



Christian Schools Australia Limited

ABN 49 092 580 124

# Constitution

As adopted 19 August 2021

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## Name

- 1) The name of the Company is Christian Schools Australia Limited.

## Objects

- 2) The objects of the Company are to advance the Kingdom of God, strengthen the Church of Jesus Christ and promulgate the knowledge of God that is revealed in the Holy Bible and that is in accord with the Statement of Faith, and to assist the education of students within Australia by a range of activities that could include, without limitation:
  - a) acting to preserve and enhance the freedom to operate Christian schools and other Christian educational establishments;
  - b) impacting on educational practice and policy;
  - c) actively and effectively representing member schools to governments, and to other bodies;
  - d) assisting member school communities to maintain and strengthen their Christian philosophy and practice, and to operate effectively;
  - e) enhancing learning outcomes for students in member schools through the development of curriculum and of teaching skills based upon Biblical Christian perspectives.
  - f) organising academic, cultural and sporting activities for students of member schools.
  - g) encouraging and facilitating the commencement and development of Christian schools;
  - h) providing and supporting the provision of professional development from a Christian perspective;
  - i) promoting access to pre-service teacher education;
  - j) encouraging and enabling member school communities to work together co-operatively;
  - k) promoting the development of an Australian contribution to Christian education internationally.

## Statement of Faith

- 3) The Statement of Faith of the Company is as follows:

### *God*

There is one God and He is sovereign and eternal. He is revealed in the Bible as three equal divine Persons - Father, Son and Holy Spirit. God depends on nothing and no one; everything and everyone depends on Him. God is holy, just, wise, loving and good.

God created all things of His own sovereign will, and by His Word they are sustained and controlled.

God is the God and Father of our Lord Jesus Christ. He is also Father of all whom He has adopted as His children. Because of God's faithfulness and His fatherly concern, nothing can separate His children from His love and care.

The Lord Jesus Christ is the eternally existing, only begotten Son of the Father. He is the Creator and Sustainer of all things. He was conceived by the Holy Spirit and born of a virgin, truly God and truly man. He lived a sinless life and died in our place. He was buried, rose from the dead

in bodily form and ascended to heaven. Jesus is King of the universe and Head of the Church, His people whom He has redeemed. He will return to gather His people to Himself, to judge all people and bring in the consummation of God's Kingdom.

The Holy Spirit proceeds from the Father and the Son. He convicts people of their sin, leads them to repentance, creates faith within them and regenerates them. He is the source of their new sanctified life bringing forth His fruit in the life of believers. He gifts believers according to His sovereign will, enabling them to serve the Lord.

### ***The Bible***

The Bible, which is comprised of the books of the Old and New Testament, is the inspired, inerrant and infallible Word of God, and the only absolute guide for all faith and conduct. It is indispensable and determinative for our knowledge of God, of ourselves and of the rest of creation.

### ***God's World***

Adam and Eve, the parents of all humankind were created in the image of God to worship their Creator by loving and serving Him, and by exercising dominion under God's rule by inhabiting, possessing, ruling, caring for and enjoying God's creation. Consequently, the purpose of human existence is to glorify God and enjoy Him forever.

Sin entered the world through Adam's disobedience, because of which all people are alienated from God and each other and, as a result, they and all creation are under God's judgement.

All people have sinned and, if outside of Christ, are in a fallen, sinful, lost condition, helpless to save themselves, under God's condemnation and blind to life's true meaning and purpose.

God holds each person responsible and accountable for choices made and actions pursued. Human responsibility and accountability do not limit God's sovereignty. God's sovereignty does not diminish human responsibility and accountability.

Salvation from the penalty of sin is found only through the substitutionary, atoning death and resurrection of the Lord Jesus Christ. As the sinless One, He took upon Himself the just punishment for our sins.

Through His death and resurrection, the Lord Jesus has destroyed the power of Satan, who is destined to be confined forever to hell along with all those who reject Jesus as Lord.

Out of gratitude for God's grace and in dependence on the Holy Spirit, God's people are called to live lives worthy of their calling in love and unity and in obedience to God in all spheres of life. They are responsible to ensure that the gospel is faithfully proclaimed. Christian parents are required to bring their children up in the discipline and instruction of the Lord and to diligently teach them the truth of God's Word.

- 4) The Statement of Faith does not exhaust the extent of the beliefs of the company and its members. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the foundation of all that the company and its members believe.
- 5) For purposes of the company's faith, doctrine, practice, policy, and discipline, the members in a general meeting are the company's final interpretive authority on the Bible's meaning and application provided that any such interpretation shall be consistent with the Statement of Faith.

## Charter

- 6) Members of the Company define themselves as Christian schools in terms of this Charter and the Statement of Faith. A Christian school is a Christ-centred and Biblically based educational community, therefore:
- a) the Lordship of Christ is foundational in all its teaching and learning;
  - b) its governors acknowledge Jesus Christ as Lord and Saviour, and formulate policies and make decisions prayerfully, in dependence on the wisdom of God and in the light of Biblical principles;
  - c) it is committed to implement policy to support the principle that an essential characteristic of a Christian school is the employment of staff members who acknowledge Jesus Christ as Lord and Saviour;
  - d) it acknowledges that parents are mandated by God to bring their children up in the discipline and instruction of the Lord, and have the prime responsibility for the education of their children. It also accepts that parents, the church and the State may all exercise legitimate roles in the operation of schools in such ways that parents may with integrity fulfil their responsibility under God;
  - e) its students are valued as God's image-bearers;
  - f) its members are encouraged to love each other as Christ loves them;
  - g) it cooperates with other Christian schools in order that God's Kingdom may be advanced; and
  - h) in accordance with Biblical principles it maintains the highest standards of moral, ethical and financial practice, operates within applicable government requirements; and is accountable for its operation.

## Definitions

- 7) In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise:

**"ACNC Act"** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

**"Approved Authority"** means the legal entity responsible for the conduct and operations of one or more Christian schools.

**"Auditor"** means the Company's auditor.

**"National Council"** means the Company's National Council of directors assembled at a meeting of directors in accordance with this Constitution.

**"Christian School"** means an educational establishment which satisfies all of the following criteria:

- (i) the school's major activity is the provision of full time day primary or secondary or special school education;
- (ii) the school is headed by a Principal or equivalent responsible for its internal operation;
- (iii) the school has been allocated a unique identification number for the purposes of Government funding or provides other evidence of recognition acceptable to the National Council; and

(iv) the school's operations are conducted in a manner consistent with the Charter for Christian Schools and Statement of Faith of the Company.

**"Company"** means Christian Schools Australia Limited.

**"Constitution"** means the Constitution of the Company as amended from time to time.

**"Corporations Act"** means the *Corporations Act 2001* (Cth)

**"Councillor"** means a member of the National Council or any State Council.

**"Members"** means those shown as members on the Company's register of members.

**"Member Schools"** means the Christian schools operated by Members of the Company for which membership fees are paid.

**"Notice"** includes all written communications to members.

**"Office"** means the Company's registered office.

**"Register"** means the Company's register of members.

**"Registered address"** means the last known address of a member as noted in the Register.

**"Seal"** means the Company's Common Seal.

**"State"** means a state or territory of the Commonwealth of Australia.

**"Secretary"** means any person appointed by the National Council to perform the duties of a secretary of the Company and includes an Honorary Secretary.

## Interpretation

- 8) In interpreting this Constitution:
- a) Words importing the singular number include the plural and the converse applies.
  - b) Words importing the masculine gender include both masculine and feminine genders.
  - c) Words importing persons include corporations, companies, associations and institutions.
  - d) A reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
  - e) Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

## Application of ACNC Act and Corporations Act

- 9) The ACNC Act and the Corporations Act shall apply as follows:
- a) an expression in this Constitution has the same meaning as in that part of the Corporations Act which deals with the same matter as this Constitution;
  - b) an expression which is given a general meaning by the Corporations Act has the same meaning in this Constitution;
  - c) the replaceable rules set out in the Corporations Act do not apply;
  - d) While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

- e) If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

## Liability

- 10) The liability of the members is limited. Every member of the Company undertakes to contribute such amount as may be required not exceeding \$10.00 to the assets of the Company if the Company is wound up during the time they are a member or within one year afterwards for:
  - a) payment of the debts and liabilities of the Company contracted before the time they ceased to be member;
  - b) the costs, charges and expenses of winding up the Company; and
  - c) the adjustment of the rights of the members among themselves.

## Income and Property

- 11) The Company's income and property is to be applied solely towards the promotion of the Company's objects as set out in this Constitution. No part of the Company's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company. However, this clause does not prevent:
  - a) the payment in good faith of remuneration to any employee of the Company or to any member or other person in return for any services actually rendered to the Company;
  - b) the payment to a Councillor of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the National Council;
  - c) the payment to a Councillor for any service rendered to the Company in a professional or technical capacity where:
    - i) the provision of that service has the prior approval of the National Council; and
    - ii) the amount payable is approved by a resolution of the National Council and is on reasonable commercial terms;
  - d) the payment to a Councillor as an employee of the Company where the terms of employment have been approved by a resolution of the National Council;
  - e) the payment to members of interest on any money borrowed from such members for the purpose of the Company at a rate not exceeding the lowest rate paid for the time being by the Company's principal bank in respect of term deposits of \$50,000.00 for six months;
  - f) the payment to members of reasonable market rent for premises leased by any member to the Company.

## Winding Up

- 12) If, on the Company's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the members but must be given to some other similar institution or institutions, provided such other institution or institutions:
  - a) have objects similar to the Company's objects;



- b) prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Company under **clause 11**;
  - c) are exempt from income tax under section 50-5 of the *Income Tax Assessment Act 1997* (Cth) or some equivalent provision.
- 13) Such institution or institutions are to be determined by the Members at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of the Australian Capital Territory or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.
- 14) If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

## Membership

- 15) A member of the Company is an Approved Authority that signs and returns to the Secretary a form approved by the National Council in which the Approved Authority:
- a) consents in writing to being a member;
  - b) signs a commitment to the Company's Objects, to the Statement of Faith and to the Charter;
  - c) makes such financial contributions that may be determined by the National Council from time to time;
  - d) complies with any other criteria for membership that may be determined by the National Council from time to time; and
- is admitted to membership by a two-thirds majority of the National Council. The National Council may reject any application for membership without assigning a reason for such rejection.
- 16) As soon as practicable after admission to membership, the Secretary must enter the member's name and details in the Register.
- 17) The National Council may create or recognise other categories of membership or affiliation with the Company on terms and conditions it considers appropriate provided that no right to vote at a general meeting is conferred by such process.

## Dispute Resolution

- 18) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or National Councillor and:
- a) one or more members
  - b) one or more National Councillors, or
  - c) the Company.
- 19) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **clause 29** until the disciplinary procedure is completed.
- 20) Those involved in the dispute must try to resolve it between themselves within one month of knowing about it.
- 21) If those involved in the dispute do not resolve it under **clause 18**, they must within 14 days:

- a) tell the National Council about the dispute in writing
  - b) agree or request that a mediator be appointed, and
  - c) attempt in good faith to settle the dispute by mediation.
- 22) The mediator must:
- a) be chosen by agreement of those involved, or
  - b) where those involved do not agree:
    - i) for disputes between members, a person chosen by the National Council, or
    - ii) for other disputes, a person chosen by the Chief Executive Officer of Christian Schools Australia Limited.
- 23) A mediator chosen under **clause 22(b)**:
- a) may be a member or former member of the Company,
  - b) must not have a personal interest in the dispute, and
  - c) must not be biased towards or against anyone involved in the dispute.
- 24) When conducting the mediation, the mediator must:
- a) allow those involved a reasonable chance to be heard,
  - b) allow those involved a reasonable chance to review any written statements,
  - c) ensure that those involved are given natural justice, and
  - d) not make a decision on the dispute.
- 25) Each party involved in a dispute is responsible for payment of:
- a) their own costs; and
  - b) an equal share of the costs of mediation unless the mediator determines otherwise.

## Cessation or Suspension of Membership

- 26) Membership ceases on the winding up of a member.
- 27) Any member may by notice to the Secretary resign as a member with effect from 31 December in the year in which it is given being not less than six months from the date of that notice.
- 28) The National Council may by resolution of at least three-quarters of its Councillors warn, suspend or expel a member of the Company from the Company if the member:
- a) wilfully refuses or neglects to comply with the provisions of this Constitution; or
  - b) in the National Council's opinion ceases:
    - i) to have an active interest in the Company; or
    - ii) to conduct its affairs in such a way that is consistent with the Company's Objects, to the Statement of Faith and/or to the Charter; or
    - iii) Acts in a way or cause such circumstances that brings into disrepute:
      - (1) the Company;
      - (2) any other member of the Company; or

- (3) the good name of Christian schools generally.
  - iv) to comply with any other criteria for membership that may be determined by the National Council from time to time, provided that six months has elapsed since the criteria were notified to members, or
  - c) refuses or neglects to actively cooperate with any investigation process, including the appointment of an external investigator, established by the National Council in response to any complaints regarding the matters in paragraph (a) and (b) above.
- 29) Before resolving to warn, suspend or expel a member, the National Council must:
  - a) At least one month before the National Council' meeting at which a resolution under **clause 28** will be considered, notify the member in writing:
    - i) that the National Council are considering a resolution to warn, suspend or expel the member,
    - ii) that this resolution will be considered at a National Council' meeting and the date of that meeting,
    - iii) what the member is said to have done or not done,
    - iv) the nature of the resolution that has been proposed, and
    - v) that the member may provide an explanation to the National Council, and details of how to do so.
  - b) provide the member with a chance to explain or defend themselves by:
    - i) sending the National Council a written explanation before that National Council meeting, and/or
    - ii) speaking at the meeting.
- 30) After considering any explanation under **clause 29(b)**, the National Council may:
  - a) take no further action
  - b) warn the member
  - c) suspend the member's rights as a member for a period of no more than 12 months
  - d) expel the member
  - e) refer the decision to an unbiased, independent person on conditions that the National Council consider appropriate (however, the person can only make a decision that the National Council could have made under this clause), or
  - f) require the matter to be determined at a general meeting.
- 31) The National Council cannot fine a member.
- 32) The secretary must give written notice to the member of the decision under **clause 30** as soon as possible.
- 33) Disciplinary procedures must be completed as soon as reasonably practical.
- 34) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under **clause 30**.

## General Meetings

- 35) A general meeting:
- a) may, at any time, be convened by the National Council or any three Councillors of the National Council,
  - b) may be requisitioning or convening by Members in accordance with the Corporations Act,
  - c) must be convened once in every calendar year a general meeting, to be called the annual general meeting, which is to be held at such time as may be determined by the National Council, and
  - d) may be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

## Notice Of General Meetings

- 36) At least 28 days' notice must be given to members of all general meetings.
- 37) A notice convening a general meeting must:
- a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that is to be used to facilitate this);
  - b) state the general nature of any business to be transacted at the meeting;
  - c) if applicable, indicate that a special resolution is to be proposed and include the words of the proposed resolution;
  - d) include a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i) whether the proxy needs to be a member of the company,
    - ii) the proxy form must be delivered to the company at its registered address, or the address (including an electronic address) specified in the notice of the meeting, and
    - iii) the proxy form must be delivered to the company at least 48 hours before the meeting.
- 38) The National Council may postpone or cancel any general meeting whenever it thinks fit, other than a meeting convened under paragraph b of **clause 35**.
- 39) The National Council must give notice of the postponement or cancellation to all members.
- 40) The failure or accidental omission to send a notice of a general meeting or the adjournment or postponement or cancellation of a general meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

## Annual General Meetings

- 41) The business of an annual general meeting is to:
- a) receive and consider the accounts and reports of the National Council and the Auditor required by the Corporations Act;

- b) when relevant, appoint and fix the remuneration of the Auditor;
- c) when relevant, appoint Councillors; and
- d) transact any other business which under this Constitution may be transacted at a general meeting.

## **Quorum At General Meetings of the Company**

- 42) No business may be transacted at a general meeting unless a quorum of members is present, in person or by proxy or representative, for the whole meeting.
- 43) A quorum of members is not fewer than 20% of the members entitled to vote.
- 44) If a quorum is not present within 30 minutes after the time appointed for a meeting:
  - a) if the meeting was convened on the requisition of members, it is automatically dissolved; or
  - b) in any other case:
    - i) it stands adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the National Council; and
    - ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, a quorum is 10 members.

## **Chair Of General Meetings**

- 45) The Chair, or in the Chair's absence, the Deputy Chair, presides as Chair at every general meeting. If neither of such officers is present within 10 minutes after the time appointed for the meeting, the members present must choose one of their number as Chair of the meeting.

## **Adjournment Of General Meetings**

- 46) The Chair of a meeting at which a quorum is present:
  - a) may adjourn a meeting with the meeting's consent; and
  - b) must adjourn a meeting if the meeting directs.
- 47) An adjourned meeting may take place at a different venue to the initial meeting.
- 48) The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- 49) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 50) Notice of an adjourned meeting must only be given if a general meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.
- 51) No poll may be demanded on the question of adjournment of a meeting except by the Chair.

## **Resolutions and Polls at General Meetings**

- 52) Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- 53) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by:
- a) the Chair; or
  - b) any three members who have the right to vote at the meeting and who are present in person or by proxy or representative; or
  - c) members with at least 5% of the votes that may be cast on the resolution on a poll.
- 54) A poll may be demanded:
- a) before a vote on a show of hands takes place;
  - b) after a vote on a show of hands takes place but before the declaration of the result of the show of hands; or
  - c) immediately after the declaration of the result of a show of hands.
- 55) Unless a poll is demanded:
- a) a declaration by the Chair that a resolution has been carried or lost; and
  - b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 56) The demand for a poll may be withdrawn.
- 57) A poll must be taken at the time and in the manner that the Chair directs.
- 58) The result of the poll is the resolution of the meeting at which the poll is demanded.
- 59) A poll demanded on the election of the Chair or the adjournment of a meeting must be taken immediately.
- 60) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 61) A decision of a general meeting may not be invalidated on the ground that a person voting at the meeting was not entitled to do so.
- 62) A challenge to a right to vote at a general meeting may only be made at the meeting.
- 63) The Chair must determine such challenge and such determination, if made in good faith, is final.

## **Role of the Chair at General Meetings**

- 64) The Chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)). In the case of an equality of votes, the Chair does not have a casting vote.

## **Right to Vote at General Meetings**

- 65) Every member has one vote for each member school.

## Proxies

- 66) A member may by notice to the Secretary appoint another member as their proxy to attend and vote at general meetings instead of them and any proxy has the same right as the member to speak at the meeting.
- 67) The notice must be in a form approved by the National Council.
- 68) The notice must be signed by the appointor or by their attorney.
- 69) The notice may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy must not vote in any other way. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- 70) The notice and, if the notice is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the Company at least 48 hours before the meeting.
- 71) If a Company meeting has been adjourned, a notice and any authority received by the company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 72) A vote cast in accordance with the notice appointing a proxy is valid even if before the vote was cast the appointor:
  - a) was wound up; or
  - b) revoked the proxy or power,unless notice of the winding up, or revocation was received before the relevant meeting or adjourned meeting at the office, or at such other place within Australia nominated by the Company in the notice convening the meeting.

## Member's Resolutions and Statements

- 73) Members with at least 5% of the votes that may be cast on a resolution, worked out as at midnight before the request or notice is given to the company, may give:
  - a) written notice to the company of a resolution they propose to move at a general meeting (members' resolution), and/or
  - b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 74) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 75) A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 76) Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 77) If the company has been given notice of a members' resolution under **clause 73(a)**, the resolution must be considered at the next general meeting held more than two months after the notice is given.

- 78) These **clauses 73 to 77** do not limit any other right that a member has to propose a resolution at a general meeting.
- 79) If the company has been given a notice or request under **clause 73**:
- a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the company's cost, or
  - b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting,
- then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.
- 80) The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- a) it is more than 1,000 words long,
  - b) the National Council consider it may be defamatory,
  - c) **clause 79(b)** applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
  - d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

## Circular Resolution of Members

- 81) Subject to **clause 83**, the National Council may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 82) The National Council must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 83) Circular resolutions cannot be used:
- a) for a resolution to remove an auditor, appoint or remove a National Council member
  - b) for passing a special resolution, or
  - c) where the Corporations Act or this constitution requires a meeting to be held.
- 84) A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in **clause 85** or **clause 86**.
- 85) Members may sign:
- a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - b) separate copies of that document, as long as the wording is the same in each copy.
- 86) The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.



## Management of the Company

- 87) The Company's business is managed by or under the direction of the National Council which may exercise all the Company's powers which are not required by this Constitution or any law to be exercised by the Company in general meeting.

## Composition of the National Council

- 88) The National Council comprises:
- a) The Chairs for the time being of each State Alliance Leadership Team or a nominee of the State Alliance Leadership Team from its members (ex-officio councillors); and
  - b) three persons elected by the members from amongst those persons nominated by member schools (nationally elected councillors) in accordance with the procedures set down in **Appendix One** or such other procedures as may be determined by the National Council. Such appointment to have effect from the commencement of the first annual general meeting after their election. The members shall elect not more than one person from each state to the National Council.
  - c) up to three other persons may be appointed by the Council for a term of up to two years.
- 89) On adoption of this Constitution the existing National Council shall continue to hold office in accordance with their current term.
- 90) All Councillors of the National Council must declare that they:
- a) subscribe without reservation to the Statement of Faith and support the Objects of the Company, and
  - b) are actively involved in a Christian church holding beliefs consistent with those in the Statement of Faith, and
  - c) are not ineligible to be a director under the Corporations Act or the ACNC Act; and
  - d) are not ineligible to be a director under any educational or funding legislation applicable to the member schools; and
  - e) are not prohibited from being a director under any child protection legislation applicable to the company or member schools.

## State Alliance Leadership Team

- 91) The National Council shall establish a State Alliance Leadership Team in each state where there are at least eight member schools and may establish a State Alliance Leadership Team where there are less than eight member schools.
- 92) A State Alliance Leadership Team comprises not less than eight and no more than ten persons appointed by the member schools in that state in accordance with the procedures determined by the National Council from time to time.
- 93) All members of the State Alliance Leadership Team must declare that they satisfy the criteria for appointment as a Councillors in **clause 90**.
- 94) A State Alliance Leadership Team shall:
- a) facilitate the growth and direction of the company within the State,

- b) champion and support amongst members in the State the establishment of networks and communities of practices,
  - c) seek to engage and involve a broad cross section of those involved in members schools in that State in the activities of the company,
  - d) seek to be forward looking and cast a vision that embraces technology, next generation development, creativity and innovation within and across member schools, and
  - e) dealing with other such matters as may be determined from time to time by the National Council
- 95) The State Alliance Leadership Team may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.

## **Elected National Councillors**

- 96) A person elected to the National Council shall hold office subject to this Constitution until the close of the third annual general meeting following the meeting at which they are appointed when they must retire from office but are eligible for re-election to the Council on no more than two further consecutive occasions.
- 97) A person is eligible for election or appointment to the National Council if, despite having served three consecutive terms of office, they are elected or appointed at least six months after the end of their last term of office.

## **Casual Vacancies**

- 98) Any casual vacancy among the Councillors of the National Council may be filled by the National Council. A Councillor of the National Council appointed in this way holds office for the remainder of the term of office of the person they are replacing at which time they must retire from office but is eligible for re-election on no more than two further consecutive occasions.
- 99) The National Council may act even if there are vacancies on the National Council.
- 100) If at any time the number of Councillors of the National Council in office is fewer than four, the National Council may meet and act only:
- a) to appoint a Councillor of the National Council; or
  - b) to convene a general meeting.

## **Defects in Appointment**

- 101) If it is discovered that:
- a) there was a defect in the appointment of a person as a Councillor of the National Council or a committee of the Council; or
  - b) a person appointed to one of those positions was disqualified;
- all acts of the National Council such committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## Remuneration of Councillors

- 102) The Councillors of the National Council may be paid all travelling and other expenses properly incurred by them in attending and returning from council meetings or any committee meetings or General Meetings or otherwise in connection with the Company's business.

## Chair of the National Council

- 103) At the first National Council meeting after each second annual general meeting, the National Council must elect one of its Councillors as Chair. If the Chair ceases to be a Councillor of the National Council, that person must immediately vacate the office of Chair.
- 104) Any casual vacancy occurring in the office of Chair must be filled by the National Council. The newly elected person holds office for the remainder of the term of office of the former Chair but is eligible for re-election.

## Deputy Chair

- 105) The National Council may elect one of its Councillors as Deputy Chair for such term as it thinks fit. If the Deputy Chair ceases to be a Councillor of the National Council, that person must immediately vacate the office of Deputy Chair.
- 106) Any casual vacancy occurring in the office of Deputy Chair may be filled by the National Council. The newly elected person holds office for the remainder of the term of office of the former Deputy Chair but is eligible for re-election.

## Secretary

- 107) The National Council must appoint a Secretary for such term, at such remuneration (if any) and upon such conditions as it thinks fit. The Secretary need not be a Councillor of the National Council.
- 108) The Secretary may be removed by the National Council.

## Vacation of Office of National Council Councillor

- 109) The office of a Councillor of the National Council is vacated if the Councillor:
- a) dies; or
  - b) resigns by notice to the Company; or
  - c) becomes bankrupt or makes any general arrangement or composition with their creditors; or
  - d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - e) is absent from meetings of the National Council during a three month period commencing on the date of the first absence without the prior permission of the National Council; or
  - f) ceases to meet any of the criteria for a Councillor in **clause 90**; or
  - g) is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts; or

- h) is found by a 75% majority of the National Council to have made statements or conducted themselves in such a way as to discredit or bring into disrepute either themselves, the Company, or any member of the Company; or
- i) otherwise ceases to be, or becomes prohibited from being, a Councillor of the National Council by virtue of the Corporations Act; or
- j) is removed by the Members in accordance with the Corporations Act.

## **Confidentiality Obligations**

- 110) Every Councillor and other agent or officer of the Company must keep secret all aspects of all transactions of the Company, except:
- a) to the extent necessary to enable the person to perform their duties to the Company;
  - b) as required by law;
  - c) when requested to disclose information by the National Council to the Auditor or a general meeting of the Company;
  - d) as otherwise permitted by the National Council.

## **Proceedings of Council meetings**

- 111) The National Council may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
- 112) A National Council meeting may be held by the Councillors of the National Council communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion in which case:
- 113) The Councillors of the National Council need not all be physically present in the same place for a National Council meeting to be held.
- 114) A Councillor who participates in a meeting held in accordance with this clause is deemed to be present and entitled to vote at the meeting.

## **Council Quorum**

- 115) The quorum necessary for the transaction of the business of the National Council is 50% of its membership.

## **Chair of Council Meetings**

- 116) The Chair or, in the Chair's absence, the Deputy Chair must take the chair at all National Council meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the Councillors of the National Council present must choose one of their number to be Chair of the meeting.

## **Voting at Council Meetings**

- 117) Questions arising at a National Council meeting are decided by a majority of the votes of the Councillors of the National Council present and voting. In case of an equality of votes, the Chair of the meeting does not have a casting vote in addition to a deliberative vote.

## Convening of Special Council Meetings

118) Upon the written requisition of any two Councillors of the National Council, the Chair, or Deputy Chair, or in their absence the Secretary, must convene a special meeting of National Council to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

## Council Resolutions without Meetings

119) The National Council may put a resolution to Councillors to pass a resolution without a National Council meeting being held (a circular resolution).

120) A circular resolution is passed if more than seventy-five percent (75%) of all the Councillors of the National Council who are eligible to vote on a resolution sign or agree to the circular resolution, in the following manner:

- a) Councillors may sign:
  - i) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - ii) separate copies of that document, as long as the wording is the same in each copy.
- b) The Company may send a circular resolution by email to Councillors and Councillors may agree by sending a reply email to that effect, including the text of the resolution in their reply.

121) The minutes of the next National Council meeting must record that a circular resolution was passed on the date on which the required number of responses was reached.

## Material Personal Interests / Conflict of Interests

122) A National Councillor must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of National Councillors (or that is proposed in a circular resolution):

- a) to the other National Councillors, or
- b) if all of the National Councillors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

123) The disclosure of a conflict of interest by a National Councillor must be recorded in the minutes of the meeting.

124) Each National Councillor who has a material personal interest in a matter that is being considered at a meeting of the National Council (or that is proposed in a circular resolution) must not, except as provided under **clause 125**:

- a) be present at the meeting while the matter is being discussed, or
- b) vote on the matter.

125) A National Councillor may still be present and vote if:

- a) their interest arises because they are a member of the company, and the other members have the same interest,

- b) their interest relates to an insurance contract that insures, or would insure, the National Councillor against liabilities that the National Councillor incurs as a National Councillor of the company under **clause 152**,
  - c) their interest relates to a payment by the company under **clause 150**, or any contract relating to an indemnity that is allowed under the Corporations Act,
  - d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the National Councillor to vote on the matter,
  - e) the National Councillors who do not have a material personal interest in the matter pass a resolution that:
    - i) identifies the National Councillor, the nature and extent of the National Councillor's interest in the matter and how it relates to the affairs of the company, and
    - ii) says that those National Councillors are satisfied that the interest should not stop the National Councillor from voting or being present.
- 126) A failure to make disclosure of any actual or perceived material conflict of interest by a Councillor of the National Council does not render void or voidable a contract in which they have an interest.

## Minutes

- 127) The National Council must cause minutes to be made of:
- a) the names of the Councillors of the National Council present at all general meetings, National Council meetings and meetings of National Council committees;
  - b) all proceedings of general meetings, National Council meetings and meetings of National Council committees;
  - c) all appointments of officers;
  - d) all orders made by the National Council and National Council committees; and
  - e) all disclosures of interests made pursuant to **clause 122**.
- 128) Minutes must be signed by the Chair of the meeting or by the Chair of the next meeting of the relevant body and if so signed are as between the Councillors conclusive evidence of the matters stated in such minutes.

## Committees

- 129) The National Council may delegate any of its powers, by means of a written charter or terms of reference or similar document, to committees consisting of such persons as it thinks fit and may revoke such delegation.
- 130) Any committee so formed must conform to any rules imposed upon it by the National Council, including the document by which it was established.
- 131) The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of National Council so far as the same are applicable and are not superseded by any rule made by the National Council under this clause.

## Staff

- 132) The National Council is to appoint a Chief Executive Officer who shall be invited to all meetings of the National Council and be appointed for such term at such remuneration and upon such conditions as it thinks fit.
- 133) The Chief Executive Officer and any other person appointed to work in the Company must declare that they subscribe in good faith to, and live consistently with, the Statement of Faith and any policies established by the National Council that expand on and clarify the doctrines and beliefs of the company in accordance with the Statement of Faith, and support the Objects of the Company.

## Supporting Organisations

- 134) The National Council must give prior written approval to:
- a) the establishment of organisations to assist the Company (“supporting organisations”);
  - b) the constitution of any supporting organisation;
  - c) the employment of staff by a supporting organisation.
- 135) The National Council may disband any supporting organisation.

## Seal

- 136) The National Council must provide for the safe custody of the Seal. The Seal must not be used without the authority of the National Council and in the presence of at least one Councillor of the National Council who must sign every document to which the Seal is affixed and every such document must be countersigned by one other Councillor of the National Council or the Secretary or some other person appointed by the National Council.
- 137) The company may execute a document without using a common seal if the document is signed by:
- a) two directors of the company, or
  - b) a director and the secretary

## Accounts

- 138) The National Council must cause the Company to keep accounts of the Company's business in accordance with the Corporations Act.
- 139) The National Council must cause the accounts of the Company to be:
- a) audited; and
  - b) laid before the annual general meeting of the Company.
- 140) A copy of the accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting, as required by the Corporations Act.
- 141) The accounts when audited and approved by a general meeting are conclusive except as regards any material error discovered in them within 6 months next after their approval. Whenever any material error is discovered within that period, the accounts must immediately be corrected and then they are conclusive.

## Notices

- 142) Notices must be in writing.
- 143) A notice may be served by the Company on a member by any of the following methods:
- a) by serving it personally on the member;
  - b) by leaving it at the registered address;
  - c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the registered address;
  - d) by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or
  - e) by sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.
- 144) Each member whose registered address is not in Australia may notify the Company of an address in Australia which is deemed to be that member's registered address for the purpose of serving notice.
- 145) Any notice sent by post, air-mail or air courier is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
- 146) Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the Company of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 147) Any notice sent by post to or left at the registered address is deemed to have been properly served even if the member is then dead or bankrupt and whether or not the Company has notice of the death or bankruptcy.
- 148) The signature to any notice given by the Company may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
- 149) Where a period of notice is required to be given, the day on which the notice is served and the day of doing the act or other thing is not included in the number of days or other period.

## Indemnity, insurance and access

- 150) The company indemnifies each officer, meaning a director or secretary and including a director or secretary after they have ceased to hold that office, of the company out of the assets of the company against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company:
- a) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and



- b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 151) The indemnity under **clause 150** is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.
- 152) To the extent permitted by law (including the Corporations Act), and if the National Council considers it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company.
- 153) A National Councillor has a right of access to the financial records of the company at all reasonable times.
- 154) If the National Councillors agree, the company must give a National Councillor or former National Councillor access to:
- a) agreed documents, including documents provided for or available to the National Councillors, and
  - b) any other documents referred to in those documents.

## Alteration of Constitution

- 155) No addition, alteration or omission may be made to or from this Constitution unless the same have been previously submitted to and approved by special resolution of the members of the Company and such resolution is passed by:
- a) at least 50% of the membership at the time in respect of the **clauses 2,3,6 and 15** of this Constitution relating to the Objects, Statement of Faith, Charter and membership of the Company; or
  - b) at least 15% of the membership at the time in respect of all other clauses.

## **Appendix One**

### **Election Procedure**

#### **Nationally Elected Councillors**

1. The National Council shall appoint a returning officer to conduct a poll in accordance with the following provisions:
2. the first poll shall be conducted on a date determined by the National Council but no later than six months after the date of incorporation. Subsequent polls shall be conducted within the period commencing 3 months before the third annual general meeting after the preceding poll.
3. the returning officer shall send a notice, in accordance with the Constitution, to members calling for nominations for election as a director, and specifying the date by which such nominations must be received, being a date not less than 35 days after the date of service of the notice;
4. to be valid, the nomination must contain the consent of the nomination and must be made by one member and seconded by at least one other member;
5. if, after the close of nominations, the number of nominees equals the number of vacant positions to be filled and not more than one nominee is from any one state, the returning office shall declare the poll and the nominees shall be appointed as members of the National Council at the next annual general meeting;
6. if, after the close of nominations, fewer than the required number of candidates are nominated and not more than one nominee is from any one state, the returning office shall declare the poll and the nominees shall be appointed as members of the National Council at the next annual general meeting. Any vacant positions shall be filled by the National Council as a casual vacancy.
7. in all other cases, the returning officer shall send a ballot paper in accordance with requirements in the Constitution for service of notices, to each member. The ballot paper shall list the nominees in alphabetical order and direct the member to cast one vote for the preferred nominee to fill each vacant position and return the ballot paper by the due date specified, being a date not less than 35 days after the date of service of the notice. Voting on the part of Members is optional.
8. the nominee or nominees who receive the highest number of votes shall be duly elected as members of the National Council to be appointed from the first annual general meeting after the declaration of the poll provided that not more than one nominee from any state shall be elected. Should more than one nominee from any state shall be elected the nominee with the highest number of votes shall be appointed. Should there be an equality of votes , the returning officer shall have a casting vote determined by lot.
9. when the result of the poll is declared by the returning officer, members shall be advised by notice or other method as determined by the National Council. A failure to provide such notice shall not invalidate any appointment.