

THE CONSTITUTION OF CALROSSY ANGLICAN SCHOOL

as amended by Diocesan Council on 29 November 2022

1 Title

The Constitution of Calrossy Anglican School:

- (a) As and from the date of commencement of this Constitution any authority previously given to any committee or council for the control and management of the School is revoked.
- (b) The validity of any act done by a committee or council shall not be affected by the repeal of the previous Ordinances or revocation of authority given by them.

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3 Definitions

In this Constitution, unless a different intention appears:

Bishop means the Anglican Bishop of Armidale.

Board means the members of the governing body of Calrossy Anglican School as defined in clause 6.

Board Member means a person who is a member of the Board who is appointed from time to time in accordance with this Constitution.

Calrossy Anglican School means the statutory corporation established under the *Bodies Corporate Act* by *The Calrossy School Incorporation Ordinance 1989* originally under the name 'Calrossy School'.

Chairperson means the person who holds the office of Chairperson of the Board.

Chaplain means the senior Chaplain appointed to the School pursuant to clause 9.2(d).

Chief Operating Officer means the Chief Operating Officer of the School for the time being.

Christian faith and character means and includes, without limiting the general meaning of the words, the criteria for Christian commitment as set out in A Service of Confirmation Second Form as in An Australian Prayer Book (1978) at pages 534-540.

Corporate Trustees means The Corporate Trustees of the Diocese of Armidale.

Deputy Chairperson means the person who holds the office of Deputy Chairperson of the Board.

Diocesan Council means the Diocesan Council of the Anglican Diocese of Armidale.

Diocese means the Anglican Diocese of Armidale.

Educational Section means those sections as determined by the Board and Principal.

Principal means the Principal of the School for the time being.

School means Calrossy Anglican School.

Secretary means the secretary to the Board who shall be required to undertake all necessary duties as provided for in this Constitution or as directed by the Board. Unless otherwise resolved, the Chief Operating Officer shall act as Secretary.

Senior Executive means the Deputy Principal, Chief Operating Officer, and the most senior staff member of each Educational Section of the School.

Special Resolution means a resolution that has been passed by at least seventy five (75) per cent of the members of the Board present and voting by secret ballot.

Staff means the staff of the School, including the teaching, administrative, support and operational members.

Synod means the Synod of the Anglican Diocese of Armidale.

The Anglican Church of Australia means the Anglican Church of Australia as established by the *Anglican Church of Australia Act 1976 (NSW)*.

The singular includes the plural and vice versa and, except where herein excluded, the masculine includes the feminine and vice versa.

4 Objects of Calrossy Anglican School

The objects of the School shall be to:

- (a) offer high quality education to students within a framework consistent with the teaching of the Bible and Gospel of Jesus Christ, maintaining and upholding the Christian faith as expressed in the 39 Articles of Religion and The Book of Common Prayer 1662;
- (b) develop within the School a community of faith, based on a belief in God, Father, Son and Holy Spirit that fosters Christian faith and life;
- (c) foster positive relationships among students, staff, parents, past students and others associated with the School;
- (d) cultivate intellectual abilities, promoting in the students integrity, respect for the truth, openness to reality and other scholarly virtues and aiming to provide the students with a mastery of the basic subjects and skills while guiding individuals towards their own level of achievement;
- (e) recognise the significant role of parents in education and the desirability of high correlation between home and School values;
- (f) provide skills and interests for students which will promote physical fitness and which will assist them to make optimal use of their leisure time during their school and later adult life;
- (g) communicate, affiliate or enter into other relations, whether formal or informal, with other school or college councils, colleges, schools, institutes, societies and associations having similar objects and purposes to the School and become a member of, or co-operate with, any such bodies and procure from and communicate to any such bodies such information as may be likely to further the objectives of the School;
- (h) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects of the School or any of them and any rights, privileges and concessions which the School

may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (i) adopt such means for promoting and making known the objects of the School as may seem expedient to the Board;
- (j) establish, maintain and operate tax deductible funds including a school building fund, public library and scholarships and bursaries fund; and
- (k) do all such other things as may be deemed incidental or conducive to the attainment of the objects of the School or any of them.

5 Not-for-profit

The School is a not-for-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Board members and no portion of its income, property, profits and financial surplus may be paid, distributed or transferred, directly, indirectly by way of dividend, property, bonus or otherwise by way of profit to the Board, the Board members or their relatives except as provided by this Constitution.

6 Board

6.1 The Board

The Board is charged with ensuring the effective control, management and direction of the School and maintenance and protection of its property, subject nevertheless to the provisions of the Anglican Church of Australia, *The Anglican Church of Australia (Bodies Corporate) Act 1938* (NSW) and the rules, regulations, by-laws and directions of Synod, to the extent that they are not inconsistent with the laws of New South Wales and Australia.

6.2 Powers and duties

Without in any way limiting the generality of clause 6.1 the Board shall, in any manner as it deems most expedient for the benefit of the School:

- (a) oversee the management and governance of the School, presiding over its concerns and welfare;
- (b) control and manage all the real estate and other assets now or at any time belonging to the School or used for the purposes of the School (subject to trusts, engagements and liabilities affecting it) and provide for their maintenance and protection;
- (c) develop and continually review policies that shall be adopted by the Principal, Senior Executive and Staff of the School in the general running of the School;

- (d) ensure proper records of accounts are maintained, complying with all statutory requirements which shall be subject to annual audit by an auditor appointed by the Board;
- (e) determine the scale of fees to be paid for tuition and/or accommodation of students and the terms upon which students will be received as boarders;
- (f) establish bursaries and scholarships;
- (g) authorise the curriculum of the School;
- (h) consult with and advise the Principal as to the general conduct and management of the School;
- (i) receive from the Principal regular reports as to the general progress, management and conduct of the School;
- (j) consult with the Principal regarding the appointment of the Senior Executive;
- (k) employ and or terminate the Principal, determine the remuneration payable to the Principal and terms and conditions of the Principal's employment;
- (l) generally do all things, subject to this Constitution, necessary for and incidental to the proper and efficient administration of the School;
- (m) provide and supply all accommodation, plant, equipment and resources as may be required for or towards the attainment of the purposes of the School, its staff and students;
- (n) make, vary and revoke rules for the operation and control of the School and the conduct of its students, teachers and administrative staff, not inconsistent with this Constitution;
- (o) invest the funds of the School;
- (p) borrow or raise money, with security for such borrowings to be as per clause 6.2(q);
- (q) mortgage, as contemplated by section 26 of the *Anglican Church of Australia Trust Property Act 1917* (NSW), all or any part of the assets of the School, provided that any such mortgage or loan contract shall contain a clause by which the lending authority specifically acknowledges that its right of recovery in the event of default is limited to such property; and
- (r) exercise all powers usually incidental to schools and colleges of a like nature.

7 Composition of the Board

The Board shall consist of the following appointees:

7.1 Voting Members

From eight (8) members up to a maximum of twelve (12) members, all of whom shall be appointed in accordance with clause 7.2 and have the right to vote at meetings of the Board.

- (a) Two (2) members shall be appointed by the Diocesan Council on the recommendation of the Bishop.
- (b) The remaining members of the Board shall be appointed by Diocesan Council, of which a minimum of two (2) shall be a parent of a past or current student of the School.
- (c) No voting member of the Board shall be a member of staff.
- (d) No voting member of the Board shall be the spouse of a member of staff unless an exemption is requested by the Board and endorsed by the Diocesan Council.
- (e) No voting member of the Board shall be a spouse of the Principal or a Senior Executive member of the staff.

7.2 Nomination Committee and Endorsement

- (a) Each year the Board shall appoint at least three (3) of its number to a nomination committee ("the nomination committee").
- (b) The nomination committee shall call for nominations, meet and bring to the Board recommendations as to suitable persons to fill any vacancy on the Board. The Bishop may, as part of this process, interview prospective suitable persons.
- (c) The Board shall provide to the nomination committee terms of reference for the selection of potential nominees provided that nominees shall be committed Christians who are either members or adherents of the Anglican Church of Australia, or hold equivalent status in another Christian denomination, and are willing to work within the ethos and requirements of the Diocese.
- (d) The Board may endorse recommendations of the nomination committee by majority vote.
- (e) Members of the nomination committee shall be entitled to vote.

- (f) Recommendations of the Board shall be forwarded to Diocesan Council for endorsement. The names of the Board members approved by Diocesan Council should be available at each Synod.

7.3 Disqualification

- (a) A person is disqualified from being elected or appointed or remaining as a Board Member and a casual vacancy will arise if the person –
 - (i) dies;
 - (ii) resigns his or her office by notice in writing to the Board or the Bishop;
 - (iii) is convicted of an indictable offence punishable by imprisonment;
 - (iv) becomes bankrupt or enters into a Deed of Arrangement or assigns his or her estate for the benefit of his or her creditors;
 - (v) is disqualified from managing a corporation within the meanings of the *Corporations Act 2001 (Cth)*;
 - (vi) has at any time during the preceding 12 months been disqualified from being a responsible entity of a registered entity by the Commissioner of the Australian Charities and Not-for-profits Commission;
 - (vii) is absent without prior leave being granted by the Board for three (3) consecutive meetings of the Board of which due notice was given; or
 - (viii) is removed from the office by the Diocesan Council on the advice of the Bishop. The Board may, by a Special Resolution, recommend to the Bishop or the Diocesan Council that the membership of any Board Member be terminated or suspended.;
- (b) Before resolving that a person's membership should cease, the Board must give the Board Member –
 - (i) at least one week's notice of the Board meeting at which the resolution is to be put and of the terms of the intended resolution; and
 - (ii) an opportunity of attending the meeting and of giving orally or in writing any explanation or defence which the Board Member may desire to offer.

7.4 Revocation of Appointment

- (a) The Diocesan Council on the advice of the Bishop may at any time terminate the membership of any Board Member.
- (b) The Board may, by a Special Resolution, recommend to the Bishop or the Diocesan Council that the membership of any Board Member be terminated or suspended.
- (c) Before resolving that a person's membership should cease, the Board must give the Board Member –
 - (i) at least one week's notice of the Board meeting at which the resolution is to be put and of the terms of the intended resolution; and
 - (ii) an opportunity of attending the meeting and of giving orally or in writing any explanation or defence which the Board Member may desire to offer.

7.5 Term

- (a) Each voting member of the Board shall be appointed for a term of three (3) years.
- (b) A person may be exempt from clause 7.5(a) and be appointed for a period of less than three (3) years at the recommendation of the Board and approval of Diocesan Council.
- (c) The term of appointment shall commence from 1 January immediately following the previous year's session of Synod.
- (d) Voting members shall be eligible for re-appointment up to a maximum of three terms. A person may be able to serve for an additional term of up to three years at the recommendation of the Board and approval of Diocesan Council.
- (e) A person who has completed nine (9) years of continuous Board membership is eligible for re-appointment after a break in Board membership of at least twelve (12) months.
- (f) Any Board Member may retire from office upon giving notice in writing addressed to the Board or the Bishop of his or her intention to do so and such resignation shall take effect upon the date specified in such notice, or if no date is specified, on the acceptance of the resignation by the Board or the Bishop.

7.6 Casual Vacancies

If a position on the Board becomes vacant, the Bishop or Diocesan Council may, in consultation with the Board, fill the position for the balance of the term of the member who vacated it.

7.7 Defect in Appointment

If it is discovered that –

- (a) there was a defect in the appointment of a person as a Board Member or as a member of a Board Committee; or
- (b) A person appointed to one of those positions was disqualified;

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

7.8 Attendees

- (a) The Principal, Chief Operating Officer and Chaplain shall attend all ordinary meetings of the Board and be heard, but do not have voting rights.
- (b) The remaining Senior Executive shall attend meetings of the Board, as required, and be heard, but do not have voting rights.

8 Management of the Board

8.1 Chairperson

- (a) The Board shall appoint a person as Chairperson of the Board from those Board Members appointed under this Constitution. That person shall preside as Chairperson of any meeting of the Board.
- (b) Should the Chairperson be unable to attend a meeting for whatever reason then the Deputy Chairperson shall act as Chairperson for the purposes of the meeting.
- (c) The Chairperson may remain on the Board for one (1) further year at the conclusion of their term provided they receive support by way of a Special Resolution. During such a circumstance, the past Chairperson shall be a non-voting member.

8.2 Meetings

- (a) The Board shall meet at such places and at such times and at such intervals as it may decide but not less frequently than eight (8) times each year.

- (b) Subject to these provisions, questions arising at any meeting of the Board shall be decided by a majority of votes of the Board Members present and voting.
- (c) The Chairperson shall convene a meeting upon written request to do so by not fewer than four (4) Board Members or at the written request of the Bishop.
- (d) The Board shall meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All matters before the Board shall be normally confidential to the Board but this does not preclude disclosure to the Bishop or Diocesan Council when matters of particular interest or concern to the Diocese have been, or are being, considered by the Board.
- (e) A Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) at the discretion of the Chair, may be requested to vacate while the matter (or a proposed resolution of that kind) is being considered at the meeting and
 - (ii) must not vote on the matter or in relation to a proposed resolution under clause 8.2(f) in relation to the matter.
- (f) The provisions of clause 8.2(e) shall not apply if the Board has at any time passed a resolution that:
 - (i) specifies the Board Member, the interest and the matter; and
 - (ii) states that Board Members voting for the resolution are satisfied that the interest should not disqualify the Board Member from considering, or voting on, the matter.
- (g) The Board shall cause to be regularly entered, in a form that is acceptable for evidentiary purposes, minutes of the proceedings of its meetings and the names of those present at such meetings. The minutes of Board meetings shall be ratified at the succeeding meeting as conclusive evidence of the transactions recorded in such minutes.
- (h) All acts done by any meeting of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Board member or person acting as a Board Member, 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 Member.
- (i) Seven (7) days' written notice of each meeting shall be forwarded to each Board Member, except in the case of matters requiring urgent attention in

which case, notice will be given as soon as practicable but not less than forty-eight (48) hours.

- (j) If any matter arises that requires an urgent decision, the Secretary or their delegate may, by written notice (which may be given electronically) to all Board Members put forward a resolution. The requirements for a quorum remains extant.

8.3 Annual General Meeting

In addition to the requirement of clause 8.2(a) the Board shall, each year, conduct an Annual General Meeting of the School at which it will receive the annual audited financial statements from the Principal and Chief Operating Officer. The Board shall then submit the same to Diocesan Council for acceptance at its first meeting after the Board's receipt of the annual audited financial statements.

8.4 Quorum

One half plus one (1) Board Members shall form a quorum at any meeting of the Board.

8.5 Tied Vote

In the event of a tie in voting amongst the Board Members, the Chairperson shall have the casting vote.

8.6 Committees

The Board may appoint such committees as it may deem necessary or expedient to assist in the performance of its duties. Such committees shall conduct their business in accordance with the directions of the Board and shall periodically report their proceedings to the Board. Committees required for the running of the School must include, but not limited to:

- (a) Governance Committee;
- (b) Finance Committee, which includes the Foundation Committee;
- (c) Master Planning Committee; and
- (d) Nomination Committee.

9 The Principal

9.1 Appointment

- (a) The Board shall appoint a Principal in consultation with, and with the approval of, the Bishop upon such salary and conditions as the Board may from time to time determine.

- (b) Prior to appointing a Principal, the Board shall appoint a selection committee of not fewer than three (3) and not more than five (5) persons to advise the Board of the suitability of candidates.
- (c) Any committee appointed by the Board pursuant to the preceding section shall comprise persons who, in the opinion of the Board, have experience, qualifications or expertise to advise the Board on the most suitable person for appointment as Principal of the School, taking into account the objectives of the School as detailed in this Constitution.
- (d) The Principal shall be a person of Christian faith and character and who is a participating member of a Christian denomination acceptable to the Bishop and shall undertake to support the principles and direction of the Anglican Church of Australia and as expressed in this Constitution.

9.2 Duties and powers

The Principal shall:

- (a) diligently pursue the objectives of the School as detailed in this Constitution;
- (b) implement the policy decisions made by the Board;
- (c) subject to this Constitution, the policies laid down from time to time by the Board and the Principal's employment contract, be responsible for the day to day management of the School including, without limitation, the appointment, consistent with the budget approved by the Board, and termination of all staff, the development of curriculum, the maintenance of teaching standards and discipline among staff and students and the care of the proper accounting for the property both real and personal owned, leased, hired or otherwise used by the School;
- (d) appoint the Chaplain, in consultation with, and with the approval of, the Bishop, who shall determine the qualifications for such appointment; and
- (e) adhere to such other written directions and policies that the Board may from time to time determine.

10 Senior Executive

10.1 Appointment

- (a) The Principal shall, in consultation with the Board and with the approval of the Bishop, appoint the Senior Executive upon such salary and conditions as the Board may determine from time to time.
- (b) The Senior Executive shall be persons of Christian faith and character and shall be a participating member of a Christian denomination acceptable to

the Bishop and shall undertake to support the principles and direction of the Anglican Church of Australia as expressed in its Constitution.

10.2 Duties and powers

The Principal shall, in consultation with the Board, delegate to Senior Executive those duties and powers necessary for them to fulfil the terms and conditions of their contracts of employment.

11 Financial records

11.1 Keeping of financial records

- (a) The financial year of the School commences on 1 January and ends on 31 December in the same year.
- (b) The Board must ensure the relevant accounting standards and auditing requirements of the Synod are duly complied with.
- (c) The Chief Operating Officer shall cause to be prepared for each general meeting a balance sheet, a profit and loss statement, a cash flow statement and such other reports for the School as the Board requires.

11.2 School budget

Prior to the commencement of each school/financial year, detailed income and expenditure, operating and capital budgets and cash flow forecasts for the forthcoming year shall be prepared by the Principal and Chief Operating Officer and endorsed by the Board.

11.3 Banking of monies

All monies received on account of the School shall be banked in the name of the School in a bank account at such bank as the Board may from time to time direct.

11.4 Appointment of Auditor

- (a) The accounts for the School for each year ended 31 December shall be examined and reported on by one or more Auditors.
- (b) The Auditor shall be appointed by the Board at the Annual General Meeting.
- (c) No Board member or spouse of any Board member may act as an Auditor of the School.
- (d) The Auditor shall hold office until their successors are appointed and they shall be eligible for reappointment.

12 Indemnity

- (a) Every person who is a Board Member will be indemnified by the School against any liability whatsoever to another person or entity incurred by the person in his or her capacity as a Board Member except in the case of fraud, criminal act, gross negligence or wilful misconduct.
- (b) The School will pay the premiums in respect of a contract insuring a person who is or has been a Board Member against liabilities incurred by that person as a Board Member.

13 Dissolution

- (a) The School shall not be dissolved except on a resolution of Synod.
- (b) In the event of such dissolution, any monies or property which remain after settlement of all due debts and liabilities shall be transferred to such one or more fund, authority or institution having purposes similar to those of the School and approved under Division 30 of the *Income Tax Assessment Act, 1997* (Cth) (as amended) and under any section or sections of any Act which may be substituted for such section, as the Synod may determine.

14 Visitor

The Bishop or his delegate shall be the Visitor of the School with power to be chairperson at any meeting of the Board, with voting rights, and particularly shall have the right to visit the School at any time to examine the procedures of the School, the manner in which the School is being conducted, to see that its Constitution is being observed and that the tenets of the Anglican Church in Australia are being adhered to.

15 Amendment to the Constitution

- (a) This Constitution may be amended from time to time at the request of:
 - (i) the Synod; or
 - (ii) the Diocesan Council; or
 - (iii) the Board, provided that there is a special meeting of the Board called for the purpose and that:
 - (A) notice in writing of the proposed amendments has been given to all members not less than twenty-one (21) days before the date of the special meeting,

- (B) the motion to amend is supported by not less than three quarters of the members present and voting at the meeting, and
 - (C) subsequent to such approval, the amendments must be submitted to Diocesan Council or Synod for approval.
- (b) Any proposed amendments only become effective from and after the date of their approval by the Synod or Diocesan Council.