

CHILD SIDE PLAYGROUP AND
SCHOOL FOLLOWS CHILD
PROTECTION AND
PROTECTIVE BEHAVIOUR
PROCESSES



Constitution

The South West Learning Community Association Inc.

T/as Child Side Playgroup and School

Child Side Playgroup and School

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Constitution of the South West Learning Community Association Inc.

1. Name of the Association

The name of the Association is “South West Learning Community Association Inc.” trading as Child Side Playgroup and School.

2. Terms Used in These Rules

Terms used in these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*.

Association means South West Learning Community Association Inc.

Books means the books of the Association, includes the following —

- (a) a register.
- (b) financial records, financial statements, or financial reports, however compiled, recorded or stored.
- (c) a document.
- (d) any other record of information.
- (e) meeting minutes.

By-laws mean by-laws made by the Association under rule 59.

Chair means the Governing Council member holding office as the Chair of the Association and as such the Governing Council. This Governing Council member is appointed under rule 28 and whose role is described under rule 25 and also in the Governing Council Charter;

Charter means a document which includes the policy of the Governing Council and which, in conjunction with the rules, states the role, responsibilities and common practice of the Governing Council.

Child/Children means a student/s of Child Side Playgroup and School

Co-opted Governing Council Member means a Governing Council member who becomes a member of the Governing Council under rule 27 because of their expertise and experience. The conditions of their term are described in the Governing Council Charter;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Ex-officio means a person who is a member of the Governing Council by right of the position they hold.

Financial records means the financial records of the Association and includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.

Financial report, of a tier 3 Association, has the meaning given in section 63 of the Act.

Financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

Financial year, of the Association, has the meaning given in rule 4.

General meeting, of the Association, means the annual meeting of the Association that all members are entitled to receive notice of and to attend and to vote at.

Governing Council means the Governing Council of the Association.

Governing Council meeting means a meeting of the Governing Council.

Governing Council Member means a member of the Governing Council.

Grievance procedure means the procedures set out in rules 18 to 22.

Invited Governing Council Member means a Governing Council member who becomes a member of the Governing Council under rule 27 because of their expertise and experience. The conditions of their term are described in the Governing Council Charter.

Member means a person who is an Ordinary Member of the Association.

Non-delegable duty means a duty imposed on the Governing Council by the Act or another written law that cannot be delegated to another person or body.

Ordinary Governing Council Member means a Governing Council member who is not an office holder of the Association under rule 24(3).

Ordinary Member means a member with the rights referred to in rule 11(2).

Party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within six months before the dispute has come to the attention of each party to the dispute.

Poll means the process of voting in relation to a matter that is conducted in writing.

Principal means the Principal(s) of the School who will be ex-officio, non-voting, member of the Governing Council by right of the position they hold.

Register of members means the register of members referred to in section 53 of the Act.

Rules mean these rules of the Association, as in force for the time being.

School means Child Side Playgroup and School.

Secretary means the Governing Council member holding office as the Secretary of the Association. This Governing Council member is appointed under rule 28 and whose role is described under rule 26 and also in the Governing Council Charter.

Special general meeting means a general meeting of the Association other than the annual general meeting.

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

Subcommittee means a subcommittee appointed by the Governing Council under rule 44(1) (a).

Surplus property, in relation to the Association, means property remaining after satisfaction of

- (a) the debts and liabilities of the Association; and
- (b) 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.

Tier 3 Association means an incorporated Association to which section 64(3) of the Act applies.

Treasurer means treasurer of the Association. The role and responsibilities of the Treasurer is described in the Governing Council Charter.

Vice Chair means the Governing Council member holding office as the Vice Chair of the Association. This council member is appointed under rule 28 and whose role is described under rule 25 and also in the Governing Council Charter.

3. Objects of the Association

The Association will operate a school; trading as Child Side Playgroup and School, with a commitment to observing the registration standards, and compliance with all other requirements and relevant legislation for non-government schools.

The Objects of the Association are:

- (a) To maintain and further the rights of the child in society, in particular the right to an education that encourages and facilitates a natural development of each child emotionally, spiritually, socially, creatively, physically, and cognitively. To maintain the rights and responsibilities of this child **within** a group of children that makes up the learning community. To help each child to be a constructive contributor to their own learning and personal well-being **within** the well-being of the learning community at our school and playgroup. We maintain and further the rights and responsibilities of the learning community of children as a group and we see each individual child as PART of this community, not separate to it.
- (b) To maintain and further the rights and responsibilities of the family in society, in particular the right to have support, encouragement and involvement in the education process of their children, who is an integral part of the children's learning community within a group setting at our school and playgroup.
- (c) To maintain and further the rights and responsibilities of the staff in the school, in particular the right to have support and encouragement and the appropriate training to work with this particular school philosophy. To ensure that each part of this support triangle structure of children, families and staff have equal dignity and are all treated with integrity.

The School shall endeavour to pursue the Objects by: -

- (a) Providing and fostering a supportive, nurturing, safe working environment (both physically and emotionally) for each child, family, and staff member.
- (b) Implementing the philosophy and key concepts of this particular school in every way possible.
- (c) Making people (children and adults) a priority, especially in the emotional, spiritual, and social aspects; and
- (d) Continually learning about 'best practice' in education, especially complementary aspects of Steiner and Reggio Emilia education philosophies.

4. The Financial Year of the Association

The financial year of the Association will be the 12-month period from 1st January to 31st December.

5. The Association is a Not-For-Profit Body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may

be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) 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
 - (b) 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
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. Powers of the Association

- (1) The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —
 - (a) acquire, hold, deal with, and dispose of any real or personal property; and
 - (b) open and operate bank accounts; and
 - (c) invest its money —
 - (i) as trust funds may be invested under the Trustees Act 1962 Part III: or
 - (ii) in any other manner authorised by the rules of the Association; and
 - (d) borrow money upon such terms and conditions as the Association thinks fit; and
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
 - (f) appoint agents to transact any business of the Association on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (2) The Association may, unless these rules otherwise provide, act as trustee, and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

7. Eligibility for Association Membership

- (1) Any person over 18 years of age, that is involved in or interested in the good of the School, supports the objects and purposes of the Association, and is committed to the philosophy and approach of the School is eligible to apply to become a member.

- (2) All parents or legal guardians of a child enrolled in the School are qualified for membership of the Association and it is a condition of enrolment of each child that at least one such parent or guardian consents to being a member and to his or her name being entered into the register of Members.
- (3) There will be no entrance fee or annual membership fee required for membership of the Association.

8. Applying for Association Membership

A person who is eligible as described in rule 7 (1) must apply in writing to the Governing Council to become a member.

9. Management of Membership Applications

- (1) The Governing Council will consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub rule 3, the Governing Council will consider applications in the order in which they are received by the Governing Council.
- (3) The Governing Council may delay its consideration of an application if the Governing Council 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.
- (4) The Governing Council must not accept an application unless the applicant
 - (a) is eligible under rule 7 (1); and
 - (b) has applied under rule 8.
- (5) The Governing Council may reject an application even if the applicant
 - (a) is eligible under rule 7 (1); and
 - (b) has applied under rule 8.
- (6) The Governing Council must notify the applicant of the Governing Council's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Governing Council rejects the application, the Governing Council is not required to give the applicant its reasons for doing so.

10. Becoming a Member of the Association

- (1) An applicant for membership of the Association becomes a member when the Governing Council accepts the application.

- (2) There will be no entrance fee or annual membership fee required to be paid for membership of the Association.

11. Classes of Association Membership

- (1) The Association consists of Ordinary Members.
- (2) An Ordinary Member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Governing Council.

12. When Membership from the Association Ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies.
 - (b) the person resigns from the Association under rule 13.
 - (c) the person is expelled from the Association under rule 16.
 - (d) the family ceases to be enrolled at the school.
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.
- (3) A person whose membership of the Association ceases for whatever reason remains liable for any tuition fees or other amounts that are owed to the Association (the owed amount) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

13. Resignation from the Association

- (1) A member accepted under rules 7 (1) and 8 may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
 - (a) when the Secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

14. Membership Rights are Not Transferable

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

15. Register of Members of the Association

- (1) The Secretary is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association within twenty-eight days of the change. The register of members must include each member's name and
 - residential address; or
 - postal address; or
 - email address; or
 - information by means of which contact can be made with the member.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the date on which each member becomes a member.
- (3) The register of members must be kept in a secure location at the School or at another place determined by the governing council.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements. The member may inspect the register, free of charge, but may not remove the register for that purpose.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the Governing Council 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. The Governing Council may charge a reasonable fee for providing a copy of the register.

16. Suspension or Expulsion from the Association

- (1) The Governing Council may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least twenty-eight days before the Governing Council meeting at which the proposal is to be considered by the Governing Council.
- (3) The notice given to the member must state —
 - (a) when and where the Governing Council meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and

- (c) 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 governing council about the proposed suspension or expulsion.
- (4) At the Governing Council meeting, the Governing Council must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Governing Council about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Governing Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Governing Council must give the member written notice of the Governing Council's decision, and the reasons for the decision, within seven days after the Governing Council meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within fourteen days after receiving notice of the Governing Council's decision under sub rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 19 (3).
- (8) If notice is given under sub rule (7), the member who gives the notice and the Governing Council are the parties to the mediation.

17. Consequences of Suspension from the Association

- (1) During the period a member's membership is suspended, the member
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief, or credit for fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Secretary must record in the register of members
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) 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.

18. Disputes between Members or Members and the Association

Parties must attempt to resolve the dispute.

- (1) 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.
- (2) If the parties to a dispute are unable to resolve the dispute between them within the time required by sub rule (1), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (3) Within twenty-eight days after the Secretary is given the notice, a Governing Council meeting must be convened to consider and determine the dispute.
- (4) The Secretary must give each party to the dispute written notice of the Governing Council meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- (5) The notice given to each party to the dispute must state
 - (a) when and where the Governing Council meeting is to be held; and
 - (b) 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 Governing Council about the dispute.
- (6) If
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party
 - (i) does not agree to the dispute being determined by the Governing Council; and
 - (ii) requests the appointment of a mediator under rule 19(3) the Governing Council must not determine the dispute.

19. Determination of a Dispute by the Governing Council

- (1) At the Governing Council meeting at which a dispute is to be considered and determined, the Governing Council must
 - (a) 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 Governing Council about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.

- (2) The Governing Council must give each party to the dispute written notice of the Governing Council's determination, and the reasons for the determination, within seven days after the Governing Council meeting at which the determination is made.
- (3) A party to the dispute may, within fourteen days after receiving notice of the Governing Council's determination under sub rule (1) (c), give written notice to the Secretary requesting the appointment of a mediator.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

20. Appointment of a Mediator

- (1) The mediator must be a person chosen
 - (a) if the appointment of a mediator was requested by a member under rule 16(7) — *by agreement between the Member and the Governing Council*; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 18(6)(b)(ii) or 19(3) — *by agreement between the parties to the dispute*.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the Governing Council must appoint the mediator.
- (3) The person appointed as mediator by the Governing Council must be a person who acts as a mediator for another not-for-profit body such as a community legal centre, if the appointment of a mediator was requested by
 - (a) a member under rule 16(7); or
 - (b) a party to a dispute under rule 18(6)(b)(ii); or
 - (c) a party to a dispute under rule 19(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Governing Council may be a member or former member of the Association but must not
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

21. The Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) 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.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and

- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
 - (5) 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.
 - (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
 - (7) If the dispute has not been resolved by following the procedure set out in rules 18 to 21 an application can be made to the State Administrative Tribunal to have a dispute determined.

22. If Mediation Results in the Decision to Suspend or Expel a Member Being Revoked

If -

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16(7); and
- (b) 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 Governing Council meeting or general meetings during the period of suspension or expulsion.

23. The Governing Council

- (1) The Governing Council members are the persons who, as the Governing Body of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Governing Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Governing Council must take all reasonable steps to ensure that the Association complies with the Act, these rules, and the by-laws (if any).

24. Governing Council Members

- (1) The Governing Council members consist of —
 - (a) the office holders of the Governing Council; and
 - (b) the Principal(s) as ex-officio non-voting member(s); and

- (c) at least three and no more than four other persons as ordinary Governing Council members; and
 - (d) any other persons appointed under rule 27(b), 27 (c) and or 27 (d).
- (2) The Governing Council must determine the maximum number of members who may be ordinary governing council members.
- (3) The following are the office holders of the Association —
 - (a) the Chair.
 - (b) the Vice Chair.
 - (c) the Secretary.
- (4) A person may be a Governing Council member if the person is —
 - (a) an individual who has reached 18 years of age.
 - (b) an ordinary member of the Association; and
 - (c) not excluded from eligibility to be a member of a governing council as identified in section 39 of the Act and sub rule (6).
- (5) A person must not hold two or more of the offices mentioned in sub rule (3) at the same time.
- (6) Members of the Governing Council are to be fit and proper persons to operate a school in accordance with the fit and proper requirements outlined in the Governing Council Charter and having regard to the prior conduct, whether in Western Australia or elsewhere, of the member, or any person who, as described in subsection 160(5) of the WA School Education Act 1999, is related to the member.
- (7) Governing Council members are to conduct themselves in a manner consistent with the Act and in particular sections 42, 43, 44, 45, 46 and 47 of the Act.

25. The Chair and Vice Chair

- (1) It is the duty of the Chair to consult with the Principal and the Secretary regarding the business to be conducted at each Governing Council meeting and general meeting.
- (2) The Chair has the powers and duties relating to convening and presiding at Governing Council meetings and presiding at general meetings provided for in these rules.
- (3) In the absence of the Chair the Vice Chair will conduct the business of the Association as described in sub rule (1)

26. The Association Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence.

- (b) consulting with the Chair and the Principal regarding the business to be conducted at each Governing Council meeting and general meeting.
- (c) preparing the notices required for meetings and for the business to be conducted at meetings.
- (d) unless another member is authorised by the Governing Council to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (f) unless another member is authorised by the Governing Council to do so, maintaining on behalf of the Association a record of Governing Council members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.
- (h) maintaining full and accurate minutes of Governing Council meetings and general meetings; and
- (i) carrying out any other duty given to the secretary under these rules or by the Governing Council.

27. How Members become Governing Council Members

A member becomes a Governing Councilmember if the member -

- (a) is selected by the Governing Council as described in the Governing Council Charter, having regard to the Governing Council skills matrix, succession planning processes and or identified school priorities; or
- (b) is appointed to the Governing Council by the Governing Council to fill a casual vacancy under rule 32; or
- (c) is invited by the Governing Council as described in the Governing Council Charter, having regard to the Governing Council skills matrix , succession planning processes and or identified school priorities; or
- (d) is co-opted by the Governing Council as described in the Governing Council Charter , having regard to the Governing Council skills matrix, succession planning processes and or identified school priorities.

28. Selection of Office Holders of the Association

- (1) The Governing Council at their first meeting will select office bearers from among its membership.
- (2) On the members' selection, the new Chair of the Association may take over as the Chair of the meeting.

29. Term of Office of the Governing Council

- (1) The term of office of a Governing Council member begins when the member —

- (a) is announced (under rule 27) at the next annual general meeting or under rule 30(3)(b).
 - (b) is appointed to fill a casual vacancy under rule 32.
 - (c) attends their first meeting as an invited member; or
 - (d) attends their first meeting as a co-opted member.
- (2) Subject to rule 31 and 32, a Governing Council member holds office for a period of three years until the positions on the Governing Council are declared vacant at the next annual general meeting.
- (3) A Governing Council member may be re-selected unless they have served for three consecutive terms. They may be selected after a break of at least twelve months.

30. Resignation and Removal from Office of Governing Council

- (1) A Governing Council member may resign from the Governing Council by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.
- (2) The resignation takes effect
- (a) when the notice is received by the Secretary or Chair; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a Governing Council meeting, the Governing Council may by resolution
- (a) remove a Governing Council member from office; and
 - (b) select a member who is eligible under rule 24(4), rule 24(6) and 24(7) to fill the vacant position.
- (4) A Governing Council member who is the subject of a proposed resolution under sub rule (3) (a) may make written representations (of a reasonable length) to the Secretary or Chair and may ask that their representations be provided to the Governing Council members.
- (5) The Secretary or Chair may give a copy of the representations to each Governing Council member or, if they are not so given, the Governing Council member may require them to be read out at the Governing Council meeting at which their solution is to be considered.

31. When Membership of a Governing Council Member Ceases

A person ceases to be a Governing Council member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Governing Council or is removed from office under rule 30; or
- (c) becomes ineligible to accept an appointment or act as a Governing Council member under section 39 of the Act; or
- (d) becomes incapacitated by mental or physical ill health for a period exceeding six consecutive months; or
- (e) is no longer a member of the Association; or

- (f) fails to attend three consecutive Governing Council meetings, of which the person has been given notice, without having notified the Governing Council that the person will be unable to attend; or
- (g) is removed from office under rule 24(6) and or rule 24(7).

32. Filling Governing Council Casual Vacancies

- (1) The Governing Council may appoint a member who is eligible under rule 24(4), rule 24(6) and rule 24(7) to fill a position on the Governing Council that has become vacant under rule 31.
- (2) A Member appointed as a Governing Council Member under this rule will have full voting rights and will hold the position until the next annual general meeting. The person may, in accordance with these rules, then be selected to the Council and their selection reported at that annual general meeting.
- (3) If the position of Secretary becomes vacant, the Governing Council must appoint a Member who is eligible under rule 24(4), rule 24(6) and rule 24(7) to fill the position within fourteen days after the vacancy arises.
- (4) Subject to the requirement for a quorum under rule 39, the Governing Council may continue to act despite any vacancy in its membership.
- (5) If there are fewer Governing Council members than required for a quorum under rule 39, the Governing Council may act only for the purpose of
 - (a) appointing Governing Council members under this rule; or
 - (b) convening a general meeting.

33. Validity of Acts

The acts of a Governing Council or subcommittee, or of a Governing Council member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the selection, appointment or qualification of a Governing Council member or member of a subcommittee.

34. Payments to Governing Council Members

A Governing Council 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 in connection with the Association's business as determined by the Governing Council.

35. Governing Council Meetings

- (1) The Governing Council must meet at least eight times in each year on the dates and at the times and places determined by the Governing Council.

- (2) The date, time, and place of the first Governing Council meeting must be determined by the Governing Council members as soon as practicable after the annual general meeting
- (3) Special Governing Council meetings may be convened by the Chair or any two Governing Council members.

36. Notice of Governing Council Meetings

- (1) Notice of each Governing Council meeting must be given to each Governing Council member at least seven days before the time of the meeting.
- (2) 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.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Governing Council members at the meeting unanimously agree to treat that business as urgent.

37. Procedure and Order of Business for Governing Council Meetings

- (1) The Chair or, in the Chair's absence, the Vice-Chair must preside as chair of each Governing Council meeting.
- (2) If the Chair and Vice Chair are absent or are unwilling to act as chair of a meeting, the Governing Council members at the meeting must choose one of them to act as chair of the meeting.
- (3) The procedure to be followed at a Governing Council meeting must be determined from time to time by the Governing Council.
- (4) The order of business at a Governing Council meeting may be determined by the Governing Council members at the meeting.
- (5) A member or other person who is not a Governing Council member may attend a Governing Council meeting if invited to do so by the Governing Council.
- (6) A person invited under sub rule (5) to attend a Governing Council meeting
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Governing Council to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

- (7) A member must declare any material personal interest they have, or may be perceived to have, in a matter the Governing Council will be considering at the meeting.
- (8) Governing Council members are to conduct themselves in a manner consistent with the requirements of the Act and in particular sections 42, 43, 44, 45, 46 and 47 of the Act.
- (9) Governing Council members are to deal with conflicts of interest and any matter of personal material interest in the manner described by the Governing Council's Conflict of Interest Policy.

38 Use of Technology to be Present at Governing Council Meetings

- (1) The presence of a Governing Council member at a Governing Council meeting need not be by attendance in person but may be by that Governing Council member and each other Governing Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Governing Council meeting as allowed under sub rule (1) 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.

39. Quorum for Governing Council Meetings

- (1) Subject to rule 32(4), no business is to be conducted at a Governing Council meeting unless a quorum is present.
- (2) At a Governing Council meeting three voting Governing Council members constitute a quorum.
- (3) If a quorum is not present within thirty minutes after the notified commencement time of a Governing Council meeting
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day, and place in the following week.
- (4) If
 - (a) a quorum is not present within thirty minutes after the commencement time of a Governing Council meeting held under sub rule (3)(b); and
 - (b) at least two voting Governing Council members are present at the meeting, those members present are taken to constitute a quorum.

40. Voting at Governing Council Meetings

Consensus decision making is the desired process for all decisions made at Governing Council meetings with the option of taking a vote only if necessary. The Governing Council reserves the right to conduct business at any time by circular resolution.

- (1) If a vote is required the following applies
 - (a) Each eligible Governing Council member present at a Governing Council meeting has one vote on any question arising at the meeting.
 - (b) A motion is carried if a majority of the Governing Council members present at the Governing Council meeting vote in favour of the motion.
 - (c) If the votes are divided equally on a question, then the motion is considered lost.
 - (d) A vote may take place by the Governing Council members present indicating their agreement or disagreement or by a show of hands, unless the Governing Council decides that a secret ballot is needed to determine a particular question.
 - (e) If a secret ballot is needed, the Chair of the meeting must decide how the ballot is to be conducted.

- (2) If a decision is to be made by circular resolution, the following applies
 - (a) A resolution in writing, for example via email, passed by all Governing Council members entitled to receive notice of a Governing Council meeting and vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Governing Council duly convened and held.
 - (b) The date of a resolution under rule 40(2) (a) will be when the Chair acknowledges in writing to all other Governing Council members the resolution. The resolution must be entered into the following meeting's minutes and be referred to at the next Governing Council meeting.
 - (c) Any resolution passed under rule 40(2) (a) may consist of several documents.
 - (d) For the purpose of rule 40 (2) (a), a document produced by electronic means under the name of a Governing Council member and with the Governing Council member's authority, will be considered a document to be signed in writing by the Governing Council member and maintained with the following meeting's minutes.

41. Minutes of Governing Council Meetings

- (1) The Governing Council must ensure that minutes are taken and kept of each Governing Council meeting.

- (2) The minutes must record the following —
 - (a) the names of the Governing Council members present at the meeting.
 - (b) the name of any person attending the meeting under rule 37(5).
 - (c) the business considered at the meeting.
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.

- (e) details of any declaration of a conflict of interest, including how the identified conflict was managed during the meeting.
- (3) The minutes of a Governing Council meeting must be entered in the Association's minute file within thirty days after the meeting is held.
- (4) The Chair must ensure that the minutes of a Governing Council meeting are reviewed by the Council and signed as correct by
 - (a) the Chair of the meeting; or
 - (b) the Chair of the next governing council meeting.
- (5) When the minutes of a Governing Council meeting have been signed as correct, they are, until the contrary is proved, evidence that
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

42. Function of the Governing Council

- (a) The Governing Council may perform such functions as necessary to establish and conduct or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health and welfare of staff and students.
- (b) The Governing Council may raise money for school related purposes.
- (c) The Governing Council may do all those acts and things incidental to the exercise of these functions; and
- (d) The Governing Council's functions must be exercised in accordance with legislation, administrative instructions, and this constitution.

43. Duties of the Governing Council

- (1) The Governing Council is accountable for:
 - (a) the development and implementation of a strategic plan for the school.
 - (b) the development and implementation of effective processes for planning, monitoring and achieving improvements in student learning.
 - (c) the regular and ongoing risk assessment of the level of care provided in the school in terms of student safety, welfare, and wellbeing.
 - (d) maintaining a satisfactory standard of education and level of care for students.
 - (e) the quality of the educational programs of the school.
 - (f) the financial oversight, including determining the application of the total financial resources available to the school including the regular review of the budget.
 - (g) risk management of the school; (e.g. financial, operational, reputational, student welfare and wellbeing).
 - (h) legal compliance by the school.
 - (i) determining and implementing all expenditure on capital projects.

- (j) overseeing the proper care and maintenance of any property owned by the Association.
 - (k) ensuring that the policies of the school including policies for the safety, welfare and discipline of students are developed and enforced; and
 - (l) fostering positive relationships and encouraging involvement with key stakeholders including parents and children.
- (2) The Governing Council is responsible for the employment, performance management and dismissal of the Principal.
 - (3) The Governing Council is required to:
 - (a) engage in professional learning; and
 - (b) conduct an annual review of its own performance.
 - (4) The Governing Council will ensure that the accounts of the school are audited by an independent auditor (individual, firm, or company) who is registered with the Australian Securities and Investment Commission and is qualified to audit such accounts. The auditor's report is made available to the Association at the annual general meeting.

44. Subcommittees and Subsidiary Offices of the Association

- (1) To help the Governing Council in the conduct of the Association's business, the Governing Council may, in writing, do either or both of the following
 - (a) appoint one or more subcommittees.
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Governing Council considers appropriate.
- (3) At least one member of any subcommittee must be a member of the Governing Council.
- (4) A person may be appointed to a subsidiary office whether or not the person is a member.
- (5) Subject to any directions given by the Governing Council
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

45. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) The Governing Council may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Governing Council other than
 - (a) the power to delegate; and
 - (b) a non-delegable duty.

- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations, or exceptions that the Governing Council specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Governing Council from exercising or performing at any time the power or duty delegated.
- (5) 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 Governing Council.
- (6) The Governing Council may, in writing, amend or revoke the delegation at any time.

46. Annual General Meeting (General Meeting)

- (1) The Governing Council must determine the date, time, and place of the annual general meeting.
- (2) 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 section 50(3)(b) of the Act within four months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed.
 - (b) to receive and consider —
 - (i) the Governing Council's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial report of the Association for the preceding financial year presented under Part 5 of the Act
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report.
 - (c) if applicable, to appoint or remove a reviewer or Auditor of the Association in accordance with the Act.
 - (d) to confirm or vary the entrance fees, subscriptions, and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

47. Special General Meetings

- (1) The Governing Council may convene a special general meeting.
- (2) The Governing Council must convene a special general meeting if at least 20% of the members request a special general meeting to be convened.
- (3) The members requesting a special general meeting to be convened must
 - (a) make the request by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) provide the wording of any resolution that is to be put to the members at the meeting; and
 - (d) each sign the notice.
- (4) The special general meeting must be convened within twenty-eight days after notice is given under sub rule (3) (a).
- (5) If the Governing Council does not convene a special general meeting within that twenty eight-day period, the members making the request (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5)
 - (a) must be held within three months after the date the original request was made; and
 - (b) may only consider the business stated in the notice by which the request was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

48. Notice of General Meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 47(5), the members convening the meeting, must give to each member
 - (a) at least twenty-one days' notice of a general meeting if a special resolution is to be proposed at the meeting: or
 - (b) at least fourteen days' notice of a general meeting in any other case.
- (2) The notice must
 - (a) specify the date, time, and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

- (3) The Association Auditor must be sent all notices and communication regarding general meetings that a member is entitled to receive.

49. Proxy Voting

Proxy voting is not accepted at any meetings of the Association.

50. Presiding Member and Quorum for General Meetings

- (1) The Chair or, in the Chair's absence, the Vice Chair must preside as chair of each general meeting.
- (2) If the Chair and Vice Chair are absent or are unwilling to act as Chair of a general meeting, the Governing Council members at the meeting must choose one of them to act as Chair of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) A quorum shall be five members of the Association.
- (5) If a quorum is not present within thirty minutes after the notified commencement time of a general meeting
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place unless the Chair 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.
- (6) If
 - (a) a quorum is not present within thirty minutes after the commencement time of an annual general meeting held under sub rule (5)(b); and
 - (b) at least two ordinary members are present at the meeting, those members present are taken to constitute a quorum.

51. Adjournment of a General Meeting

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen days or more, in which case notice of the meeting must be given in accordance with rule 48.

52. Voting at a General Meeting

- (1) On any question arising at a general meeting
 - (a) subject to sub rule (3), each ordinary member has one vote; and
 - (b) ordinary members may only vote in person.
- (2) 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.
- (3) If votes are divided equally on a question, then the motion is lost.
- (4) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 48; and
 - (b) must have been financial before the scheduled commencement time of the meeting and have paid any membership fee, tuition fee or other money payable to the Association by the member.

53. When Special Resolutions Are Required

- (1) A special resolution is required if it is proposed at a general meeting
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
 - (c) to adopt these model rules (section 29(1) of the Act).
 - (d) to alter its rules, including changing the name of the Association (section 30(1) of the Act).
 - (e) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1) of the Act).
 - (f) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4) of the Act).
 - (g) to be wound up voluntarily (section 121(2) of the Act) or by the Supreme Court (section 124(a) and Schedule 4 item 9 of the Act).
 - (h) to cancel its incorporation (section 129 of the Act); and
 - (i) any such other instances as required by the Act.

- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

54. Determining Whether a Resolution is Carried at a General Meeting

- (1) Subject to sub rule (4), the Chair of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (2) If the resolution is a special resolution, the declaration under sub rule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the Chair of the meeting or by at least three other ordinary members present in person
 - (a) the poll must be taken at the meeting in the manner determined by the Chair.
 - (b) the Chair must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (5) 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 chair.
- (6) A declaration under sub rule (1) or (3) 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.
- (7) A special resolution is passed if not less than 75% of the members present, in person who cast an eligible vote, vote in favour of the resolution.

55. Minutes of General Meetings

- (1) The Secretary, or a person authorised by the Governing Council from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 46(3)(b)(ii); and

- (c) 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 46(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Association's minute book within thirty days after the meeting is held.
- (5) The Chair must ensure that the minutes of a general meeting are reviewed and signed as correct by
 - (a) the Chair of the meeting; or
 - (b) the Chair of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

56. Source of Association Funds

The funds of the Association may be derived from any source approved by the Governing Council.

57. Control of Association Funds

The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

58. Financial Statements and Financial Reports

- (1) For each financial year, the Governing Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial reports of the Association are met. That is, the Governing Council must keep financial records that:
 - (a) correctly record and explain its transactions and financial position and performance and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (2) Without limiting sub rule (1), those requirements include
 - (a) the preparation of the financial report; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and

- (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) 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.
- (3) All financial records must be kept for at least seven years after the transactions covered by the records are completed.

59. Association By-laws

- (1) The Association may, by resolution at a general meeting, make, amend, or revoke by-laws.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (3) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

60. Executing Documents and the Common Seal

- (1) The Association may execute a document without using a common seal if the document is signed by
 - (a) two Governing Council members; or
 - (b) one Governing Council member and a person authorised by the Governing Council.
- (2) Use of the common seal
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Governing Council and in the presence of
 - (i) two Governing Council members; or
 - (ii) one Governing Council member and a person authorised by the Governing Council, and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Governing Council member authorised by the Governing Council.

61. Giving Notices to Members

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by electronic transmission to an appropriate recorded electronic address of the member.

62. Custody of Association Books and Securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be maintained as directed by the Governing Council.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Governing Council.
- (4) The books and securities of the Association must be retained for at least seven years.

63. Maintaining a Record of Association Office Holders

- (1) The Association shall keep a register of the names and addresses of all office holders in the Association.
- (2) The Association shall keep a record of the name and address of all those authorised to use the common seal of the Association.
- (3) The Association shall keep a record of the name and address of any person who is appointed or acts as a trustee on behalf of the Association.

64. Inspection of Association Records and Documents

- (1) Sub rule (2) applies to a member who wants to inspect
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Governing Council members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) The member may make a copy of or take an extract from a record or document referred to in sub rule (1) (c) but does not have a right to remove the record or document for that purpose.

- (5) The member must not use or disclose information in a record or document referred to in sub rule (1) (c) except for a purpose
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

65. Publication by Governing Council Members of Statements about Association Business is Prohibited

A Governing Council member must not publish, or cause to be published; any statement about the business conducted by the Association at a general meeting or Governing Council meeting unless

- (a) the Governing Council member has been authorised to do so at a Governing Council meeting; and
- (b) the authority given to the Governing Council member has been recorded in the minutes of the Governing Council meeting at which it was given.

66. Distribution of Surplus Property on Cancellation of the Incorporation or the Winding Up of the Association

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

67. Alteration of the Rules of the Association

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Changes made by special resolution to this constitution must be notified to the Commissioner within one month of the special resolution being passed.

68. Matter not Provided For

Matters that are not provided for, or not adequately provided for in this Constitution, may be provided for by resolution of the Governing Council at a properly convened Governing Council meeting or by the Association at a properly convened General Meeting, which matters must not be inconsistent with this Constitution.