - (ii) the Board must appoint one of their number to the positions of Deputy Chairperson and Treasurer, and one of their number or some other person to the position of Company Secretary.
- (b) The Chairperson must be a Practising Anglican. The Bishop may after consultation with the Board Directors remove a person from the position of Chairperson. Removal as Chairperson does not affect the person's role as a Board Director.
- (c) A person need not hold any formal qualification as a company secretary in order to be appointed to the position of Company Secretary.

## **6.9 Resolution without Meeting**

- (a) If the required number of Board Directors have signed a document containing a statement that they are in favour of a resolution of the Board Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board Directors held on the day on which the document was signed and at the time at which the document was last signed by a Board Director or, if the Board Directors signed the document on different

days, on the day on which, and at the time at which, the document was last signed by a Board Director.

- (b) For the purposes of regulation 6.9(a):-
  - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Board Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Board Directors on the respective days on which they signed the separate documents;
  - (ii) a reference to the “required number of Board Directors” is a reference to the number of Board Directors who would have been required to vote in favour of the resolution at a meeting of Board Directors to pass that resolution;
- (c) A reference in regulation 6.9(a) to the required number of Board Directors does not include a reference to a Board Director who, at a meeting of Board Directors, would not be entitled to vote on the resolution.
- (d) (i) Any Board Directors' meeting required or authorised to be held by these regulations or otherwise may, in the absence of any specific requirement to the contrary, be held by such of the persons entitled to attend the meeting and vote as are necessary to constitute a quorum being in simultaneous communication with one another:
  - (A) by being assembled in person at the same time and place; or
  - (B) by telephone, video link or other technological means by which they are able to communicate with one another and participate in the meeting notwithstanding that they are physically located at different places at that time.
- (ii) The notice convening any Board Directors' meeting may, notwithstanding the provisions of these regulations, specify the holding of a meeting in a specific mode and any such meeting shall be held in the mode specified in the notice.

## **6.10 Board Directors' Expenses**

The Board Directors may (but only with the approval of the Board Directors) be paid any travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Company or in connection with the business of the Company or the School, but shall not otherwise be entitled to any remuneration in consideration for their services as Board Directors. Nothing herein contained shall prevent the payment of remuneration to a partnership or company of which a Board Director is a member, which partnership or company is a paid service provider to the Company or the School provided that the Board Director is not directly involved in the rendering of the paid services.

## **6.11 Conflicts of Interest**

A Board Director shall not vote, nor take part in nor be present during any discussions in respect of any contract or proposed contract with the Company or with the School in which he or she is interested, or in respect of any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.

## 6.12 Validity of Acts

All acts done by any meeting of the Board or by any person acting as a Board Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Director.

## 6.13 Casual Vacancies

- (a) This regulation is subject to regulation 6.5 and applies only in the event of a vacancy in the office of Board Director as a result of a Board Director's:-
- (i) death;
  - (ii) retirement prior to the expiration of their term;
  - (iii) resignation;
  - (iv) termination; or
  - (v) removal.
- (b) Where this regulation applies:-
- (i) the person that made the appointment may appoint a person to fill that vacancy;
  - (ii) the remaining Board Directors may act but, if the number of remaining Board Directors is not sufficient to constitute a quorum at a meeting of Board Directors, they may act only for the purpose of increasing the number of Board Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company;
  - (iv) the Board does not have power to fill the casual vacancy other than in accordance with this regulation, and
  - (v) no person may be appointed to fill a casual vacancy if that person has been removed as a Board Director or is a person whose appointment as a Board Director by the Board under regulation 6.1(c) was not ratified by the Bishop-in-Council.
- (c) Appointment under this regulation does not require the ratification of the Bishop-in-Council.

## 7. POWERS AND DUTIES OF THE BOARD

### 7.1 Management of Business of Company

- (a) Subject to the *Corporations Law* and to any other provision of these regulations, the business of the Company shall be managed by the Board Directors who may exercise all such powers of the Company as are not, by the *Corporations Law* or by these regulations, required to be exercised by the Company in general meeting.
- (b) Without limiting the generality of regulation 7.1(a) the Board Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or give any security for a debt, liability or obligation of the Company or of any other person.
- (c) (i) In managing the business of the School, the Board must make such policies from time to time as it sees fit for the management of the School.

- (ii) The Board must delegate to the Principal the day to day management of the School subject to those policies.

## **7.2 Delegation**

The Board may from time to time delegate such of its powers as it sees fit to any person on such terms and conditions as it sees fit.

## **7.3 Committees and Sub-committees**

- (a) The Board may from time to time appoint committees of its members and may delegate thereto such business or matters as the Board may deem fit.
- (b) Any Board Director may be appointed to any Board committee and any Board Director may be appointed to more than one Board committee. The Principal shall be ex-officio, a member of all standing Board committees, save a committee appointed at any time to consider any issue in relation to any aspect of the conditions of employment, from time to time, of the Principal.
- (c) Membership of Board committees shall not necessarily be confined to Board Directors.
- (d) The meetings and proceedings of each Board committee and any sub-committee shall be governed in such manner as the Board may from time to time determine.

## **7.4 Reporting to Founding Member**

- (a) In addition to its other duties the Board must ensure that in respect of each calendar year (and no later than 14 days prior to the Diocesan Council meeting which immediately precedes the annual meeting of Synod in the following calendar year) it presents to the Founding Member in written form:
  - (i) the audited financial statements for the preceding year; and
  - (ii) a management report on enrolments, staffing, cash flow, capital development proposals and/or such other matters as the Founding Member may from time to time determine.
- (b) In addition to the annual reports referred to in regulation 7.4(a) the Board must provide to the Founding Member such other reports at such other times as the Founding Member may from time to time reasonably determine.
- (c) Where the Company has more than one member, the Board must provide the reports and statements referred to in this regulation to the other member if requested by that other member.

## **8. EXECUTION OF DOCUMENTS BY THE COMPANY**

### **8.1 Execution without Common Seal**

The Company may execute a document without using the common seal if the document is signed by two Board Directors.

### **8.2 Execution with Common Seal**

- (a) If the Company has a common seal, the Company may execute a document if the seal is affixed to the document and the affixing of the seal is witnessed by two Board Directors.

- (b) The Board Directors must provide for the safe custody of the common seal.

## **9. THE SCHOOL PRINCIPAL**

### **9.1 Appointment of the Principal**

- (a) The Board authorises the Bishop to appoint the Principal of the School on behalf of the Board on the recommendation of the Board.
- (b) A person must not be appointed or reappointed as Principal unless they are a Practising Anglican.

### **9.2 Selection Advisory Committee**

- (a) Prior to appointing or reappointing a Principal the Board shall appoint a selection advisory committee of no fewer than three (3) and no more than five (5) persons to make one or more recommendations to Board on the appointment or reappointment of a Principal.
- (b) The selection advisory committee appointed by the Board pursuant to regulation 9.2(a) shall comprise the Bishop or his nominee and such other persons, who, in the opinion of the Board, have experience, qualifications and/or expertise to make to recommendation referred to in regulation 9.2(a).
- (c) The Board is not bound by a recommendation of the selection advisory committee.

### **9.3 Duties and Powers of the Principal**

- (a) The terms of the Principal's employment shall require the Principal to comply with all of the terms of this Constitution insofar as they apply to the Principal.
- (b) The Principal must attend all meetings of the Board Directors other than those convened to consider matters relevant to the employment of the Principal.
- (c) The Principal shall be responsible, subject to the policies laid down from time to time by the Board under regulation 7.1(c), for the day-to-day management of the School.
- (d) Except as may be specifically authorised by the Board from time to time, no Board Director is empowered to take any action inconsistent with the delegation of the day to day management of the School to the Principal.
- (e) In the event that any person submits to any Board Director for action any issue within the scope of the Principal's responsibilities, the Board Director must refer that issue as soon as possible to the Principal for his or her consideration.

### **9.4 Remuneration of the Principal**

- (a) The Board shall from time to time determine the remuneration payable to the Principal and the terms and conditions of the Principal's employment.
- (b) The Board, in its determination, shall consider the remuneration payable to, and the terms and conditions of, Principals of other Anglican schools in the Diocese of North Queensland and other schools in Queensland with similar objectives and attaining similar standards and of similar size.



## **9.5 Vacancy in the Office of Principal**

Whenever there is a vacancy in the office of Principal or the Principal is absent from the School for any extended period the Board may in consultation with the Bishop (and with the Principal in the case of a leave of absence) appoint a person to perform the duties of Principal until such time as a new appointment is made in accordance with these regulations or during the term of the Principal's absence.

## **9.6 Appointment of School Staff by the Principal**

- (a) Subject to regulation 9.6(b) the responsibilities of the Principal include the appointment of all School staff.
- (b) Senior Staff are appointed by resolution of the Board on the recommendation of the Principal.
- (c) Before making an appointment of a person to the position of Chaplain, the Principal must obtain the approval of the Bishop.
- (d) For the purposes of this regulation "Senior Staff" means such staff as the Board may from time to time determine and unless and until determined to the contrary means, where applicable, the Deputy Principal, Head of Junior School, Head of Campus and the Chaplain.
- (e) Prior to appointing any person to the School staff the Principal (or, where applicable, the Board) must take steps to ensure that the person is likely to be committed to and will further the objectives of the School.

## **10. ROLE OF THE BISHOP**

The Bishop is the President of the School and may exercise:

- (a) the ordinary and recognised powers of a president, and including:
  - (i) the right to hold enquiries into the conduct of the Company and the School;
  - (ii) the right to call for the production and inspection of all accounts and other necessary papers; and
  - (iii) the right to arbitrate and decide on any differences that may have arisen or may at any time arise between the Board, the Board Directors, Staff, the members or any of them;
- or
- (b) such other powers as may from time to time be provided for in the Church Entities Canon; and
- (c) the right to attend and address meetings of the Board; and
- (d) the ordinary and recognised powers of a Visitor to the School.

## **11. MISCELLANEOUS**

### **11.1 Audits of Accounts**

The accounts of the Company for each year ended December 31<sup>st</sup> shall be examined and reported on by one or more Auditors in such manner as the Founding Member may from time to time determine and until and unless determined to the contrary in the ordinary manner as general purpose accounts.

## 11.2 Appointment of Auditor

- (a) The Auditors of the Company shall be appointed by the Board.
- (b) No person may be appointed Auditor unless that person is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants or is a Registered Company Auditor in the State of Queensland.
- (c) No person who is a Board Director of the Company or Principal of the School or member of the Staff may be appointed Auditor of the Company.
- (d) The Auditors shall be appointed for such term and on such conditions (including as to remuneration) as the Board may from time to time determine.

## 11.3 Bank Accounts

- (a) The Board may open such bank accounts for the Company as the Board may from time to time determine.
- (b) All accounts must be operated in such manner and by such persons and all cheques and other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of the Company in such manner as the Board may from time to time determine.

## 12. INDEMNITY

Every Board Director, the Secretary and any other officer of the Company shall be indemnified out of the assets of the Company against liability:-

- (a) to another person (other than the Company or any related company of the Company) provided that the liability does not arise in circumstances where the Board Director, the Secretary or any other officer of the Company has not acted in good faith;
- (b) for costs and expenses incurred by the Board Director, the Secretary or any other officer of the Company:-
  - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the Board Director, the Secretary or any other officer of the Company or in which the Board Director, the Secretary or any other officer of the Company is acquitted; or
  - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Board Director, the Secretary or any other officer of the Company under the *Corporations Law*.

## 13. ALTERATION OF REGULATIONS

### 13.1 Conditions Precedent

Despite the provisions of the *Corporations Law*, and anything to the contrary elsewhere in these regulations:

- (a) the process set out in this regulation must be followed before these regulations are amended, rescinded, repealed or replaced ("Altered"), or before any such Alteration takes effect; and
- (b) no Alteration may be made or is to take effect:-
  - (i) without the prior written approval of the Synod or Diocesan Council; and

- (ii) otherwise than by agreement between the Founding Member and the Board.
- (c) (i) A reference in this regulation to the approval of Synod or Diocesan Council means the approval of a duly constituted meeting of Synod or Diocesan Council in accordance with the law and custom governing the meeting of Synod or Diocesan Council.
- (ii) Without limiting the above, none of the Founding Member or any receiver, liquidator, official manager or the like is empowered to give any approval on Synod's or Diocesan Council's behalf.

### **13.2 Notice of Alteration**

An Alteration may be proposed by either the Board or the Founding Member. Written notice of the proposed Alteration must be given to the other party. Upon receipt of a notice under this regulation:-

- (a) the Board and the Founding Member must confer to consider and with a view to reaching agreement on the proposed Alteration; and
- (b) in the event that the parties are unable to reach agreement on the proposed Alteration (a "Dispute") then either party may refer the Dispute to Mediation in accordance with regulation 13.3.

### **13.3 Mediation**

- (a) Any referral to mediation under this regulation must be to a mediator agreed by the parties or failing agreement appointed by the Bishop-in-Council.
- (b) Any mediation under this clause will be held at such place and in such manner as the mediator appoints from time to time unless the parties agree otherwise.
- (c) Each party must continue to comply with the terms of this Constitution notwithstanding the existence of a Dispute or any mediation under this clause.
- (d) Nothing in this regulation obliges either the Board or the Founding Member to approve or agree on any Alteration proposed by the other, or permits any Alteration without the approval of the Synod.

### **13.4 Corporations Law to Apply**

Every Alteration must be made by resolution of a general meeting in the manner prescribed by the *Corporations Law*.

## **14. SCHOOLS' CONSULTATION**

The Board must ensure that the School takes part in the Schools' Consultation to discuss matters of common interest including:

- enterprise bargaining;
- Principals' contracts and remuneration;
- expansion or contraction in boarding facilities;
- School insurances;
- education policy; and
- spiritual formation.

## **15. DISPOSAL OF ASSETS**

- (a) The Board must not dispose of the whole or any substantial part of the Company's assets without the prior written approval of Diocesan Council.
- (b) For the purposes of this regulation, any interest in any real estate owned by the Company and used for the core activities of the School is taken to be a substantial part of the Company's assets.
- (c) Nothing in this regulation restricts the right of the Board to mortgage or otherwise charge the assets of the Company.

## **16. SPECIAL SECOND MEMBER PROVISIONS**

### **16.1 Application**

This regulation 16 applies only when and for so long as there is a current resolution under regulation 5.2 that the Company have a Second Member.

### **16.2 Resignation and Termination**

- (a) The Second Member may at any time by giving notice in writing to the Company Secretary resign his or her membership of the Company.
- (b) The Board may in its discretion terminate the membership of the Second Member by a simple majority vote if the Second Member:
  - (i) becomes of unsound mind or the Second Member's estate is liable to be dealt with in any way under any law relating to mental health;
  - (ii) is convicted of any offence and sentenced to a period of imprisonment (whether suspended or not); or
  - (iii) is or becomes a person who in the opinion of the majority of the Board is not or is no longer a fit and proper person to be the Second Member.

### **16.3 Members Meeting Provisions**

- (a) Notice of any meeting of members may be given;
  - (i) in writing; or
  - (ii) by telephone or e-mail or by facsimile transmissionor a combination of both to the persons to whom the notice is required to be given.
- (b) A notice of a meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (c) When a meeting of members is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.
- (d) The quorum for a meeting of the Company's members is two and the quorum must be present at all times during the meeting. The Founding Member may be represented by any individual from time to time nominated by the Founding Member.
- (e) The individual nominated by the Founding Member must chair meetings of the Company's members.

- (f) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (g) Only unfinished business is to be transacted at a meeting resumed after an adjournment
- (h) Each member of the Company has 1 vote, both on a show of hands and a poll.
- (i) The Chairman does not have any casting vote.
- (k) A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.
- (l) On a show of hands, a declaration by the Chairman is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.

The Founding Member hereby agrees to the terms of this Constitution and consents to become a member of the Company.

DATED this ..... day of ..... 19.....

THE COMMON SEAL of THE CORPORATION )  
 OF THE DIOCESAN SYNOD OF NORTH ) .....  
 QUEENSLAND was affixed by )  
 and ) .....  
 who certify they are duly authorised to affix the Seal )

## FIRST SCHEDULE

### ETHOS STATEMENT AS AT DATE OF INCORPORATION

What should characterise an ideal Anglican school? Many of its qualities of course, will be shared with goods schools everywhere, whether run by the state or by denominational churches. An ideal school would evidence a commitment to learning, to justice, to individual achievement and to wholeness. Anglican schools will naturally value these qualities. This document seeks to define the normative feature of an ideal Anglican school. In defining this distinctive ethos, the starting point has been the nature of the mother church itself on the simple assumption that Anglican schools will be like the Anglican Church.

- **ANGLICAN SCHOOLS ARE FIRSTLY CHRISTIAN SCHOOLS**

In their day to day life Anglican schools should live out their faith in creating and redeeming God. They should vivify the Gospel message of forgiveness, reconciliation, mission and loving service to God and our neighbour. The experience of sharing in the life of this community is itself an important part of Christian education quite apart from the formal content learned in the classroom.

- **ANGLICAN SCHOOLS SHOULD BE CHARACTERISED BY TOLERANCE AND A RESPECT FOR DIFFERENCE**

The Anglican Church in its long history has come to value tolerance as a positive good and a distinguishing feature of a civilised community. Anglican schools should vivify such tolerance and acceptance and the care ethic implicit in this respect for others.

- **ANGLICAN SCHOOLS SHOULD BE CHARACTERISED BY A HIGH RESPECT FOR INTELLECTUAL ENDEAVOUR**

The teaching/learning ethic will show itself in hard word, intellectual rigour and openness to ideas and debate.

- **ANGLICAN SCHOOLS CELEBRATE THE CONTRIBUTION OF THE MOTHER CHURCH TO THE WIDER POLITICAL, SOCIAL, ECONOMIC AND ARTISITIC LIFE OF OUR CULTURE**

The Anglican Church of Australia has grown out of the Church of England. As such, it has a long tradition of working within the heart of western culture in the broadest and most comprehensive sense. Our schools will be at the centre and not at the fringe of our culture.

- **ANGLICAN SCHOOLS SHOULD BE CHARACTERISED BY A COMMITMENT TO TRADITION AND DIGNITY WITHIN SCHOOL WORSHIP**

The Anglican tradition of renewing ancient forms and sacraments to meet modern needs will be evident in the way the school community worships.

- **ANGLICAN SCHOOLS SHOULD BE CHARACTERISED BY A COMMITMENT TO TRADITION AND DIGNITY WITHIN SCHOOL LIFE**

Anglican schools will use the richness of symbol, story and ceremony to promote their values and order their lives.

- **ANGLICAN SCHOOLS SHOULD BE CHARACTERISED BY A SENSE OF SOCIAL RESPONSIBILITY**

The service ethic and a commitment to social justice will be seen in the willingness of Anglican school communities to offer themselves to serve God and His people in the wider community as critical participants.