

DIOCESE OF ARMIDALE
CALROSSY ANGLICAN SCHOOL ORDINANCE 2019

Long title

An Ordinance to provide for the governance, administration and general management of Calrossy Anglican School.

Preamble

Whereas:

- A. The Council of Calrossy School was constituted by the *Calrossy School Ordinance 1978* and was incorporated

- (c) real and personal property of William Cowper Anglican School vested in the Corporate Trustees.
- F. In 2008, the Synod of the Diocese passed the *Tamworth Anglican College (Change of Name) Ordinance 2008* to provide for the change of name from Tamworth Anglican College to Calrossy Anglican School. The *Tamworth Anglican College (Change of Name) Ordinance 2008*:
- (a) changed the name of Tamworth Anglican College to 'Calrossy Anglican School';⁵
 - (b) amended all references to Tamworth Anglican College to Calrossy Anglican School;⁶ and
 - (c) changed the name of the *Tamworth Anglican College Ordinance 2005-2006* to *Calrossy Anglican School Ordinance 2005-2008*.⁷

- J. Synod has a continuing interest in the maintenance and conduct of Calrossy Anglican School and deems it expedient to make the provisions hereinafter contained.
- K. Synod desires to confirm in the Calrossy Anglican School complete financial autonomy in the course of and for the purpose of managing and carrying on its affairs without recourse to financial resources beyond its control.

William Cowper Anglican School (Election of Separate Trustee and Variation of Trusts) Ordinance 2019

- L. In 2019 the Synod passed the *William Cowper Anglican School (Election of Separate Trustee and Variation of Trusts) Ordinance 2019*. The *William Cowper Anglican School (Election of Separate Trustee and Variation of Trusts) Ordinance 2019*:
 - (a) elected the Calrossy Anglican School as separate trustee of the School Property as defined in that Ordinance; and
 - (b) declared that the School Property is held for:
 - (i) the religious purposes of the Diocese through the Calrossy Anglican School; and
 - (ii) the educational purposes of the Diocese through the Calrossy Anglican School.

Ordinance

Now the Synod of the Diocese of Armidale assembled in pursuance of the powers conferred upon it HEREBY Ordains Declares Directs and Rules as follows:

1 Title

This Ordinance may be cited as the *Calrossy Anglican School Ordinance 2019*.

2 Definitions and interpretation

2.1 Definitions

In this Ordinance and Preamble, unless a contrary intention appears:

Bodies Corporate Act means the *Anglican Church of Australia (Bodies Corporate) Act 1938* (NSW).

Calrossy Anglican School means the statutory corporation established under the *Bodies Corporate Act* by *The Calrossy School Incorporation Ordinance 1989* originally under the name 'Calrossy School'.

Corporate Trustees means the Corporate Trustees of the Diocese of Armidale (ABN 64 984 070 512) constituted in accordance with section 5 of the Trust Property Act.

Diocese means the Anglican Diocese of Armidale.

Synod means the Synod of the Anglican Diocese of Armidale.

Trust Property Act means the *Anglican Church of Australia Trust Property Act 1917* (NSW).

2.2 Interpretation

In this Ordinance, unless the context otherwise requires:

- (a) a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements;
- (b) if a word is defined in the Bodies Corporate Act or Trust Property Act, it has the same meaning when used in this Ordinance;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the words “includes” and “including” or words of similar effect are not words of limitation;
- (e) the singular includes the plural and vice versa and any gender includes any other gender; and
- (f) headings are for convenience only and do not affect interpretation.

3 Commencement

- (a) Upon the commencement of this Ordinance, all previous Ordinances relating to the governance, administration and management of Calrossy Anglican School are hereby repealed. Such repeal shall not affect the past operation thereof, nor anything done or commenced, nor any right, privilege, obligation or liability acquired, accrued, or incurred thereunder, nor shall it revive any Ordinance heretofore repealed.
- (b) The Ordinance shall come into effect on 1 January 2020.
- (c) The members of the Board of the Calrossy Anglican School at the date of this Ordinance shall continue as members of the Board of the Calrossy Angl177.0206sg (en-AU)0 .44

SCHEDULE

THE CONSTITUTION OF CALROSSY ANGLICAN SCHOOL

1 Title

The Constitution of Calrossy Anglican School:

- (a) As and from the date of commencement of this Constitution any authority previously given to any committee or council for the control and management of the School is revoked.
- (b) The validity of any act done by a committee or council shall not be affected by the repeal of the previous Ordinances or revocation of authority given by them.

2 Table of provisions

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3 Definitions

In this Constitution, unless a different intention appears:

Bishop means the Anglican Bishop of Armidale.

Board means the members of the governing body of Calrossy Anglican School as defined in clause 6.

Board Member means a person who is a member of the Board who is appointed from time to time in accordance with this Constitution.

Business Manager means the Business Manager of the School for the time being.

6.2 Powers and duties

Without in any way limiting the generality of clause 6.1 the Board shall, in any manner as it deems most expedient for the benefit of the School:

- (a) oversee the management and governance of the School, presiding over its concerns and welfare;
- (b) control and manage all the real estate and other assets now or at any time belonging to the School or used for the purposes of the School (subject to trusts, engagements and liabilities affecting it) and provide for their maintenance and protection;
- (c) develop and continually review policies that shall be adopted by the Principal, Senior Executive and Staff of the School in the general running of the School;
- (d) ensure proper records of accounts are maintained, complying with all statutory requirements which shall be subject to annual audit by an auditor appointed by the Board;
- (e) determine the scale of fees to be paid for tuition and/or accommodation of students and the terms upon which students will be received as boarders;
- (f) establish bursaries and scholarships;
- (g) authorise the curriculum of the School;
- (h) consult with and advise the Principal as to the general conduct and management of the School;
- (i) receive from the Principal regular reports as to the general progress, management and conduct of the School;
- (j) consult with the Principal regarding the appointment of the Senior Executive;
- (k) employ and or terminate the Principal, determine the remuneration payable to the Principal and terms and conditions of the Principal's employment;
- (l) generally do all things, subject to this Constitution, necessary for and incidental to the proper and efficient administration of the School;
- (m) provide and supply all accommodation, plant, equipment and resources as may be required for or towards the attainment of the purposes of the School, its staff and students;
- (n) make, vary and revoke rules for the operation and control of the School and the conduct of its students, teachers and administrative staff, not inconsistent with this Constitution;
- (o) invest the funds of the School;
- (p) borrow or raise money, with security for such borrowings to be as per clause 6.2(q);
- (q) mortgage, as contemplated by section 26 of the *Anglican Church of Australia Trust Property Act 1917* (NSW), all or any part of the assets of the School, provided that any such mortgage or loan contract shall contain a clause by which the lending authority specifically acknowledges that its right of recovery in the event of default is limited to such property; and

- (r) exercise all powers usually incidental to schools and colleges of a like nature.

7 Composition of the Board

The Board shall consist of the following appointees:

7.1 Voting Members

From eight (8) members up to a maximum of twelve (12) members, all of whom shall be appointed in accordance with clause 7.2 and have the right to vote at meetings of the Board.

- (a) Two (2) members shall be appointed by the Diocesan Council on the recommendation of the Bishop.
- (b) The remaining members of the Board shall be appointed by Diocesan Council, of which a minimum of two (2) shall be a parent of a past or current student of the School.
- (c) No voting member of the Board shall be a member of staff.
- (d) No voting member of the Board shall be the spouse of a member of staff unless an exemption is requested by the Board and endorsed by the Diocesan Council.
- (e) No voting member of the Board shall be a spouse of the Principal or a Senior Executive member of the staff.

7.2 Nomination Committee and Endorsement

- (a) Each year the Board shall appoint at least three (3) of its number to a nomination committee ("the nomination committee").
- (b) The nomination committee shall call for nominations, meet and bring to the Board recommendations as to suitable persons to fill any vacancy on the Board. The Bishop may, as part of this process, interview prospective suitable persons.
- (c) The Board shall provide to the nomination committee terms of reference for the selection of potential nominees provided that nominees shall be committed Christians who are either members or adherents of the Anglican Church of Australia, or hold equivalent status in another Christian denomination, and are willing to work within the ethos and requirements of the Diocese.
- (d) The Board may endorse recommendations of the nomination committee by majority vote.
- (e) Members of the nomination committee shall be entitled to vote.
- (f) Recommendations of the Board shall be forwarded to Diocesan Council for endorsement. The names of the Board members approved by Diocesan Council should be available at each Synod.

7.3 Disqualification

- (a) A person is disqualified from being elected or appointed or remaining as a Board Member and a casual vacancy will arise if the person –
 - (i) dies;
 - (ii) resigns his or her office by notice in writing to the Board or the Bishop;

- (iii) is convicted of an indictable offence punishable by imprisonment;
- (iv) becomes bankrupt or enters into a Deed of Arrangement or assigns his or her estate for the benefit

- (d) Voting members shall be eligible for re-appointment up to a maximum of three terms. A person may be able to serve for an additional term of up to three years at the recommendation of the Board and approval of Diocesan Council.
- (e) A person who has completed nine (9) years of continuous Board membership is eligible for re-appointment after a break in Board membership of at least twelve (12) months.
- (f) Any Board Member may retire from office upon giving notice in writing addressed to the Board or the Bishop of his or her intention to do so and such resignation shall take effect upon the date specified in such notice, or if no date is specified, on the acceptance of the resignation by the Board or the Bishop.

7.6 Casual Vacancies

If a position on the Board becomes vacant, the Bishop or Diocesan Council may, in consultation with the Board, fill the position for the balance of the term of the member who vacated it.

7.7 Defect in Appointment

If it is discovered that –

- (a) there was a defect in the appointment of a person as a Board Member or as a member of a Board Committee; or
- (b) A person appointed to one of those positions was disqualified;

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

7.8 Attendees

- (a) The Principal, Business Manager and Chaplain shall attend all ordinary meetings of the Board and be heard, but do not have voting rights.
- (b) The remaining Senior Executive shall attend meetings of the Board, as required, and be heard, but do not have voting rights.

8 Management of the Board

8.1 Chairperson

- (a) The Board shall appoint a person as Chairperson of the Board from those Board Members appointed under this Constitution. That person shall preside as Chairperson of any meeting of the Board.
- (b) Should the Chairperson be unable to attend a meeting for whatever reason then the Deputy Chairperson shall act as Chairperson for the purposes of the meeting.
- (c) The Chairperson may remain on the Board for one (1) further year at the conclusion of their term provided they receive support by way of a Special Resolution. During such a circumstance, the past Chairperson shall be a non-voting member.

8.2 Meetings

- (a) The Board shall meet at such places and at such times and at such intervals as it may decide but not less frequently than eight (8)

- (b) Subject to these provisions, questions arising at any meeting of the Board shall be decided by a majority of votes of the Board Members present and voting.
- (c) The Chairperson shall convene a meeting upon written request to do so by not fewer than four (4) Board Members or at the written request of the Bishop.
- (d) The Board shall meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All matters before the Board shall be normally confidential to the Board but this does not preclude disclosure to the Bishop or Diocesan Council when matters of particular interest or concern to the Diocese have been, or are being, considered by the Board.
- (e) A Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) at the discretion of the Chair, may be requested to vacate while the matter (or a proposed resolution of that kind) is being considered at the meeting and
 - (ii) must not vote on the matter or in relation to a proposed resolution under clause 8.2(f) in relation to the matter.
- (f) The provisions of clause 8.2(e) shall not apply if the Board has at any time passed a resolution that:
 - (i) specifies the Board Member, the interest and the matter; and
 - (ii) states that Board Members voting for the resolution are satisfied that the interest should not disqualify the Board Member from considering, or voting on, the matter.
- (g) The Board shall cause to be regularly entered, in a form that is acceptable for evidentiary purposes, minutes of the proceedings of its meetings and the names of those present at such meetings. The minutes of Board meetings shall be ratified at the succeeding meeting as conclusive evidence of the transactions recorded in such minutes.
- (h) All acts done by any meeting of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Board member or person acting as a Board Member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.
- (i) Seven (7) days' written notice of each meeting shall be forwarded to each Board Member, except in the case of matters requiring urgent attention in which case, notice will be given as soon as practicable but not less than forty-eight (48) hours.
- (j) If any matter arises that requires an urgent decision, the Secretary or their delegate may, by written notice (which may be given electronically) to all Board Members put forward a resolution. The requirements for a quorum remains extant.

8.3 Annual General Meeting

In addition to the requirement of clause 8.2(a) the Board shall, each year, conduct an Annual General Meeting of the School at which it will receive the annual audited financial statements from the Principal and Business Manager. The Board shall then submit the same to Diocesan Council for acceptance at its first meeting after the Board's receipt of the annual audited financial statements.

8.4

- (c) No Board member or spouse of any Board member may act as an Auditor of the School.
- (d) The Auditor shall hold office until their successors are appointed and they shall be eligible for reappointment.

12 Indemnity

- (a) Every person who is a Board Member will be indemnified by the School against any liability whatsoever to another person or entity incurred by the person in his or her capacity as a Board Member except in the case of fraud, criminal act, gross negligence or wilful misconduct.
- (b) The School will pay the premiums in respect of a contract insuring a person who is or has been a Board Member against liabilities incurred by that person as a Board Member.

13 Dissolution

- (a) The School shall not be dissolved except on a resolution of Synod.
- (b) In the event of such dissolution, any monies or property which remain after settlement of all due debts and liabilities shall be transferred to such one or more fund, authority or institution having purposes similar to those of the School and approved under Division 30 of the *Income Tax Assessment Act, 1997* (Cth) (as amended) and under any section or sections of any Act which may be substituted for such section, as the Synod may determine.

14 Visitor

The Bishop or his delegate shall be the Visitor of the School with power to be chairperson at any meeting of the Board, with voting rights, and particularly shall have the right to visit the School at any time to examine the procedures of the School, the manner in which the School is being conducted, to see that its Constitution is being observed and that the tenets of the Anglican Church in Australia are being adhered to.

15 Amendment to the Constitution

- (a) This Constitution may be amended from time to time at the request of:
 - (i) the Synod; or
 - (ii) the Diocesan Council; or
 - (iii) the Board, provided that there is a special meeting of the Board called for the purpose and that:
 - (A) notice in writing of the proposed amendments has been given to all members not less than twenty-one (21) days before the date of the special meeting,
 - (B) the motion to amend is supported by not less than three quarters of the members present and voting at the meeting, and
 - (C) subsequent to such approval, the amendments must be submitted to Diocesan Council or Synod for approval.
- (b) Any proposed amendments only become effective from and after the date of their approval by the Synod or Diocesan Council.

