

Constitution of Nowra Baptist Church Christian School Limited

Australian Business Number (ABN) 002534590

A Company limited by guarantee

As adopted 31 August 2022

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Preamble

This preamble records the basis of understanding between the Church and the School community for the ministry known as the Nowra Christian School.

It is acknowledged that the commencement of this ministry is a response by the Church to a direct leading by God. As a ministry of the Nowra Baptist Church, Nowra Christian School operates under the spiritual guidance of the Church. The School is accountable to the Church, through the Company, to operate in a way that is consistent with the vision and mission of the Church.

In operating the School, the Church acknowledges that God has given to parents the prime responsibility for the nurture and education of their children. Similarly, parents should acknowledge that God has given the Church a teaching and discipling role. The School therefore ministers in partnership with both parents and the Church. As a consequence, the School will seek to support and not to usurp the role of parents or the Church in their respective areas of ministry. Likewise, the Church accepts the School's competency to operate within its sphere of responsibility, as should the parents.

Consequently, the School will seek not to impinge on Church activities nor have a negative impact upon other aspects of Church life. Rather it will seek to work as a co-operative part of the Church community. The Church will encourage the School to be involved in other areas of Church life and ministry.

The Church and School are committed to working together to achieve the Vision and Mission of the Church. The Church and School will seek to be sensitive to their respective needs in ministry. In doing so, both acknowledge that relationships are more important than structures. Should conflict arise, this will be resolved in ways consistent with Biblical principles and reflecting God's love and grace.

Preliminary

1. Name of the Company

The name of the Company is Nowra Baptist Church Christian School Limited (the Company).

2. Type of Company

The Company is a not-for-profit public company limited by guarantee, which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in Clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this Constitution, words and phrases have the meaning set out in Clauses 79 and 81.

Religious Character

6. Statement of Doctrines and Beliefs

The Statement of Doctrines and Beliefs is as follows:

6.1 Introduction

- (a) Education, at its heart, is about exploring, discovering and embracing truth. Not only must the School impart knowledge, but teachers are called to enlighten knowledge with wisdom to help their students understand the world they live in and their purpose in it. (Psalm 19)
- (b) We believe that the ultimate meaning and purpose of life rests in Jesus Christ and His work on the cross. The School is a beacon of hope, built upon the foundation of the redeeming love of God through Jesus Christ. (Genesis 3, 2 Corinthians 5:19)
- (c) The School plays an important role in the formation of students, at the invitation of their parents - in leading and nurturing them - spirit, mind and body - to lay hold of their unique purpose and potential in God's world, and to equip them for a life of fulfilment and significance. It is the aim of the School that graduating students will be transformational in their future callings and vocations. (Psalm 139:1-18)

6.2 Truth

- (a) The whole Bible is uniquely inspired by God and is therefore wholly trustworthy and of supreme and final authority in faith and life. (2 Timothy 3:16-17, 2 Peter 1:21).
- (b) We believe that the Bible, comprising the Scriptures in the Old Testament and New Testament, teaches the truth about essential beliefs of the Christian faith including who God is, who humanity is, what the gospel is and what response God requires from His people. (Deuteronomy 10:12-13, Psalm 119:105, Mark 1:15; John 20:31, Romans 12:1-2)
- (c) The character and attributes of God; His everlasting power and divinity are shown in the created universe which is consistent with the specific teachings of the Scriptures. (Psalm 19:1, Romans 1:20)

6.3 God

- (a) The sovereign God is one, in three co-equal eternal persons, the Father, the Son and the Holy Spirit, who act together in creation, providence, redemption, and restoration. (Matthew 28:19, Colossians 1:12-16)
- (b) Jesus Christ, the Son, is fully God and fully man. We believe in His virgin birth, His sinless life, His sacrificial death in our place, His bodily resurrection, His bodily return to heaven and His continuous role representing believers before the Father, and His return to judge the living and the dead. (John 1: 1-14, 2 Corinthians 5:21, Romans 8:34, Colossians 1:9-10, 1 Timothy 3:16)

- (c) We believe in the Holy Spirit who, with the Father and the Son, is worthy of our worship, who convicts the world of guilt in regard to sin, righteousness and judgement. The Holy Spirit unites us with Christ, and makes us partake in Christ's risen life, pointing us to Jesus, freeing us from slavery to sin, producing in us His fruit, granting to us His gifts, and empowering us for service in the world. (John 3: 5-7, John 14: 16-18, John 15: 26)
- (d) In His death and resurrection, the Lord Jesus Christ took the place of humanity, making full payment for the sin of all who accept His gift of grace. For those who accept His gift of grace and exercise faith in Him, He secures forgiveness, a right relationship with God, a new life now and everlasting life at the end of history. (Romans 3:23-26, 2 Corinthians 5:21, 1 Peter 1:3, 1 Peter 2:24)

6.4 Humanity

- (a) God has created humanity in His image and ascribed dignity, sanctity and worth to human life from conception until death. God requires human life to be accorded respect and to be protected from harm. (Genesis 1:27, Psalm 139:13-16, Exodus 20:13)
- (b) God has created humanity as distinctly male and female and has ordained a normative connection between binary biological sex and a person's true self-conception as male or female. (Genesis 1:27, Matthew 19:4)
- (c) God calls some people to marriage, and some to a single state: one is not inferior or superior to another, and both have dignity, according to the Bible. God has instituted marriage between one man and one woman for life to be the only Scriptural covenantal, sexual and procreative union for humanity which signifies and mirrors the covenant love between Christ and His church. Married couples must be sexually faithful to each other. Sexual relationships outside of marriage, which is between one man and one woman, are contrary to God's will and command for humanity. (Genesis 2:23-24, Matthew 19:5-6, Ephesians 5:22-32)
- (d) God has instituted the family as the central social structure and parents have the primary responsibility for bringing up their children. God has also instituted the church to make disciples from all the nations and provide spiritual teaching. He has established civil government to make laws, keep civic order and promote human flourishing. Each of these institutions has distinct roles and responsibilities which overlap but one should not usurp the role of the other. (Genesis 1:28, Mark 12:17, Romans 13:1-7)
- (e) Humanity, originally created for a relationship with God, has turned away from God and thus become sinful by nature and practice, unable by any personal merit or effort to restore that relationship. This fall has corrupted human identity and purpose, impacted sexuality, family and social relationships and has separated humanity from fellowship with God. (Genesis 1:26-31, Romans 1:18-32, Romans 3:23, Titus 3:3-7)

6.5 The Gospel

- (a) Humanity's only means of restoring relationship with God is through salvation. Salvation is initiated in the believer solely by the grace of God, accomplished through the work of Jesus dying on the cross and applied by the Holy Spirit. Salvation is a free gift accepted by faith and includes the removal of guilt, being set apart for God, a new life of increasing transformation into the likeness of Jesus and eventually the resurrection to everlasting life. (Ephesians 2:8-10, Romans 8:28-30, Matthew 25:34-36)
- (b) Believers experience salvation when they are declared righteous by God as they commit their lives to Jesus in repentance and faith. This conscious commitment is made possible only by the work of the Holy Spirit within the individual; it is not a meritorious work. (John 3:16, Ephesians 2:1-10)
- (c) The church is the company of all believers who have received new life through faith in Christ, formed by His Spirit into one body, of which Christ is the Head. The church is commanded by Jesus to make disciples in all nations. (Ephesians 3: 4-10, Matthew 28: 19-20)
- (d) Satan is a personal spiritual being, opposed to God and the salvation of humanity, sworn to enslave and destroy the human race but his ultimate purpose has been brought to nothing by the Lord Jesus Christ. (Genesis 3:1-15, Matthew 4:1-11, Revelation 20:10, Colossians 2:15)
- (e) A person who rejects the gift of eternal life in the Lord Jesus Christ will be eternally separated from God. (John 3:36, Revelation 20:11-15)
- (f) The Lord Jesus Christ will personally return in glory and judgement, establishing a new heaven and a new earth, the home of righteousness, where there will be no more evil, suffering or death and the lost will be in eternal destruction and the redeemed will be in eternal life. (1 Thessalonians 4:13-18, Matthew 25:46, 2 Thessalonians 2:1-8, Revelation 22:12, 17-20)

6.6 The Response.

- (a) Until Jesus returns, God calls believers to respond to the gospel by living as restored disciples of His Kingdom in a broken world with a commission to spread the gospel, to make disciples and to engage in personal, relational, communal and civic conduct that is transformed by the gospel and which serves as an example to the world. (Matthew 28:19-20, Matthew 5:13-16)
- (b) Believers are called to personal conduct that:
 - i. conforms to the example of Jesus;
 - ii. rejects sinful actions and seeks to do good works;
 - iii. demonstrates the fruit of the Spirit;
 - iv. recognizes that the body of the believer is the temple of the Holy Spirit; and
 - v. affirms and reflects the truth of the Bible about the nature of human beings, created, male and female, in the image of God. (Galatians 5:16-24, 1 Corinthians 6:19)

- (c) Believers are called to relational conduct that conforms to and reflects the teaching of the Bible concerning human sexuality and marriage. Therefore:
 - i. outside of marriage, a believer must live a life of chastity;
 - ii. children are a natural blessing of marriage; and
 - iii. parents must instruct and care for their children and provide for their physical, spiritual, and educational upbringing.
(Genesis 1: 26-27, Psalm 127:3-4, Ephesians 5: 22-33)
- (d) Believers are called to communal conduct which includes active participation in a local church and the use of their gifts for works of ministry, including communicating the gospel to others, making disciples, loving each other, loving one's neighbours including through ministries of mercy and compassion, and active witness in the world.
(Hebrews 10:25, Romans 12:4-8)
- (e) Believers are called to civic conduct which includes being 'salt and light' to the world, obedience to the civil authorities in all things that do not contradict the Word of God and a commitment to living quietly and peaceably as a blessing to the community in which the believer is placed. (Matthew 5:13-16, Jeremiah 29:7, 1 Peter 2:13-17, 1 Timothy 2: 1-4)
- (f) Believers are still sinful by nature and practice and they will never perfectly respond to God's call in this life so must continue in repentance and faith, relying on the grace of God as well as extending grace to others. However, it is only by striving to respond in faith to God's call that believers will find true meaning and purpose to live a fulfilled life. (Romans 7:23, 1 John 2:2, Jeremiah 31:34, 1 John 1:7)

7. Life and Conduct Policy

The Company has adopted the Life and Conduct Policy in Appendix One to clarify how the Company applies the Statement of Doctrines and Beliefs for the life and conduct of members of the School community. This Policy shall not be inconsistent with the Statement of Doctrines and Beliefs of the Company and must be read in conjunction therewith. To the extent that this Policy is inconsistent with the Statement of Doctrines and Beliefs, it will be void, but only to the extent of such inconsistency.

8. Final Authority for Matters of Belief and Conduct

- 8.1 The Statement of Doctrines and Beliefs does not exhaust the extent of the beliefs of the Company and its members. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of humanity, is the sole and final source of all that the Company and its members believe.
- 8.2 For purposes of the Company's faith, doctrine, practice, policy, and discipline, the members in a General Meeting are the Company's final interpretive authority on the Bible's meaning and application, provided that any such interpretation:
 - (a) shall be consistent with the Statement of Doctrines and Beliefs; and
 - (b) the doctrines, tenets and beliefs of the Church.

Charitable purposes and powers

9. Objects

9.1 The objects of the Company are to advance the Kingdom of God, strengthen the church of Jesus Christ and promulgate the knowledge of God that is revealed in the Holy Bible and that is in accord with the Statement of Doctrines and Beliefs, and in furtherance of these objects:

- (a) to contribute to the educational facilities of Australia by establishing and maintaining, in such places that may be thought suitable and as part of the ministry of Nowra Baptist Church, pre-school, primary, secondary and other educational institutions of the highest standards;
- (b) to provide an education of high academic standards that is based on:
 - i. an acceptance of the Lordship of Christ, and
 - ii. an acceptance of the Bible as the revealed word of God as these are defined in the Statement of Doctrines and Beliefs;
- (c) to provide an education that also:
 - i. fosters self-discipline in the learner while teaching acceptance of the discipline of the church which is the whole Body of Christ, to be obedient to parents and to obey the laws of the governments in Australia;
 - ii. caters for the individuality of the learner and stresses the function of the learner as a member of the Body of Christ and the community;
 - iii. trains the learner in the moral and ethical standards of the Bible and assists in the acquisition of a biblical world and life view and appreciation of the rights of others to hold different views;
 - iv. develops the learner's creative and critical abilities;
 - v. stresses cooperation rather than competition and fosters the development of the gifts, skills and abilities of the learner for the service of Jesus Christ in the Body of Christ and the community;
- (d) to provide religious services, biblical worship and teaching in conformity with the Statement of Doctrines and Beliefs.

10. Powers

Subject to Clause 11, the Company has the following powers, that may only be used to carry out its purpose(s) set out in Clause 9:

- (a) the powers of an individual, and
- (b) all the powers of a Company limited by guarantee under the Corporations Act.

11. Not-for-profit

11.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in Clauses 11.2 and 77 and all income and assets are to be used solely for promoting the objects of the Company.

11.2 Clause 11.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
- (b) making a payment to a member in carrying out the Company's charitable purpose(s).

12. Amending the constitution

12.1 Subject to Clause 12.2, the members may amend this constitution by passing a special resolution.

12.2 The members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity or fundamentally changes the Statement of Doctrines and Beliefs in Clause 6.

Members

13. Membership and register of members

13.1 The members of the Company are:

- (a) initial members, and
- (b) any other person who is a member of the Church and signs and returns to the Secretary a form in accordance with Clause 15, or who is a person elected by and from the parents in accordance with Clause 42 .

13.2 The Company must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:

- (a) for each current member:
 - i. name,
 - ii. address,
 - iii. any alternative address nominated by the member for the service of notices,
 - iv. any email address nominated by the member for the service of notices, and
 - v. date the member was entered onto the register.
- (b) for each person who stopped being a member in the last 7 years the following information as at the date membership ended:
 - i. name,
 - ii. address,
 - iii. any alternative address nominated by the member for the service of notices,
 - iv. any email address nominated by the member for the service of notices, and
 - v. dates the membership started and ended.

13.3 The Company must give current members access to the register of members.

13.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

14. Who can be a member?

14.1 A member of the Church, who is at least 18 years of age on the date they apply to be a member, and who supports the purposes of the Company is eligible to apply to be a member of the Company under Clause 15. A parent elected in accordance with Clause 42 will also be a member, until they cease to be a Director.

15. How to apply to become a member

A person may apply to become a member of the Company by writing to the Secretary stating that they:

- (a) want to become a member,
- (b) support the purpose(s) of the Company, and
- (c) agree to comply with the Company's Constitution, including the religious character and paying the guarantee under Clause 4 if required.

16. Rejection of membership

16.1 The Directors must reject an application for membership if the application does not state the matters listed in Clause 15, otherwise a person who is eligible under Clause 14 to be a member and who complies with Clause 15 will be accepted as a member.

17. When a person becomes a member

Other than initial members, an applicant will become a member when they are entered on the register of members, which entry must be made within 14 days of receipt of a membership application which complies with Clauses 14 and 15.

18. When a person stops being a member

A person immediately stops being a member if they:

- (a) die,
- (b) resign, by writing to the Secretary, such resignation to be effective upon receipt of it by the Secretary,
- (c) cease to be a member of the Church,
- (d) in the case of a person elected from the parents to be a Director, cease to be Director,
- (e) are expelled under Clause 20, or
- (f) have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

19. Dispute resolution

19.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a member or Director and:

- (a) one or more members,
- (b) one or more Directors, or
- (c) the Company.

- 19.2 A member must not start a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure under Clause 20 until the disciplinary procedure is completed.
- 19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 19.4 If those involved in the dispute do not resolve it under Clause 19.3, they must within 10 days:
- (a) tell the Directors about the dispute in writing,
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 19.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the Directors , or
 - ii. for other disputes, a person chosen by either the Senior Pastor of the Church or the Chief Executive Officer of Christian Schools Australia Limited.
- 19.6 A mediator chosen by the Directors under Clause 19.5(b)(i):
- (a) may be a member or former member of the Company,
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 19.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard,
 - (b) allow those involved a reasonable chance to review any written statements,
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.
- 19.8 Each party involved in a dispute is responsible for payment of:
- (a) their own costs, and
 - (b) an equal share of the costs of mediation unless the mediator determines otherwise.

20. Disciplining members

- 20.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a member from the Company if the Directors consider that the:
- (a) member has breached this Constitution, or
 - (b) member's behaviour is causing, has caused, or is likely to cause harm to the Company, or
 - (c) the member's behaviour is inconsistent with the religious character of the Company.

- 20.2 At least 14 days before a Directors' meeting at which a resolution under Clause 20.1 will be considered, the Secretary must notify the member in writing:
- (a) that the Directors are considering a resolution to warn, suspend or expel the member,
 - (b) that this resolution will be considered at a Directors' Meeting and the date of that meeting,
 - (c) what the member is said to have done or not done,
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the Directors, and details of how to do so.
- 20.3 Before the Directors pass any resolution under Clause 20.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the Directors a written explanation before that Directors' Meeting, and/or
 - (b) speaking at the meeting.
- 20.4 After considering any explanation under Clause 20.3, the Directors may:
- (a) take no further action,
 - (b) warn the member,
 - (c) suspend the member's rights as a member for a period of no more than 12 months,
 - (d) expel the member,
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
 - (f) require the matter to be determined at a General Meeting.
- 20.5 The Directors cannot fine a member.
- 20.6 The Secretary must give written notice to the member of the decision under Clause 20.4 as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practicable.
- 20.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General Meetings of members

21. General Meetings called by Directors

- 21.1 The Directors, or any three Directors, may call a General Meeting.
- 21.2 If members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Directors must:
- (a) within 21 days of the members' request, give all members notice of a General Meeting, and
 - (b) hold the General Meeting within 2 months of the members' request.

- 21.3 The percentage of votes that members have (in Clause 21.2) is to be worked out as at midnight before the member's request the meeting.
- 21.4 The members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting,
 - (b) sign the request, and
 - (c) give the request to the Company.
- 21.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

22. General Meetings called by members

- 22.1 If the Directors do not call the meeting within 21 days of being requested under Clause 21.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.
- 22.2 To call and hold a meeting under Clause 22.1, the members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this Constitution,
 - (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost, and
 - (c) hold the General Meeting within three months after the request was given to the Company.
- 22.3 The Company must pay the members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

23. Annual General Meeting

- 23.1 A General Meeting, called the Annual General Meeting , must be held:
- (a) after the first Annual General Meeting , at least once in every calendar year.
- 23.2 The business of an Annual General Meeting is to:
- (a) receive and consider the accounts and reports of the Board, which must give information to the members on the Company's activities and finances during the period since the last Annual General Meeting,
 - (b) receive and consider any Auditor's report,
 - (c) elect Directors,
 - (d) when relevant, appoint and fix the remuneration of the Auditor and
 - (e) transact any other business that under this Constitution may be transacted at a General Meeting.
- 23.3 The Chairperson of the Annual General Meeting must give members, as a whole, a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

24. Notice of General Meetings

- 24.1 Notice of a General Meeting must be given to:
- (a) each member entitled to vote at the meeting,

- (b) each Director, and
 - (c) the Auditor (if any).
- 24.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 24.3 Subject to Clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an Annual General Meeting, all the members entitled to attend and vote at the Annual General Meeting agree beforehand, or
 - (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 24.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director,
 - (b) appoint a Director in order to replace a Director who was removed, or
 - (c) remove an Auditor.
- 24.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this),
 - (b) the general nature of the meeting's business,
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution, and
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. whether the proxy needs to be a member of the Company,
 - ii. the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the Company at least 48 hours before the meeting.
- 24.6 If a General Meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

25. Quorum at General Meetings

- 25.1 For a General Meeting to be held, at least twenty percent (20%) of members (a quorum) must be present (in person or by proxy) for the whole meeting.
- 25.2 No business may be conducted at a General Meeting if a quorum is not present.
- 25.3 If there is no quorum present within 30 minutes after the starting time stated in the Notice of General Meeting, the General Meeting is automatically dissolved if convened on the requisition of members, otherwise it is adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Board.

- 25.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

26. Auditor's right to attend meetings

- 26.1 The Auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.
- 26.2 The Company must give the Auditor (if any) any communications relating to the General Meeting that a member of the Company is entitled to receive.

27. Using technology to hold meetings

- 27.1 The Company may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 27.2 Anyone using this technology is taken to be present in person at the meeting.

28. Chairperson for General Meetings

- 28.1 The Chairperson is entitled to chair General Meetings.
- 28.2 The members present and entitled to vote at a General Meeting may choose a Director or member to be the Chairperson for that meeting if:
- (a) there is no Chairperson, or
 - (b) the Chairperson is not present within 10 minutes after the starting time set for the meeting, or
 - (c) the Chairperson is present but says they do not wish to act as Chairperson of the meeting.

29. Role of the Chairperson

- 29.1 The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).
- 29.2 The Chairperson does not have a casting vote.

30. Adjournment of meetings

- 30.1 If a quorum is present, a General Meeting must be adjourned if a majority of members present direct the Chairperson to adjourn it, or if the Chair adjourns it, with the meeting's consent.
- 30.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- 30.3 An adjourned meeting may take place at a different venue to the initial meeting.
- 30.4 A resolution passed at a meeting that has been resumed after an adjournment, will note the date of passing as being the resumed meeting date.
- 30.5 Notice of an adjourned meeting must only be given if a General Meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.

Members' resolutions and statements

31. Members' resolutions and statements

- 31.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Company of a resolution they propose to move at a General Meeting (members' resolution), and/or
 - (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (members' statement).
- 31.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 31.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 31.5 The percentage of votes that members have (as described in Clause 31.1) is to be worked out as at midnight before the request or notice is given to the Company.
- 31.6 If the Company has been given notice of a members' resolution under Clause 31.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 31.7 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.

32. Company must give notice of proposed resolution or distribute statement

- 32.1 If the Company has been given a notice or request under Clause 31:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a General Meeting, the members may pass a resolution that the Company will pay these expenses.
- 32.2 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) it is more than 1,000 words long,
- (b) the Directors consider it may be defamatory,
- (c) Clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the members.

33. Circular resolutions of members

- 33.1 Subject to Clause 33.3, the Directors may put a resolution to the members to pass a resolution without a General Meeting being held (a circular resolution).
- 33.2 The Directors must notify the Auditor (if any) as soon as possible that a circular resolution has, or will be, put to members, and set out the wording of the resolution.
- 33.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an Auditor, appoint a Director or remove a Director,
 - (b) for passing a special resolution, or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 33.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in Clause 33.5 or Clause 33.6.
- 33.5 Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 33.6 The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

34. How many votes a member has

Each member has one vote.

35. Challenge to member's right to vote

- 35.1 A member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 35.2 If a challenge is made under Clause 35.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

36. How voting is carried out

- 36.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 36.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 36.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 36.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

37. When and how a vote in writing must be held

- 37.1 A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
- (a) at least three members present, who are present in person or by proxy, and who, in the case of such a demand made after a vote by show of hands, make such demand immediately after the declaration of the result of a show of hands;
 - (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the Chairperson.
- 37.2 A vote in writing must be taken when and how the Chairperson directs, unless Clause 37.3 applies.
- 37.3 A vote in writing must be held immediately if it is demanded under Clause 37.1:
- (a) for the election of a Chairperson under Clause 28.2, or
 - (b) to decide whether to adjourn the meeting.
- 37.4 A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

- 38.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 38.2 A proxy must be a member unless the Corporations Act provisions applying to the Company require otherwise.
- 38.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting,
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under Clause 37.1.

- 38.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address,
 - (b) the Company's name,
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 38.5 A proxy appointment may be standing (ongoing).
- 38.6 Proxy forms must be received by the Company at the address stated in the notice under Clause 24.5(d) or at the Company's registered address at least 48 hours before a meeting.
- 38.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 38.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) Dies,
 - (b) is mentally incapacitated,
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 38.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

- 39.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 39.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote,
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

40. Composition of the Board

- 40.1 The Company must have a Board of at least three (3) and no more than nine (9) Directors, including:
- (a) at least two (2) and up to six (6) persons elected by the members;
 - (b) up to two (2) persons elected by and from the parents;
 - (c) if there is a Pastor of the Church, that Pastor.

40.2 All Directors must confirm that they:

- (a) subscribe to and will live consistently with the religious character of the Company; and
- (b) are not ineligible to be a Director under the Corporations Act or the ACNC Act; and
- (c) are not ineligible to be a Director under any educational or funding legislation applicable to the Company; and
- (d) are not prohibited from being a Director under any Child Protection Legislation applicable to the Company.

40.3 The initial Directors are the people who have agreed to act as Directors and who are named as proposed Directors in the application for registration of the Company.

41. Election of Directors by members

41.1 The members may elect a Director by a resolution passed in a General Meeting unless the Director is an employee, or member of the immediate family of an employee, of the Company in which case they may only be elected by a 75% majority of members present and voting on such resolution.

41.2 Each of the Directors must be appointed by a separate resolution.

41.3 A person is eligible for election as a Director of the Company if they:

- (a) are a member of the Company,
- (b) are nominated by a member (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting),
- (c) give the Company their signed consent to act as a Director of the Company, and
- (d) meet the criteria in Clause 40.2.

42. Election of Directors by parents

42.1 The parents may elect a Director in accordance with procedures determined by the Board.

42.2 A person is eligible for election as a Director of the Company if they:

- (a) are a parent of a student at the school,
- (b) are nominated by two other parents (unless the person was previously elected as a Director and has been a Director since that election),
- (c) give the Company their signed consent to act as a Director of the Company, and
- (d) meet the criteria in Clause 40.2.

43. Alternate to the Pastor

43.1 The Pastor may appoint a member as an alternate to exercise these powers as a Director for a specified period. The person appointed must meet the criteria for Directors in Clause 40.2

43.2 The Pastor may terminate the alternate's appointment at any time.

43.3 An appointment or its termination must be in writing. A copy must be given to the Secretary.

43.4 The Company must give the alternate notice of Director's meetings.

43.5 The Directors may require the Pastor to terminate the appointment of the alternate by giving 14 days' notice to the Pastor.

44. Casual vacancy

- 44.1 The Directors may appoint a person as a Director to fill a casual vacancy if that person:
- (a) gives the Company their signed consent to act as a Director of the Company, and
 - (b) meets the criteria in Clause 40.2, and
 - (c) is a member of the Company, if the Director being replaced was elected by members,
or
 - (d) is a parent of a student at the School, if the Director being replaced was elected by parents of a student at the School.
- 44.2 If the number of Directors is reduced to fewer than four or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to four (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

45. Election of Chairperson

- 45.1 The Directors must elect a Director as the Company's Chairperson at the first Board meeting after each Annual General Meeting.
- 45.2 No employee of the School or the spouse of any of the Principal, Deputy Principal, Head of any section of the School, Head Teacher or Business Manager, or member of the immediate family of such specified employees is eligible to be appointed as Chairperson.
- 45.3 If the Chairperson ceases to be a Director, that person must immediately vacate the office of Chairperson.
- 45.4 Any casual vacancy occurring in the office of Chairperson must be filled by the Board. The newly elected person holds office for the remainder of the term of office of the former Chairperson, but is eligible for re-election.

46. Term of office

- 46.1 At each Annual General Meeting:
- (a) any Director appointed by the Directors to fill a casual vacancy must retire, and
 - (b) a Director whose term has expired, excluding the Pastor, must retire.
- 46.2 The term of a Director, other than the Pastor and a Director appointed under Clause 44, is two (2) years.
- 46.3 Other than a Director appointed under Clause 44, a Director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- 46.4 A Director who retires under Clause 46.1 may nominate for election or re-election.

47. When a Director stops being a Director

A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the Company,
- (b) die,
- (c) cease to be a member of the Church,
- (d) are removed as a Director by a resolution of the members,
- (e) become bankrupt or make any general arrangement or composition with their creditors, or
- (f) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
- (g) if elected by the parents, ceases to be a parent, or
- (h) ceases to subscribe to and live consistently with the religious character of the Company, or
- (i) is found by a 75% majority of the Directors to have made statements or conducted themselves in such a way as to discredit or bring into disrepute either themselves, the Company, or any member of the Company, or the School, or
- (j) are absent for three (3) consecutive Directors' meetings during a period of not less than three (3) months without approval from the Directors, or
- (k) become ineligible to be a Director of the Company under:
 - i. the Corporations Act,
 - ii. the ACNC Act,
 - iii. any educational or funding legislation applicable to the Company, or
 - iv. any child protection legislation applicable to the Company.

48. Defects in appointment

48.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, or
- (b) a person appointed as a Director was ineligible or disqualified;

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

Powers of Directors

49. Powers of Directors

- 49.1 The Directors are responsible for managing and directing the activities of the Company to achieve the purposes set out in Clause 9.
- 49.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by members.
- 49.3 The Directors must decide on the responsible financial management of the Company including:
 - (a) any suitable written delegations of power under Clause 50, and

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

49.4 The Directors cannot remove a Director or Auditor. Directors and Auditors may only be removed by a members' resolution at a General Meeting.

50. Delegation of Directors' powers

50.1 The Directors may delegate any of their powers and functions to committees, consisting of such persons as they think fit and may revoke such delegation. Any committee so formed must conform to any rules imposed upon it by the Directors. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of Directors so far as the same are applicable and are not superseded by any rule made by the Directors under this Clause.

50.2 The delegation must be recorded in the Company's minute book.

51. Payments to Directors

51.1 The Company must not pay fees to a Director for acting as a Director.

51.2 The Company may:

- (a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

51.3 Any payment made under Clause 51.2 must be approved by the Directors.

51.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

52. Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the Company, or
- (b) a Director and the Secretary.

Duties of Directors

53. Duties of Directors

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the Regulations made under the ACNC Act that are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company,
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in Clause 9,
- (c) not to misuse their position as a Director,
- (d) not to misuse information they gain in their role as a Director,

- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in Clause 54,
- (f) to ensure that the financial affairs of the Company are managed responsibly, and
- (g) not to allow the Company to operate while it is insolvent.

54. Conflicts of interest

- 54.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- (a) to the other Directors, or
 - (b) if all of the Directors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.
- 54.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 54.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under Clauses 54.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 54.4 A Director may still be present and vote if:
- (a) their interest arises because they are a member of the Company, and the other members have the same interest,
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see Clause 74),
 - (c) their interest relates to a payment by the Company under Clause 73 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act,
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
 - (e) the Directors who do not have a material personal interest in the matter, pass a resolution that:
 - i. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - ii. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' Meetings

55. When the Directors meet

The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit.

56. Calling Directors' Meetings

56.1 Upon the written requisition of any two Directors, the Chairperson, or in the absence of the Chairperson, the Secretary, must convene a special meeting of the Directors to be held within 14 days after the receipt of the requisition. The requisition must set out the purpose for the meeting.

57. Chairperson for Directors' Meetings

57.1 The Chairperson is entitled to chair Directors' Meetings.

57.2 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the Chairperson is:

- (a) not present within 15 minutes after the starting time set for the meeting, or
- (b) present but does not want to act as Chairperson of the meeting.

58. Quorum at Directors' Meetings

58.1 The quorum necessary for the transaction of the business of the Directors is four (4), provided those four include at least two persons elected by the members.

58.2 A quorum must be present for the whole Directors' Meeting.

59. Using Technology to hold Directors' meetings

59.1 A Director's Meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

59.2 The Directors need not all be physically present in the same place for a Directors' Meeting to be held. A Director who participates in a meeting held in accordance with this Clause is deemed to be present and entitled to vote at the meeting.

60. Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Director's present and entitled to vote on the resolution. In the case of an equality of votes, the Chairperson of the meeting does not have a casting vote in addition to their deliberative vote.

61. Circular resolutions of Directors

61.1 The Directors may pass a circular resolution without a Directors Meeting being held.

61.2 A circular resolution is passed if seventy-five percent (75%) of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 61.3 or Clause 61.4.

61.3 Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

61.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

61.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in Clause 61.3 or Clause 61.4.

62. Confidentiality obligations

62.1 Every Director and other agent or officer of the Company must keep secret all aspects of all transactions of the Company, except:

- (a) to the extent necessary to enable the person to perform their duties to the Company,
- (b) as required by law,
- (c) when requested to disclose information by the Directors to the Auditor or a General Meeting of the Company, and/or
- (d) as otherwise permitted by the Directors.

Secretary and Treasurer

63. Appointment and role of Secretary and Treasurer

63.1 The Company must have at least one Secretary and one treasurer, who may also be a Director.

63.2 A Secretary and a Treasurer must be appointed by the Directors (after giving the Company their signed consent to act as Secretary or Treasurer of the Company, as the case may be) and may be removed by the Directors.

63.3 The Directors must decide the terms and conditions under which the Secretary and the Treasurer are appointed, including any remuneration.

63.4 The role of the Secretary includes:

- (a) maintaining a register of the Company's members, and
- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' Meetings and circular resolutions.

School Staff

64. Appointment of Principal and Staff

64.1 The Directors are to appoint a Principal or Head Teacher, who must be endorsed by the Eldership of the Church, and such other permanent staff as may from time to time be required.

- 64.2 Any person appointed as Principal or member of staff, must be eligible to be appointed in accordance with applicable education or funding legislation and must not be prohibited from appointment by any child protection legislation.
- 64.3 Any person appointed to the position of Principal or Head Teacher must, at the time of the person's appointment, meet the requirements for the head of an organisation of Nowra Baptist Church, as stipulated in the Constitution of that Church.
- 64.4 The Principal and any other person appointed to work within the School must subscribe to, and live consistently with, the religious character of the Company.

Supporting Organisations

65. Organisations established to support the School

- 65.1 The Directors must give prior written approval to:
- (a) the establishment of supporting organisations to assist the School, including any parents/carers and friends group,
 - (b) the constitution of any supporting organisation, and/or
 - (c) the employment of staff by a supporting organisation.
- 65.2 The Directors are to call the initial meeting of any supporting organisation and may appoint the initial officeholders.
- 65.3 The Directors may disband any supporting organisation.

Minutes and records

66. Minutes and records

- 66.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings,
 - (b) minutes of circular resolutions of members,
 - (c) a copy of a notice of each General Meeting, and
 - (d) a copy of a members' statement distributed to members under Clause 31.
- 66.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' Meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of Directors.
- 66.3 To allow members to inspect the Company's records:
- (a) the Company must give a member access to the records set out in Clause 66.1, and
 - (b) the Directors may authorise a member to inspect other records of the Company, including records referred to in Clause 66.2 and Clause 67.1.
- 66.4 The Directors must ensure that minutes of a General Meeting or a Directors' Meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting, or
 - (b) the Chairperson of the next meeting.

66.5 The Directors must ensure that minutes of the passing of a circular resolution (of members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

67. Financial and related records

67.1 The Company must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

67.2 The Company must also keep written records that correctly record its operations.

67.3 The Company must retain its records for at least 7 years.

67.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

Notice

68. What is notice

68.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to Clauses 69 to 71, unless specified otherwise.

68.2 Clauses 69 to 71 do not apply to a notice of proxy under Clause 38.6.

69. Notice to the Company

Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office,
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address.

70. Notice to members

70.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person,
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices,
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any), or
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

70.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

71. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered,
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs,
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under Clause 70.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

72. Company's financial year

The Company's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

Indemnity, insurance and access

73. Indemnity

- 73.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 73.2 In this Clause, 'officer' means a Director, Secretary or Treasurer and includes a Director, Secretary or Treasurer after they have ceased to hold that office.
- 73.3 In this Clause, 'to the relevant extent' means:
 - (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 73.4 The indemnity is a continuing obligation and is enforceable by an officer, even though that person is no longer an officer of the Company.

74. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is, or has been, an officer of the Company against any liability incurred by the person as an officer of the Company.

75. Director ' access to documents

75.1 A Director has a right of access to the financial records of the Company at all reasonable times.

75.2 If the Directors agree, the Company must give a Director or former Director access to:

- (a) certain documents, including documents provided for, or available to, the Directors, and
- (b) any other documents referred to in those documents.

Winding up

76. Surplus assets not to be distributed to members

If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the Company.

77. Distribution of surplus assets

77.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Clause 9,
- (b) that also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company,
- (c) that are exempt from income tax under section 50-5 of the *Income Tax Assessment Act 1997* (Cth) or some equivalent provision, and
- (d) where required under and State or Territory law providing benefits or exemptions to charities:
 - i. to an institution that may be registered under that law; or
 - ii. to an institution that has a principle object or pursuit mentioned in that law; or
 - iii. for a purpose that is charitable or for the promotion of the public good as determined under that law.

77.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

Gift funds operated by the Company

78. Surplus gift fund assets not to be distributed to members

- 78.1 Where the Company has been endorsed as a deductible gift recipient in relation to a gift fund under the *Income Tax Assessment Act 1997* (Cth), then where:
- (a) the Company is wound up, or
 - (b) the fund is wound up, or
 - (c) the endorsement under the *Income Tax Assessment Act 1997* (Cth) is revoked, any surplus assets of the fund remaining after payment of all liabilities must be transferred to an institution or fund that is a charity which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Company, has similar charitable purposes and is an endorsed deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth).
- 78.2 Where the Company operates more than one fund for which it is a deductible gift recipient and its endorsement under the *Income Tax Assessment Act 1997* (Cth) is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

Definitions and interpretation

79. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Board means the Company's Board of Directors assembled at a meeting of Directors in accordance with this Constitution.

Chairperson means a person elected by the Directors to be the Company's Chairperson under Clause 45.

Child Protection Legislation means any legislation regarding the care and protection of children and young people, including any screening legislation.

Church means **Nowra Baptist Church**.

Company means the Company referred to in Clause 1.

Corporations Act means the *Corporations Act 2001* (Cth)

Education or Funding Legislation means the Commonwealth and State or Territory legislation relating to the registration and funding of the School.

General Meeting means a meeting of members and includes the Annual General Meeting, under Clause 23.1.

Immediate family means a person's spouse, child, mother or father, grandparent, grandchild, sibling, or child, mother or father, grandparent, grandchild or sibling of the person's spouse.

Initial member means a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company.

Member of the Church means a person who is a member of the Church in accordance with the Church's rules governing membership.

Member present means, in connection with a General Meeting, a member present in person or by proxy at the venue or venues for the meeting.

Parent means a parent or legal guardian of children currently enrolled at the School.

Registered charity means a charity that is registered under the ACNC Act.

Religious character means the religious character of the Company consistent with the Statement of Doctrines and Beliefs in Clause 6 and Statement of Life and Conduct under Clause 7 as understood in accordance with Clause 8.

School means the school known as Nowra Christian School operated by the Company.

Special resolution means a resolution:

- i) of which notice has been given under Clause 24.5(c), and
- ii) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

Surplus assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

80. Reading this Constitution with the Corporations Act

- 80.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 80.2 While the Company is a registered charity, the ACNC Act and the Corporations Act override any Clauses in this Constitution that are inconsistent with those Acts.
- 80.3 If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any Clause in this Constitution that is inconsistent with that Act.
- 80.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

81. Interpretation

In this Constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Appendix One

Life & Conduct Policy

Nowra Christian School is a Christian learning community. As a Christian community, it seeks to maintain itself by fostering those ideals and standards that are consistent with a Christian worldview. These ideals and standards are broadly moral; they would be characteristic of any community that was self-consciously Christian. This document is an attempt to specify those ideals and standards in accordance with the Statement of Doctrines and Beliefs of the School.

This Life and Conduct Policy at Nowra Christian School seeks to set forth:

- (a) **Assumptions and Principles:** those assumptions and principles that should guide the conduct of responsible Christians that are foundational as Nowra Christian School strives to maintain its identity as a Christian learning community.
- (b) **Behavioural Standards:** In light of the above assumptions and biblical principles of Christian conduct, the specific expectations that seem most likely to require explicit statement in a community such as Nowra Christian School and are established for students, parents and staff of Nowra Christian School.

Assumptions and Principles

Basic Assumptions—Nowra Christian School strives to maintain its identity as a Christian learning community. The School expects that all members of the School community will accept that the School:

- (a) recognises the Bible to be the Word of God and hence fully authoritative in matters of faith and conduct,
- (b) has a sincere desire for that commitment to mature both in insight and behaviour, and
- (c) understands that all Board members, staff and those in leadership roles will call themselves Christian by virtue of the grace of God and their personal commitment to Jesus Christ.

Biblical Principles—The community recognises that biblical principles are foundational for corporate life and individual behaviour. Those principles that seem most pertinent are the following:

- (d) Life within a Christian community must be lived to the glory of God, daily conforming ourselves to the image of Christ and recognising the Lordship of Christ in every activity (Matthew 22:36–38, 1 Corinthians 10:31, Colossians 3:9, 10, 17).
- (e) Love for and accountability to God should motivate Christian conduct (Deuteronomy 6:5, 2 Corinthians 5:10).

- (f) Consistent with the example and command of Jesus Christ, love and justice must be the determinative factors in the relationships of Christians with others (John 15:12–17, I John 4:7–12).
- (g) Christians bear responsibility for service to others. They are responsible to serve their neighbours and be involved in the process of alleviating such pressing worldwide problems as poverty, hunger, disease, illiteracy and racism (Matthew 7:12, 25:31–46, Galatians 5:14, 6:10).
- (h) The actions of Christians within a community are not solely a private matter. Accordingly members of the Nowra Christian School community must hold their neighbours accountable for the implications of their conduct when it directly affects the welfare of the wider School community (Matthew 18:15–17).
- (i) The community collectively, and members individually, are responsible for the effective stewardship of abilities, opportunities and institutional resources (Luke 19:11–27, Corinthians 4:2).
- (j) Attaining common goals and ensuring orderly community life may necessitate the subordination of some individual prerogatives. Specifically, as servants of Christ we are called to practise forbearance. Christian freedom includes the option of not doing some things in order to contribute to the good of the larger community (I Corinthians 8:9–13, 9:19–23, 10:23–33).
- (k) Certain actions are expressly prohibited in Scripture and are, therefore, wrong. Christians are responsible to avoid those practices that are called sinful in Scripture. Similarly, Scripture commends some actions that are, therefore, right. There are other actions that are matters of individual conviction based on the given situation. In this latter area, care must be exercised so as not to judge one another or to cause another to stumble or ourselves to fall (Matthew 7:1, Romans 14:1–23).
- (l) Christians are not asked to live the Christian life simply on the basis of their own moral character and strength. God has provided the authoritative Word of Holy Scripture, the guiding power of the indwelling Holy Spirit and the counsel of the church - the body of believers both past and present. Christians are expected to study and obey the Scriptures, to cultivate a heart attitude that allows for the guidance of the indwelling Holy Spirit and to give serious consideration to the counsel of the people of God (II Timothy 3:16, II Peter 1:19–21, I John 2:27, I Peter 5:1–6).
- (m) Important to an understanding of all behavioural standards is the obligation of Christians to separate themselves from worldliness (Romans 12:2, I John 2:15). Worldliness is a subtle issue involving uncritical conformity to the prevailing spirit of the age. One's disposition concerning such matters as materialism, secularism, isolationism, security, success, injustice, hedonism and moral relativism must stand in perpetual review.

General Principles—We acknowledge that it is impossible to create a community whose behavioural norms will be totally acceptable to every Christian. Nonetheless, we believe it is imperative for us to specify certain behavioural patterns that must be sustained in order that the objectives of the School can be met. Therefore, it is assumed that individuals who have voluntarily joined the Christian learning community at Nowra Christian School and are striving to exhibit the behavioural characteristic of a mature person of their age will:

- (a) understand that they have become part of an evangelical Christian tradition, that is to be respected and valued, but which is continuously subject to review and evaluation. They also have freedom to offer constructive criticism of this tradition,
- (b) explore the broad range of human opinion and ideas without necessarily engaging in the whole range of human behaviour,
- (c) strive to exemplify those positive elements of Christian behaviour that are taught in Scripture (Romans 12:6–21, Galatians 5:22, 23, Colossians 3:12–17, II Peter 1:5–9),
- (d) be concerned about the welfare of other individuals within the community and of the community as a whole,
- (e) assume responsibility for their own behaviour as it reflects upon their Lord, their community and themselves, particularly in the area of personal freedom, where discretion, moderation and restraint must be practiced, and
- (f) continually assess themselves, their personal growth and their place within the community.

Behavioural Standards

In light of the above assumptions and biblical principles of Christian conduct, the specific expectations that follow are established for Board members, staff and other leaders within the Nowra Christian School. These expectations will also underpin the teaching program for students within the School in an age-appropriate form.

It will be noted that these behavioural standards distinguish between practices governed by Scripture and practices governed by consent of the community for its common good. The latter, that are established to enhance the quality of community living, are not to be confused with specific God-given directives, that are required of all Christians.

Practices governed by Scripture—The following behavioural expectations are binding on the Board, staff and leaders within the Nowra Christian School community:

- (a) Members of the community will live in moderation and with concerns for the poor and marginalised of the community (Micah 6:8, Matthew 25: 31 – 46).

- (b) Those words and actions that are expressly forbidden in Scripture, including but not limited to blasphemy, profanity, dishonesty, theft, drunkenness, sexual relations outside marriage, such relations are to be relations between a man and a woman, will not be accepted, either on or off campus.
- (c) Members of the community will strive to overcome pride, covetousness, jealousy, lust, immodesty, as all are destructive to the unity of the Body of Christ. Instead, each member of the community will enable and help others to nurture the fruit of the Spirit—love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control.
- (d) Recognising the Christian obligation to submit to governing authorities (Romans 13:1, I Peter 2:13), individuals related to Nowra Christian School are expected to uphold the laws of the local community, the State or Territory and Commonwealth in accordance with the teaching and principles of Scripture.

Practices governed by consent of the community for its common good—In addition to behavioural obligations set forth in Scripture, Board members, staff and other leaders within this community choose to impose upon themselves the following rules for behaviour out of the conviction that they serve both the long-range interests of this institution and the immediate good of its individual members. Violations, therefore, must be regarded as serious breaches of integrity with this community to which each member has voluntarily chosen to associate:

- (a) The principle of resting one day in seven was instituted by God for the benefit of the creatures made in God's image. Because Jesus declared Himself to be Lord of the Sabbath and because the Church celebrates His resurrection on Sunday, the School will avoid business as usual on Sunday, particularly in terms of scheduling events and the use of facilities during the Sunday morning worship hours, unless necessary. Likewise the School will not promote community activities that would clash with Sunday morning worship hours.
- (b) The School is smoke-free. Members of the community will not use tobacco products on campus, on adjacent properties or while attending School-related events or on School-related business. This standard is in keeping with the findings of medical authorities concerning the danger to one's health in the use of tobacco products. Further, it recognises that Christians are responsible to be stewards of their bodies and considerate of the rights of others.
- (c) The School is alcohol-free. The consumption of alcohol is prohibited while attending School-related events, on or off campus where students are present. This position reflects the School's concern with the physical, social and personal effects of alcohol use and the growing body of knowledge about the detrimental effects of alcohol on brain development for children and adolescents. At no time will the illegal use or abuse of alcohol be tolerated by members of the community. The Board, staff and parents will demonstrate

responsible use of alcohol at any events where no students are present and alcohol is served.

- (d) Members of the community are not to use or possess drugs illegally. This includes the use of those drugs prohibited by law and the abuse of those drugs controlled by law.