



ASSOCIATION FOR CHRISTIAN EDUCATION

Constitution (Amended 2019)

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BACKGROUND

- a) God, by His wise Covenant arrangements, has appointed the parents to be responsible for the training of the child. Consequently, we believe that it is our duty and privilege as Christian parents to provide Christian education for our children and as this can be best accomplished by concerted action, such as the establishing of Christian parent-controlled schools, we do hereby make and adopt the following Constitution.

- b) On 27 May 1964, at an Annual General Meeting, the Association was formed and a constitution was adopted (the **Original Constitution**). Pursuant to that Original Constitution, the Association has established and continuously operated since that date the Rehoboth Christian School (now Rehoboth Christian College).

- c) The five foundation members of the Board as recorded in the Original Constitution were:
 - i. Annig Hetebrij of 22 Marquis Street, Bentley;
 - ii. Jakob Swarts of 187 Riverton Street, Wilson;
 - iii. Hendrik Carl Gotthilf Samuel Siegismund Roelofs of 21 Mayfair Street, West Perth;
 - iv. Hendrik van Dijken of 81 Armadale Road, Rivervale;
 - v. Sijbe Knol of 14 Randall Street, Dianella.

- d) The Original Constitution has been amended from time to time by the Association, with the most recent amendments occurring in 2015.

- e) In 2013 and 2014, the Board reviewed the Constitution (Amended 1989) and received advice that the Constitution (Amended 1989) was not compliant with the basic requirement for constitutions that are required at law under the *Associations Incorporation Act 1987 (WA)*. This Constitution was adopted at an Annual General Meeting of the Association held 30 March 2015.

- f) In 2018 and 2019, the Board reviewed the Constitution (Amended 2015) and received advice that the Constitution (Amended 2015) was not compliant with the basic requirement for constitutions that are required at law under the *Associations Incorporation Act 2015 (WA)*.

- g) The Board has elected to prepare this Constitution based largely on the model rules as set out in Schedule 2 of the *Associations Incorporation Regulations 2016*, to ensure compliance with the Schedule 1 Requirements of the *Associations Incorporation Act 2015 (WA)*.



- h) This Constitution preserves the majority of the terms of the Constitution (Amended 2015) and Constitution (Amended 1989) and incorporates those terms into the framework of the Schedule 1 Requirements.
- i) It is intended that the Constitution (Amended 2015) will be amended in accordance with its terms by replacing the Constitution (Amended 2015) with this Constitution.

NAME OF ASSOCIATION

The name of the Association is the Association for Christian Education Incorporated of Perth, Western Australia.

OBJECTS OF ASSOCIATION

The Objects of the Association are as follows:

- a) To establish, acquire, maintain and carry on at Perth in the State of Western Australia and elsewhere a College or Colleges for children irrespective of age, race or creed, where students may obtain the highest standard of education in order to fit them to take a worthy place as Christians in church, state and society.
- b) In the conduct of a College or Colleges:
 - i. to acknowledge and foster Christian ideals at all times;
 - ii. to believe that the Bible is the infallible Word of God and to accept it as a guide and final authority in matters pertaining to faith and life;
 - iii. to encourage and promote the knowledge, worship and service of God by every member of such College;
 - iv. to implement the Learning Principles and the Education Philosophy;
 - v. to provide an environment that fosters and develops an educational framework to provide students with the opportunity to reach their full educational potential; and
 - vi. to involve the school community in the governance of the College to strengthen and support education in the Association's community.
- c) To found and maintain exhibitions and scholarships for maintaining or partially maintaining students for such amounts and for such purpose or purposes and periods as the Board may from time to time determine and to discontinue in whole or in part any exhibitions or scholarships and apply the money for other Objects permitted by this Constitution.



- d) To provide any child or children as the Board may from time to time elect with all necessary and proper clothing, board, lodging and medical attendances and discontinue the same at will.
- e) To conduct activities and events for any other purpose that facilitates and promotes the above objectives.

PART 1 – PRELIMINARY RULES

1. TERMS USED

In this Constitution, unless the contrary intention appears:

- a) **Act** means the *Associations Incorporation Act 2015 (WA)*;
- b) **Affiliate Member** means a member as defined in rule 8(i);
- c) **Annual General Meeting** of the Association means a meeting held pursuant to rule 51 that all Members are entitled to received notice of and to attend;
- d) **Association** means the incorporated association to which this Constitution applies;
- e) **Bible** means the Holy Scriptures, as defined in Article 4 of the Belgic Confession;
- f) **Board** means the management committee of the Association;
- g) **Board Meeting** means a meeting of the management committee;
- h) **Board Member** means a member of the management committee;
- i) **Books** of the Association includes the following:
 - i. a register;
 - ii. financial records, financial statements or financial reports, however compiled, recorded or stored;
 - iii. a document;
 - iv. any other record of information;
- j) **By Laws** means by-laws made by the Association under rule 64;



- k) **Chairperson** means the Board Member holding office as the Chairperson of the Association;
- l) **College** means any institution of learning operated by the Association;
- m) **Commissioner** means the person for the time being designated as the Commissioner under the Act;
- n) **Constitution** means these rules of the Association, as in force for the time being;
- o) **Deputy Chairperson** means the Board Member holding office as the Deputy Chairperson of the Association;
- p) **Education Philosophy** is as follows:

It is the responsibility of Christian parents to provide for their children an education in keeping with their own Christian faith. This education must be of such a nature that the entire curriculum is taught in a Christian manner and with a Christian worldview by teachers and staff members professing a Christian faith and living a Christian lifestyle. The Biblical revelation of God, creation, man, sin, the Holy Spirit, and redemption shall pervade the whole curriculum.

- q) **Executive Officer** means the person referred to in rule 50.
- r) **Financial Records** includes:
 - i. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - ii. documents of prime entry; and
 - iii. working papers and other documents needed to explain —
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements;
- s) **Financial Report** of a Tier 2 association or a Tier 3 association, has the meaning given in Section 63 of the Act;
- t) **Financial Statements** means the financial statements in relation to the Association required under the Act;
- u) **Financial Year** means a period commencing 1 January and ending on 31 December in that year;



v) **General Meeting** of the Association means a meeting of the Association that all Members are entitled to receive notice of and to attend;

w) **Learning Principles** are as follows:

It is the role of educators of the Association to orient students Biblically towards the knowledge of God, humanity, and the rest of God's creation. This is done in order that they would seek God's will, to see things as God sees them, and to engage with and influence the culture in which we live. The Association achieves this by partnering with parents to develop the "whole child"; that is, his or her spiritual and moral growth, academic growth, and personal and social development, in order to inspire students to excel.

x) **Lifelong Commitment** means, in relation to a Member, a commitment to prayerfully, actively and financially support Christian education for his or her entire life;

y) **Married Couple** means a husband and wife as the union of a biological man and a biological woman to the exclusion of all others, voluntarily entered into for life;

z) **Member** means a Single Person or Married Couple who is a Member of the Association under rule 8;

aa) **Ordinary Board Member** means a Board Member who is not an office holder of the Association;

bb) **Ordinary Member** means a Member with the rights referred to in rule 8(e);

cc) **Parent** means any parent or guardian or any person liable to maintain or who has actual custody of any child;

dd) **Poll**, in relation to rule 60, means the process of voting in relation to a matter that is conducted in writing;

ee) **Principal** means a teacher specifically appointed to the position of Principal or Headmaster of a particular College by the Board;

ff) **Register of Members** means the register of members referred to in Section 53 of the Act and in rule 13;

gg) **Secretary** means the Board Member holding office as the Secretary of the Association;



- hh) **Single Person** means an individual person;
- ii) **Special General Meeting** means a General Meeting of the Association other than the Annual General Meeting;
- jj) **Special Resolution** means a resolution passed by the Members at a General Meeting in accordance with Section 51 of the Act;
- kk) **Staff Member** means an individual (other than a Teacher or a Principal) who is employed by the Association;
- ll) **Student** means a student attending a College operated by the Association;
- mm) **Subcommittee** means a subcommittee appointed by the Board under rule 48(a)(i);
- nn) **Teacher** means a person professionally qualified and appointed by the Board to hold a teaching position at a College operated by the Association;
- oo) **Three Doctrines of Unity** (also known as the Three Forms of Unity) means:
- i. The Belgic Confession
 - ii. The Heidelberg Catechism; and
 - iii. The Canons of Dordt
- pp) **Tier 1 association** means an incorporated association to which Section 64(1) of the Act applies;
- qq) **Tier 2 association** means an incorporated association to which Section 64(2) of the Act applies;
- rr) **Tier 3 association** means an incorporated association to which Section 64(3) of the Act applies;
- ss) **Treasurer** means the Board Member holding office as the Treasurer of the Association.

2. INTERPRETATION

The following rules apply to the interpretation of this Constitution:

- a) The singular includes the plural and conversely.
- b) A gender includes either male or female.



- c) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- d) A reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them.
- e) A reference to a rule, schedule or annexure is a reference to a rule of, or a schedule or annexure to, this Constitution.
- f) A reference to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued about it.
- g) Headings are for convenience only and do not affect interpretation.

PART 2 – ASSOCIATION TO BE NOT-FOR-PROFIT

3. NOT-FOR-PROFIT BODY

- a) The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those Objects.
- b) A payment may be made to a Member out of the funds of the Association under rule 3(c) only if it is authorised by a resolution of the Association or the Board.
- c) A payment to a Member out of the funds of the Association is authorised if it is:
 - i. the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - iv. the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.



PART 3 – MEMBERS

DIVISION 1 – MEMBERSHIP

4. ELIGIBILITY FOR MEMBERSHIP

- a) Membership of the Association is open to any Single Person or Married Couple who:
 - i. is 18 years old or above;
 - ii. is interested in furthering the Objects of the Association;
 - iii. declares his or her (or their) agreement with the Objects of the Association; and
 - iv. declares that they have a Lifelong Commitment.

- b) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

5. APPLYING FOR MEMBERSHIP

- a) A Single Person or a Married Couple who wishes to become a Member must apply for membership to the Board in writing.

- b) The application must be signed by the Single Person or the Married Couple.

- c) The application must be submitted in the form set out in Appendix A to this Constitution, as the Board amends from time to time.

- d) The applicant must specify in the application the class of membership to which the application relates.

6. DEALING WITH MEMBERSHIP APPLICATIONS

- a) The Board must consider each application for membership of the Association made under rule 5 at a Board Meeting and must, at the Board Meeting or the next Board Meeting, accept or reject the application by vote.

- b) Subject to rule 6(c), the Board must consider applications in the order in which they are received by the Association.

- c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.



- d) The Board must not accept an application unless the applicant:
 - i. is eligible under rule 4; and
 - ii. has applied under rule 5.

- e) The Board may reject an application even if the applicant:
 - i. is eligible under rule 4; and
 - ii. has applied under rule 5.

- f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

- g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

- h) An applicant whose application for membership of the Association is rejected under rule 6(a) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of fourteen days from the date he or she is advised of the rejection.

- i) When notice is given under rule 6(h), the Association will address it in accordance with the procedure set out in Part 4 Division 3 of the Constitution.

7. BECOMING A MEMBER

- a) A Single Person or Married Couple who wishes to become a Member must apply for membership in accordance with rule 5.

- b) An applicant for membership of the Association becomes a Member when:
 - i. the Board accepts the application; and
 - ii. the applicant pays any membership fees payable to the Association under rule 12.

8. CLASSES OF MEMBERSHIP

- a) The Association consists of Ordinary Members, Life Members, Honorary Members, Junior Members and Affiliate Members.

- b) The Association may have any other class of associate membership approved by resolution at a General Meeting.

- c) A Member can only belong to one class of membership.



- d) The number of Members of any class of membership is not limited unless otherwise approved by resolution at a General Meeting.
- e) **Ordinary Members:** An Ordinary Member has full voting rights and any other rights conferred on Members by this Constitution or approved by resolution at a General Meeting or determined by the Board.
- f) **Life Members:** The Board may, at a Board meeting held pursuant to rule 41, elect an Ordinary Member who has in the opinion of the Board rendered special services to the Association as a Life Member for any period and without limitation of period. Life Members have the full rights of Ordinary Members but shall not be required to pay membership fees.
- g) **Honorary Members:**
- i. The Board may, at a Board Meeting held pursuant to rule 41, nominate any person who has in the opinion of the Board contributed to the Association as an Honorary Member for any period and without limitation of period.
 - ii. Honorary Members shall not be required to pay membership fees and are not eligible to vote at General Meetings of the Association, but have any other rights conferred on Members by this Constitution.
 - iii. The Board must communicate the nomination to the nominee in writing, and the nominee must have accepted the nomination and, if the nominee is already an Association Member, the subsequent change in membership status in writing, before the Honorary membership takes effect.
- h) **Junior Members:**
- i. Any Single Person who is between the age of 15 years and 20 years and otherwise meets the membership criteria in rule 4 is able to become a Junior Member by making application under rule 5.
 - ii. The rules in relation to the rights and obligations of Ordinary Members apply to all Junior Members except that Junior Members are only eligible to vote at a General Meeting if they are over the age of 18 years.
- i) **Affiliate Members:**
- i. Any Single Person or Married Couple who meets the membership criteria in rule 4(a), except in relation to Lifelong Commitment, is able to become an Affiliate Member by making application under rule 5.
 - ii. The rules in relation to the rights and obligations of Members apply to all Affiliates, except Affiliates are ineligible to vote at General Meetings of the Association.



9. WHEN MEMBERSHIP CEASES

- a) A Member ceases to be a Member when any of the following takes place:
 - i. for a Member who is an individual, the individual dies;
 - ii. the Member resigns from the Association under rule 10;
 - iii. the Member is expelled from the Association under rule 15;
 - iv. the Member ceases to be a Member under rule 12(e).

- b) The Secretary must keep a record, for at least one year after a Member ceases to be a Member, of:
 - i. the date on which the Member ceased to be a Member; and
 - ii. the reason why the Member ceased to be a Member.

- c) An Affiliate Member ceases to be a Member if they no longer have a student enrolled at a College operated by the Association.

10. RESIGNATION

- a) A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.

- b) The resignation takes effect:
 - i. when the Secretary receives the notice; or
 - ii. if a later time is stated in the notice, at that later time.

- c) A Member who has resigned from membership of the Association remains liable for any fees that are owed to the Association ("**the Owed Amount**") at the time of resignation.

- d) The Owed Amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11. RIGHTS NOT TRANSFERABLE

The rights of a Member are not transferable and end when membership ceases.



DIVISION 2 – MEMBERSHIP FEES

12. MEMBERSHIP FEES

- a) The Members may, from time to time, at a General Meeting determine the amount of the annual membership fee to be paid by each Member (except Honorary Members and Life Members).
- b) The fees determined under rule 12(a) may be different for different classes of membership.
- c) Without limiting rule 12(b), the annual membership fee for Junior Members will be a proportion of the annual subscription that is set under 12(a) as follows:
 - i. for Junior Members who are 15-years or older, but less than 18 years old the annual membership fee is waived;
 - ii. for Junior Members who are 18 years old – 60% of the annual membership fee;
 - iii. for Junior Members who are 19 years old – 80% of the annual membership fee.
- d) Each Member (except Honorary Members and Life Members) must pay to the Association annually on such date as the Board from time to time determines, the amount of the membership fee determined under rule 12(a).
- e) Subject to rule 12(f), a Member whose membership fee is not paid within three months after the relevant date fixed by or under rule 12(d), ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- f) If a Member who has ceased to be a Member under rule 12(e) offers to pay the annual membership fee after the period referred to in that rule has expired:
 - i. the Board may, at its discretion, accept that payment; and
 - ii. if the payment is accepted, the Member's membership is reinstated from the date the payment is accepted.
- g) A Member exercises all the rights and obligations of a Member for the purposes of this Constitution if the Member's membership fee is paid on or before the relevant date fixed by or under rule 12(d) or within three months thereafter, or such other time as the Board allows.



DIVISION 3 – REGISTER OF MEMBERS

13. REGISTER OF MEMBERS

- a) The Secretary, on behalf of the Association, must, pursuant to Section 53 of the Act, keep and maintain an up to date register of the Members of the Association, together with each Member's postal, residential or electronic addresses and other information, by means of which contact can be made with the Member.
- b) In addition to information referred to in Section 53(2) of the Act, the Register of Members must include the class of membership to which each Member belongs and the date on which each Member becomes a Member.
- c) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association by the Act to maintain the Register of Members and record in that register any change in the membership of the Association.
- d) The Register of Members must be so kept and maintained at the College, or at such other place as the Members at a General Meeting decide.
- e) Upon the request of a Member of the Association, the Secretary shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- f) If:
 - i. a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under the Act; or
 - ii. a Member makes a written request under the Act to be provided with a copy of the Register of Members,

the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.



PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

DIVISION 1 – TERMS USED

14. TERM USED – MEMBER

In this Part, **Member**, in relation to a Member who is expelled from the Association, includes a former Member.

DIVISION 2 – DISCIPLINARY ACTION

15. SUSPENSION OR EXPULSION

- a) The Board may decide to suspend a Member's membership or to expel a Member from the Association if:
 - i. the Member contravenes any rule or part of this Constitution; or
 - ii. the Member acts detrimentally to the interests of the Association; or
 - iii. the Member is otherwise guilty of conduct unworthy of a Christian.
- b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least thirty days before the Board Meeting at which the proposal is to be considered by the Board.
- c) The notice given to the Member must state:
 - i. when and where the Board Meeting is to be held; and
 - ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- d) At the Board Meeting, the Board must:
 - i. give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - ii. give due consideration to any submissions so made; and
 - iii. decide:
 - whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - whether or not to expel the Member from the Association.



- e) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within seven days after the Board Meeting at which the decision is made.
- g) A Member whose membership is suspended or who is expelled from the Association may, within fourteen days after receiving notice of the Board's decision under rule 15(f), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- h) If notice is given under rule 15(g), the Member who gives the notice and the Board are the parties to the mediation.

16. CONSEQUENCES OF SUSPENSION

- a) During the period a Member's membership is suspended, the Member:
 - i. loses any rights (including voting rights) arising as a result of membership; and
 - ii. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a Member's membership is suspended, the Secretary must record in the Register of Members:
 - i. that the Member's membership is suspended; and
 - ii. the date on which the suspension takes effect; and
 - iii. the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the Register of Members that the Member's membership is no longer suspended.

DIVISION 3 – RESOLVING DISPUTES

17. TERMS USED

In this Division:

- i. **grievance procedure** means the procedures set out in this Division;
- ii. **party to a dispute** includes a person:
 - who is a party to the dispute; and
 - who ceases to be a Member within six months before the dispute has come to the attention of each party to the dispute.



18. APPLICATION OF DIVISION

The procedure set out in this Division (the grievance procedure) applies to disputes relating to the Association:

- i. between Members; or
- ii. between one or more Members and the Association.

19. PARTIES TO ATTEMPT TO RESOLVE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days after the dispute has come to the attention of each party.

20. HOW GRIEVANCE PROCEDURE IS STARTED

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- b) Within twenty-eight days after the Secretary is given the notice, a Board Meeting must be convened to consider and determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- d) The notice given to each party to the dispute must state:
 - i. when and where the Board Meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- e) If:
 - i. the dispute is between one or more Members and the Association; and
 - ii. any party to the dispute gives written notice to the Secretary stating that the party:
 - does not agree to the dispute being determined by the Board; and
 - requests the appointment of a mediator under rule 23,the Board must not determine the dispute.



21. DETERMINATION OF DISPUTE BY BOARD

- a) At the Board Meeting at which a dispute is to be considered and determined, the Board must:
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within seven days after the Board Meeting at which the determination is made.
- c) A party to the dispute may, within fourteen days after receiving notice of the Board's determination under rule 21(a)(iii), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- d) If notice is given under rule 21(c), each party to the dispute is a party to the mediation.

DIVISION 4 – MEDIATION

22. APPLICATION OF DIVISION

- a) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - i. by a Member under rule 15(g); or
 - ii. by a party to a dispute under rule 20(e)(ii) or 21(c).
- b) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. APPOINTMENT OF MEDIATOR

- a) The mediator must be a person chosen:
 - i. if the appointment of a mediator was requested by a Member under rule 15(g) – by agreement between the Member and the Board; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under rule 20(e)(ii) or 21(c) – by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of rule 23(a)(i) or (ii), then, subject to rules 23(c) and (d), the Board must appoint the mediator.



- c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as Christian Education National, if the appointment of a mediator was requested by:
- i. a Member under rule 15(g); or
 - ii. a party to a dispute under rule 20(e)(ii); or
 - iii. a party to a dispute under rule 21(c) and the dispute is between one or more Members and the Association.
- d) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:
- i. have a personal interest in the matter that is the subject of the mediation; or
 - ii. be biased in favour of or against any party to the mediation.

24. MEDIATION PROCESS

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- c) In conducting the mediation, the mediator must:
- i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.



25. IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

If:

- i. mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under rule 15(g); and
- ii. as the result of the mediation, the decision to suspend the Member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board Meeting or General Meeting during the period of suspension or expulsion.

PART 5 – BOARD

DIVISION 1 – POWERS OF BOARD

26. POWERS OF BOARD

- a) The Board has the power to manage the affairs of the Association. Subject to the Act, these rules, the By-Laws (if any) and any resolution passed at a General Meeting, the Board may do all things necessary or convenient for carrying out the Objects of the Association.
- b) In addition to the powers conferred by rule 26(a) the Board is conferred the following additional powers:
 - i. to do all such things as are incidental or conducive to the attainment of the Objects of the Association;
 - ii. in consultation with the Association, to select and appoint the Executive Officer, Principals, Teachers, Staff Members and other College staff;
 - iii. appoint any person whose services may be deemed necessary for carrying out the administrative duties of the Association;
 - iv. establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students;
 - v. pay any charges or expenses incidental to the Association;
 - vi. appoint, employ and pay officers, employees, contractors and servants and to dismiss or suspend any officers, employees, contractors or servants;
 - vii. amalgamate, cooperate, affiliate and enter into reciprocal arrangements with any other associations having objects wholly or in part similar to those of the Association, provided that this may not be exercised unless authorised by a Special Resolution;
 - viii. determine College policies in harmony with this Constitution and in conformity with decisions made at General Meetings of the Association;



- ix. erect and to improve, repair, pull down and rebuild buildings and other structures;
 - x. establish an Association premises Building Fund and to direct specified monies to the credit of such fund. Any monies so paid shall not be expended except for the purchase or erection of premises for the Association;
 - xi. devise ways and means for obtaining funds required to run a College or Colleges and to determine ways that such funds should be allocated;
 - xii. appoint from amongst its number one or more Members to visit each College at least twice a year and to report to the Board on the educational standards of each College and the degree to which the program laid down for the College by the Association is being adhered to;
 - xiii. organise in conjunction with the Principals a parents' night to be held at least once a year; and
 - xiv. make such rules as are not inconsistent with this Constitution to govern the administrative matters of the Association that are not otherwise provided for in this Constitution.
- c) The Board must take all reasonable steps to ensure that the Board complies with the Act, these rules and the By-Laws (if any).
- d) The Board may exercise all powers of the Association that are not required to be exercised at General Meetings of the Association, subject to this Constitution and any regulations adopted at a General Meeting of the Association (which regulations may not be retrospective in effect).
- e) In the context of the Board's responsibility for the governance and strategic planning of the College, the Board will:
- i. involve the College community in the governance of the College;
 - ii. set the broad direction and vision of the College;
 - iii. engage in strategic planning for the College;
 - iv. determine policies for the College including policies for the safety, welfare and discipline of students;
 - v. determine the application of total financial resources available to the College including the regular review of the budget; and
 - vi. determine policies which shall delegate responsibilities and describe the functions of the Executive Officer.
- f) The Board shall ensure that each member of staff shall be required to subscribe to a declaration in similar terms to that referred to in rule 31(c).



DIVISION 2 – COMPOSITION OF BOARD AND DUTIES OF MEMBERS

27. BOARD MEMBERS

- a) The affairs of the Association will be managed by a Board consisting of up to a maximum of nine Board Members as follows:
 - i. a Chairperson;
 - ii. a Deputy Chairperson;
 - iii. a Secretary;
 - iv. a Treasurer; and
 - v. up to five other Ordinary Board Members.

- b) The number of Board Members may be increased or decreased by way of Special Resolution at a General Meeting provided that the number must always be odd and may never be less than a minimum of five Board Members.

- c) A person may be a Board Member if the person is:
 - i. an individual who has reached 18 years of age; and
 - ii. an Ordinary Member.

- d) A person must not hold two or more of the offices mentioned in rule 27(a)(i)-(iv) at the same time.

- e) Pursuant to Sections 39 and 40 of the Act, certain Members are prohibited from being elected to the Board, namely persons who:
 - i. are an undischarged bankrupt or whose affairs are under insolvency law;
 - ii. been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; and
 - iii. have been convicted of an offence in connection with the promotion, formation or management of a body corporate, including duties under the Act.

28. CHAIRPERSON

- a) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board Meeting and General Meeting.

- b) Subject to this rule, the Chairperson must preside at all General Meetings and Board Meetings.



29. SECRETARY

The Secretary must:

- a) ensure the correspondence of the Association is coordinated;
- b) ensure that full and correct minutes are kept of the proceedings of the Board and of the Association;
- c) consult with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting;
- d) prepare the notices required for meetings and for the business to be conducted at meetings;
- e) comply on behalf of the Association with the Act regarding:
 - i. the Register of Members of the Association, as referred to in rule 13;
 - ii. pursuant to Section 35(1) of the Act, keeping and maintaining the Constitution of the Association and, upon request of a Member of the Association, must make available for the inspection of the Member and the Member may make a copy of or take an extract from the Constitution but will have no right to remove the Constitution for that purpose; and
 - iii. maintaining a record pursuant to Section 58(2) of the Act of:
 - the names and residential or postal addresses of the persons who hold the offices of the Association provided for by this Constitution, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 66; and
 - the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;
- f) upon the request of a Member of the Association, make available the Register of Members for the inspection of the Member in accordance with rule 13.
- g) unless otherwise resolved by the Board, have custody of all Books, documents, records and registers of the Association, including those referred to in rule 29(e) but other than those required by rule 30 to be kept and maintained by, or in the custody of, the Treasurer; and
- h) perform such other duties as are imposed by this Constitution on the Secretary.



30. TREASURER

The Treasurer must:

- a) be responsible for the receipt of all monies paid to or received by the Association and must ensure receipts are issued for those monies in the name of the Association;
- b) ensure all monies referred to in rule 30(a) are paid into such account or accounts of the Association as the Board may from time to time direct;
- c) ensure payments are made from the funds of the Association with the authority of the Board and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Board Member, or by any two signatories as authorised by the Board;
- d) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by:
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - iv. subject to rule 30(e)-(g), submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e) if the Association is a Tier 1 association, coordinating the preparation of the Association's Financial Statements before their submission to the Association's Annual General Meeting in accordance with Section 70 of the Act;
- f) if the Association is a Tier 2 association or Tier 3 association, coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting in accordance with Sections 73 and 76 of the Act;
- g) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 of the Act;
- h) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;



- i) unless otherwise resolved by the Board, ensure safe custody of all securities, Books, and documents of a financial nature and accounting records of the Association, including those referred to in rules 30(d) and 30(h);
- j) ensure that the Association complies with the relevant requirements of the Act;
- k) perform such other duties as are imposed by this Constitution on the Treasurer.

DIVISION 3 – ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

31. HOW MEMBERS BECOME BOARD MEMBERS

- a) A Member becomes a Board Member if the Member:
 - i. is elected to the Board at a General Meeting; or
 - ii. is appointed to the Board by the Board to fill a casual vacancy under rule 38.
- b) The Executive Officer, Principals, Teachers and Staff Members are ineligible for nomination or election to the Board while they are employed by the Association.
- c) Prior to his or her election every Board Member elected to the Board shall subscribe to the following declaration and hand the same to the Secretary:

“I declare that I agree with the Three Doctrines of Unity or the Westminster Confession.”

32. NOMINATION OF BOARD MEMBERS

- a) Except for nominees under rule 32(b) a person is not eligible for election to membership of the Board unless two Members have nominated him or her for election by delivering notice in writing of that nomination signed by:
 - i. each of the nominators; and
 - ii. the nominee, to signify his or her willingness to stand for election,to the Secretary not less than thirty days before the day on which the Annual General Meeting concerned is to be held.
- b) A person who is eligible for election or re-election as a Board Member under rule 31 may:
 - i. propose or second himself or herself for election or re-election under rule 32(a); and
 - ii. vote for himself or herself.



- c) At least forty-two days before an Annual General Meeting, the Secretary must send written notice to all the Members:
 - i. calling for nominations for election to the Board; and
 - ii. stating the date by which nominations must be received by the Secretary to comply with rule 32(a).

- d) A Member whose nomination does not comply with rule 32(a) is not eligible for election to the Board unless the Member is nominated under rule 33(b) or 34(b)(ii).

33. ELECTION OF OFFICE HOLDERS

- a) The Chairperson, Deputy Chairperson, Treasurer and Secretary shall be elected annually by the Board at its first meeting after the most recent Annual General Meeting to hold office for a year. Where an office falls vacant during a year, the Board Members shall elect one of their number to hold such office for the remaining balance of the term thereof.

- b) Each Board Member present at the meeting may vote for one Board Member who has accepted nomination for the position.

- c) A Board Member who has nominated for the position may vote for himself or herself.

- d) On the Board Member's election, the new Chairperson of the Association may take over as the Chairperson of the meeting.

34. ELECTION OF ORDINARY BOARD MEMBERS

- a) Election of Board Members at Annual General Meetings shall be conducted as follows:
 - i. the Board shall prepare the ballot paper listing all nominees in alphabetical order with the intention that the number of nominees should be double the number of vacancies to be filled;
 - ii. Members shall be entitled to vote for the number of vacancies in accordance with rule 57(a)(iii);
 - iii. ballot papers marked with more votes than the number of vacant positions shall be declared invalid;
 - iv. where the number of nominees is equal to double or exceeds double the number of vacancies, the nominees who shall be deemed to be elected as Board Members will be determined as follows:
 - after counting of the valid votes cast in favour of each nominee, the nominees will be ranked according to the number of votes received from highest to lowest;



- the nominees elected as Board Members will be the number of nominees equivalent to the number of vacancies starting with the highest ranked nominee;
 - v. where the number of nominees is less than double the number of vacancies, the nominees who shall be deemed to be elected as Board Members will be determined in accordance with rule 34(a)(iv) with the additional requirement that to become a Board Member, the nominee must receive more than 50% of the valid votes cast.
- b) If a vacancy remains on the Board after an Annual General Meeting, or when a casual vacancy within the meaning of rule 38 occurs in the membership of the Board:
- i. the Board may appoint a Member to fill that vacancy; and
 - ii. a Board Member appointed under this rule will:
 - hold office until the election referred to in rule 35(b); and
 - be eligible for election to membership of the Board at the next following Annual General Meeting.
- c) Board Members must be elected to membership of the Board at an Annual General Meeting or appointed under rule 38.

35. TERM OF OFFICE

- a) Subject to rule 38, a Board Member's term will be from his or her election at an Annual General Meeting until the earlier of a term of three years or their retirement under rule 35(b), but he or she is eligible for re-election to membership of the Board.
- b) At each Annual General Meeting, one third of the total Board Members (to the nearest whole number) shall retire from office in order or seniority of election. If the number of Board Members has been increased under rule 27(b), the number of Board Members to retire at each Annual General Meeting shall be proportionately increased.

36. RESIGNATION AND REMOVAL FROM OFFICE

- a) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- b) The resignation takes effect:
- i. when the notice is received by the Secretary or Chairperson; or
 - ii. if a later time is stated in the notice, at the later time.



- c) At a General Meeting, the Association may by Special Resolution:
 - i. remove a Board Member from office; and
 - ii. elect a Member who is eligible under rule 27(c) to fill the vacant position.

- d) A Board Member who is the subject of a proposed Special Resolution under rule 36(c)(i) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.

- e) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the Special Resolution is to be considered.

37. WHEN MEMBERSHIP OF BOARD CEASES

A person ceases to be a Board Member if the person:

- i. dies or otherwise ceases to be a Member; or
- ii. resigns from the Board or is removed from office under rule 36; or
- iii. becomes ineligible to accept an appointment or act as a Board Member under rule 27(e);
- iv. becomes permanently unable to act as a Board Member because of a mental or physical disability; or
- v. fails to attend three consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend; or
- vi. fails to provide annually at or before the first Board Meeting following the Annual General Meeting (unless extended by resolution of the Board) the declaration in accordance with rule 31(c).

38. FILLING CASUAL VACANCIES

- a) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
 - i. ceases to be a member under rule 37;
 - ii. ceases to meet the eligibility criteria under rules 27 and 31; or
 - iii. is the subject of a Special Resolution passed by a General Meeting of Members terminating his or her appointment as a Board Member.

- b) The Board may appoint a Member who is eligible under rule 27(c) to fill a position on the Board that:
 - i. has become vacant under rule 37; or
 - ii. was not filled by election at the most recent Annual General Meeting or under rule 36(c)(ii).



- c) If the position of Secretary becomes vacant, the Board must appoint a Board Member who is eligible under rule 27(d) to fill the position within fourteen days after the vacancy arises.
- d) The powers of the Board shall continue during vacancies provided always that not less than a quorum of Board Members under rule 45 remain qualified to act.
- e) If there are fewer Board Members than required for a quorum under rule 45, the Board may act only for the purpose of:
 - i. appointing Board Members under this rule; or
 - ii. convening a General Meeting.

39. VALIDITY OF ACTS

The acts of the Board or Subcommittee, or of a Board Member or member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or member of a Subcommittee.

40. PAYMENTS TO BOARD MEMBERS

- a) In this rule:
 - i. **Board Member** includes a member of a Subcommittee;
 - ii. **Board Meeting** includes a meeting of a Subcommittee.
- b) A Board Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - i. in attending a Board Meeting or
 - ii. in attending a General Meeting; or
 - iii. otherwise in connection with the Association's business.
- c) Subject to rule 40(b), all payments to Board Members out of the funds of the Association must be authorised by a resolution of the Association, pursuant to Division 2, Clause 1 of the Act.

DIVISION 4 – BOARD MEETINGS

41. BOARD MEETINGS

The Board must meet together for the dispatch of business as is deemed expedient but not less than once every two months and the Chairperson, or at least half the Board Members upon notice to the Secretary, may at any time convene a meeting of the Board.



42. NOTICE OF BOARD MEETINGS

- a) Notice of each Board Meeting must be given to each Board Member at least forty-eight hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless rule 42(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

43. PROCEDURE AND ORDER OF BUSINESS

- a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Board Meeting.
- b) In the event of the absence from a Board Meeting of both the Chairperson and the Deputy Chairperson, a Board Member elected by the other Board Members present at the Board Meeting must preside at the Board Meeting.
- c) Subject to this Constitution, the procedure and order of business to be followed at a Board Meeting must be determined by the Board Members present at the Board Meeting.
- d) Pursuant to Sections 42 and 43 of the Act, a Board Member having a direct or indirect pecuniary interest must:
 - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - ii. not take part in any deliberations or decisions of the Board with respect to that matter or contract.
- e) Pursuant to Section 42(6) of the Act, the Secretary must cause every disclosure made under rule 43(d) by a Board Member to be recorded in the minutes of the meeting of the Board at which it is made.
- f) A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board.



- g) A person invited under rule 43(f) to attend a Board Meeting:
 - i. has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii. must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - iii. cannot vote on any matter that is to be decided at the meeting.

44. USE OF TECHNOLOGY TO BE PRESENT AT BOARD MEETINGS

- a) The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A Member who participates in a Board Meeting as allowed under rule 44(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

45. QUORUM FOR BOARD MEETINGS

- a) Subject to rule 38(d), no business is to be conducted at a Board Meeting unless a quorum is present.
- b) At a Board Meeting, a simple majority of the Board Members constitutes a quorum.
- c) If a quorum is not present within thirty minutes after the notified commencement time of a Board Meeting, the meeting lapses.

46. VOTING AT BOARD MEETINGS

- a) Each Board Member present at a Board Meeting has a one deliberate vote. A question arising at a Board Meeting must be decided by a majority of votes cast.
- b) The person presiding at the Board Meeting will not have a casting vote in addition to his or her deliberate vote.
- c) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless a Board Member requests that a secret ballot is needed to determine a particular question.
- d) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

47. MINUTES OF BOARD MEETINGS

- a) The Secretary must ensure that minutes are taken and kept of each Board Meeting.
- b) The minutes must record the following:
 - i. the names of the Board Members present at the meeting;
 - ii. the name of any person attending the meeting under rule 43(f);
 - iii. the business considered at the meeting;
 - iv. any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a Board Meeting must be entered in the Association's minute book within ninety days after the meeting is held.
- d) The Secretary must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:
 - i. the Chairperson of the meeting; or
 - ii. the Chairperson of the next Board Meeting.
- e) When the minutes of a Board Meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any appointment purportedly made at the meeting was validly made.

DIVISION 5 – SUBCOMMITTEES AND SUBSIDIARY OFFICES

48. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- a) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - i. appoint one or more Subcommittees;
 - ii. create one or more subsidiary offices and appoint people to those offices.
- b) A Subcommittee may consist of the number of people, whether or not Members, that the Board considers appropriate.
- c) A person may be appointed to a subsidiary office whether or not the person is a Member.



- d) Subject to any directions given by the Board:
 - i. a Subcommittee may meet and conduct business as it considers appropriate; and
 - ii. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

49. DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES

- a) In this rule **non-delegable duty** means a duty imposed on the Board by the Act or another written law.
- b) The Board may delegate, in writing, to one or more Subcommittees or to employed officers of the Association, the exercise of such functions of the Board as are specified in the delegation other than:
 - i. the power of delegation; and
 - ii. a function which is a duty imposed on the Board by the Act or any other law.
- c) Any delegation under rule 49(b) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Subcommittee or by the holder of a subsidiary office under the delegation has the same force and effect as if it had been done by the Board.
- g) The Board may, in writing, revoke wholly or in part any delegation under rule 49(b).

50. EXECUTIVE OFFICER

- a) The Executive Officer is responsible for oversight of the Principals, Teachers and Staff Members in the day to day management of the operation of the College.
- b) The Executive Officer is answerable to the Board for providing educational leadership in the College, the day to day running of the College and for other general responsibilities associated with running the College.



- c) The Executive Officer must:
- i. implement the educational plans and policies of the College;
 - ii. provide accurate and timely reports, information and advice relevant to the Board's functions;
 - iii. provide an up to date report on the financial position of the College according to a frequency determined by the Board, but not less than quarterly within the Financial Year;
 - iv. report on learning, care, training and participation outcomes;
 - v. supervise and promote the development of staff employed by the Association;
 - vi. be responsible for the financial, physical and human resource management of the Colleges;
and
 - vii. contribute to the formulation of the agenda of Board Meetings.

PART 6 – GENERAL MEETINGS OF THE ASSOCIATION

51. ANNUAL GENERAL MEETING

- a) The Board must convene an Annual General Meeting which shall be held in the month of March in each year or, where a meeting in the month of March is not feasible, within the time limits provided for the holding of such meetings by Section 50 of the Act; that is, in every calendar year within six months after the end of the Association's Financial Year.
- b) If it is proposed to hold the Annual General Meeting more than six months after the end of the Association's Financial Year, the Secretary must apply to the Commissioner for permission under the Act within four months after the end of the Financial Year.
- c) The ordinary business of the Annual General Meeting is as follows:
- i. to confirm the minutes of the previous Annual General Meeting and October Special General Meeting convened under rule 52(b) and of any other Special General Meeting held since the previous Annual General Meeting if the minutes of that meeting have not yet been confirmed;
 - ii. to receive and consider:
 - the Board's annual report on the Association's activities during the preceding Financial Year; and
 - if the Association is a Tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under the Act; and
 - if the Association is a Tier 2 association or a Tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under the Act;
 - if required to be presented for consideration under the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
 - iii. to elect the Board Members of the Association to replace outgoing Board Members;



- iv. to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - v. to confirm or vary the entrance fees, membership fees, and other amounts (if any) to be paid by Members; and
 - vi. to determine the amount of the annual tuition fee based on the annual budget submitted at such meeting by the Board for approval by the Members.
- d) Any other business of which notice has been given in accordance with this Constitution may be conducted at the Annual General Meeting.

52. SPECIAL GENERAL MEETINGS

- a) The Board may at any time convene a Special General Meeting.
- b) The Board must convene a Special General Meeting in the month of October each year to provide reports on the activities of the Association and the Colleges.
- c) The Board must, within twenty-eight days of receiving a request in writing to do so from not less than twenty percent of all Members, convene a Special General Meeting.
- d) The Members making a request referred to in rule 52(c) must:
 - i. make the request by written notice given to the Secretary; and
 - ii. state in the request the purpose for which the Special General Meeting concerned is required; and
 - iii. each sign that request.
- e) If a Special General Meeting is not convened within the relevant period referred to in rule 52(c), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board.
- f) A Special General Meeting convened by Members under rule 52(e):
 - i. must be held within three months after the date the original request was made; and
 - ii. may only consider the business stated in the notice by which the request was made.
- g) When a Special General Meeting is convened under rule 52(e) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.



53. NOTICE OF GENERAL MEETINGS

- a) The Secretary or, in the case of a Special General Meeting convened under rule 52(e), the Members convening the meeting, must give to each Member:
 - i. at least twenty-one days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - ii. at least fourteen days' notice of a General Meeting in any other case.
- b) The notice must:
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under rule 32; and
 - iv. if a Special Resolution is proposed:
 - set out the wording of the proposed resolution as required by the Act; and
 - state that the resolution is intended to be proposed as a Special Resolution.
- c) The notice must be given to each Member in accordance with the procedure set out in rule 66.

54. PROXIES AND ABSENTEE VOTES

Voting by proxy or absentee voting is not permitted.

55. PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

- a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.
- b) In the event of the absence from a General Meeting of:
 - i. both the Chairperson and the Deputy Chairperson, a Board Member elected by the other Members present at the General Meeting must preside at the General Meeting; or
 - ii. all Board Members, an Ordinary Member elected by the other Members present at the General Meeting must preside at the General Meeting.
- c) The quorum at a General Meeting will be one quarter of the total Members eligible to vote (being all Members except Affiliate Members, Honorary Members, and Junior Members under the age of 18) as recorded in the Register of Members at the date of the provision of notice pursuant to rule 53.
- d) No business is to be conducted at a General Meeting unless a quorum is present.



- e) If within thirty minutes after the time specified for the holding of a General Meeting in a notice given under rule 53:
- i. as a result of a request or notice referred to in rule 52(c) or as a result of action taken under rule 52(e) a quorum is not present, the General Meeting lapses; or
 - ii. otherwise than as a result of a request, notice or action referred to in rule 56(e)(i), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- f) If within fifteen minutes of the time appointed by rule 56(e)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.

56. ADJOURNMENT OF GENERAL MEETING

- a) The Chairperson may, with the consent of the majority of the Ordinary Members present at a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- b) Without limiting rule 56(a), a meeting may be adjourned:
- i. if there is insufficient time to deal with the business at hand; or
 - ii. to give the Members more time to consider an item of business.
- c) There must not be transacted at an adjourned General Meeting any business other than the business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- d) When a General Meeting is adjourned for a period of fourteen days or more, the Secretary must give notice under rule 53 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

57. VOTING AT GENERAL MEETING

- a) At a General Meeting:
- i. an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 59; and
 - ii. a Special Resolution put to the vote will be decided in accordance with Section 51 of the Act, and, if a poll is demanded, in accordance with rule 59; and
 - iii. subject to this Constitution, each Ordinary Member (being a Single Person or Married Couple) present in person at a General Meeting is entitled to a deliberative vote.



- b) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with rule 59.
- c) Except in the case of a Special Resolution, a motion is carried if a majority of the Ordinary Members present at a General Meeting vote in favour of the motion.
- d) If the question is whether or not to confirm the minutes of a previous General Meeting, only Ordinary Members who were present at that meeting may vote.
- e) For a person to be eligible to vote at a General Meeting as an Ordinary Member, the Ordinary Member:
 - i. must have been an Ordinary Member at the time notice of the meeting was given under rule 53; and
 - ii. must have paid any fee or other money payable to the Association by the Member.

58. WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- a) A Special Resolution is required if it is proposed at an Annual General Meeting or a Special General Meeting:
 - i. to affiliate the Association with another body; or
 - ii. to approve the terms of an amalgamation with one or more other incorporated associations; or
 - iii. to request the Commissioner to apply to the State Administrative Tribunal for the appointment of a statutory manager; or
 - iv. to alter this Constitution, including changing the name of the Association; or
 - v. to be wound up voluntarily or by the Supreme Court; or
 - vi. to cancel its incorporation; or
 - vii. in any other situation where a Special Resolution is required under the Act.
- b) Rule 58(a) does not limit the matters in relation to which a Special Resolution may be proposed.
- c) A Special Resolution may be moved either at an Annual General Meeting or at a Special General Meeting; however, the Secretary must give to all Members not less than twenty-one days' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in rule 53, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.



59. DETERMINING WHETHER A RESOLUTION IS CARRIED

- a) At a General Meeting, a Poll may be demanded by the Chairperson or by three or more Ordinary Members present in person and, if so demanded, must be taken in such manner as the Chairperson directs. Where voting is conducted by way of a Poll, the Chairperson shall appoint three scrutineers from the Ordinary Members present at the General Meeting.
- b) If a Poll is demanded and taken under rule 59(a) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the Poll (which shall be decided by a simple majority) as being:
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lostis evidence of the matter so declared. The Secretary shall keep all ballot papers for a minimum period of twelve months.
- c) If the resolution is a Special Resolution, the declaration under rule 59(b) must identify the resolution as a Special Resolution.
- d) If a Poll is demanded on a question of an adjournment, the Poll must be taken immediately.
- e) If a Poll is demanded on any other question, the Poll must be taken before the close of the meeting at a time determined by the Chairperson.
- f) A declaration under rule 59(b) or 59(c) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

60. MINUTES OF GENERAL MEETINGS

- a) The Secretary must cause proper minutes of all proceedings of all General Meetings to be taken and then to be entered within ninety days after the holding of each General Meeting in a minute book kept for that purpose.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.



- c) In addition, the minutes of each Annual General Meeting must record:
 - i. the names of the Ordinary Members attending the meeting; and
 - ii. the name of the Financial Statements or Financial Report presented at the meeting, as referred to in rule 51(c)(ii); and
 - iii. the name of any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in rule 51(c)(ii).

- d) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
 - i. the Chairperson of the meeting; or
 - ii. the Chairperson of the next General Meeting.

- e) When the minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - i. the General Meeting to which they relate was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - iii. all appointments or elections purported to have been made at the meeting have been validly made.

PART 7 – FINANCIAL MATTERS

61. SOURCE OF FUNDS

The funds of the Association may be derived from entrance fees, membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Board.

62. CONTROL OF FUNDS

- a) The Association must open accounts in the name of the Association with financial institutions from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

- b) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.

- c) The Board may authorise the Treasurer or the Executive Officer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.



63. FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- a) For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met.
- b) Without limiting rule 63(a), those requirements include:
 - i. if the Association is a Tier 1 association, the preparation of the Financial Statements; and
 - ii. if the Association is a Tier 2 association or Tier 3 association, the preparation of the Financial Report; and
 - iii. if required, the review or auditing of the Financial Statements or Financial Report, as applicable; and
 - iv. the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - v. if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.
- c) At least once in each Financial Year, the accounts of the Association shall be examined by the auditor who shall also report on the correctness of the Financial Statements or Financial Report and accompanying accounts and schedules to be submitted to the Annual General Meeting and who shall also report as to the yearly accounts which shall be submitted to the Board.
- d) The auditor may not be a Member of the Association.

PART 8 – GENERAL MATTERS

64. BY-LAWS

- a) The Association may, by resolution at a General Meeting, make, amend or revoke By-Laws.
- b) By-Laws may:
 - i. provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(b); and
 - ii. impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - iii. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - iv. provide for any other matter the Association considers necessary or convenient to be dealt with in the By-Laws.



- c) A By-Law is of no effect to the extent that it is inconsistent with the Act, its regulations or this Constitution.
- d) Without limiting rule 64(c), a By-Law made for the purposes of rule 64(b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under the Act.
- e) At the request of a Member, the Association must make a copy of the By-Laws available for inspection by the Member.

65. EXECUTING DOCUMENTS AND COMMON SEAL

- a) The Association may execute a document without using a common seal if the document is signed by a person or persons authorised by the Board.
- b) The Association must have a common seal on which its corporate name appears in legible characters.
- c) The common seal of the Association must not be used without the express authority of the Board and every use of the of the common seal must be recorded in the minute book in accordance with rule 29(b).
- d) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Deputy Chairperson, the Secretary and the Treasurer.
- e) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

66. GIVING NOTICES TO MEMBERS

- a) In this rule **recorded** means recorded in the Register of Members.
- b) A notice or other document that is to be given to a Member under rule 66 is taken not to have been given to the Member unless it is in writing and:
 - i. delivered by hand to the recorded address of the Member; or
 - ii. sent by prepaid post to the recorded postal address of the Member; or
 - iii. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.



- c) When a notice is sent by post under rule 66(b)(ii), sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

67. CUSTODY OF BOOKS AND SECURITIES

- a) Subject to rule 67(b), the Books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- b) The Financial Records and, as applicable, the Financial Statements or Financial Report of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Rules 67(a) and 67(b) have effect except as otherwise decided by the Board.
- d) The Books of the Association must be retained for at least seven years.

68. RECORD OF OFFICE HOLDERS

The record of Board Members and other persons authorised to act on behalf of the Association that is required to be maintained under Section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

69. INSPECTION OF RECORDS AND DOCUMENTS

- a) A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- b) The Member must contact the Secretary to make the necessary arrangements for the inspection.
- c) Without limiting rule 69(a), if the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
- d) The Member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- e) The Member must not use or disclose information in a record or document referred to in rule 69(a) except for a purpose:



- i. that is directly connected with the affairs of the Association; or
- ii. that is related to complying with a requirement of the Act.

70. PUBLICATION BY BOARD MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS

A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Board Meeting unless:

- i. the Board Member has been authorised to do so at a Board Meeting; and
- ii. the authority given to the Board Member has been recorded in the minutes of the Board Meeting at which it was given.

71. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

a) In this rule **surplus property**, in relation to the Association, means property remaining after satisfaction of:

- i. the debts and liabilities of the Association; and
- ii. the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

b) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar Objects, and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by Special Resolution of the Members.

c) Subject to rule 71(b), the distribution of surplus property must be in accordance with Section 24 of the Act.

72. ENTRENCHED RULES

Objects (b)(i), (b)(ii) and (b)(iii), and rules 31(c) and 26(f) are entrenched and may not be amended.

73. ALTERATION OF RULES

Except in relation to the entrenched rules provided for in rule 72, the Association may alter or rescind this Constitution, or make rules additional to this Constitution, only by Special Resolution and in accordance with the procedure set out in Part 3 Division 2 of the Act.



74. CONSTITUTION IS BINDING

- a) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all their provisions.

- b) The Association will provide a copy of this Constitution to Members at the time their membership commences and at any other time upon request at no charge.



APPENDIX A – MEMBERSHIP APPLICATION

Applications for Association membership must be submitted in a format similar to that set out below, which may be amended by the Board from time to time. This application is to be included in the Parent/Guardian Application Form which forms part of the Enrolment Application Pack.

1. PARENT INFORMATION

Applicant 1 surname

Applicant1 first/given names

Applicant 2 surname

Applicant 2 first/given names

Address

Home phone number

Mobile phone number

Email address

Church currently attending

How many years have you attended this church?

2. ASSOCIATION MEMBERSHIP

The Association for Christian Education Inc. operates Rehoboth Christian College. Parents seeking to enrol their children in the College are required to become Members of the Association as a condition of enrolment. Membership is also open to anyone who:

- is 18 years old or above;
- is interested in furthering the Objects of the Association;
- declares his or her (or their) agreement with the Objects of the Association; and
- declares that they have a Lifelong Commitment.



Applicants seeking to enrol their children may opt for one of two levels of membership. If they do not wish to become Ordinary Members, they may become Affiliate Members, provided that the applicants meet all other enrolment criteria. Based upon information received during the enrolment process, applicants may opt for:

Ordinary Member of the Association, and agree:

- a) to support the Constitution of the Association and be willing to participate in the activities of the Association; Yes No
- b) to support and promote the Association's Objects; Yes No
- c) to pledge my life-long commitment to Christian education; Yes No
- e) that I/we understand that Ordinary membership provides voting rights at General Meetings of the Association and eligibility for nomination as a Board member. Only those Ordinary Members of the Association who can subscribe to the Three Forms of Unity and/or the Westminster Confession of Faith are eligible for Board membership; Yes No
- f) that I/we understand that a small annual membership fee applies; Yes No

Or applicants may opt for:

Affiliate Member of the Association, and agree:

- a) to support the Constitution of the Association and be willing to participate in the activities of the Association; Yes No
- b) to support and promote the Association's Objects; Yes No
- c) that I/we understand that Affiliate membership does not confer any voting rights at General Meetings of the Association or eligibility to serve on the Board; Yes No

3. DECLARATION

APPLICANT 1 SIGNATURE

APPLICANT 2 SIGNATURE

DATE