

as amended by Diocesan Council on 29 November 2022

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 provisions of this Constitution.

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

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

means the statutory corporation established under the
by
originally under the name 'Calrossy School'.

means the person who holds the office of Chairperson of the Board.

means the senior Chaplain appointed to the School pursuant to clause 9.2(d).

means the Chief Operating Officer of the School for the time being.

means and includes, without limiting the general meaning of the words, the criteria for Christian commitment as set out in A Service of Confirmation Second Form as in An Australian Prayer Book (1978) at pages 534-540.

means The Corporate Trustees of the Diocese of Armidale.

means the person who holds the office of Deputy Chairperson of the Board.

means the Diocesan Council of the Anglican Diocese of Armidale.

means the Anglican Diocese of Armidale.

means those sections as determined by the Board and Principal.

means the Principal of the School for the time being.

means Calrossy Anglican School.

means the secretary to the Board who shall be required to undertake all necessary duties as provided for in this Constitution or as directed by the Board. Unless otherwise resolved, the Chief Operating Officer shall act as Secretary.

means the Deputy Principal, Chief Operating Officer, and the most senior staff member of each Educational Section of the School.

means a resolution that has been passed by at least seventy five (75) per cent of the members of the Board present and voting by secret ballot.

may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (i) adopt such means for promoting and making known the objects of the School as may seem expedient to the Board;
- (j) establish, maintain and operate tax deductible funds including a school building fund, public library and scholarships and bursaries fund; and
- (k) do all such other things as may be deemed incidental or conducive to the attainment of the objects of the School or any of them.

The School is a not-for-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Board members and no portion of its income, property, profits and financial surplus may be paid, distributed or transferred, directly, indirectly by way of dividend, property, bonus or otherwise by way of profit to the Board, the Board members or their relatives except as provided by this Constitution.

The Board is charged with ensuring the effective control, management and direction of the School and maintenance and protection of its property, subject nevertheless to the provisions of the Anglican Church of Australia, (NSW) and the rules, regulations, by-laws and directions of Synod, to the extent that they are not inconsistent with the laws of New South Wales and Australia.

Without in any way limiting the generality of clause 6.1 the Board shall, in any

- (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
(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.

The Board shall consist of the following appointees:

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.

- (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 and are willing to work with the

- (a) The Diocesan Council on the advice of the Bishop may at any time terminate the membership of any Board Member.
 - (b) The Board may, by a Special Resolution, recommend to the Bishop or the Diocesan Council that the membership of any Board Member be terminated or suspended.
 - (c) Before resolving that a person's membership should cease, the Board must give the Board Member –
 - (i) at least one week's notice of the Board meeting at which the resolution is to be put and of the terms of the intended resolution; and
 - (ii) an opportunity of attending the meeting and of giving orally or in writing any explanation or defence which the Board Member may desire to offer.
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- (a) Each voting member of the Board shall be appointed for a term of three (3) years.
 - (b) A person may be exempt from clause 7.5(a) and be appointed for a period of less than three (3) years at the recommendation of the Board and approval of Diocesan Council.
 - (c) The term of appointment shall commence from 1 January immediately following the previous year's session of Synod.
 - (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 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.

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.

- (a) The Principal, Chief Operating Officer 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.

- (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.

- (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) times each year.

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.

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 Chief Operating Officer. 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.

One half plus one (1) Board Members shall form a quorum at any meeting of the Board.

In the event of a tie in voting amongst the Board Members, the Chairperson shall have the casting vote.

The Board may appoint such committees as it may deem necessary or expedient to assist in the performance of its duties. Such committees shall conduct their business in accordance with the directions of the Board and shall periodically report their proceedings to the Board. Committees required for the running of the School must include, but not limited to:

- (a) Governance Committee;
- (b) Finance Committee, which includes the Foundation Committee;
- (c) Master Planning Committee; and
- (d) Nomination Committee.

- (a) The Board shall appoint a Principal in consultation with, and with the approval of, the Bishop upon such salary and conditions as the Board may from time to time determine.

- (a) Every person who is a Board Member will be indemnified by the School

- (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.