



West Coast Steiner School Incorporated Constitution

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1. NAME

The name of the Association is "The West Coast Steiner School Incorporated".

2. OBJECTS

- a) To establish and carry on in Western Australia a school ("the School") in accordance with sub-rule 2.b) below and complying with registration standards and requirements for non-government schools.
- b) To provide for and conduct an excellent standard of education of children in accordance with the principles, practices and methods indicated by Rudolf Steiner and carried on in the various Steiner and Waldorf schools throughout the world.

3. FINANCIAL YEAR

The financial year of the association will be the 12 months period from 1st of January to 31st of December in the same year.

4. POWERS

- a) The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —
 - (i) acquire, hold, deal with, and dispose of any real or personal property; and
 - (ii) build, construct or establish, alter, rebuild, renovate, reconstruct and maintain buildings; and
 - (iii) open and operate bank accounts; and
 - (iv) invest its money —
 - a) as trust funds may be invested under the Trustees Act 1962 Part III; or
 - b) in any other manner authorised by the rules of the Association; and
 - (v) borrow money upon such terms and conditions as the Association thinks fit; and
 - (vi) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
 - (vii) appoint agents to transact any business of the Association on its behalf; and
 - (viii) enter into any other contract it considers necessary or desirable.
- b) 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 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.

5. NO PROFIT TO MEMBERS

- a) The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and Regulations and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association.
- b) However, nothing herein shall prevent the payment in good faith of:
 - (i) reasonable and proper remuneration to any officer or employee of the Association or to any Member of the Association in return for the services actually rendered to the Association; nor prevent the payment of
 - (ii) interest at a rate not exceeding the rate for the time being charged by Bankers on borrowings overdrawn accounts; or
 - (iii) reasonable and proper rent for premises demised or let by any Member to the Association; or
 - (iv) reasonable out-of-pocket expenses of the Member incurred with the authority of the Council and for the proper purposes of the Association.
 - (v) A governing body 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 in as far as it has been authorised by a resolution of the Association.

6. INTERPRETATION

In these Rules, subject to the context –

- a. A reference to the singular also means the plural unless otherwise inferred.
- b. A reference to the feminine gender includes a reference to the masculine gender and vice versa.
- c. "Annual General Meeting" (AGM) is the yearly meeting for members of the Association for holding elections and reporting on the year's events.
- d. "Appointed Councillor" means a Councillor appointed under sub-rule 15.c) below.
- e. "Association" means The West Coast Steiner School Incorporated.
- f. "Chairperson" means the Chairperson of the Council.
- g. "College of Teachers" and "College" refers to the body, which meets the description of "the College of Teachers" given in rule 22.
- h. "Community Member" is a member who is not a Parent Member, a Teaching Faculty Member, a Non-Teaching Staff Member and who has applied in writing for Membership of the Association and whose application is approved by the Council or approved by the Members in a General Meeting.
- i. "Council" means the governing body of the Association pursuant to rule 16.
- j. "Councillor" means an Elected Councillor or an Appointed Councillor.
- k. "Councillor Policy" means the policy document compiled for prospective and existing Councillors that all Elected and Appointed Councillors are required to abide by to meet the initial and ongoing requirements of being a Councillor.
- l. "Elected Councillor" means a Councillor elected by the Members under sub-rule 12.h) below.
- m. Extraordinary General Meeting is any General Meeting that is not an Annual General Meeting.
- n. General Meeting is an Annual General Meeting or an Extraordinary General Meeting.
- o. "Member" means a Member of the Association. A Member may be a Parent Member, a Teaching Faculty Member, a Non-Teaching Staff Member or a Community Member. "Members" means some or all of the Members of the Association.
- p. Non-Teaching Staff Member is a staff member who is employed at the school, but who is not a Teaching Faculty Member.
- q. "Parent" means a parent or legal guardian of a Child. "The Parents" means, collectively, all the parents of the Children.
- r. "Parents and Friends (P&F) Association" means any group of people who meets the description of "the Parents and Friends Association" given in rule 23.
- s. "Parent Member" means a person:

- i. who is listed in the School's records as the legal guardian, or as one of the legal guardians, of a student who is currently enrolled at the School.
 - ii. a person who is also a Teaching Faculty Member will not be a Parent Member.
- t. "School" means the school established and carried on by the Association in accordance with the Objects of the Association referred to in sub-rule 2.a) above. "School" includes the kindergarten and playgroup operated by the Association.
- u. "School Administrator" means the person employed by The School as the School Administrator whose functions are referred to in rule 21. below.
- v. "Secretary" means the Secretary of the Council.
- w. Student means any child enrolled in the School from Kindy 4 to Class 6
- x. "Teacher" means a teacher employed by the Association.
- y. "Teaching Faculty Member" means a person who is a Teacher or an education assistant.
- z. "Treasurer" means the Treasurer of the Council.
- aa. "Vice-Chairperson" means the Vice-Chairperson of the Council.

7. MEMBERSHIP

- a) The following persons shall be Members:
 - (i) Parent Members;
 - (ii) Teaching Faculty Members;
 - (iii) Non-Teaching Staff members; and
 - (iv) Community Members.
- b) A Member will cease to be a Member if that person:
 - (i) dies;
 - (ii) resigns in writing to the Association;
 - (iii) was a Member only by virtue of sub-rule a) (i) above and if all that person's children cease to attend the School; or
 - (iv) was a Member only by virtue of sub-rule a) (iv) above and is removed from the Membership of the Association in accordance with these Rules.
- c) A person who ceases to be a Member pursuant to sub-rules b)(ii) b)(iii) b)(iv) above may be reinstated as a Member pursuant to sub-rules (iv) above.
- d) The Council may cancel a person's Membership of the Association if:
 - (i) the Council is satisfied that Member is no longer supportive of the objects of the Association; or
 - (ii) that person's current address is not known to the Council.
- e) If a person's Membership is cancelled pursuant to this sub-rule d)(i), then the Council shall advise that person in writing of that cancellation.
- f) A person may be removed from Membership at any time for any reason by resolution of a General Meeting of the Association passed by a two thirds ($\frac{2}{3}$) majority of the Members present provided that person:
 - (i) is given fourteen (14) days notice of the motion proposing such resolution, and
 - (ii) has the opportunity to be present at the General Meeting to show cause why he should not be removed from Membership.
- g) The rights and privileges of a Member cannot be transferred to any other person as the Member's agent or by operation of law.
- h) Parent Members of the Association are required to pay an annual subscription fee. The amount of the subscription to be paid is to be determined by Council.

8. DISPUTE RESOLUTION

- a) The grievance procedure in this clause applies to any disputes that arise between members of the association and disputes between the association and one or more of its members (collectively referred to as, the "Parties to the Dispute").
- b) The Parties to the Dispute must meet to:
 - (i) discuss the matter that is in dispute between them (the "Dispute"); and
 - (ii) try to resolve the Dispute,within fourteen (14) days after the date on which Dispute has first come to the attention of all of those parties (the "Initial Meeting").
- c) If the Parties to the Dispute are unable to resolve the Dispute at the Initial Meeting for any reason [including because the Parties to the Dispute cannot agree on arrangements to hold the Initial Meeting within the fourteen (14) day period referred to in sub-clause (b), or because one or more of those parties fails to attend the Initial Meeting at a time and place that has been agreed], then the Parties to the Dispute must hold a meeting in the presence of a mediator within twenty eight days (28) after the Dispute has come to the attention of all of those parties (the "Mediated Meeting").
- d) The Parties to the Dispute must, in good faith, use all reasonable efforts to resolve the Dispute at the Initial Meeting and at the Mediated Meeting.
- e) The Parties to the Dispute must try to agree on the person who is to act as the mediator at the Mediated Meeting (the "Mediator"). However, the Mediator cannot be one of the Parties to the Dispute.
- f) If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Councillors are not Parties to the Dispute, then the Mediator must be a person appointed by the Council. Any Councillor who is one of the Parties to the Dispute may not participate in, or vote in, or observe, the deliberations of Council which appoint the Mediator in accordance with this subclause.
- g) If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Councillors are Parties to the Dispute, then the Mediator will be appointed by:
 - (i) the Chief Executive Officer of Steiner Education Australia;
 - (ii) if that appointment cannot be made expeditiously, then the Chairperson of Steiner Education Australia; or
 - (iii) if that appointment cannot be made expeditiously, then the senior officer of Steiner Education Australia.
- h) The Mediator, in conducting the mediation, must:
 - (i) give each of the Parties to the Dispute every opportunity to be heard during the mediation process;
 - (ii) allow each of the Parties to the Dispute to properly consider any written statement that is submitted by any of the other Parties to the Dispute; and

- (iii) ensure that natural justice is accorded to each of the Parties to the Dispute throughout the mediation process.
- i) The Mediator cannot determine the Dispute, and must not purport to do so.
- j) The Initial Meeting and the Mediated Meeting must both be conducted on the basis that they are confidential and without prejudice to the legal rights of each of the Parties to the Dispute. However, if the Parties to the Dispute reach an agreement which resolves the Dispute during such a meeting, then, when that meeting is being concluded, those parties may also agree to be legally bound by that agreement. If the Parties to the Dispute intend to be legally bound by such an agreement, then they should seek to immediately record that agreement in writing (including the fact that they intend to be bound by that agreement), to each sign copies of that document and to exchange those signed copies.
- k) If the Mediated Meeting does not result in the Dispute being resolved, then each of the Parties to the Dispute may seek to resolve or determine the Dispute in accordance with any other procedure that is legally available to them.
- l) If any of the Parties to Dispute is a group of people and if the size of that group means it is not reasonably practicable for all of the members of that group to attend an Initial Meeting or a Mediated Meeting, then that party may be represented at that meeting by a single person who has been appointed by that group for that purpose, and who has been expressly authorised by the members of that group to speak on their behalf at the meeting and to negotiate a resolution of the Dispute on their behalf.
- m) If any personality issues, communication issues or other interpersonal issues exist between the Parties to the Dispute, and if those issues may impede clear and objective communication between those parties at the Initial Meeting and/or the Mediated Meeting, then each such party may choose to be represented at that meeting by a single person who has been appointed by that party for that purpose, and who has been expressly authorised by that party to speak on its behalf at the meeting and to negotiate a resolution of the Dispute on its behalf.
- n) Nothing in this clause will prevent or delay the Council from making a decision or from passing a resolution in relation to a matter or issue that is the subject of a Dispute that is, or which may, be dealt with in accordance with this clause.

9. REGISTER OF MEMBERS

- a) The Association Secretary, or another person authorised by the Council, shall keep and maintain a register of Members, in which shall be entered the full name and contact details of each Member and record in that register any change in the membership of the Association within 28 days of the change.
- b) The register of members must include each member's name and
 - (i) residential address;
 - (ii) type of membership
- c) The register of members must be kept in a secure location at the School or at another place determined by the Council.
- d) 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 but may not remove the register.
- e) If a member inspecting the register of members wishes to make a copy of, or take an extract from the register of members, the Council requires 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.
- f) The Association will not otherwise divulge any of the information from the register of members to any other party without the consent of the relevant Member.

10. GENERAL MEETINGS

- a) An Annual General Meeting shall be held:
 - (i) once in every calendar year within six (6) months of the end of the Association's financial year; and
 - (ii) at a time and place appointed by the Council.
- b) General Meetings, which are not Annual General Meetings, shall be called Extraordinary General Meetings.
- c) The Council may convene an Extraordinary General Meeting whenever it may think fit.
- d) The Secretary shall convene an Extraordinary General Meeting whenever required by:
 - (i) the Chairperson;
 - (ii) the Council; or
 - (iii) the written requisition of ten percent (10%) of the Members;stating the objects for which the meeting is desired of Members.
- e) An Extraordinary General Meeting which is convened in accordance with sub-clause d) above shall be convened not less than twenty one (21) days and not more than two (2) month after the Secretary is told that such a meeting must be convened pursuant to this sub-clause.

11. NOTICE OF MEETINGS

- a) Every Member shall be given:
 - (i) at least fourteen (14) days written notice of every Annual General Meeting; and
 - (ii) at least twenty-one (21) days written notice of every Extraordinary General Meeting.
- b) The written notice of each General Meeting shall state the date, time and place of the meeting and the nature of the business to be transacted at that meeting.
- c) The only business, which can be transacted at a General Meeting, is the business, which is specified, in the written notice of that meeting.

12. PROCEEDINGS AT GENERAL MEETINGS

- a) A quorum for an Annual General Meeting or an Extraordinary General Meeting will be twelve Members (12), including any five (5) Councillors, present at that meeting.
- b) No business can be transacted at any General Meeting unless a quorum of Members is present.
- c) If a quorum is not present at a General Meeting within thirty (30) minutes after the time appointed for the commencement of that meeting then the meeting shall stand adjourned to the same day in the next week at the same time and place. If a quorum is not present at the adjourned meeting within thirty (30) minutes after the time appointed for that adjourned meeting to commence then a minimum of 5 members present shall constitute a quorum for the purposes of that General Meeting. If the minimum is not met then the meeting shall stand adjourned to the same day in the next week at the same time and place.
- d) The chairperson at every General Meeting shall be:
 - (i) the Chairperson;
 - (ii) if the Chairperson does not attend the meeting, then the Vice-Chairperson; or
 - (iii) if neither the Chairperson nor the Vice Chairperson:
 - is present at the meeting within thirty (30) minutes after the time appointed for the commencement of that meeting; or
 - is willing to act as chairperson at the meeting;

then the Members present at the General Meeting shall choose some one of their number to act as Chairperson.
- e) If the Members at a General Meeting resolve to adjourn, that meeting will be adjourned in accordance with that resolution, but no business shall be transacted at any adjourned meeting other than the business, which was left unfinished at the General Meeting, from which the adjournment was made.

If a General Meeting is adjourned for seven (7) days or more, then notice of the adjourned meeting must be given in accordance with the Rules governing the notice of the original General Meeting. If a General Meeting is adjourned for less than seven (7) days, then it shall not be necessary to give any notice of that adjournment or of the business to be transacted at the adjourned meeting.
- f) The order of business for every Annual General Meeting shall be:
 - (i) confirmation of the minutes of the last Annual General Meeting and of any Extraordinary General Meeting or meetings held since the last Annual General Meeting;
 - (ii) receipt of:
 - the Chairperson's report;
 - the Treasurer's report, including the annual balance sheet, income and expenditure statement;

- a report from the auditor in accordance with rule 25. below; and
- reports from relevant Committees;

and resolving whether each of those reports is to be accepted, rejected or dealt with in some other manner;

(iii) the election of:

- a Chairperson;
- a Vice-Chairperson;
- a Secretary;
- a Treasurer; and
- Ordinary Councillors;

(iv) the appointment of the auditor; and

(v) any business specified in the written notice given for the meeting in accordance with sub-rule 11.b) above.

g) The auditor's report and financial statements shall be presented at each Annual General Meeting and be prepared as at the year ending on the 31st day of December immediately preceding that meeting.

h) Elections for the positions of Chairperson, Vice-Chairperson, Secretary, Treasurer, Ordinary Councillors and auditor shall be voted on by the Members at an Annual General Meeting (AGM) subject to all the Councillor Policy requirements being met. If there is more than one nomination for a position then:

- (i) the election for that position will be conducted by secret ballot;
- (ii) each Member present at the meeting may make a single vote for only one of the people nominated;
- (iii) two (2) Members shall be appointed by the meeting of the meeting as Tellers;
- (iv) Tellers who are appointed to act in relation to any election may not be one of the people nominated for that position
- (v) where possible, the Chairperson at the meeting will also ensure that the Tellers are not people who have made or seconded nominations for the position;
- (vi) the Tellers will examine and count the votes, the Tellers will then report the result to the Chairperson;
- (vii) the Chairperson will then announce the result of the election to the Members; and
- (viii) the Tellers will then destroy the voting papers.

13. VOTING

- a) Every Member shall have only one vote.
 - b) Resolutions that are put to the vote at any General Meeting shall be decided on a show of hands UNLESS a poll is (before or on the declaration of the result of the show of hands) demanded by at least two (2) Members who are present in person.
 - c) For the purposes of this rule the term 'resolution' will not include a resolution electing a Councillor.
 - d) Unless a poll is demanded in accordance with sub-rule 12. a) above, then:
 - (i) a declaration by the Chairperson of a General Meeting that a resolution has on a show of hands been:
 - carried;
 - carried unanimously;
 - carried by a particular majority; or
 - lost;
 - and
 - (ii) an entry recording that declaration in the Association's record of that general meeting;
- shall be conclusive evidence of the truth of that declaration.
- e) If a poll is demanded in accordance with sub-rule 12 a) above, then:
 - (i) that poll shall be taken in such manner as the Chairperson of that General Meeting directs; and
 - (ii) unless the General Meeting is adjourned, the result of that poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
 - f) If the votes for and against any resolution that is to be decided on the basis of a simple majority at a General Meeting are evenly balanced then the resolution will be decided in accordance with the vote of the Chairperson of that meeting.
 - g) Any poll which is demanded in accordance with sub-rule a) above in relation to:
 - (i) the election of a Chairperson; or
 - (ii) on a question of adjournment;

shall be taken forthwith. Any such poll, which is demanded in relation to any other question, shall be taken at such time as the Chairperson of the General Meeting directs.

14. NOMINATIONS OF MEMBERS TO COUNCIL

- a) Nominations to the Council for vacancies that arise will be called for up to two months and no less than two weeks prior to the AGM of the Association or at the discretion of the Chairperson.
- b) Nominations to the Council can be made by Association Members. Nominations must be seconded by another Association Member.
- c) At the time of nomination, nominees will receive from the Council a description of the skills needed on the Council and the Fit and Proper criteria for membership of the Council. Prior to the acceptance of the nomination, nominees must complete, sign and submit the nomination forms. The nomination pack will include, but is not limited to:
 - (i) The Nomination Form for New Members;
 - (ii) Request for Nominee Personal Details form;
 - (iii) Fit and Proper Member Declaration to be signed;
 - (iv) The Councillor Code of Conduct and Confidentiality;
 - (v) Request for A curriculum vitae outlining qualifications, experience and career history to date form;
 - (vi) A Volunteer National Police Check Consent Form to be signed.
- d) Association Members are to be supplied with a nominee's Nomination Form at the AGM stating the nominee's motivation to join council.
- e) Nominees are required to meet all requirements, listed here and of the Councillor Policy prior the AGM. Failure to do so, will render their nomination void.

15. COUNCIL MEMBERS

- a) The Council shall consist of a maximum of ten (10) Elected Councillors and consist of at least:
 - (i) a Chairperson;
 - (ii) a Vice-Chairperson;
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) at least two (2) Ordinary Councillors.
- b) The term for Elected Councillors is two years.
- c) The Council may also include the following Appointed Councillors:
 - (i) one (1) person employed in the School's Administrative staff ("the Administration Delegate"), normally the School Administrator;
 - (ii) one (1) person appointed by the College of Teachers ("the College Delegate"), and
 - (iii) one (1) person appointed annually by the Parents & Friends Association as the delegate from the Parents & Friends Association to the Council ("the P&F Delegate");
 - (iv) A maximum of two Councillors appointed by the Council to fulfil needs for particular expertise.
- d) Voting rights are conferred as follows to the Councillors and Delegates:
 - (i) all Elected Councillors will have voting rights at Council meetings.
 - (ii) the P&F Delegate will have the same voting rights as the Elected Councillors and will be required to comply with the Councillor Policy requirements.
 - (iii) the Administration Delegate and College Delegate shall be "ex-officio" members of Council with no voting rights.
 - (iv) Councillor appointed by Elected Councillors shall have no voting rights.

16. FUNCTIONS OF COUNCIL

- a) The Council will perform and is responsible for the following governance functions:
 - (i) the administration and control of the Association;
 - (ii) the employment, performance management and dismissal of the School Administrator / Principal;
 - (iii) maintain oversight of the overall management and operation of the School, by the School Administrator / Principal;

- b) The Council is accountable for:
 - (i) the development and implementation of a strategic plan for the school;
 - (ii) the development and implementation of effective processes for planning, monitoring and achieving improvements in student learning;
 - (iii) the regular and ongoing risk assessment of the level of care provided in the school in terms of student safety, welfare and wellbeing;
 - (iv) maintaining a satisfactory standard of education and level of care for students;
 - (v) the quality of the educational programs of the school;
 - (vi) determining the application of the total financial resources available to the school including the regular review of the budget;
 - (vii) risk management of the school (e.g. financial, operational, reputational, student welfare and wellbeing);
 - (viii) legal compliance by the school;
 - (ix) determining and implementing all expenditure on capital projects;
 - (x) overseeing the proper care and maintenance of any property owned by the Association;
 - (xi) ensuring that the policies of the school including policies for the safety, welfare and discipline of students are developed and enforced; and
 - (xii) fostering positive relationships and encouraging involvement with key stakeholders including parents and students.

- c) The Council's functions must be exercised in accordance with Commonwealth and State legislation and this Constitution.

- d) The Council shall have accurate minutes to be made including for the purpose;
 - (i) of the names of the Councillors present at each meeting of the Council and of any Council committee;

- (ii) of the names of any person attending the meeting by invitation as observer or otherwise; and
 - (iii) of all business considered and proceedings at all meetings of:
 - the Association and;
 - the Council; and
 - any committees of the Council;
 - (iv) and of ensuring the minutes include details of all resolutions pass at each of those meetings.
- e) Any casual vacancy arising in the office of an Ordinary Councillor may be filled by the appointment of a Member of the Association by a resolution of the other Elected Councillors provided the Member of the Association meets the nomination requirements in sub-rule 14.c).
- f) Any person who is appointed to the office of Ordinary Councillor to fill a casual vacancy in that manner shall have the same voting privileges as the original appointee and shall hold that office until next Annual General Meeting.
- g) Where a casual vacancy arises in the office of:
- Chairperson;
 - Vice-Chairperson;
 - Secretary; or
 - Treasurer;
- then the other Elected Councillors shall elect one of their number within 14 days of when the vacancy arises to fill the office vacated until the next Annual General Meeting.
- h) Where a casual vacancy arises in the office of the College Delegate then the College of Teachers may appoint one of its Members to fill that position until the next Annual General Meeting.
- i) Where a casual vacancy arises in the office of the Administration Delegate then all of the Councillors (the Elected Councillors and the other Appointed Councillors) may appoint a Member of the School's administrative staff to fill that position until the next Annual General Meeting.
- j) Where a casual vacancy arises in the office of the P&F Delegate then the Parents and Friends Association may appoint one of its Members to fill that position until the next Annual General Meeting.

17. DUTY OF COUNCILLORS

- a) **CHAIRPERSON:** The Chairperson:
- (i) shall convene and preside at all meetings of the Association;
 - (ii) shall ensure that Council business is conducted in a proper manner;
 - (iii) shall contribute to the formulation of the agenda of Council meetings.
- b) **VICE-CHAIRPERSON:** The Vice-Chairperson shall assist the Chairperson at all meetings of the Association and the Council. The Vice-Chairperson shall carry out all the functions of the Chairperson in the Chairperson's absence or where the Chairperson is unable to perform those functions for any reason.
- c) **SECRETARY:** The Secretary shall carry out such duties as the Council may from time to time determine. Unless and until the Council allocates the following duties to another office or Member of the Council, the Secretary shall:
- (i) keep and securely maintain the following records:
 - an up to date copy of the constitution;
 - the Register of Members;
 - the names of the Councillors present at each meeting of the Council and of any Council committee
 - the minutes of meetings of the Association and the Council;
 - all resolutions and proceedings at all meetings of:
 - the Association and;
 - the Council;
 - every Councillor present at any such meeting; and
 - a list of all Committees;
 - (ii) make any records and/or documents of the Association available for inspection by a Member of the Association as required by a resolution of Council made in accordance with sub-rule 24.f) below.
 - (iii) shall contribute to the formulation of the agenda of Council meetings.
 - (iv) seek another member of Council to validate the Police Check for the Secretary role.
- d) **TREASURER:** The Treasurer shall carry out such duties as the Council may from time to time determine. Unless and until the Council allocates the following duties to another office or Member of the Council, the Treasurer shall:
- (i) have custody and responsibility for the financial records, books, documents and securities of the Association;
 - (ii) keep correct and up to date books of account showing the financial affairs of the Association;

- (iii) receive and pay all moneys belonging to the Association into such banking or other account as Council may from time to time direct;
- (iv) prepare the Association's annual accounts when required by Council and in any event once in each year before the annual audit;
- (v) prepare the income and expenditure statement and balance sheet to be presented to the Annual General Meeting of the Association;
- (vi) to provide such financial information to the Council as the Council may require: and
- (vii) contribute to the formulation of the agenda of Council meetings.

e) **ALL COUNCILLORS (ELECTED AND APPOINTED):**

- (i) Councillors have an overseeing role; the day-to-day matters of the school operations are the direct responsibility of the School Administrator;
- (ii) Councillors shall endeavour to ensure the well-being of the Association and the attainment of its objects;
- (iii) Council are directly responsible for the hiring, performance management and dismissal of the School Administrator;
- (iv) Councillors are to declare any and all conflicts of interest or potential conflicts of interest and excuse themselves from discussions or voting in these instances;
- (v) No Member of the Council may represent or assist in any professional capacity a person whose interests are in conflict with those of the Association.
- (vi) Councillors are to attend professional development events as organised by Council unless granted a specific exemption by the Chairperson; and
- (vii) The newly elected or appointed person must meet all requirements of the current Councillor Policy.

18. POWERS OF COUNCIL

The Council may exercise all powers of the Association described in rule 4 above save for those which these Rules require to be exercised by the Association at a General Meeting and subject to any resolutions which may be made at a General Meeting.

19. PROCEEDINGS OF THE COUNCIL

- a) The Council may meet together for the dispatch of business at least eight (8) times annually.
- b) Decisions will normally be made by consensus. If it proves impossible or undesirable at any time to reach a decision by consensus regarding any matter, then the Chairperson may decide that a vote be taken and the proposal be carried by a simple majority of the Council Members present.
- c) If the votes for and against any resolution, which is to be decided on the basis of a simple majority, are evenly balanced then the resolution will be decided in accordance with the vote of the Chairperson of that meeting.
- d) Any Councillor may at any time, giving at least 48 hours' notice, summon a meeting of the Council.
- e) The quorum necessary for the transaction of the business of the Council shall be five (5) voting Councillors or 60% of the voting Councillors, whichever is the smaller number.
- f) If the Chairperson and Vice-Chairperson are not present at any meeting within fifteen (15) minutes after the time appointed for the commencement of that meeting then the Councillors present may choose one of their number to be the Chairperson of the meeting.
- g) The Council may:
 - (i) delegate any of its powers to committees ("Committees") consisting of such Councillors and co-opted Members as it thinks fit, except for the power to delegate and a non-delegable duty; and
 - (ii) specify such regulations and make such resolutions as it thinks fit to limit and regulate the operations of Committees, including (but not limited to) the:
 - purpose;
 - Membership;
 - administrative accountability; and
 - reporting arrangements;of those Committees.
- h) Subject to any regulations or resolutions which may be made by the Council in accordance with sub-rule g) above:
 - (i) a Committee may not be constituted for a term of more than eighteen (18) months;
 - (ii) a Committee may not further delegate its powers to another body;
 - (iii) a Committee may meet and adjourn as it thinks proper;
 - (iv) questions which arise at any meeting of a Committee shall be determined:

- in the first instance by consensus, which means that every Member of the Committee shall agree to support any decision made by their Committee regardless of whether or not they personally agree with the original proposal;
 - if it proves impossible or undesirable to reach a decision by consensus, then a vote may be taken and the proposal be carried by a simple majority of votes and of the votes of the Members of the Committee who are present; and
 - if that vote is evenly balanced, then the matter will be decided in accordance with the vote of the Chairperson of that meeting.
- (v) a Committee may elect a Chairperson of its meetings; and
- (vi) if the Committee does not elect a Chairperson, or if the elected Chairperson elected is not present within five (5) minutes after the time appointed for the commencement of the Committee meeting, then the Members of the Committee who are present may choose one of their number to be Chairperson of that Committee meeting.
- i) Any decision of the Council shall not be invalid merely by reason of any casual vacancy in any of the positions of the Elected Councillors or the Appointed Councillors.
- j) Any decision of the Council or of a Committee shall be deemed to be valid and to have been made in good faith notwithstanding that it may be discovered afterwards that there was a defect in the appointment of any Councillor or Committee Member.
- k) Council shall have power to determine who shall be entitled to sign:
- bills;
 - notes;
 - receipts;
 - acceptances;
 - endorsements;
 - cheques;
 - releases;
 - contracts; and other documents and correspondence;
- on behalf of the Association.
- l) A resolution in writing signed by all the Councillors shall be deemed to be a resolution passed by the Council at a meeting of the Council, which has been properly called and properly constituted.

20. VACATION OF OFFICE

- a) A Councillor may ask for a leave of absence if circumstances preclude his attendance at Council meetings. The leave of absence cannot be longer than six (6) months. If the absence is longer than six (6) months, then the Councillor will be deemed to have resigned from their office.
- b) The office of any Councillor shall be vacated when:
 - (i) The Councillor resigns from the Council by notice in writing to the Chairperson or Secretary; or
 - (ii) The Council, by majority vote, moves to terminate the membership of an Councillor to the Council, when:
 - An opinion is formed that the Councillor has breached the Councillor Code of Conduct and Confidentiality as outlined in the Councillor Policy; and
 - The Council informs the Councillor in writing of this opinion in a breach notice, specifying which articles of the Councillor Code of Conduct and Confidentiality have been breached; and
 - The Council will hold a meeting within 14 days to present the breach of the Councillor Code of Conduct, in which the Councillor will be provided the opportunity to respond; and
 - The Council will deliberate on the matter and come to a decision by consensus or majority vote to move the motion that the Councillor has been found in breach of the Councillor Code of Conduct and Confidentiality.
 - (iii) The Councillor is found not to be a 'Fit and Proper Person' to carry out their duty as outlined in the Associations Incorporation Act (2015), the ACNC Act (2012) and the School Education Act (1999); or
 - (iv) fails to attend 50% of the ordinary meetings of the Council held each year and where:
 - that Councillor has not been granted a leave of absence by the Council in accordance with sub-rule a) above; and
 - the Secretary has notified that Councillor of his/her absences and of the fact that they will be deemed to have resigned their office in accordance with this sub-rule [i.e. sub-rule (iv)] if they fail to attend the next meeting of the Council when those circumstances arise; or
 - (v) ceases to be a Member of the Association; or
 - (vi) becomes incapacitated by mental or physical ill health for a period exceeding six (6) consecutive months.
- c) The Association may resolve to:
 - (i) remove any Elected Councillor at a General Meeting before the Councillor's term of office expires; and

- (ii) appoint another person in the Councillor's place on the basis that the replacement Councillor shall be treated as if they were appointed to a casual vacancy in accordance with sub-rules 16.e) f) g)

PROVIDED that the Elected Councillor whom it is proposed to remove from office;

- receives notice of motion of any proposed resolution for his removal fourteen (14) days prior to the General Meeting at which the motion for his removal is to be considered; and
 - has a reasonable opportunity to attend the General Meeting to show cause why he should not be removed from office.
- d) A replacement Councillor may not be appointed to replace the Chairperson or Vice-Chairperson pursuant to sub-rule c) above UNLESS the Replacement Councillor is an Elected Councillor.

21. DUTY OF THE SCHOOL ADMINISTRATOR

- a) The School Administrator is answerable to the Council for providing educational leadership in the School, responsible for the day to day running of the School and for other general responsibilities associated with running a School.
- b) The School Administrator's job description includes to:
 - (i) implement the educational plans and School policies;
 - (ii) provide accurate and timely reports, information and advice relevant to the Council functions;
 - (iii) provide an up to date report of the School's financial position at each Council meeting;
 - (iv) report on learning, care, training and participation outcomes;
 - (v) supervise and promote the development of staff employed by the Association;
 - (vi) be responsible for the financial, physical and human resource management of the School;
 - (vii) be an *ex-officio* Member of the School Council with no voting rights;
 - (viii) contribute to the formulation of the agenda of Council meetings.
- c) The School Administrator is responsible for the recruitment, engagement, discipline and dismissal of all school staff in accordance with the policies and procedures of the School as determined by the Council and relevant industrial relations laws.

22. THE COLLEGE OF TEACHERS

A formal body which:

- a) is comprised of persons currently teaching in the school, subject to terms and conditions which are established by that body; and
- b) assumes responsibility for pedagogical and cultural matters, issues and aspects of the School's operations, which may include:
 - (i) overseeing the teaching in the School,
 - (ii) making recommendations to the School Administrator as to the appointment and retention of lecturers, Teachers, professional, technical, and other educational employees or advisers of the Association;
 - (iii) making recommendations to the School Administrator that the Council dismiss or accept the resignation of any of the foregoing persons in either case on such notice as is required by law in the absence of gross misconduct;
 - (iv) encouraging the study and discussion of educational and pedagogical matters and issues and for those purposes, inter alia to prepare, edit, publish, issue, acquire and circulate books, papers, periodicals, gazettes, magazines, circulars and other literary material and electronic and magnetic records and storage media and to establish and maintain provision of the aforesaid; and
 - (v) making recommendations to the School Administrator as to the expulsion of any Child;

howsoever that body is named by its Members, shall be known for the purpose of these Rules as "the College of Teachers".

23. THE PARENTS & FRIENDS ASSOCIATION

Any formal body which is established, overseen and may be dissolved by the Council, and

- a) is comprised in part by the Parents; and, in consultation with the School Administrator, assumes responsibility for matters including:
 - (i) organising, undertaking and/or promoting fund-raising activities to provide for equipment, maintenance and services for the School;
 - (ii) coordinating and initiating the volunteer efforts of its Members in the physical improvement and maintenance of the School's premises;
 - (iii) initiating and coordinating social events to foster a spirit of community between Members of the Association;
 - (iv) identifying and undertaking activities aimed at promoting the School within the wider community; and
 - (v) endeavouring to increase awareness and understanding of Rudolf Steiner's philosophies among its Members and the wider community

howsoever that body is named by its Members, shall be known for the purpose of these Rules as "the Parents and Friends Association".

24. ACCOUNTS AND RECORDS

- a) The Association must keep accounts 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.
- b) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- c) The Councillors shall cause proper accounts to be kept with respect to all:
 - (i) sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
 - (ii) sales and purchases of goods by the Association; and
 - (iii) assets and liabilities of the Association.
- d) The accounts shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit;
- e) The accounts shall always be open to the inspection of the Councillors at reasonable notice.
- f) At the written request of any Member of the Association the Council, may resolve to allow that Member to inspect the books and records of the Association.
- g) No monies shall be spent by the Association without the authority of Council.
- h) The Council shall cause:
 - an income and expenditure statement;
 - balance sheet;
 - a report of the Council on the financial affairs of the Association;
 - the school's financial records to be audited by an ASIC registered auditor and the provision of an Auditor's certificate; and
 - an Auditor's report;

to be prepared and presented at each Annual General Meeting.

- i) No cheques or any other financial transaction shall be drawn on any bank account of the Association other than by persons authorised by the Council to draw those cheques on behalf of the Association.
- j) The Council shall keep a record of all objects donated to the Association for the School and shall hold those objects on the basis that, unless the donor otherwise directs:
 - (i) the objects shall be held and used solely for the purposes of the Association; and
 - (ii) upon the dissolution or winding up of the Association the objects shall be returned to the donor at the donor's request.

25. AUDIT

- a) At least once in each year the accounts of the Association shall be examined by the auditor who shall:
 - (i) certify to the correctness of the balance sheet, profit and loss account and accompanying accounts and schedules to be submitted to the annual meeting; and
 - (ii) certify as to the accounts, which shall be submitted to the Council.
- b) The Auditor shall be a qualified ASIC registered Auditor and not a Member of the Association.
- c) The Auditor shall be appointed at the AGM (sub-rule 12.f)(iv))
- d) Any vacancy occurring in the office of Auditor before the AGM shall be filled by the Council.
- e) The Auditor shall at all reasonable times have access to the books and accounts of the Association.
- f) The Auditor may employ persons to assist him investigating the accounts of the Association.
- g) The Auditor, and every person assisting an auditor in investigating the accounts of the Association, may require any Councillor and any employee of the Association to answer questions in relation to those accounts.
- h) The Auditor shall make a report to the Members of the Association on the balance sheet and accounts to be submitted to an Annual General Meeting.

26. COMMON SEAL

The Common Seal of the Association shall be kept in the custody and power of the Chairperson and shall only be affixed to any deed, instrument or other document pursuant by a resolution of the Council and not otherwise.

Three (3) Councillors shall countersign the affixation of the Common Seal and the Secretary shall keep a record of all documents to which the Common Seal has been affixed.

27. ALTERATION OF RULES

- a) No object, power or rule of the Constitution of the Association shall be changed unless:
 - (i) in accordance with a Special Resolution carried by a majority of three quarters ($\frac{3}{4}$) of the Members present and entitled to vote at a General Meeting of the Association; and
 - (ii) the notice of that General Meeting includes information setting out in detail the proposed repeal, amendment or adoption or new name; and
- b) Notice of any changes made to the rules, powers, objects or name of the Association must be lodged with the Commissioner within the Department of Mines, Industry Regulation and Safety, Consumer Protection Division ("the Commissioner"), or the Commissioner's successor, within one (1) month after the resolution or making of that change.

28. INSURANCE

The Association is to hold current and relevant insurance policies required to meet the Objects of the Association (rule 2) at all times.

29. DISSOLUTION

The Association may be dissolved or wound up by a Special Resolution at any General Meeting called for such purpose upon the vote of three fourths ($\frac{3}{4}$) of the Members present and who are eligible to vote.

30. DISPOSITION OF ASSETS

If upon the dissolution or winding up of the Association there remains any property whatsoever after the satisfaction of all its debts and liabilities, then that property shall not be paid to or distributed among the Members but shall be given or transferred to some other association(s) incorporated under the *Associations Incorporations Act (WA) 2015* which:

- a) has, or have, objects similar to the objects of the Association;
- b) has, or have, objects which are not carried out for the purposes of profit or gain to its individual Members; and which
- c) prohibit(s) the distribution of its or their income and property among its or their Members; and
- d) shall be determined by resolution of the Members before the dissolution or winding up of the Association.

31. REGISTERED OFFICE

The registered office of the Association shall be at 15 Mayfair Street, Nollamara, Western Australia or such other address as the Council may from time to time determine.