



# **QUINTILIAN SCHOOL**

## **CONSTITUTION**

**Date of Incorporation: 20/07/1976**  
**(No: AO 76 0099V)**

# QUINTILIAN SCHOOL

## CONSTITUTION

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# CONSTITUTION

## 1. Name

The name of this Association is QUINTILIAN SCHOOL INC ('the School').

## 2. Definitions

In these rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Act 2015.

"**Association**" means the Association referred to in rule 1.

"**Board Member**" means a person referred to in sub-rule 7.2 (a) and (b).

"**Chair**" means the person appointed in accordance with rule 12.

"**Deputy Chair**" means the Deputy Chair appointed in accordance with rule 12.

"**ex officio Member of the Board**" means a person referred to in sub-rule 7.2 (c), (d) and (e) who shall have a voice but has no voting rights and may not be elected as an office-holder on the Board.

"**financial year**" means the period commencing on 1<sup>st</sup> January and ending on 31<sup>st</sup> December of the same year.

"**General Meeting**" means a general meeting to which all members are invited including the AGM.

"**Member**" means a Member of the School as defined in rule 5.

"**Member of the Board**" means a "Board Member" or an "ex officio Board Member" as defined in this rule 2.

"**ordinary resolution**" means a resolution other than a special resolution.

"**Secretary**" means the Secretary appointed in accordance with rule 12.

"**Special General Meeting**" means a general meeting other than the AGM.

"**special resolution**" has the meaning given by section 51 of the Act.

### **3. Objects**

3.1 The objects of the School are:

- (a) to provide a safe stimulating environment, in accordance with the published ethos of the Quintilian School, in which all children strive for excellence according to their individual potential,
- (b) to promote education in general, and
- (c) to manage a School in the Perth Metropolitan Area in the State of Western Australia that meets these objectives.

3.2 The property and income of the School shall be applied solely towards the promotion of the objects of the School and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects. Provided that nothing shall prevent the fair and appropriate payment of remuneration to any employee of the School in return for the required services rendered to the School or the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association.

### **4. Powers**

The School may do all things necessary or convenient for carrying out its objects and purposes and, in particular, may:

- (a) acquire, hold and deal with real and personal property related to the School,
- (b) open and operate bank accounts in the name of the School,
- (c) invest, borrow and deal with the funds of the School,
- (d) enter into contracts in the name of the School,
- (e) employ or dismiss staff of the School,
- (f) 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 School, and
- (g) set fees payable by users of the School services and facilities.

### **5. Membership and voting rights**

5.1 Members of the School (Members) will be:

- (a) parents and legal guardians of children currently enrolled at the School,
- (b) Board Members who are parents and legal guardians of children who were enrolled at the School during the School's financial year immediately preceding the AGM who will cease to be Members at the election for Board Members at that meeting if they no longer have children enrolled at the School, and
- (c) employees of the School.

5.2 Subject to sub-rule 5.3 each parent and legal guardian attending a General Meeting will have one vote.

5.3 Any Member described in sub-rules 5.1(b) and 5.1(c) may vote at General Meetings, but may not vote in the election of Board Members.

5.4 The Principal or his/her delegate will maintain and keep up to date a register of Members in accordance with section 53(1) of the Act.

5.5 The register of members shall be available for inspection by any Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

## **6. Cessation of Membership**

- 6.1 A Member ceases to be a Member upon:
- (a) that Member's death,
  - (b) resignation of the Member by written notice to the School having effect from the date specified on the notice or upon the date of receipt of the notice if no date is specified, or
  - (c) the passing of a resolution by the Members at a General Meeting in accordance with this rule.
- 6.2 Subject to this Constitution, a Member's membership may be terminated by the Members in a General Meeting voting at any time to terminate the membership of a Member if the Member has engaged in conduct which in the opinion of the Board is prejudicial to the interests of the School.
- 6.3 The general nature of the allegations made against the Member in accordance with rule 6.2 must be notified to the Member in writing at least seven (7) days prior to the General Meeting at which the vote will be taken. The notice must also state the time, date and place of the General Meeting.
- 6.4 For the purposes of rule 6.2 notification will be distributed to the Members for consideration, in writing, at least seven (7) days prior to the General Meeting at which the vote will be taken.
- 6.5 At the General Meeting the Member must be given an opportunity to defend himself or herself and to justify or explain his or her conduct before the motion to terminate the membership is voted upon.

## **7. Board**

- 7.1 Any Member, other than a Member who is an employee of the School, shall be eligible for election as a Board Member. Election as a Board Member is subject to the candidate satisfying fit and proper criteria outlined in the Quintilian Board Charter.
- 7.2 The Board shall consist of:
- (a) six (6) Board Members duly elected in accordance with rule 9.3,
  - (b) an additional two (2) persons (not necessarily Members) who may be co-opted by a two-thirds majority vote of the Board for a period of not more than twenty four (24) months. Other than with regards to their term of office, co-opted Board Members have the same standing as elected Board Members except where a staff member is co-opted where the appointment will be on an ex officio basis in accordance with Rule 7.3.
  - (c) the Principal who shall be an ex officio Member of the Board,
  - (d) the Bursar who shall be an ex officio Member of the Board,
  - (e) the Deputy Principal who shall be an ex officio Member of the Board, and
  - (f) a staff representative who is an employee of the School but not a parent of a child at the School, duly elected in accordance with rule 9.2 who shall be an ex officio Member of the Board.
- 7.3 The Principal, Bursar, Deputy Principal, staff representative and any co-opted staff member are ex-officio appointments, shall have no voting rights and may not hold any of the elected roles as identified in rule 12.
- 7.4 Board Members, other than the Principal, Bursar, Deputy Principal, and staff representative, must be elected to the Board by Members at an AGM or appointed under sub-rule 7.2 (b) or sub-rule 7.6.
- 7.5 Subject to sub-rules 7.2 (b) and 7.6, a Board Member's term will be from his or her election at an AGM until the elections at the AGM two (2) years later when that Board Member shall be eligible for re-election to the Board.
- 7.6 If a vacancy remains on the Board after the elections at the AGM or when a casual vacancy within the meaning of rule 8 occurs in the membership of the Board:

- (a) the Board may appoint by a two-thirds (2/3) majority of the Board, a Member, other than a Member who is an employee of the School, to fill that vacancy, and
- (b) a Member appointed under this sub-rule will hold office until the election of the Board at the next AGM, shall have all rights of an elected Board Member and be eligible for election to the Board at that AGM.

#### **8. Casual vacancies in Board Membership**

A casual vacancy occurs in the office of a Board Member when that office becomes vacant if a Board Member:

- (a) dies,
- (b) resigns by notice in writing delivered to the Chair or, if the Board Member is the Chair, to the Deputy Chair and that resignation is accepted by resolution of the Board,
- (c) is convicted of an offence under the Act,
- (d) becomes incapacitated by mental or physical ill health for a period exceeding 6 consecutive months,
- (e) is expelled from the Board in accordance with rule 13,
- (f) ceases to be a Member of the School, or
- (g) is the subject of a resolution passed at a General Meeting terminating his or her appointment as a Board Member.

#### **9. Elections for Members of the Board**

- 9.1 Nominations for each candidate for election as a Board Member shall be proposed and seconded by two (2) Members, other than a Member who is an employee of the School, in writing at least seven (7) days prior to the AGM.
- 9.2 The election of the staff representative shall be by ballot amongst all employees of the School held no later than seven (7) days prior to the AGM and will be valid for a period of twelve (12) months.
- 9.3 The election of Board Members shall be by voting of the Members present at the AGM other than Members who are employees of the School.
- 9.4 Only Members present in person shall be entitled to vote.
- 9.5 The new Board Members shall take office immediately following the AGM at which they were appointed.
- 9.6 The retiring Chair of the Board will remain in office, with voting rights, until a new Chair is elected.
- 9.7 The new Chair of the Board shall be elected by the Board Members at the first meeting of the Board after the AGM and thereafter as otherwise elected by the Board Members.

#### **10. General Meetings**

- 10.1 The Board must convene an AGM within four (4) months of the end of the School's financial year.
- 10.2 The Board:
  - (a) may at any time convene a General Meeting, and
  - (b) must, within 28 days of receiving a request in writing to do so from not less than 20% of Members, convene a Special General Meeting for the purpose specified in that request.
- 10.3 The Members making a request referred to in sub-rule 10.2 (b) must:
  - (a) state in that request the purpose for which the Special General Meeting concerned is required, and
  - (b) sign that request.

- 10.4 If a Special General Meeting is not convened within the relevant period of days referred to in sub-rule 10.2 (b), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board.
- 10.5 The quorum for any AGM or General Meeting shall be twenty (20) Members and for any Special General Meeting shall be thirty (30) Members. All Members are eligible to attend and to vote at an AGM, General Meeting or Special General Meeting with the exception that Members who are employees of the School may not participate in the election of Board Members in accordance with sub-rule 9.3.
- 10.6 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless the majority of the Members present decide to adjourn the meeting for a period not exceeding fourteen (14) days from the original appointed time. If there is no quorum within thirty (30) minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
- 10.7 Subject to sub-rule 10.10, the Secretary must give to all Members not less than 21 days' notice of a Special General Meeting and that notice must specify:
- (a) when and where the Special General Meeting concerned is to be held,
  - (b) particulars of the business to be transacted at the Special General Meeting and of the order in which that business is to be transacted, and
  - (c) no business other than that identified in the notice may be conducted at the Special General Meeting.
- 10.8 Subject to sub-rule 10.10, the Secretary must give to all Members not less than 14 days' notice of a General Meeting or AGM and that notice must specify:
- (a) when and where the AGM is to be held, and
  - (b) the particulars of business to be transacted, which in the case of an AGM shall include:-
    - (1) consideration of the accounts and reports of the Board,
    - (2) the election of the Board Members to replace the outgoing Board Members, and
    - (3) any other business requiring consideration by the School at the AGM.
- 10.9 Except in the case of a special resolution, a motion is carried if a majority of the Members present at a general meeting vote in favour of the motion.
- 10.10 A special resolution may be moved at a General Meeting, however the Secretary must give to all Members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 10.7 or sub-rule 10.8, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 10.11 The Secretary must give a notice under sub-rules 10.7,10.8 or 10.10 by either:-
- (a) electronic transmission to the Members,
  - (b) serving it on Members personally, or
  - (c) sending it by post to a Member at the address of the Member appearing in the register of members kept and maintained under sub-rule 5.4.
- 10.12 When a notice is sent by post under sub-rule 10.11 (c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 10.13 A special resolution is passed if not less than 75% of the members present, in person or by cast an eligible vote in favour of the resolution.

## **11. Board Meetings**

- 11.1 The Board shall meet as often as required to fulfill the functions of the Board as listed in rule 14, but not less than eight (8) times in each of the School's financial years.
- 11.2 The Chair or any three (3) Board Members shall have the power to convene a meeting of the Board.
- 11.3 Normally only Board Members may attend Board meetings, however if agreed by the Board, a guest may be invited to provide specialist information.
- 11.4 An agenda shall be provided for each meeting.
- 11.5 Non-agenda business can be introduced, but should be added to the agenda for the next meeting. Where the matter is urgent, the Chair has the discretion to add it to the current agenda.
- 11.6 Minutes shall be kept of all Board meetings.
- 11.7 All Board correspondence must be viewed and actioned at each Board meeting.
- 11.8 Each voting Board Member present at a Board Meeting has one vote on any motion.
- 11.9 A motion is carried if a majority of the voting Board Members present at the Board Meeting vote in favour of the motion.
- 11.10 The Chair at all Board meetings shall have a deliberate vote but no casting vote.
- 11.11 At all Board meetings the Chair's decision on points of order shall be final.
- 11.12 Notice of Board meetings shall be sent in writing to each Member of the Board at least one (1) week before the date of the meeting except that the Chair may convene a meeting with two (2) days' notice on a matter of urgency.
- 11.13 The accidental omission to give any Member of the Board, or the non-receipt by any Member of the Board of any notice required by this Constitution, shall not invalidate or affect any proceedings at such a meeting.
- 11.14 The quorum for Board meetings shall be four (4) voting Board Members.
- 11.15 If a quorum is not reached within thirty (30) minutes of the advertised start of the meeting, the meeting will be rescheduled and advertised to the Members of the Board.
- 11.16 As required under sections 42 and 43 of the Act, a Member of the Board having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Member of the Board is a member of a class of persons for whose benefit the School was established), must:
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board, and
  - (b) not take part in any deliberations or decisions of the Board with respect to that contract.
- 11.17 Sub-rule 11.16(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Board is an employee of the School.
- 11.18 The Secretary must cause every disclosure made under sub-rule 11.16(a) by a Board Member to be recorded in the minutes of the Board meeting at which it is made.
- 11.19 The Board may appoint committees to consider any particular matter or matters upon such terms as the Board may think fit. Committees must include at least one Board Member. Committees require Board approval prior to committing any non-budgeted expenditure.
- 11.20 All acts or decisions done or made by any Board meeting shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of all or any Board Member, be as valid and effective as if they had been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.



## **12. Office-holders**

- 12.1 The Board will meet within two (2) weeks of the AGM to elect the Chair and, in addition to the Chair, the Board may elect the following office-holders:
- (a) Deputy Chair, and
  - (b) Secretary,
- 12.2 Subject to sub-rule 12.3, the Chair must preside at all General Meetings and Board meetings.
- 12.3 In the event of the absence from a General Meeting of:
- (a) the Chair, the Deputy Chair, or
  - (b) both the Chair and the Deputy Chair, a Board Member elected by the other Board Members present at the General Meeting,
- must preside at the General Meeting.
- 12.4 In the event of the absence from a Board meeting of:
- (a) the Chair, the Deputy Chair, or
  - (b) both the Chair and the Deputy Chair, a Board Member elected by the other Board Members present at the Board meeting,
- must preside at the Board meeting.
- 12.5 If an office becomes vacant other than at the expiration of the office-holders term of office, the Board will elect an office-holder to the vacant position at the next Board meeting.
- 12.6 No Board Member may hold the position of Chair for more than four (4) consecutive years but may be re-elected to that position vacated after a period of two (2) years and may, in the meantime, be elected to a different position of office on the Board.

## **13. Removal of office-holders**

- 13.1 The Board may expel from the Board any Member of the Board:
- (a) whose conduct, in the opinion of the Board, is discreditable or injurious to the character or interests of the School, or
  - (b) who is absent from Board meetings for more than three (3) consecutive meetings without the consent of the Board, or
  - (c) who is absent from more than five (5) Board meetings in any period of one year without the consent of the Board.
  - (d) is no longer considered to meet the fit and proper criteria outlined in the Quintilian Board Charter.
- 13.2 Before any Member of the Board is expelled, the Board shall inquire into their conduct and give the Member of the Board an opportunity to defend himself or herself and to justify or explain his or her conduct.
- 13.3 The Member of the Board must be given written notice of the proposed expulsion at least twenty eight (28) days before the date of the Board meeting at which the proposal to expel the member is to be considered by the Board.
- 13.4 The notice must state the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided and particulars of that conduct on which the proposed expulsion is based.
- 13.5 Provided that a quorum is established and that the majority of the Board Members present when the matter of misconduct is considered is of the opinion that Member of the Board has been guilty of misconduct in accordance with this rule 13, the Board may expel or suspend that Member of the

Board from the Board.

- 13.6 Provided that the Member of the Board has been given due notice in writing at least twenty eight (28) days prior to the enquiry meeting, should that Member of the Board fail to appear at an enquiry conducted in accordance with this rule 13, or any adjournment thereof, the Board may proceed in that Member of the Board's absence to conduct the said inquiry and to make its findings as hereinafter empowered.

#### **14. Functions of the Board**

In the context of the Board's accountability and responsibility for the governance of the School, the Board will perform the following functions:

- (1) Involve the School community in the governance of the School by:
  - (a) providing a focus and a forum for the involvement of parents and the School community;
  - (b) ascertaining the educational needs of the School community and the attitude of the School community to educational developments within the School; and
  - (c) ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified.
- (2) Set the broad direction and vision of the School.
- (3) Undertake strategic planning for the School including:
  - (a) developing, monitoring and reviewing the objectives and targets of the strategic plan; and
  - (b) considering, approving and monitoring human resource and asset management plans.
- (4) Determine policies for the School including policies for the safety, welfare and discipline of students.
- (5) Determine the application of the total financial resources available to the School including the regular review of the budget.
- (6) Determine and implement all expenditure on capital projects.
- (7) Report to the School community on:
  - (a) the strategic plan;
  - (b) the finances of the School; and
  - (c) operational plans and the Board's operations.
- (8) Keep proper accounts of the income and expenditure of the School and present the financial statements at the Annual General Meeting.
- (9) Commission the auditor appointed by the Members to audit the financial statements of the School prior to presentation to the Annual General Meeting.
- (10) Be responsible for the employment, performance management, discipline and dismissal of the Principal.
- (11) Oversee the proper care and maintenance of any property owned by the School.
- (12) Perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of children and students.
- (13) Raise money for School related purposes.
- (14) Exercise all functions and duties in accordance with legislation, including the School Education Act 1999, administrative instructions and this Constitution.
- (15) Maintain a satisfactory standard of education for the children and account for the quality of educational programs of the school.

- (16) Be responsible for the regular and ongoing risk assessment of the level of care provided in the school in terms of student safety, welfare and wellbeing.
- (17) Ensure the development and implementation of effective processes to plan, monitor and achieve improvements in student learning.
- (18) Ensure and oversee risk management of the school and its operation.
- (19) Do all acts and things incidental to the exercise of the functions listed above in this rule 14.

## **15. Functions of the Principal**

The following functions of the Principal are undertaken in the context of the Principal's responsibility for the day to day management of the school:

- (1) The Principal is answerable to the Board for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running the School.
- (2) The Principal must:
  - (a) implement the educational plans and School policies;
  - (b) provide accurate and timely reports, information and advice relevant to the Board's functions;
  - (c) report on learning, care, training and participation outcomes;
  - (d) supervise and promote the development of staff employed by the School, including the provision of regular, appropriate and adequate professional learning;
  - (e) promptly report all critical incidents to the Chair and to the Department of Education within the timeframe required by the Department;
  - (f) be responsible for the financial, physical and human resource management and operation of the School;
  - (g) be responsible for the buildings and grounds of the School;
  - (h) be responsible for maintaining the Register of Members in accordance with rule 5.4;
  - (i) be an ex officio Member of the Board and sub-committees with a voice but no voting rights; and
  - (j) contribute to the formulation of the agenda of Board meetings.
- (3) The Principal is responsible for the day to day management of the School.
- (4) The Principal is responsible for the recruitment, engagement, performance management, discipline and dismissal of all the School staff.
- (5) The Principal shall have custody of all books, documents, records, securities and registers of the Association.

## **16. Functions of the Chair**

The Chair must:

- (a) take the chair at Board Meetings;
- (b) lead the Board to effective decision-making as a team;
- (c) lead the Board in setting strategic direction;
- (d) ensure the culture of the organisation is ethically sound, responsive, innovative, adaptive to its environment;
- (e) ensure that all policies relating to the operation of the Board and the governance of the School are adhered to;

- (f) take the lead in succession planning for the Board;
- (g) communicate regularly with the Principal;
- (h) communicate regularly with the School community on behalf of the Board, usually via the School Newsletter;
- (i) take the lead in the Board's role of recruiting and evaluating the Principal; and
- (j) be responsible for the audit and approval of financials statements as required under law.

## **17. Functions of the Bursar**

The Bursar must:

- (1) Provide advice to the Board and Principal on the following topics:
  - (k) financial advice;
  - (l) financial planning;
  - (m) financial management; and
  - (n) financial control.
- (2) Ensure that reports of the School's financial position are provided to the Board at each Board meeting;
- (3) Assist the Board in the annual budget process for the following and future years;
- (4) Monitor income, expenditure and cash flow performance against the current year budget;
- (5) Manage the State and Federal Government grant allocations;
- (6) Actively manage debtors and creditors;
- (7) Manage the insurance contracts required by the School;
- (8) Arrange for the annual financial audit;
- (9) Ensure that the School complies with sections 62 to 64 of the Act with respect to the accounting records of the School by:
  - (a) keeping such accounting record as a correct record and explain the financial transactions and financial position of the School;
  - (b) keeping its accounting records in such manner as will enable true and fair accounts of the School to be prepared from time to time;
  - (c) keeping its accounting records in such manner as will enable true and fair accounts of the School to be conveniently and properly audited;
  - (d) submitting to Members of the Board accounts of the School showing the financial position of the School at the end of the immediately preceding month; and
  - (e) submitting to Members at each Annual General Meeting of the School accounts of the School showing the financial position of the School at the end of the immediately preceding financial year.

## **18. Functions of the Secretary**

The Secretary must:

- (a) liaise with the Chair regarding the business to be conducted at each Board Meeting and General Meeting;
- (b) prepare the notices required for meetings and for the business to be conducted at meetings;
- (c) keep full and correct minutes of the proceedings of the Board and of the School; and
- (d) perform such other duties as are imposed by these rules on the Secretary.

## **19. Auditor**

- 19.1 The financial year of the School shall be from the 1st January to 31st December in each year.
- 19.2 The appointment of the Auditor shall be confirmed by Members at the AGM.

- 19.3 The Auditor shall not be a member of the School.
- 19.4 The Bursar shall submit the annual accounts of the School to the Auditor. The audited accounts shall be reviewed by the Finance sub-committee, or in their absence the Board, prior to sign off by the Chair.

## **20. Common seal of the School**

- 20.1 The persons authorised to use the common seal of the School shall be the Chair and Principal or in the absence of either of them such Member of the Board as is nominated by the Board at a Board meeting.
- 20.2 The common seal shall not be affixed to any document except by order of the Board and such documents shall be countersigned in accordance with sub-rule 20.1.
- 20.3 Every use of the common seal of the School must be recorded in the minutes of the Board meeting and listed on a register kept for that purpose.
- 20.4 The Principal of the School shall be responsible for the safe keeping of the common seal which will only be used in accordance with sub-rules 20.1 and 20.2.

## **21. Inspection of records of the School**

- 21.1 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the School.

## **22. Amending the rules of the Constitution of the School**

- 22.1 The School may change the name of the School, alter or rescind the rules of this Constitution, or make rules additional to these rules in accordance with sections 30, 31, 32 and 33 of the Act which sets out the following procedure:
- (a) Subject to sub-rule 22.1 (d) and (e) of this Constitution, the School may alter its rules by special resolution but not otherwise.
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the School), the School must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Board Member certifying that the resolution was duly passed as a special resolution and that the rules of the School as so altered conform to the requirements of the Act.
  - (c) An alteration of the rules of the School does not take effect until sub-rule 22.1 (b) of this Constitution is complied with.
  - (d) An alteration of the rules of the School having effect to change the name of the School does not take effect until rules 22.1 (a) to 22.1 (c) of this Constitution are complied with and the approval of the Commissioner is given to the change of name.
  - (e) An alteration of the rules of the School having effect to alter the objects or purposes of the School does not take effect until rules 22.1 (a) to 22.1 (c) of this Constitution are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 21.1 These rules bind every Member of the School to the same extent as if every Member and the School had signed and sealed these rules and agreed to be bound by all their provisions.

## **23. Disputes and mediation**

- 23.1 The grievance procedure set out in this rule 23 applies to disputes under these rules between:
- (a) a Member and another Member; or

- (b) a Member and the Association; or
  - (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
- 23.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 23.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by 23.2, any party to the dispute may start the grievance procedure by giving written notice to the Chair of:
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 23.4 The Chair must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 23.5 The notice given to each party to the dispute must state:
- (a) when and where the Board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- 23.6 If:
- (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the Chair stating that the party:
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 23.12, the Board must not determine the dispute.
- 23.7 At the Board meeting at which a dispute is to be considered and determined, the Board must:
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 23.8 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- 23.9 A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule 23.7(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.12.
- 23.10 If notice is given under subrule 23.9, each party to the dispute is a party to the mediation.
- 23.11 Where the mediation process is triggered under subrule 23.9 the mediator must be a person chosen by agreement between the parties to the dispute.
- 23.12 If there is no agreement for the purposes of 23.11, then, subject to subrules 23.13 and 23.14, the Board must appoint the mediator:
- 23.13 The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- 23.14 The person appointed as mediator by the Board may be a member or former member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or

- (b) be biased in favour of or against any party to the mediation.
- 23.15 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 23.16 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 23.17 In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 23.18 The mediator cannot determine the matter that is the subject of the mediation.
- 23.19 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 23.20 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 23.21 If the dispute has not been resolved by following the procedure set out in this rule 23 an application can be made to the State Administrative Tribunal to have a dispute determined.

#### **24. Dissolution**

- 24.1 The School may be dissolved or wound up by a special resolution of the Members present and voting at any AGM or Special General Meeting convened for that reason.
- 24.1 If, upon the winding up or dissolution of the School, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the Members.

#### **25. Directors' and Officers' Liability Insurance**

- 25.1 The School must maintain Directors' and Officers' Liability Insurance and provide each Board member with a copy of the policy on request.

#### **26. Interpretation**

In this Constitution:

- (a) masculine includes feminine.
- (b) "in writing" or "written" means and includes printing or other means of representing or reproducing words in visible form.
- (c) words importing singular include the plural and words importing plural include the singular where the context permits.