

# DIOCESE OF ARMIDALE

## THE ARMIDALE SCHOOL (APPOINTMENT OF MEMBERS AND DIRECTORS) ORDINANCE No. 6 of 2011.

### WHEREAS

- A.** The Armidale School is being carried on by a company limited by guarantee registered on the 14<sup>th</sup> December, 2009 under the Corporations Act 2001 called The Armidale School and having Australian Company Number ACN 141 108 241 (“the Company”);
- B.** The Constitution of the Company (“the Constitution”) makes provision for the appointment of **Members**, subscriptions, and the ceasing of Membership of the Company at clauses 6, 7, and 8 of the Constitution;
- C.** The four (4) categories of membership of the Company include Category D members: individuals who are appointed by The Diocesan Council; (Clause 6.9 (a));
- D.** The Company has a maximum of 24 Members and a maximum of 6 Members in any Category. (Clause 6.10);
- E.** The members are effectively the owners of the School, and no business may be transacted at a general meeting of the Company unless a quorum of Members (15 out of 24) is present when the meeting proceeds to business. Each Member has one vote at a general meeting of the Company. (Clauses 13.1, 13.2, and 19.2);
- F.** Appointments for membership of the Company must be in writing, signed by the appointee, specify which Category of membership is applicable to the proposed membership, and in a form approved by the Board acting reasonably (Clause 6.2), will be considered by the Board at the next meeting of the Board after the appointment is received (Clause 6.3), and following acceptance of an appointment for membership, the appointee will receive written notice of the acceptance. (Clause 6.6);
- G.** A Member’s membership of the Company will cease upon the happening of various events set out in clause 8.1 of the Constitution, and in any case at the end of six (6) years, although he or she may be re-appointed for membership. On membership of a Member ceasing, the casual vacancy so created must be drawn by the Company to the attention of the Diocesan Council with an expectation that a new appointment for membership will be made as soon as practicable. (Clause 8.3);
- H.** The Constitution of the Company makes provision for the appointment and removal of **Directors** of the Company and the vacancy of their office as Directors at clauses 25, 26, and 27 of the Constitution;

**I.** The number of Directors constituting the Board of the Company is nine (9). The Diocesan Council may appoint up to two (2) of the Directors (DC Directors) or, if the Board is increased in number, the Diocesan Council may appoint the number that equals 25% of the number of Directors (such resulting number being rounded up or down to the nearest whole number of Directors, with one half being rounded up). (Clause 25.3 (f));

**J.** It is the Company's preference that DC Directors are appointed with effect from immediately after the end of an annual general meeting of the Company (Clause 25.3 (g)). Annual general meetings of the Company are expected to be normally in May each year.

**K.** A Director must retire from office at the conclusion of the third annual general meeting of the Company after his or her appointment or election, but is eligible for re-appointment (Clauses 25.6(d) and (e)).

**L.** The TAS Election Protocol says, "... it is intended that an orderly rotation cycle commence by having one DC Director retire at the 2012 AGM, ... and one DC Director ... retire at the 2014 AGM."

**M.** A Director of the Company must not be a Member of the Company;

**N.** Since the Diocesan Council is constituted by this Synod to assist the Bishop in matters pertaining to the temporal affairs of the Church, it is expedient to set out the procedure by which such Members of The Armidale School and Directors of The Armidale School shall be appointed by the Diocesan Council;

The Synod of the Diocese of Armidale ordains and rules as follows:-

## MEMBERS

1. Of the six (6) Members in Category D of membership of The Armidale School:-
  - a. One (1) shall be the Bishop;
  - b. One (1) shall be the Dean; and
  - c. Four (4), of whom no more than one (1) shall be a clergyman, shall be elected by the Diocesan Council for appointment as members of the School.
  
2. Nominations for these four (4) membership positions shall be called for at the Synod, and Synod shall present such nominations to the Diocesan Council for consideration, together with such other nominations as may be received and considered by the Diocesan Council to be appropriate.

3. The Diocesan Council shall elect the four (4) Members and formally 'appoint' the elected Member(s) and refer the appointment(s) to The Armidale School.

4. Any casual vacancy arising in the Members of the School shall be filled by the Diocesan Council.

#### DIRECTORS

5. The two (2) Directors of the Company to be 'appointed' by the Diocesan Council, (of whom not more than one (1) such person may be a clergyman), and any other Directors to be 'appointed' from time to time, may be nominated by the Synod and their names shall be referred to the Diocesan Council for consideration at its December or March meeting for 'appointment' to the School Board, together with such other nominations as may be received and considered by the Diocesan Council to be appropriate, to take effect at the end of the Annual General Meeting of the School in the following May of the relevant year in accordance with the orderly rotation cycle of the TAS Election Protocol.

6. Any casual vacancy arising in the position of Director of the Company Board shall be filled by the Diocesan Council appointing a Director.

7. This Ordinance shall be cited and known as The Armidale School (Appointment of Members and Directors) Ordinance 2011.