Swan Christian
EDUCATION ASSOCIATION

Swan Christian Education Association Incorporated

Constitution

August 2021

Unless the Lord builds the house, the builders labour in vain
Psalm 127:1

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1. Name

1.1 The name of this Association shall be the "Swan Christian Education Association Incorporated", hereinafter referred to as "the Association".

2. Definitions and Interpretation

2.1 In this Constitution and By-Laws, unless the context otherwise requires:

(a) “Act” means the Associations Incorporations Act 2015 and its successors.

(b) “Association Office” means the premises, other than the Schools, where Association staff are employed, including, but not limited to, the Registered Office of the Association.

(c) "Board" means the Board of Directors elected and appointed under Clause 22. The Board shall fulfil the responsibilities of a Management Committee pursuant to the Act.

(d) “Board Recruitment Committee” means the committee established in accordance with Clause 23.2.

(e) “Books of the Association” has the meaning given to it in Section 3 of the Act and includes all the registers; financial records, financial statements or financial reports, as each of those terms is defined in Section 62 of the Act; register of minutes and documents and securities of the Association, however compiled, stored or recorded.

(f) “Chief Executive Officer” means the officer of the Association appointed by the Board under Clause 22.8.

(g) "Child" or "Children" in relation to membership shall include an adopted child, a foster child, or such other child as is residing with a Member and dependent upon him or her, or of which the Member is otherwise legal guardian.

(h) “Committee” means the Staff Committee constituted under Clause 26, the Grievance Committee constituted under Clause 27, and the Board Recruitment Committee established in accordance with Clause 23.2.

(i) “Christian Life Committee” means the committee established pursuant to Clause 16.1(a).

(j) “Christian Lifestyle Expectations” means the expectations referred to in Clauses 12.2, 13.1 and 14.3, which must be compatible with the Statement of Faith. The Board shall inform the Association Members in writing of any changes to the Association’s Christian Lifestyle Expectations.

(k) "Director" means a member of the Board elected or appointed under Clause 22.

(l) "General Meeting" means a meeting of Association Members convened in accordance with Clause 16.

(m) "Member" means a person who has been admitted to one or more of the categories of membership described in Clause 10.1.

(n) An "Ordinary Resolution" shall be any resolution other than a Special Resolution and shall be determined by a simple majority vote of those present and voting.

(o) “Other Relative” means brother, sister, Child or parent.

(p) “Parent” means the parent, legal guardian or adult responsible for the care of a Child residing with them.

(q) “Parents in Partnership Committee” means the committee referred to in Clause 16.1(a).

(r) "School" means any school or college which may be maintained by the Association.

(s) "School Committee” means a meeting of elected or appointed School Members convened in accordance with Clause 16.1.

(t) A "Special Resolution" shall be a resolution determined by a three-quarters majority vote of those present and voting. Matters requiring a Special Resolution shall be specified in this Constitution and By-Laws, or shall be such matters as the Members shall previously agree to require a special resolution.

(u) “Staff Representative” means the member of staff in each school elected by the staff in accordance with Clause 16.3 to represent the staff of the particular School at meetings of the Staff Committee as described at Clause 26.

(v) “Statement of Faith” is a statement approved by the Members of the Association which records the core doctrinal beliefs of the Association, as provided for in Clause 3.

2.2 The Association is a not-for-profit religious and educational body for the purposes of State and Federal Government legislation.

2.3 The Association is incorporated under the provisions of the Act.

3. Statement of Faith

3.1 Together with Christians through the centuries and around the globe the Association, together with Association Members and Staff Members affirm:

(a) One God, eternally existing in three (3) persons, Father, Son and Holy Spirit; our Creator, Redeemer and Sustainer.

(b) God is the ultimate creator and ruler of all things.

(c) The nature and plan of God is revealed in the Bible. Its sixty-six (66) books are divinely inspired, entirely trustworthy, authoritative and

sufficient to guide us in all matters of faith and conduct.

(d) The full humanity and divinity of our Lord Jesus Christ, who was born of the virgin Mary, lived a sinless life, performed many miracles, died in our place on the Cross of Calvary, as an atonement for our sins. He rose from the dead, ascended to the Father and continues to intercede for us.

(e) The dreadful reality of evil, and the existence of the devil.

(f) Though humans are wonderfully made in the image of God, humanity has fallen into sin which expresses itself in each individual life and in a fallen world, alienating us from God.

(g) A restored relationship with God is possible only through the grace of God which leads to personal faith in the Lord Jesus Christ.

(h) The divinity of the Holy Spirit, who convicts people of their need for God.

(i) Conversion is the work of the Holy Spirit who continues to transform our hearts and lives helping us to be more faithful disciples of Jesus.

(j) One holy, universal church, the body of which our Lord Jesus Christ is the Head, to which all are invited and where those who recognise Jesus as their Lord and Saviour find their home.

(k) The visible return of Jesus Christ, after which the dead will be raised and all humanity will be judged. Those who have put their faith and trust in Jesus will enter into the glorious and eternal life prepared for those who follow Jesus.

4. Objects

4.1 To establish and maintain a system of interdependent Christian schools in Australia that are inspired, shaped and informed by the mission initiated by Jesus Christ to equip and empower children and young people to experience life in all of its fullness.

5. Powers

5.1 In addition to the powers conferred under the Act, the Association may:

(a) Establish and maintain Christian Schools.

(b) Publish or contribute to the publication of periodicals, journals, magazines, books, papers, pamphlets and information generally, consistent with the Objects.

(c) Establish the necessary funds for the purpose of fulfilling the Objects.

(d) Purchase, lease, hire or otherwise acquire any real or personal property. To improve, manage, develop, sell, mortgage, lease, let or hire and grant rights and licences in respect of or otherwise deal with, dispose of or surrender the whole or any parts of the property of the Association.

(e) Borrow or raise upon loan any sum or sums of money whether upon current account or otherwise, and for the purpose of securing the payment thereof to execute and give any mortgage, charges, bonds, debentures, bills of sale, or other securities over all or any part of the

property or assets of the Association and to liquidate, redeem or pay off such securities or any of them.

(f) Act as Trustee.

(g) Do anything not hereinbefore specified which shall be deemed by the Board to be of benefit to the Association and consistent with its Objects.

6. Roles

6.1 The Directors shall assume the duties and responsibilities prescribed by the Constitution and By-Laws.

6.2 The Association President for the time being shall chair meetings of the Association Members and of the Board unless he or she otherwise determines. In the absence of the President, the Vice-President for the time being shall normally stand in his or her place.

7. Operation

7.1 The management of the Association shall be vested in the Board. The Association shall act through its Board, as provided by this Constitution, or as authorised by the General Meeting.

8. Officers and Appointees

8.1 The Officers of the Association shall be the President and the Vice-President.

8.2 The Board may appoint such persons to such positions as it may from time to time decide, and on such honorarium and conditions as may be determined by the Board. Such appointments may be of a permanent or temporary nature, or for a set term.

9. Associated Bodies

9.1 The Board may agree to a body which has similar Objects and Statements of Faith becoming an associated body for the purpose of furthering the Objects of the Association on such terms and conditions as the Board considers appropriate.

10. Categories of Membership

10.1 Membership of the Association is divided into three (3) categories being:

(a) School Membership,

(b) Association Membership, and

(c) Staff Membership.

10.2 A person may belong to more than one (1) category of membership and may exercise all of the rights which attach to each category of membership held in respect of that capacity.

11. School Membership qualification

11.1 Each Parent who signs the enrolment contract of a Child enrolled at a School is deemed to be a School Member of that School, while his or her Children are enrolled and while he or she remains a signatory to the enrolment contract.

11.2 Each School may, subject to any policies established by the Board under Clause 25, determine the mechanisms for School Members to engage with committees established to support the objectives and priorities of the School, as provided in Clauses 16.1 and 25.

12. Association Membership qualification

12.1 A person (including School Members and Staff Members) who desires to be admitted into the category of Association Membership ("applicant") must apply in writing to the Board.

12.2 Notwithstanding the Board's then current policy in regard to each category of membership, persons wishing to be Association Members must declare their agreement with the Objects of the Association, agree with and accept the Statement of Faith, agree to abide by the Constitution, indicate clearly their acceptance of Christ personally as Saviour and Lord, and give evidence to the satisfaction of the Board or its delegated representatives that they are leading lives compatible with the Association's Christian Lifestyle Expectations as defined by the Board from time to time.

12.3 The application contemplated by Clause 12.1 must be in the form approved from time to time by the Board and be accompanied by such other information as the Board considers necessary having regard to the Board's then current policy in relation to Association Membership.

12.4 The Board must within twenty-eight (28) days of receiving an application under Clause 12.1 decide whether or not to admit the applicant to the category of Association Membership and the Board must communicate the decision (with or without reasons) to the applicant within seven (7) days of that decision being made by the Board.

12.5 The Board shall keep and maintain a register of Association Members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by Association Members at the Registered Office of the Association.

13. Staff Membership qualification

13.1 Upon commencement of employment with the Association a person is admitted automatically into the category of Staff Membership. It shall be a condition of initial and continuing employment that Staff Members of the Association must declare and maintain their agreement with the Objects of the Association, agree with and accept the Statement of Faith, agree to abide by the Constitution, indicate clearly their acceptance of Christ personally as Saviour and Lord, and give evidence to the satisfaction of the Board or its delegated representatives that they are leading lives compatible with the Association's Christian Lifestyle Expectations as defined by the Board from time to time.

14. Termination of Membership

14.1 A School Member's membership shall automatically terminate on thirty-first (31st) December of the year in which that Member's last child (or child of which the Member is legal guardian) is enrolled at a School, or on the day the enrolment is withdrawn by either the Parent or the Principal, whichever is the earlier event.

14.2 A Member may resign his or her membership at any time by giving notice in writing:

(a) in the case of School Members, to the School Principal at the particular School of which he or she is a Member (who shall convey that notice to the Board); or,

(b) in the case of Association Members, to the Board.

14.3 The Board may terminate an Association Member's membership:

(a) if Membership Fees are not paid by the due date without there being in place an arrangement with the Board for their payment;

(b) if the person in question is not, in the opinion of the Board, leading a life compatible with the Association's Christian Lifestyle Expectations as defined by the Board from time to time;

(c) if the person has not attended a meeting of the Association for two (2) years; or,

(d) for any other reason the Board reasonably considers ought to lead to termination of membership if the Board passes a Special Resolution that the Association Member's membership should be terminated for that reason.

14.4 The Board must not exercise its right to terminate membership until,

(a) notice has been given to the Member in question of the intention to terminate their membership;

(b) written reasons for the proposed termination of membership are provided to the Member at the same time as the notice contemplated by Subclause (a); and,

(c) the Member is given reasonable opportunity to be heard and to respond to the reasons referred to in Subclause (b) within thirty (30) days of the notice contemplated by Subclause (a).

14.5 Staff Membership shall automatically terminate at 5.00 pm on the day on which:

(a) the resignation of the Member of staff from employment becomes effective; or,

(b) the termination of the Member of staff from employment by the

Association becomes effective.

15. Subscriptions

15.1 All Association Members shall pay an annual membership fee, which shall become payable on first (1st) January in each year. The amount of the membership fee shall be fixed by the Board from time to time.

15.2 Parents who are Association Members are deemed to have paid their Membership Fees in their annual tuition fees.

16. Members' Meetings

16.1 School Members

(a) Each School shall:

i. partner with Parents in discharging their shared responsibility to equip children and young people to flourish; and

ii. establish a Parents in Partnership Committee and Christian Life Committee as described in the Parent Partnership Policy;

iii. establish frameworks specific to the context and priorities of the School to develop and foster that partnership, including through scheduling meetings and other mechanisms for providing transparency of School operations and priorities to School Members, securing Parent feedback, and otherwise strengthening the environment, so that all within the community can belong, learn and thrive.

16.2 Association Members' Meetings

(a) There shall be an Annual General Meeting of the Association which shall be held at the time contemplated by the Act. The purpose of this meeting shall be to elect Directors, to elect Members of the Grievance Committee, to appoint Auditors (where appropriate), to receive the financial statements and reports, and to transact such other business as may be appropriate.

(b) The Board will convene at least one other General Meeting of Association Members to review the strategic plans of the Association and other relevant matters in the second half of each calendar year and such other General Meetings as may be necessary to further the Objects of the Association and to provide Association Members with reports and information on the activities of the Association.

(c) The President shall convene a Special General Meeting upon receipt by him or her of a written request setting out the purpose of such a meeting and signed by not less than twenty per cent (20%) of the Association Members. Such a meeting shall be held not later than four (4) weeks subsequent to the date of receipt of the request.

(d) At least two (2) weeks' written (email) notice of General Meetings (at least three (3) weeks if a Special Resolution is proposed) shall be given to all Association Members. The notice convening a General Meeting must specify the place, date and time of the meeting; and the order of the business to be conducted at the meeting.

(e) The quorum for a General Meeting shall be thirty per cent (30%) of Association Members.

16.3 Staff Members' Meetings

(a) The Staff Members at each School and at the Association Office shall each hold an Annual Staff Members' Meeting in February of each year. The purpose of these meetings shall be to elect Members to the Association's Staff Committee and to transact such other business as may be appropriate and of which notice has been given.

(b) Only Staff Members may vote in relation to the election of Staff Members to the Staff Committee and on any other matter raised at a Staff Members' Meeting.

(c) At least one (1) week's written (email) notice of a Staff Members' Meeting shall be given. Such notice shall be given to all Staff Members of the relevant School or of the Association.

(d) The quorum for a Staff Members' Meeting shall be thirty per cent (30%) of the Staff Members of the relevant School or the Association Office - or five (5) of those Staff Members, whichever is the greater.

(e) In the event of a dispute as to the correctness of the procedures in relation to the election of a Staff Committee, the matter shall, on request in writing of ten (10) or more Staff Members be referred to the Chief Executive Officer for resolution.

17. Quorum

17.1 If a quorum is not present within fifteen (15) minutes of the time specified for the holding of an Association Meeting or Staff Meeting at which elections or other resolutions are to be voted upon, the meeting stands adjourned for no more than twenty-one (21) days, and the Board or School or Staff Committee will give at least seven (7) days' notice of the time, date and venue of the adjourned meeting to Members. If within fifteen (15) minutes of the time appointed for the adjourned meeting a quorum is not present, the Members who are present may proceed with the business of that meeting as if a quorum were present.

17.2 A quorum is not required for an Association Meeting or Staff Meeting at which elections or other resolutions are not to be voted upon.

17.3 In exceptional circumstances where face-to-face meetings are legally prohibited, Association Members Meetings and Staff Member Meetings may be conducted online as determined by the Board.

18. Voting

18.1 At an Association Meeting, or a Staff Members' Meeting, all questions shall be resolved by a vote of the Members entitled to vote, either as an Ordinary Resolution or as a Special Resolution.

18.2 No Association or Staff Member shall be entitled to vote if his or her subscription or tuition fees in respect of Children enrolled at a School are more than four (4) months in arrears, notwithstanding any other action that may be taken by the Board.

18.3 School Members and Staff Members who do not also hold Association Membership:

(a) are entitled to attend Association Meetings,

(b) are not entitled to vote at Association Meetings, and

(c) have no right to speak at an Association Meeting unless given leave to speak by the Chairman.

18.4 School Members or Staff Members who are also Association Members:

(a) are entitled to notice of and to attend Association Meetings,

(b) are entitled to vote at Association Meetings, and

(c) have the right to speak at an Association Meeting.

18.5 Only Staff Members have a right to vote at Staff Members' Meetings. School or Association Members who are also Staff Members may vote at Staff Meetings as Staff Members.

18.6 There shall be no absentee or proxy voting procedures.

18.7 The Board shall, subject to any applicable By-Law, set policies from time to time which govern the manner in which votes in elections for the elected positions contemplated by this Constitution are to be counted.

18.8 Each Association Member and Staff Member including the Chairman of the meeting, has one deliberative vote at the meeting at which they are entitled to vote. A tied vote shall be deemed a defeated vote.

19. Special Resolutions

19.1 A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Clause 16.2(d).

19.2 A Special Resolution of the Association is required to:

(a) amend the name of the Association;

(b) amend the Constitution, under Clause 34;

(c) affiliate the Association with another body;

(d) transfer the incorporation of the Association;

(e) amalgamate the Association with one or more other incorporated associations;

(f) voluntarily wind up the Association;

(g) cancel incorporation; or

(h) request that a statutory manager be appointed.

19.3 Notice of a Special Resolution must:

(a) be in writing;

(b) include the place, date and time of the meeting;

(c) include the intention to propose a Special Resolution;

(d) set out the wording of the proposed Special Resolution.

19.4 If notice is not given in accordance with Clause 19.3, the Special Resolution will have no effect.

19.5 A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than seventy-five per cent (75%) of the Members present, in person, and eligible to cast a vote at the meeting.

20. Minutes of Meetings

20.1 The Chief Executive Officer or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.

20.2 The minutes are to be taken and then to be entered within thirty (30) days after the holding of each meeting, into a register of minutes kept for that purpose.

20.3 The Chairman must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct by:

(a) the Chairman of the General Meeting or Board Meeting to which those minutes relate; or

(b) the Chairman of the next succeeding General Meeting or Board Meeting.

20.4 When minutes have been entered and signed as correct under this Clause, they are, until the contrary is proved, evidence that:

(a) the General Meeting or Board Meeting to which they relate was duly convened and held;

(b) all proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

20.5 The minutes of General Meetings may be inspected by a Member.

20.6 The minutes of Board Meetings may be inspected by a Member unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection.

21. Association Books and Records

21.1 Custody of the Books of the Association.

(a) Except as otherwise decided by the Board from time to time, the Chief Executive Officer must keep in his or her custody or under his or her control all of the Books of the Association.

(b) The Books of the Association must be retained for at least seven (7) years.

21.2 Inspecting the Books of the Association.

(a) Subject to these rules, and in particular Clause 21.3, an Association Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.

(b) An Association Member must contact the Chief Executive Officer to request to inspect the Books of the Association.

(c) The Association Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

21.3 Prohibition on Use of Information in the Books of the Association.

(a) A Member must not use or disclose information in the Books of the Association except for a purpose:

(i) that is directly connected with the affairs of the Association; or

(ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

(b) The Board may refuse to permit the inspection of confidential material, such as confidential personal, employment, commercial or legal matters.

21.4 Returning the Books of the Association.

(a) Outgoing Board Members are responsible for transferring all relevant assets and Books of the Association to the new Board within fourteen (14) days of ceasing to be a Board Member.

22. Board of Directors

22.1 There shall be a Board of up to a maximum of ten (10) Directors, who shall be comprised of:

(a) Association Members elected by the members at an Annual General Meeting in accordance with the Association's By-Law on Election Procedures and following nomination by the Board Recruitment Committee; and

(b) No more than three (3) Association Members recommended by the Board Recruitment Committee and appointed by the Board to fill a casual vacancy, or to fill a position not filled by a vote of the Association Members at the most recent Annual General Meeting.

22.2 Directors elected for a term not to exceed three (3) years and are eligible for re-election for two (2) subsequent three-(3)-year terms, subject to not exceeding nine (9) consecutive years as a Director from the date when first elected at an Annual General Meeting or appointed by the Board under Clause 22.1(b).

22.3 A minimum number of four (4) Directors must be maintained and the only business that may be validly conducted by the Board if there are less than four (4) Directors is to resolve to fill casual vacancies or to call a General Meeting for the purpose of electing new Directors nominated by the Board Recruitment Committee.

22.4 Any Director appointed by the Board under Clause 22.1(b) may serve until the next Annual General Meeting and shall have all the rights of an elected Director during that period. Such a person may only continue as a Director beyond the next Annual General Meeting after their appointment if they are nominated by the Board Recruitment Committee and elected by the Association Members at the Annual General Meeting.

22.5 There shall be at least two (2) Board vacancies at each Annual General Meeting, facilitated, if necessary, by the early retirement of Director(s) as determined in consultation with the Board Recruitment Committee.

22.6 No employee of the Association shall be eligible for election or appointment to the Board. A Director's membership of the Board shall terminate if the Director is appointed to a position as an employee of the Association. Membership of the

Board will terminate on the date the appointment is agreed between the Association and the Director.

22.7 The provisions of the preceding Subclause shall not prevent the payment of an honorarium or the reimbursement of expenses reasonably and properly incurred by Directors out of the funds of the Association for travel and accommodation in attending a Board or General Meeting or otherwise relating to the Association's Business or any other payment authorised by resolution of the Association.

22.8 The Board may appoint a Chief Executive Officer (CEO) and/or other Officers for such term, and on such conditions, as the Board in its absolute discretion may deem appropriate. Such appointees shall have the right and duty to attend Board meetings and to take part in the discussions, but shall have no right of voting while they remain a salaried officer.

22.9 The Board shall appoint from among the Directors a President and a Vice-President.

22.10 A vacancy to the Board may arise due to:

(a) the person dies or ceases to be a Member;

(b) the person resigns (by first giving notice in writing) or is removed from the position (by Special Resolution at a General Meeting);

(c) the person becomes ineligible to act as a Director under the Act;

(d) the person becomes permanently unable because of a mental or physical disability;

(e) the person fails to attend three (3) consecutive Board meetings without sending an apology.

22.11 Subject to the Association Members in General Meeting and the Grievance Committee under Clause 27.9, the Board is the paramount authority within the Association to which all Committees, Sub-Committees, the Officers, Staff Committee, Board Recruitment Committee and the Grievance Committee must report and which bodies are subject to the Board's policies from time to time insofar as those policies relate to those bodies' roles and functions.

22.12 A person will be prohibited from sitting on the Board (without prior approval by the Commissioner for Consumer Protection) if they:

(a) are an undischarged bankrupt or whose affairs are under insolvency law;

(b) been convicted with an offence involving fraud or dishonesty punishable on conviction by three (3) months or more imprisonment; or,

(c) have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties under the new law.

22.13 Where a person is prohibited because they have been convicted of an offence they cannot be a Committee Member for a period of five (5) years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a Committee Member for five (5) years from their release from custody.

23. Functions of the Board

23.1 Except as otherwise provided by this Constitution and By-Laws, the Board of Directors is responsible and accountable for:

(a) The general control and management of the affairs, property and funds of the Association.

(b) Maintaining satisfactory standards of education and level of care for students.

(c) The quality and Christian character of educational programmes of the Schools.

(d) Ensuring the development and implementation of effective processes to plan, monitor and achieve improvements in student learning.

(e) Determining the applications of the total financial resources available to the Schools and the development of school budgets, including setting the tuition and other fees chargeable for each of the Schools.

(f) Developing the Association Strategic Plan and ensuring the School plans align with it.

(g) Oversight of the development and implementation of Association and School policies.

(h) Fostering positive relationships with all stakeholders.

(i) Risk Management of the Association and Schools.

(j) The employment, performance management and dismissal of the Chief Executive Officer (CEO).

(k) Legal compliance by the Association and Schools.

23.2 The Board shall also, subject to this Constitution and By-Laws:

(a) establish a Board Recruitment Committee, which shall comprise:

i. the Chief Executive Officer (CEO);

ii. a Principal of a School, to be elected by a vote of the Principals of each School, to serve the Committee for a term of three (3) years; and

iii. three (3) Association Members, to be elected by the Association Members at a General Meeting, to serve the Committee for a term concluding at the third Annual General Meeting after their election.

(b) establish the Terms of Reference for the Board Recruitment Committee, which shall:

i. detail the Committee's responsibilities to identify and nominate suitable candidates who have the requisite mix of skills, character and capabilities to contribute as a Director to the effective performance of the Board in advancing the Purposes of the Association; and

ii. identify the process that the Committee must follow to equip the

Association Members with sufficient information to consider and elect nominated Directors at a General Meeting.

iii. The Board shall inform the Association Members in writing of the Terms of Reference of the Board Recruitment Committee and of any changes to the Terms of Reference.

(c) determine the powers and duties of the Staff Committee and Board Sub-Committees, and, where appropriate, appoint or co-opt Members to serve on the Board Sub-Committees.

(d) have responsibility for all matters related to membership of the Association including, without limitation, setting the policy guidelines for the criteria to be satisfied for admission into each category of membership of the Association.

(e) be responsible for the employment and dismissal of all employees of the Association and shall, without limitation, require all applicants for employment by the Association to meet the belief and lifestyle requirements of Association Membership from time to time.

(f) be ex-officio Members of all other Committees of the Association save and except the Grievance Committee and the School Committees. The Directors, in their ex-officio capacity, will not have the power to vote, but where appointed or elected to a Committee the restriction on voting rights will not apply.

(g) have the authority to delegate to the Chief Executive Officer (CEO), other Officers, School Committees, the Staff Committee, a Board Sub-Committee or any other person such part of its functions as it sees fit and subject to such guidelines as may seem appropriate in the circumstances. The Board shall have the power to revoke such authority from time to time, and to overrule any decision made by its delegate pursuant to such delegated authority.

24. Board Meetings

24.1 The Board shall meet monthly or at such times as the President shall consider necessary.

24.2 At least one (1) week's notice of Board Meetings shall be given by the Chief Executive Officer (CEO) to each Director.

24.3 The Board may, subject to this Constitution, determine its own procedures, including for attending and voting at Board meetings by video or telephone conference.

24.4 Subject to Clause 24.5, the quorum for a Board Meeting shall be half the number of Directors on the Board at that time plus one (1). In the case of an odd number of Directors the quorum will be half the number of Directors rounded up to the next full number.

24.5 Any quorum constituted under Clause 24.4, must in any event and in all circumstances have a majority of elected Directors.

25. School Governance

25.1 The Board shall prepare governance policies to be implemented by Schools which:

(a) reflect the partnership that Schools and Parents have in discharging their shared responsibility to equip children and young people to flourish, including implementation of the Board's Parent Partnership Policy in accordance with Clause 16.1;

(b) expressly identify the scope of governance authority delegated by the Board to the Schools;

(c) recognise the value of each School having the capacity to adapt governance structures within defined parameters to meet their specific context and priorities;

(d) identify any requirements for composition, powers and processes of any School-based Committees;

(e) provide for feedback mechanisms from School Members to the Board, to inform the regular review of governance policies; and

(f) encourage the pursuit of the Objects through the Schools, including through maximising transparency of School operations and governance to School Members.

26. Staff Committee

26.1 There shall be a Staff Committee which shall be elected in the manner contemplated by this Clause by Staff Members at the Annual Staff Meetings contemplated by Clause 16.3(a).

26.2 Staff Members from each School and the Association Office shall be entitled to elect one (1) representative to the Staff Committee for every twenty (20) Staff Members (or part thereof) at the relevant School or Office.

26.3 Staff Committee Members shall be elected for a one (1) year term. In the event of a vacancy on the Staff Committee, nominations shall be requested from the Staff Members at the School or Office from which the vacating Member was elected and the Staff Committee shall select a person from amongst the nominations and appoint that person to the Staff Committee for the balance of the term.

26.4 The Staff Committee shall appoint from amongst its number a Chairman and a Secretary.

26.5 The functions of the Staff Committee shall be:

(a) to support the Objects of the Association;

(b) to promote Staff communication,

(c) to provide a forum for discussion on matters of professional concern, and

(d) to represent Staff in designated forums.

26.6 The Chairman of the Staff Committee must attend all Association Members'

Meetings and shall, if unable to attend those meetings, appoint a substitute to attend in his or her place. If the Staff Member attending is not an Association Member, they are not entitled to vote.

26.7 The Staff Committee may, subject to the Board, determine its own procedures.

27. Grievance Committee

27.1 There shall be a Grievance Committee, elected by Association Members, at Annual General Meetings, from nominations submitted by the Board and/or the Board Recruitment Committee and/or the Staff Committee.

27.2 The Grievance Committee shall consist of such a number as may be decided by the Association Members in General Meeting from time to time provided, however, that such decision as to numbers is made at a meeting prior to the meeting at which such Committee Members are elected. Until otherwise varied by the Association Members the Grievance Committee shall consist of five (5) members.

27.3 The Grievance Committee Members shall be appointed to serve for a three (3) year term, and shall be eligible for re-election. At least two (2) Members of the Grievance Committee shall retire annually.

27.4 No Director, Association employee, School Committee Member or their spouses or Other Relatives shall be eligible for membership of the Grievance Committee.

27.5 A quorum for the Grievance Committee will be three (3).

27.6 If the total number of Members making up the Grievance Committee should fall below three (3) for any reason whatsoever, including without limitation resignations or retirements, and there are insufficient elected nominees under Clause 27.1 to make up the quorum, then the Board shall appoint sufficient members to the Grievance Committee to satisfy Clause 27.2 and who will hold office until the next Annual General Meeting.

27.7 Details of the matters handled by this Committee will be kept highly confidential by all parties concerned.

27.8 The function of the Grievance Committee will be to review processes followed by the Board and Chief Executive Officer (CEO) in dealing with an unresolved dispute referred to it by the Board or raised with it by a Member. The Grievance Committee will conduct its review in accordance with the Board's then current Dispute Resolution Procedure. The Grievance Committee may review and make recommendations to the Board only on the processes followed in dealing with a grievance.

27.9 The Grievance Committee has the authority to require the Board to reconsider its decision if it finds that the processes followed were not in accordance with the Schools' and/or Association's Grievance Procedures.

28. Removal from Office

28.1 The Board shall have the power to remove from Office any Officer, Appointee, Director, Member of any Committee, or employee in any case where the person has an undeclared actual or perceived conflict of interest or the Board otherwise considers it shall be in the interests of the Association, subject to the following

conditions:

(a) The issue involved is communicated to the person concerned and such person shall be given a reasonable opportunity of submitting a response,

(b) The decision to remove such a person shall be pursuant to a Special Resolution of the Board, and

(c) Voting shall be by secret ballot.

29. Finance

29.1 All monies received for the purposes of the Association generally, or for the purposes of its Schools, Committees or Agencies shall be received and controlled by such persons or Committees as the Board may appoint from time to time.

29.2 The Board shall authorise the opening of such bank accounts as it may consider necessary and shall determine the method of operation of such account.

29.3 The Board may make such other determinations regarding the finances of the Association, consistent with this Constitution and by-Laws, as may be appropriate from time to time.

29.4 The Financial Year of the Association shall be the period of twelve (12) months commencing on first (1st) January and ending on thirty-first (31st) December of each year.

30. Execution of Association Documents

30.1 The Association may execute a document if the document is signed by:

a. Two (2) Board Members; or

b. One (1) Board Member and a person authorised by the Board.

31. Audit

31.1 The Association shall appoint at a General Meeting a Registered Company Auditor to be its Auditor. The Auditor shall be appointed for an indefinite term subject to the right of the Association to terminate his or her appointment and the Auditor's right to resign.

31.2 In the event of the Association proposing to terminate his or her appointment, the Auditor shall be given at least six (6) weeks' written notice of the proposal and the reasons for it and shall be given a reasonable opportunity to submit a response to the Members both in writing and at the meeting.

31.3 No person may be appointed Auditor whose spouse, partners or partner's spouse is a Director of the Association. No Director of the Association may be appointed Auditor.

31.4 The Auditor shall audit the accounts and records of the Association in accordance with recognised auditing standards.

32. By-Laws

32.1 By-Laws to give effect to this Constitution may be made, rescinded or altered by Association Members at a properly convened Association Meeting. By-Laws must not be inconsistent with this Constitution.

33. Property and Income

33.1 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 of the Association, except in good faith in the promotion of those objects or purposes.

34. Amendments to Constitution

34.1 No change shall be made to this Constitution except with the approval of Special Resolution of Association Members at a General Meeting of which at least three (3) weeks' written (email) notice has been given to the Association Members.

34.2 Notice shall first be given in writing to the Chief Executive Officer (CEO) or such other person appointed by the Board for the receipt of such notices not less than six (6) weeks prior to the General Meeting.

34.3 The notice convening the meeting shall set out details of the proposed changes and shall fix a date for the meeting not later than nine (9) weeks from the date of the receipt of the notice referred to in Clause 34.2.

34.4 A Special Resolution must be passed by at least seventy-five per cent (75%) of the Members present.

34.5 Any proposed change may be adopted as presented or as amended by the meeting.

35. Resolving Disputes

35.1 This rule applies to:

(a) disputes between Members, and

(b) disputes between the Association and one or more Members.

35.2 The parties to a dispute shall follow the Association's Grievance Policy.

36. Winding Up

36.1 In the event of the winding up or dissolution of the Association, the assets, if any, remaining after the payment and discharge of all expenses and liabilities, shall be paid by the Board to an institution approved by the Association Members that is an eligible recipient under the Act and is an institution that has as its Objects the Christian education and/or welfare of children.

36.2 The Association may only be wound up by a Special Resolution of an Association Members' General Meeting.

By-Laws

Election Procedures at Meetings of Swan Christian Education Association

(1) This Procedure applies for the election of Association Members to the Board and to the Board Recruitment Committee at a General or Annual General Meeting of the Association under Clause 22.1(a) of the Constitution and the Terms of Reference of the Board Recruitment Committee.

(2) Each voting Association Member present will be entitled to cast a vote for as many nominees as the number of nominees standing. For example, if there are five (5) nominees and three (3) vacancies, each Member may cast up to five (5) votes.

(3) A Member is not required to cast all or any of their votes.

(4) If there are more nominees than vacancies, the nominee(s) with the most votes will be elected up to the number of vacancies provided they each receive a vote from the majority of voting Members present.

(5) Any nominee who does not receive a vote from the majority of voting Members present cannot be elected. This may mean that not all vacancies are filled at the meeting.

(6) Association Members are required to be in good financial standing with the Association to be eligible to vote.