



FREE REFORMED
SCHOOL ASSOCIATION

Constitution & Bylaws

My heart I offer to You Lord - **promptly and sincerely**

CONTENTS

CONSTITUTION

Page

PART 1 - FOUNDATION	1
1.1 Name.....	1
1.2 Foundation.....	1
1.3 Objects.....	1
1.4 The Confessions.....	2
1.5 Definitions.....	2
PART 2 - ASSOCIATION MEMBERS – RIGHTS, RESPONSIBILITIES & OBLIGATIONS	4
2.1 Membership – Eligibility and Obligations.....	4
2.2 Membership – Appeals.....	4
2.3 Membership – Voting.....	4
2.4 Membership – Election of Board and Council Members.....	5
2.5 Membership – Other.....	5
2.6 Register of Association Members.....	6
PART 3 - FUNCTIONS AND RESPONSIBILITIES	7
3.1 Board.....	7
3.2 Board Chairman.....	11
3.3 Board Vacancies.....	11
3.4 Council.....	12
3.5 Principals.....	13
3.6 Chief Executive Officer.....	15
PART 4 - OTHER PROVISIONS	16
4.1 Property, Income and Financial Administration.....	16
4.2 Association Meetings – Quorum, Decisions and Voting.....	16
4.3 Bylaws.....	17
4.4 Board.....	17
4.5 Board Meetings.....	17
4.6 Conflict of Interest.....	18
4.7 Minutes of Board Meetings.....	18
4.8 Councils.....	19
4.9 Board Committees.....	19
4.10 Teachers, Educational Assistants and Senior Employees.....	19
4.11 Common Seal.....	20
4.12 Amendments to Constitution.....	20
4.13 Dissolution.....	20
4.14 Dispute Resolution.....	21
SCHEDULE 1	22
PART 1 - MEMBERSHIP	24
1.1 Application for Membership.....	24
1.2 Limit on Requiring a Joining Fee.....	24
1.3 Membership - Arbitration and Appeals.....	24

PART 2 - FEES AND FUNDS	24
2.1 Contributions Considered as School Fees When Members' Children Enrolled	24
2.2 Association Funds	24
2.3 Reserve Funds	25
2.4 Building and Maintenance Fund	25
PART 1 - ELECTION OF COUNCIL MEMBERS	26
1.1 When Positions Become Vacant.....	26
1.2 Casual Vacancies	26
1.3 School Councils	26
1.4 Election of School Council Members	26
1.5 Election of School Council Members Procedure.....	26
PART 2 - OTHER	27
2.1 Conditions of Appointment - Board Members	27
2.2 Temporary Teaching Appointments - Board Members	27
2.3 Temporary Teaching Appointments - Council Members	28
PART 1 - PRELIMINARY	29
1.1 Proceedings Conducted According to Bylaw	29
1.2 Definitions.....	29
PART 2 - BUSINESS OF MEETINGS.....	29
2.1 Business to be Specified on Notice Paper.....	29
2.2 Order of Business	29
2.3 Agenda to be Prepared – Board and Committee Meetings.....	30
2.4 Attendance and Apologies.....	31
2.5 Disclosure of Members' Interests.....	31
2.6 Question and Statement Time for Visitors	31
2.7 Matters for Which the Meeting May be Closed to Visitors and/or Advisers.....	31
2.8 Confirmation of Minutes.....	31
2.9 Announcement by the Chairman or Person Presiding Without Discussion.....	31
2.10 Urgent Business not Listed on the Agenda.....	32
2.11 Proposals or Motions of Which Previous Notice Has Been Given	32
2.12 Questions by Members of Which Due Notice Has Been given	33
2.13 General Business	33
2.14 Matters Behind Closed Doors.....	33
PART 3 - ASSOCIATION MEMBERS' ACCESS TO AGENDA MATERIAL.....	33
3.1 Inspection Entitlement	33
3.2 Board May Close a Meeting To Visitors.....	34
3.3 Confidentiality of Information Withheld	34
PART 4 - DISCLOSURE OF FINANCIAL AND OTHER INTERESTS.....	35
4.1 Disclosure of Members' Interests.....	35
4.2 Member with an Interest may ask to be Present.....	36
4.3 Member with an Interest may ask Permission to Participate.....	36
4.4 Invitation to Return to Provide Information.....	36
4.5 Disclosures by Employees.....	37
PART 5 - QUORUM	37
5.1 Procedure if no Quorum	37

5.2	Quorum to be Present	37
PART 6 - KEEPING OF MINUTES.....		38
6.1	Content of Minutes.....	38
6.2	Preservation of Minutes	38
PART 7 - CONDUCT AT BOARD AND COMMITTEE MEETINGS		38
7.1	Official Titles to be Used	38
7.2	Adverse Reflection.....	38
7.3	Recording of Proceedings Allowable in Certain Circumstances	39
7.4	Prevention of Disturbance	39
PART 8 - CONDUCT DURING DISCUSSION AND DEBATE		39
8.1	Informal Discussion	39
8.2	Members Speaking at Board Meetings	40
8.3	Participation of Advisers at Board Meetings	40
8.4	Priority	40
8.5	Chairman May Take Part in Debates.....	40
8.6	Limitation of Number of Speeches.....	40
8.7	Limitation of Duration of Speeches	40
8.8	Members Not to Speak After Conclusion of Debate	40
8.9	Members Not to Interrupt.....	40
8.10	Re-Opening Discussion on Decisions.....	41
8.11	Dissent with the Ruling of the Presiding Member	41
PART 9 - PROCEDURES FOR DEBATE OF MOTIONS.....		41
9.1	Motions to be Stated.....	41
9.2	Motions May Require to be Submitted in Writing	41
9.3	Motions to be Seconded	41
9.4	Only One Substantive Motion Considered.....	41
9.5	Breaking Down of Complex Questions	41
9.6	Altering the Wording of an Original Motion	42
9.7	Order of Call in Debate	42
9.8	Member May Require Questions to be Read.....	42
9.9	One Amendment at a Time.....	42
9.10	Amendments Must Not Negate Original Motion.....	42
9.11	Mover of Motion Not to Speak on Amendment	43
9.12	Substantive Motion	43
9.13	Withdrawal of Motion and Amendments	43
9.14	Limitation of Withdrawal.....	43
9.15	Personal Explanation.....	43
9.16	Personal Explanation - When Heard.....	43
9.17	Ruling on Questions of Personal Explanation.....	43
9.18	Right of Reply	43
9.19	Right of Reply Provisions.....	44
PART 10 - PROCEDURAL MOTIONS.....		44
10.1	Permissible Procedural Motions	44
10.2	Procedural Motions – Recording in Minutes	44
10.3	Procedural Motions – Majority Required.....	44
10.4	Procedural Motions – Closing Debate – Who May Move.....	45
10.5	Procedural Motions – Right of Reply	45

10.6	Procedural Motions – Right of Reply on Substantive Motion	45
PART 11	- EFFECT OF PROCEDURAL MOTIONS	45
11.1	That the Board Proceed to the Next Business – Effect of Motion	45
11.2	That the Item (or Question) be Deferred – Effect of Motion	45
11.3	That the Board do Now Adjourn – Effect of Motion.....	45
11.4	That the Question be Now Put – Effect of Motion	45
11.5	That the Question be Not Now Put – Effect of Motion	46
11.6	That the Ruling of the Chairman (or Presiding Member) be Disagreed With – Effect of Motion.....	46
11.7	That the Motion Lie on the Table – Effect of Motion	46
11.8	That the Board Meet Behind Closed Doors – Effect of Motion.....	46
PART 12	- MAKING DECISIONS.....	46
12.1	Question – When Put.....	46
12.2	Question – Method of Putting	47
12.3	Recording of Votes	47
PART 13	- PRESERVING ORDER	47
13.1	The Presiding Member to Preserve Order	47
13.2	Demand for Withdrawal	47
13.3	Points of Order – When to Raise – Procedure.....	47
13.4	Points of Order – Definitions.....	47
13.5	Points of Order – Ruling	48
13.6	Points of Order – Ruling Conclusive, Unless Dissent Motion is Moved	48
13.7	Points of Order – Motion Against Ruling Procedure	48
13.8	Points of Order Take Precedence.....	48
13.9	Precedence of Presiding Member.....	48
13.10	Right of the Person Presiding to Adjourn Without Explanation to Regain Order	48
PART 14	- ADJOURNMENT OF MEETING.....	48
14.1	Meeting May be Adjourned.....	48
14.2	Limit to Moving Adjournment	49
14.3	Unopposed Business – Motion for Adjournment.....	49
14.4	Withdrawal of Motion for Adjournment.....	49
14.5	Time to Which Adjourned	49
PART 15	- ADMINISTRATIVE MATTERS	49
15.1	Suspension of Provisions of the Meeting Procedures.....	49
15.2	Cases not Provided for in the Meeting Procedures.....	49

FREE REFORMED SCHOOL ASSOCIATION INC

CONSTITUTION

This Constitution embodies the principles on which the Free Reformed School Association was established in 1954, as outlined in Articles 1.2 and 1.3 of this Constitution, and sets out the ground rules for the Association's governance and management. It supersedes the Constitution amended by the General meeting of 2 December 2004 which was subsequently registered with the Department of Consumer and Employment Protection on 14 December 2004.

Revised Constitution adopted by the General Meeting of the Association held on 20 October 2011.

Accepted by the Department of Commerce with effect from 22 November 2011, with request for amendment to Art.4.11.

Article 4.11 amended at Annual General Meeting of the Association on 29 March 2012. Amendment accepted by the Department of Commerce with effect from 16 April 2012.

Revised Constitution adopted at the General Meeting of the Association held on 26 March 2015.

Approved by the Department of Commerce with effect from 20 April 2015.

Article 3.1.4(b) amended at Annual Meeting of the Association on 30 March 2017.

Revised Constitution adopted at the General Meeting of the Association held on 13 June 2019.

Part 1 - FOUNDATION

1.1 Name

The official name of the Association is FREE REFORMED SCHOOL ASSOCIATION INC.

1.2 Foundation

The foundation of the Association is the Word of God consisting of the Old and New Testaments of the Holy Bible. The doctrine of the Holy Bible is summarised in the confessions and taught in the Free Reformed Churches of Australia.

1.3 Objects

1.3.1 The Object of the Association is to assist the parents within the Free Reformed Churches of Australia in the provision of Reformed education for their children, by the establishment and maintenance of schools committed to providing education which conforms to God's Word as summarised in the *Confessions*.

1.3.2 The income and property of the Association will be applied solely towards the promotion of the Objects of the Association. No portion of the income or property will be paid, transferred or otherwise distributed directly or indirectly to any member of the Association except in good faith in the promotion of those Objects.

1.3.3 Article 1.3.2 does not prevent:

- (a) the payment in good faith to any member, officer, employee or agent of the Association or other person in return for goods or services authorised by the Board and provided to the Association;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a member to the Association;
- (c) the payment of reasonable and proper rent for premises leased or let by a member to the Association;
- (d) the payment of out of pocket expenses incurred by an authorised member or other authorised person on behalf of the Association;
- (e) the payment of out of pocket expenses incurred by a Board member for travel and accommodation in connection with the performance of that Board member's functions; or
- (f) the payment of remuneration in good faith to any employee of the Association authorised by the Board.

1.4 The Confessions

The *Confessions* referred to in this Constitution are the *Three Forms of Unity*, these being the *Heidelberg Catechism*, the *Belgic Confession of Faith* and the *Canons of Dort*.

1.5 Definitions

In this Constitution and associated Bylaws, unless qualified by a different definition or the context otherwise requires -

"absolute majority" in relation to the Board, means a majority of the number of Board positions, whether vacant or not.

"Article" means an Article of this Constitution.

"Association" means the Free Reformed School Association Inc.

"Board" means the Board of the Free Reformed School Association Inc.

"Bylaws" means the bylaws of the Association.

"Chairman" means the Chairman, Deputy Chairman or a member of the Board performing a function of the Chairman in accordance with the Constitution.

"Constitution" means the Constitution of the Free Reformed School Association Inc.

"Council" means a School Council of the Association established under this Constitution.

"General meeting" means a general meeting of the Association.

“meeting” includes an Ordinary or Special meeting of the Board, Council, committee or a General or Special meeting of the Association.

“membership fee or membership contribution” means the compulsory membership amount most recently determined by the Association at a General meeting but it does not include contributions made over and above this amount.

“Ordinary meeting” means a scheduled meeting of the Board held at a regular and predetermined interval.

“Principal” means the chief officer appointed by the Board to manage the operations of a school, or a committee of Principals charged with tasks for or on behalf of two (2) or more schools.

“property” means any asset, real estate, securities and cash owned by the Association.

“Secretary” means the person appointed by the Board to have responsibility for the compilation of the agendas and minutes of Board and Association meetings, and any written correspondence relating thereto, or any person authorised by the Board to act in that capacity.

“simple majority” in relation to a Board or Association meeting, means more than half the number of Board or Association members present and voting.

“special majority” in relation to a Board or Association meeting, means at least three-quarters of Board or Association members present and voting.

“Special meeting” in relation to the Association or the Board, means a meeting held for a specific purpose at which only that specific business, and no other, will be dealt with.

“special resolution” means a resolution of the Association passed at a General Meeting by not less than 75% of the members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with Article 4.2.1.

“visitor” means any person except an authorised employee who is present at a Board, Council or committee meeting but who is not a member of the Board, the Council or the committee.

Part 2 - ASSOCIATION MEMBERS – RIGHTS, RESPONSIBILITIES & OBLIGATIONS

2.1 Membership – Eligibility and Obligations

- 2.1.1 Membership is available only to a person who is a member of one of the Free Reformed Churches of Australia or one of their sister churches.
- 2.1.2 A member is obliged to pay the membership fee or membership contribution as well as, where applicable, any joining fee and/or educational fees determined by the Board.
- 2.1.3 A member may apply for a reduced membership fee or membership contribution on retirement and, if granted, will retain full membership privileges.
- 2.1.4 A member is obliged to abide by the Association's Constitution and Bylaws.
- 2.1.5 Application for membership must be made in accordance with the *General Provisions Bylaw*.
- 2.1.6 Enrolment of children from parents who are not already members of the Association will be subject to the parents completing and signing the Membership Application Form prior to or at the time of the enrolment.
- 2.1.7 A person's membership takes effect when they are entered on the 'Register of Association Members'.
- 2.1.8 Membership of the Association will cease when the member:
- (a) provides a resignation in writing addressed to the Board; or
 - (b) ceases to be eligible for membership under Article 2.1.1 of the Constitution; or
 - (c) is expelled by reason of non-payment of membership fees or membership contributions and/or educational fees.

2.2 Membership – Appeals

A member, an expelled member or an applicant for membership who is aggrieved by a Board decision has access to the Arbitration and Appeals procedure set out in Schedule 1 to the Constitution.

2.3 Membership – Voting

- 2.3.1 Eligibility to vote at any General or Special meeting of the Association is restricted to Association members.
- 2.3.2 A member, unless disqualified by being in financial arrears for more than three (3) months, is entitled to one vote on any proposal or amendment that is to be decided by the members at a General or Special meeting.
- 2.3.3 A husband and wife registered as one membership are entitled to one vote. It may be exercised either by the husband or the wife.

2.3.4 Voting at a General or Special meeting is restricted to eligible members present in person.

2.4 Membership – Election of Board and Council Members

2.4.1 (a) Subject to clause 2.1 of the *Board and Council Members Bylaw*, any member except a member in financial arrears for more than three (3) months is eligible to nominate, or be nominated, for a position on the Board and/or a Council.

(b) An employee is not eligible to be nominated for a position on the Board.

2.4.2 The procedures to be followed in conducting the nomination process for a position on the Board must be set out in a policy determined by the Board and published to Members, including the requirements for the nomination form and the date by which the nomination form is required to be lodged.

2.4.3 If a Board member election is necessary, the election must be conducted prior to the next Annual General Meeting and the results of the election announced at the Annual General Meeting.

2.4.4 The method of electing Board members and the procedures to be followed in conducting the election are to be set out in a policy determined by the Board and published to Members, including the method of voting and any security measures the Board considers necessary for the election.

2.4.5 The non-receipt by the Association of any vote by a Member will not invalidate the election.

2.4.6 The election count procedure of Board member(s) will be in accordance with a policy determined by the Board and published to Members.

2.4.7 The returning officer for the election of Board members will be an officer appointed by the Board. The Secretary will be the default returning officer in the event the Board does not appoint a returning officer.

2.4.8 The term of office of a Board member will, unless as otherwise provided in the *Board and Council Members Bylaw*, be three (3) years and retiring members are eligible to nominate, or be nominated, for re-election.

2.4.9 The Board Chairman is elected by the Association members.

2.4.10 A Board member who becomes disqualified as an Association member ceases to hold office on the Board.

2.5 Membership – Other

2.5.1 A member is entitled to attend ordinary meetings of the Board, or the Council(s) of which the member is eligible to elect members, as an observer or visitor for that part or parts of the meeting that are not confidential or held behind closed doors. Members will be entitled to have access to the agenda and its reports except those items marked 'confidential' or identified as likely or intended to be discussed behind closed doors.

2.5.2 A member is entitled to inspect the Register of Board Members or persons who are the Association's trustees and may make a copy or take an extract from those records.

- 2.5.3 A member is entitled to a copy of the Constitution and the Bylaws.
- 2.5.4 A member, including a member elected to the Board or a School Council, or appointed to a Committee, is not by reason only of being a member liable in respect of the liabilities of the Association.
- 2.6 Register of Association Members**
- 2.6.1 The Board or its delegate must keep and maintain in an up-to-date condition a Register of Association Members in accordance with the Act.
- 2.6.2 The Register of Association Members must include each member's name and:
- (a) residential address;
 - (b) postal address; or
 - (c) email address.
- 2.6.3 A member may request to inspect the Register of Association Members.
- 2.6.4 The Association must make the Register of Association Members available for inspection upon the request of a member.
- 2.6.5 Subject to Articles 2.6.6 and 2.6.7, a member inspecting the Register of Association Members may make a copy of, or take an extract from, the Register of Association Members but is not entitled to remove the Register of Association Members for that purpose.
- 2.6.6 (a) A member may make a request in writing to the Board for a copy or extract of the Register of Association Members.
- (b) The Board may require a member who requests to be provided with or to make a copy of or extract from the Register of Association Members to provide a statutory declaration setting out the purpose of the request, and declaring that the purpose is directly connected with the affairs of the Association.
- 2.6.7 A member must not use or disclose the information on the Register of Association Members:
- (a) to gain access to information that a member has deliberately denied them;
 - (b) to contact or send material to the Association or to a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
 - (c) for any other purpose, unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) is related to the administration of the Act.

Part 3 - FUNCTIONS AND RESPONSIBILITIES

3.1 Board

- 3.1.1 The Board will uphold the Objects set out in Article 1.3 of the Constitution.
- 3.1.2 The Board is to provide for the good governance of the Association and the various schools under its jurisdiction.
- 3.1.3 The Board will represent and speak for the interests of the Association members.
- 3.1.4 The Board:
- (a) will see to it that the schools' teaching philosophies, curricula, programs and methods are in harmony with the Association's Foundation set out in Article 1.2;
 - (b) is accountable for the development and implementation of effective processes to plan for, monitor and achieve improvements in student learning;
 - (c) is accountable for the quality of the schools' education program;
 - (d) is responsible for the safety and welfare of the students;
 - (e) is responsible for the financial management and legal compliance affecting the governance of the schools and the Association;
 - (f) is responsible for the governance and strategic planning of the schools;
 - (g) is responsible for the employment, appraisal, disciplining and dismissal of a Principal;
 - (h) is responsible for the employment, appraisal, disciplining and dismissal of the Chief Executive Officer;
 - (i) is responsible for overseeing the proper care and maintenance of any property owned by the Association.
- 3.1.5 (a) The Board will represent the Association in all matters and promote the Objects of the Association by exercising the care, control, supervision and administration of all its affairs, business, assets, finances and other resources.
- (b) The Board's functions must be exercised in accordance with legislation, administrative instructions and this Constitution.
- 3.1.6 The Board may do all acts and things necessary for carrying out, or incidental to, its Objects and perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of children and students.

In particular the Board may:

- (a) establish and maintain schools;

- (b) appoint and performance manage a Principal for each school;
- (c) act as a trustee;
- (d) accept and hold real and personal property on trust;
- (e) establish Reserve Funds;
- (f) accept or reject a Principal's recommendation to appoint a teaching staff member but, if the Board rejects a recommendation, it is to inform the Principal of its reasons for doing so; and
- (g) raise money for school related purposes.

3.1.7 The Board requires the approval of the Association at a General meeting for the acquisition and disposal of real property, the establishment of Reserve Funds and the contracting of loans.

3.1.8 The Board will:

- (a) keep accounts that accurately record and explain the financial transactions and financial position of the Association;
- (b) keep its accounting records in a manner that will enable true and fair accounts of the Association to be prepared from time to time;
- (c) keep its accounting records in a manner that will enable true and fair accounts of the Association to be conveniently and properly audited;
- (d) present to the members at the Annual General Meeting of the Association the financial statements of the Association in accordance with the Australian Accounting Standards showing the financial position of the Association at the end of the immediately preceding financial year;
- (e) convene an Annual General meeting of the Association in every calendar year within the period required under the Act being six months after the end of the Association's financial year. This meeting will receive the Association's accounts and reports, and deal with any other business the Board has placed on the meeting's agenda; and
- (f) appoint a registered Auditor to audit the books and accounts of the Association in accordance with the Australian Auditing Standards and present the report of the Auditor to the Annual General meeting.

3.1.9 The Board will:

- (a) provide guidance and leadership in the administration of the affairs of the Association by determining policies and making timely planning decisions;
- (b) facilitate communication between the Association members and the Board;
- (c) convene a General or Special meeting within 60 days of receiving a written request to do so signed by not less than 5% of the members (**Percentage**), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage

under the Act will apply, and at that meeting the matter, or matters, raised in the members' request will be dealt with as the first item of business, including any proposal set out in the request to amend the Constitution and/or Bylaws;

- (d) take all reasonable steps to ensure the safe custody of records, books, documents and securities of the Association;
- (e) maintain a record of the names and residential or postal addresses of the members of the Board and any members who are appointed or act as trustees on behalf of the Association;
- (f) after the election of Board members, elect one of its members as Deputy Chairman;
- (g) conduct, at least once in every year of the employment contract, a formal performance appraisal or review of every Principal;
- (h) determine any recommendation that a teaching staff member be appointed, suspended or dismissed. Appointment of a teaching staff member requires a special majority vote;
- (i) provide each Council with a written Terms of Reference setting out, inter alia,
 - (i) its tasks, and
 - (ii) the meeting arrangements, procedure and frequency, and
 - (iii) the nature and extent of its delegated authority; and
 - (iv) its meeting quorum;
- (j) for every committee it appoints under Article 3.1.16(a), provide a written Terms of Reference and its meeting quorum.

3.1.10 The Board may in special cases admit children to the school in circumstances or situations not covered by Articles 3.5.7 and 3.5.8.

3.1.11 Each admission made under Article 3.1.10 will:

- (a) require a special majority vote; and
- (b) be reviewed annually; and
- (c) be reported to the first following meeting of the Association.

3.1.12 The Board must not delegate the authority provided in Article 3.1.10 to any member, employee or committee.

3.1.13 The Board must not delegate to any member, employee or committee the authority to appoint, suspend or dismiss a Principal or a Senior¹ employee.

(¹**Senior**, in this Article means those employees, irrespective of their position titles, who are identified by the Board as fitting that description).

3.1.14 The Board may:

- (a) subject to the notification provisions of the Meeting Procedures Bylaw, at any time convene a General or Special meeting of the Association;
- (b) draft bylaws to govern the affairs of the Association for matters not specifically provided for in the Constitution and propose these for adoption by the Association;
- (c) propose to the Association any amendment to this Constitution;
- (d) propose, for the Association's determination at a General meeting, the amount of membership fee or membership contribution to be paid by members from time to time;
- (e) require payment of a joining fee as detailed in the General Provisions Bylaw, from an applicant for Association membership who, in the opinion of the Board, has not financially supported the Association in a satisfactory manner in the past;
- (f) levy educational fees on the members with children enrolled at the schools for specific education purposes, resources and excursions; and
- (g) expel a member on the ground of non-payment of membership fees or membership contributions and/or educational fees and may re-admit those previously expelled, subject to the applicant satisfying any condition set by the Board in respect to the payment of the outstanding debt.

3.1.15 The Board may grant a reduced membership fee or membership contribution, without a loss of any membership privileges, to members who apply for a concession and who:

- (a) have retired from their employment; and
- (b) have reached the Age Pension age; and
- (c) are unable to pay the full fee or contribution; and
- (d) in the past have honoured their membership obligations.

3.1.16 The Board may:

- (a) appoint committees for various specific purposes to assist in its governance role;
- (b) appoint Board members to temporary management positions;
- (c) by absolute majority vote, permit a Board or Council member, who is a qualified and registered teacher in the state of Western Australia and who has the requisite working with children certification, to hold a temporary teaching appointment at a school of the Association and such appointment will be subject to the conditions prescribed in the *Board and Council Members Bylaw* and any additional conditions the Board may impose;
- (d) except where otherwise prohibited and by absolute majority vote, delegate any of its authority, other than this power of delegation, to an officer, delegation of Board members, a committee or Council.

3.2 Board Chairman

In addition to the functions required of the other Board members the Chairman has the authority to:

- (a) preside at meetings in accordance with the Constitution and, where applicable, the *Meeting Procedures Bylaw*;
- (b) provide leadership and guidance to the Association and the Board;
- (c) speak for and on behalf of the Association and the Board;
- (d) carry out any civic and ceremonial duties on behalf of the Association and the Board;
- (e) perform such other functions as are given to the Chairman by the Constitution or required by government law;
- (f) liaise with the Secretary and Senior staff on the affairs of the Association and the Board;
- (g) convene a Special meeting of the Board when requested by at least three (3) Board members;
- (h) convene, on the Chairman's own initiative, a Special meeting of the Board provided all members are contacted and given prior notice and information on the content or reason for the Special meeting;
- (i) declare, at a General or Special meeting, whether or not a resolution has been passed unless at that meeting a poll on the question is demanded;
- (j) sign the approved minutes of all Board and Association meetings certifying that they are a true record.

3.3 Board Vacancies

3.3.1 A Board position becomes vacant when:

- (a) a Board member resigns from office, or
- (b) a Board member has been absent from four (4) successive ordinary meetings of the Board without valid reason or without obtaining the Board's prior consent, or
- (c) a Board member ceases to be a member of the Association under Article 2.1.1 of the Constitution,
- (d) a Board member ceases to be eligible at law, or
- (e) the term of a Board member expires.

3.3.2 A casual vacancy will be filled at the next General meeting. If the outgoing Board member's remaining term of office is less than 12 months, the replacement Board member will serve this remaining term in addition to the normal term.

3.4 Council

3.4.1 The general function of a Council is to uphold the Objects of the Association as set out in Article 1.3 of the Constitution.

3.4.2 A Council will be accountable to the Board and support the Principal in the management of the school.

3.4.3 The principal role of a Council is to represent and speak for the interests of the Association members of the school's catchment or whose children attend that school.

3.4.4 A Council will:

- (a) assist the Board in supervising the school's teaching philosophies, curricula, programs and methods to ensure they are in harmony with the Association's Foundation set out in Article 1.2, and draw to the Board's attention any concerns that may develop in those areas;
- (b) promote the Objects of the Association by supervising the administration of the school's affairs, business, assets, finances and other resources;
- (c) endeavour to develop a culture of ownership, awareness and enthusiasm amongst members of its catchment;
- (d) support the Association in encouraging members of the churches within its catchment to become and/or remain Association members;
- (e) collaborate with the Principal in the preparation of a draft annual budget for the school for consideration by the Board;
- (f) regularly monitor the school's expenditure against its current budget;
- (g) appoint one of its members and an Association member from its catchment area to visit the school at least twice in every calendar year and have them provide a report of those visits to the Board and the Council; and
- (h) assist the Board in appraising the performance of the Principal.

3.4.5 A Council may:

- (a) make recommendations to the Principal on staffing matters;
- (b) review and make recommendations on policies relating to the safety, welfare and discipline of students;
- (c) subject to available budgetary provision and the prior consent of the Association's administration section, undertake, or propose contracts with third parties to undertake, maintenance programs and minor capital works;
- (d) appoint agents as Receiving Treasurers for the local churches to collect, count and deposit moneys received for the Association in deposit boxes.

3.4.6 A Council, in assisting the Board with its governance and strategic planning responsibilities, will:

- (a) provide a focus and a forum for the involvement of parents and teachers;
- (b) ascertain the educational needs of the Association members of their catchment and their attitude to educational developments within the school;
- (c) provide advice on the broad direction and vision of the school;
- (d) provide advice in developing, monitoring and reviewing the objectives and targets of a strategic plan;
- (e) provide advice on HR and asset management plans;
- (f) report to the Association members of their catchment on the:
 - (i) strategic plan;
 - (ii) school's finances;
 - (iii) school's operational plans; and
 - (iv) Council's operations.

3.5 Principals

3.5.1 The Principal is:

- (a) responsible to the Board; and
- (b) responsible for the day-to-day management of the school and its staff, assets and resources in compliance with current Board policies, procedures, decisions and directives; and
- (c) to engage with the Council in matters relating to the provision of educational leadership in the school, the day to day running of the school and for other general responsibilities associated with running a school; and
- (d) responsible for the financial, physical and human resources management of the school, including the performance appraisal, development and discipline of teaching employees.

3.5.2 The Principal will consult and maintain a close liaison with the Council, solicit its counsel, and keep the Council informed on all significant matters relating to the management of the school.

3.5.3 The Principal may:

- (a) suspend a pupil in accordance with a policy adopted by the Board for that purpose.
- (b) following consultation with the Council and parents, expel a pupil for unacceptable conduct.

3.5.4 The Principal may, subject to available budgetary provision, appoint relief teachers* or teachers for short term duties.

(*teachers in this Article are employees with the appropriate accreditation whose appointments have not previously been disallowed by the Board).

- 3.5.5 The Principal must:
- (a) implement the educational plans;
 - (b) provide accurate and timely reports, information and advice relevant to the Council's functions;
 - (c) provide an up to date report of the school's financial position at each Council meeting;
 - (d) report on learning, care, training and participation outcomes;
 - (e) supervise and promote the development of teaching staff;
 - (f) contribute to the formulation of the agenda of Council meetings.

3.5.6 The Principal is an ex-officio member of Council without voting rights.

3.5.7 The Principal, having received a request for enrolment on the duly signed prescribed application enrolment form, may admit only members' children¹ to the schools except as provided in 3.5.8 and 3.1.10;

(¹children, in this Article, means a child or children who

- (a) are in the custody of an Association member; or
- (b) are under the care of a member of the Association; or
- (c) although not under the custody or care of an Association member, are biological children of an Association member; or
- (d) who are in a situation in which:
 - (i) they are currently attending one of the John Calvin Schools; and
 - (ii) both their parent(s) are no longer Association members; and
 - (iii) they continue to attend catechism classes and attend church services in a Free Reformed Church; and
 - (iv) they are of an age where, in the opinion of the Principal, they have the maturity to make their own decision).

The Principal may only admit a child to the school in circumstances set out in (b), (c) and (d) of this Article where supportive written advice from the relevant Consistory has been received.

3.5.8 The Principal may admit to the schools children of parents who are not members of one of the Free Reformed Churches but who desire their children to receive a Christian education. In such cases:

- (a) the Principal must obtain written advice from the relevant Consistory that the parents and their children regularly attend church services in one of the Free Reformed Churches with the aim of becoming members; and

- (b) their children, when eligible, must attend the catechism classes; and
- (c) the appropriate school fees and any education fees must be paid.

3.6 Chief Executive Officer

- 3.6.1 The Board may appoint a Chief Executive Officer who is responsible for the day to day management of the business and affairs of the Association, other than in respect of the functions and responsibilities of the Principals under Article 3.5, and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.
- 3.6.2 The Chief Executive Officer is to be remunerated in any manner and any amount that the Board determines.
- 3.6.3 The Chief Executive Officer is to report to the Board.

Part 4 - OTHER PROVISIONS

4.1 Property, Income and Financial Administration

- 4.1.1 The property and income of the Association will be applied solely toward the promotion of the Objects of the Association and no part of that income or property may be applied, directly or indirectly, to members of the Association except in good faith in the promotion of the Objects.
- 4.1.2 The financial year of the Association is the period commencing 1 January and concluding on 31 December of the same calendar year.

4.2 Association Meetings – Quorum, Decisions and Voting

4.2.1 Every notice of General Meeting must:

- (a) be given to all members and the Auditor or Reviewer (if any) at least 8 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution, an amendment to the Constitution, a new bylaw or an amendment to an existing bylaw is to be considered, in which case at least 14 days' notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;
- (c) be delivered by hand, sent by prepaid post or sent by electronic transmission to every member in accordance with each member's contact details appearing in the Register of Association Members in accordance with Article 2.6.1.

4.2.2 Giving notice to members

- (a) In this rule –
recorded means recorded in the register of members
- (b) Subject to article 4.2.1 a notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and –
 - (i) delivered by hand to the recorded address of the member; or
 - (ii) sent by prepaid post to the recorded postal address of the member; or
 - (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member; or
 - (iv) published in accordance with subrule (c).
- (c) Any requirement under these rules for a notice or other document to be given to a member may be satisfied by:

- (i) publishing the notice or document in any bulletin or newsletter generally circulated amongst members of the Free Reformed Churches of Australia in the Perth metropolitan and surrounding areas; or
- (ii) publishing notice in such bulletin or newsletter which refers to the notice or document published on the Association's website.

4.2.3 The quorum for a General meeting of the Association will be 10% of the membership or 100 members, whichever is the greater.

In the event the business of a meeting of the Association cannot proceed due to an absence of a quorum the Chairman may, within 14 days, convene another meeting of the Association, with an identical agenda, and any unfinished business from the first meeting may be decided without the quorum requirement stipulated in this Article.

4.2.4 Unless otherwise provided, all decisions taken on Association business require a simple majority vote by the members present and voting.

4.2.5 Except in matters relating to the election of persons, all decisions at an Association meeting will be made on the show of hands unless the meeting, by resolution, decides that it be made by secret ballot.

4.2.6 All blank and all incorrectly filled out or informal ballot papers in a secret ballot will be declared invalid and have no bearing on the outcome of the poll.

4.3 Bylaws

Any new bylaw or amendment to an existing bylaw will be decided by a simple majority vote at a meeting of the Association after the members having been given at least 14 days prior notice of the proposed bylaw or amendment.

4.4 Board

The affairs of the Association will be governed by a Board consisting of at least seven (7) Association members duly elected by the Association in accordance with this Constitution and the Board and Council Members Bylaw.

4.5 Board Meetings

4.5.1 The Board will normally meet monthly but may meet less frequently provided the interval between successive ordinary meetings does not exceed two (2) calendar months.

4.5.2 Subject to this Constitution and the *Meeting Procedures Bylaw*, the Board members present at a Board meeting must determine the procedure and order of business to be followed at the Board meeting.

4.5.3 The Secretary is to call an ordinary or a Special meeting of the Board if requested to do so-

- (a) in writing by the Chairman, setting out the date and purpose of the proposed meeting; or

- (b) in writing by at least one third of the Board members setting out the date and purpose of the proposed meeting; or
 - (c) by a simple majority decision of the Board.
- 4.5.4 The Secretary is to convene an ordinary meeting by giving each Board member at least 72 hours' notice of the date, time and place of the meeting and an agenda for the meeting.
- 4.5.5 The Secretary is to convene a Special meeting by giving each Board member at least 24 hours' notice of the date, time, place and purpose of the meeting.
- 4.5.6 The quorum for a meeting of the Board will be not less than half the number of positions, whether vacant or not, on the Board.
- 4.5.7 Subject to Article 4.5.8, at every Board meeting the Chairman will preside as chairperson of the Board meeting.
- 4.5.8 In the absence of the Chairman and vice Chairman, the remaining Board members must elect a Board member to preside as chairperson.
- 4.5.9 Every Board member present at a Board meeting has a deliberative vote.
- 4.5.10 All acts of the Board, and all questions coming before the Board, are decided by a simple majority of the Board members present and voting at a properly constituted meeting, unless otherwise provided for in this Constitution, the Bylaws or Board policy.

- 4.6 Conflict of Interest**
- 4.6.1 A Board member who has any material personal interest in a matter being considered at a Board meeting must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
 - (b) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (c) disclose the nature and extent of the interest at the next General meeting.
- 4.6.2 Article 4.6.1 does not apply in relation to a material personal interest that:
 - (a) exists only because the Board member is a member of a class of persons for whose benefit the Association is established; or
 - (b) the Board member has in common with all, or a substantial proportion of, the members.

- 4.7 Minutes of Board Meetings**
- 4.7.1 Subject to Article 4.7.3 the Secretary must cause proper minutes of all proceedings of every Board meeting to be entered into a minute book within 30 days after the holding of each Board meeting.

- 4.7.2 The minutes referred to under to Article 4.7.1 must contain:
- (a) the names of all Board members present and those whose apologies for non-attendance were accepted by the Board meeting;
 - (b) details of any material personal interest disclosed by a Board member under Article 4.6.1(a); and
 - (c) all resolutions made or passed by the Board at the Board meeting.
- 4.7.3 If the Secretary is not present at the Board meeting, the Board must nominate and authorise a person to be responsible for complying with the requirements set out in Article 4.7.1 in relation to that particular Board meeting.
- 4.7.4 The minutes created under Article 4.7.1 when signed by the chairperson will be, until the contrary is proved, evidence that:
- (a) the Board meeting was duly convened and held;
 - (b) all proceedings recorded as having taken place at the Board meeting did in fact take place; and
 - (c) all appointments reported to have been made at the Board meeting have been validly made.
- 4.8 Councils**
- 4.8.1 There will be a Council for each school or campus.
- 4.8.2 The election or appointment of members of a School Council will be as prescribed in the Board and Council Members Bylaw.
- 4.9 Board Committees**
- 4.9.1 Committee members must be members of the Association and individually receive written notification of their appointment.
- 4.9.2 A committee, unless otherwise specified, will be accountable and report in writing to the Board.
- 4.9.3 Unless specified otherwise in the Terms of Reference, the conduct of committee meetings will, where applicable, be in accordance with the Meeting Procedures Bylaw.
- 4.10 Teachers, Educational Assistants and Senior Employees**
- 4.10.1 Teachers employed by the Association must be communicant members in good standing of one (1) of the Free Reformed Churches of Australia or one (1) of their sister churches.
- 4.10.2 Educational Assistants employed by the Association must be members in good standing of one (1) of the Free Reformed Churches of Australia or one (1) of its sister churches.
- 4.10.3 Employees appointed and designated by the Board as Senior employees in areas of administration and management must be communicant members in good standing of one (1) of the Free Reformed Churches of Australia or one (1) of its sister churches.

4.11 Common Seal

- 4.11.1 The Association will have a common seal on which its corporate name appears in legible characters.
- 4.11.2 The Secretary is to have charge of the common seal of the Association, and is responsible for the safe custody and proper use of it.
- 4.11.3 The common seal of the Association may only be used on the authority of the Board given either generally or specifically and every document to which the seal is affixed must be signed by the Chairman and Secretary or a senior employee authorised by the Secretary.
- 4.11.4 The Secretary is to record in a register each date on which the common seal of the Association was affixed to a document, the nature of the document, and the parties to any agreement to which the common seal was affixed, and report to the Board a listing of the uses made of the common seal.

4.12 Amendments to Constitution

The Association may amend the Constitution subject to having given the members at least 14 days prior notice of the proposed amendment and the vote having been carried by a special resolution as defined in the Act.

4.13 Dissolution

- 4.13.1 The Association may be dissolved if the Association is solvent and decides by special resolution of the Association members that it be wound up voluntarily.
- 4.13.2 If on the winding up of the Association any property, excluding the *Building and Maintenance Fund*, remains after satisfaction of the debts and liabilities, including the charges and costs of winding up the Association, that property will be placed under the administration of a Board of Trustees as set out in Article 4.13.3.
- 4.13.3 Each consistory of the Free Reformed Churches from which the Association draws its members at the time of winding up will be requested to appoint one (1) member to the Board of Trustees.
- 4.13.4 Excluding the *Building and Maintenance Fund*, the Board of Trustees will distribute the surplus property to one (1) or more entities of the type set out in the Act formed within the said Free Reformed Churches having the Foundation described in Article 1.2 and Objects similar to that defined in Article 1.3. Surplus funds from the Building and Maintenance Fund will be distributed as per Article 4.13.5 and are not subject to the provisions of Article 4.13.7.
- 4.13.5 If the *Building and Maintenance Fund* is wound up or if the endorsement, if any, of the Free Reformed School Association as a deductible gift recipient for the operation of the Fund is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it will be transferred to a fund, authority or institution to which tax deductible gifts can be made and which fund, authority or institution is also an incorporated association.
- 4.13.6 The Board of Trustees appointed under Article 4.13.3 must as first priority transfer the surplus assets of the *Building and Maintenance Fund* in accordance with Article 4.13.5 to a fund supporting education with a Foundation as per Article 1.2 and Objects similar to that defined in Article 1.3.

- 4.13.7 If no effect can be given to the distribution described in Article 4.13.4 within 24 months of dissolution, the surplus property will be distributed between the said Free Reformed Churches which are incorporated associations in direct proportion to the number of Association members at the date of dissolution.
- 4.13.8 Prior to the distribution of surplus property under Article 4.13, the Board will lodge with the Commissioner a distribution plan as required under the *Associations Incorporation Act 1987*. The distribution plan must be implemented within the time frames prescribed under section 33(7) of the *Act*.

4.14 Dispute Resolution

The procedure for dealing with any dispute under or relating to this Constitution between:

- (a) a member and another member; or
- (b) a member and the Association,

is set out in Schedule 1 to the Constitution.

END

Schedule 1

DISPUTE RESOLUTION AND ARBITRATION AND APPEALS COMMITTEE – APPOINTMENT OF COMMITTEE AND PROCEDURE

1. In this Schedule:
 - (a) appellant means:
 - i. a member who has instigated a dispute under article 4.14; or
 - ii. a person who has instigated a membership appeal under article 2.2;
 - (b) Notice means a written notice prepared by an Appellant identifying the particulars of the dispute or appeal.
2. The dispute resolution procedure set out in this Schedule 1 applies to:
 - (a) disputes arising under or in relation to the Constitution between:
 - i. a member and another member; and
 - ii. a member and the Association; or
 - (b) appeals by a member, an expelled member or an applicant for membership who is aggrieved by a Board decision.
3. An Arbitration and Appeals Committee under this Schedule will consist of five (5) members of the Association, appointed as follows:
 - (a) the appellant must nominate two (2) Association members and include their names with a written Notice;
 - (b) the Board will appoint two Association members within 21 days of receiving the written Notice; and
 - (c) a fifth member, who will be the Chairperson of the Committee, will be appointed by the four aforementioned members and if these members are unable to come to an agreement they must request the consistency of the appellant to appoint the fifth member.
4. When constituted, the Committee will inform both the parties to the dispute or appeal and the Board in writing of its composition, its contact details and the manner in which it intends to resolve the dispute.
5. Prior to hearing any matter, the Committee is to determine whether the appellant has standing in respect to the matter in dispute and if the Committee considers that the appellant is not specifically aggrieved or have sufficient standing it may decline to hear the matter.

6. The Committee is first to determine whether the parties have taken sufficient steps to resolve the matter in dispute and may require the parties to comply with certain directions before it hears and determines the dispute or appeal.
7. The Committee may request any person to produce documents or give evidence it considers necessary for determining the dispute or appeal.
8. The Committee will inform the parties to the dispute or appeal and the Board in writing of its decision which will be final and binding unless it conflicts with the Constitution and/or a Bylaw of the Association.
9. The arbitration and appeal must be confidential and without prejudice.
10. If the arbitration process does not result in the dispute or appeal being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
11. The Committee may make recommendations in relation to procedural matters arising from the dispute or appeal.
12. The Association will pay the reasonable expenses incurred by the Committee, or members of the Committee, in determining a dispute or appeal.
13. A Committee will be disbanded immediately upon having determined an appeal or dispute and delivered its findings.

END

GENERAL PROVISIONS BYLAW

Part 1 - MEMBERSHIP

1.1 Application for Membership

Applications for Association membership may be submitted:

- (a) in writing addressed to the Board, a School Council, the Association's administration; or
- (b) with a Board or Council member, or a Receiving Treasurer, by whatever practical method may be in use from time to time.

Applicants eligible and approved for membership must complete and sign the Membership Application Form as approved by the Board from time to time.

1.2 Limit on Requiring a Joining Fee

Where the Board, under Article 2.1.2 of the Constitution, requires a membership joining fee this will not exceed the amount equivalent to the membership fee which would have accrued over the preceding four (4) years, less any amount paid by the applicant during that period.

1.3 Membership - Arbitration and Appeals

Any member, expelled member or applicant for membership aggrieved by a decision of the Board must first endeavour to have the matter resolved by consultation and negotiation. Where this is not successful the aggrieved person may seek to have the matter determined by an Arbitration and Appeals Committee which must act under the authority of the *Commercial Arbitration Act 1985*.

The appointment of an Arbitration and Appeals Committee, and the procedure it must follow in determining an appeal, is set out in Schedule 1 to the Constitution.

Part 2 - FEES AND FUNDS

2.1 Contributions Considered as School Fees When Members' Children Enrolled

Membership fees paid or payable by members who have one or more children enrolled at the schools of the Association are deemed to be School Fees.

2.2 Association Funds

The funds of the Association may be derived from any or all the following sources: joining fees, membership fees/contributions, educational fees, donations, gifts, legacies, loans, distributions of income or capital and any other lawful presentation of funds or property. The Association may at any time determine the source, type or character of funds received and account for the same accordingly.

2.3 Reserve Funds

The purpose of each Reserve Fund the Board proposes to establish is to include a separate statement of objective and the rules that will be applicable to its collection, transfer, disbursement and termination. A report concerning the establishment of any Reserve Fund will be made to the Annual General meeting of the Association.

2.4 Building and Maintenance Fund

The Board has established and will maintain a *Building and Maintenance Fund* in accordance with the rules and conditions stipulated by the Australian Taxation Office regarding a "gift fund", and appoint not less than three persons to act as trustees of that Fund.

END

BOARD AND COUNCIL MEMBERS BYLAW

Part 1 - ELECTION OF COUNCIL MEMBERS

1.1 When Positions Become Vacant

A Council position becomes vacant when:

- (a) a Council member resigns from office, or
- (b) a Council member has been absent from four (4) successive ordinary meetings of the Council without valid reason or without obtaining the Council's prior consent, or
- (c) a Council member ceases to be a member of the Association under Article 2.1.1 of the Constitution, or
- (d) the term of a Council member expires.

1.2 Casual Vacancies

A Council may, subject to approval of the Board, fill a casual vacancy on the Council until such time as it is practical for the Association members to elect a member to fill the vacancy.

1.3 School Councils

- 1.3.1 A primary school Council will consist of not less than three (3) Association members and a secondary school or college Council will have not less than five (5) Association members.
- 1.3.2 Council members must be Association members in the Council's catchment area.
- 1.3.3 Association members who either reside in a school's catchment or whose child or children attend that school, are eligible to elect Council members.
- 1.3.4 The Chairman of a Council will be elected by the members of the Council.
- 1.3.5 The term of office for Council members will be three (3) years and retiring Council members are eligible for re-election.

1.4 Election of School Council Members

Council members will be elected at the relevant Council's General meeting and where the election is to replace retiring members it will take place within eight (8) weeks of the Association's Annual General meeting.

1.5 Election of School Council Members Procedure

- (1) The election will be organised by the relevant Council.

- (2) At least 35 days prior to a Council General meeting at which voting for Council member is to take place the Council will notify its members of the number of vacant positions to be filled and invite them to nominate suitable candidates. Any such nomination must be endorsed by the signatures of at least two Association members eligible to vote at the meeting and be accompanied by the written consent of the nominated member.
- (3) Association members will be given at least 14 days' notice of the invitation to submit nominations. A Council is permitted to add its own nomination(s).
- (4) The election will be conducted by secret ballot. Blank and informal ballot papers will be declared invalid and have no bearing on the outcome of the election.
- (5) To qualify as a Council member a candidate requires a majority of valid votes cast by the Council's Association members eligible to vote under the Constitution and Bylaws, regardless whether they voted in person at the meeting or by postal vote. If after two general ballots no majority is obtained there will be a revote of those candidates that received the most votes in the second ballot. Should this result in a tied vote, the older candidate will be declared elected.

Part 2 - OTHER

2.1 Conditions of Appointment - Board Members

The appointment of an Association member elected to the Board will be subject to the elected member:

- (a) satisfying the criteria set out in any Australian government law for holding such office and successfully obtaining such clearances as may be required; and
- (b) at or prior to the member's first meeting pledging to:
 - uphold and promote the Foundation and Object of the Association,
 - abide by the Constitution, the Bylaws and Board policies; and
 - comply with any Code of Conduct or protocols adopted by the Board that may be in existence at that time.

2.2 Temporary Teaching Appointments - Board Members

The authorisation of a Board member to a temporary teaching appointment will only be considered if, in the opinion of the Board, there is no other practical alternative. Any approval will be subject to the following minimum conditions:

- (a) the appointment will be limited to no more than three (3) months full-time equivalent employment in any calendar year; and
- (b) the relevant Board member is not to attend nor participate in any meetings of the Board during the period of employment; and

- (c) the Board, in its Annual Report, will disclose to the Association which Board member(s) held what teaching position(s), for what period(s) and for what reason(s).

A Board member seeking the Board's approval for a temporary teaching appointment must abstain from participating in the debate and voting on the matter.

2.3 Temporary Teaching Appointments - Council Members

The authorisation of a Council member to a temporary teaching appointment will be subject to the following minimum conditions:

- (a) the employment will be limited to no more than two (2) terms in any calendar year; and
- (b) the employment is supported by the relevant Council and its Principal; and
- (c) the member will not participate in any discussion or voting on any matter affecting the performance or appraisal of their Principal, a colleague teacher or teacher's assistant; and
- (d) the member will not be present at a Council meeting during the discussion or voting on any matter in which he or she has, or may have, a direct or indirect financial or other interest, or where his or her impartiality may be called into question.

END

MEETING PROCEDURES BYLAW

Part 1 - PRELIMINARY

1.1 Proceedings Conducted According to Bylaw

The proceedings and business of the Board and, where applicable, a committee appointed by the Board, will be conducted in accordance with the Constitution and this Bylaw.

1.2 Definitions

(1) In these Meeting Procedures unless the context otherwise requires-

“**clause**” means a clause of these Meeting Procedures;

“**Presiding Member**” means the Chairman or the member performing a function of the Chairman, as well as the presiding member of a committee or the deputy presiding member, or a member of a committee when performing a function of the presiding member.

“**substantive motion**” means an original motion or an original motion as amended, but does not include an amendment or a procedural motion.

(2) Unless otherwise defined in this bylaw the terms and expressions used in the Meeting Procedures are to have the meaning given to them in the Constitution.

Part 2 - BUSINESS OF MEETINGS

2.1 Business to be Specified on Notice Paper

(1) Subject to clause 2.10 no business is to be transacted at any ordinary meeting of the Board or General meeting of the Association other than that specified in the agenda.

(2) No business is to be transacted at a Special meeting of the Board or a Special meeting of the Association other than that given in the notice as the purpose of the meeting.

(3) No business is to be transacted at an adjourned meeting of the Board other than that-

(a) specified in the notice of the meeting which had been adjourned; and

(b) which remains unresolved; except in the case of an adjournment to the next ordinary meeting of the Board or the committee, when the business unresolved at the adjourned meeting is to have precedence at that ordinary meeting.

2.2 Order of Business

(1) Unless otherwise decided by the Board, the order of business at any ordinary meeting of the Board is to be as follows-

(a) Opening

- (b) Attendance and Apologies
 - (c) Disclosure of Members' Interests
 - (d) Question and Statement Time for Visitors
 - (e)
 - (f) Business Items and Reports
 - (g) Confirmation of Minutes
 - (h) Announcements by the Chairman Without Discussion
 - (i) Urgent Business Not Listed on the Agenda
 - (j) Proposals or Motions of Which Previous Notice Has Been Given
 - (k) Questions by Members of Which Due Notice Has Been Given
 - (l) General Business
 - (m) Matters Behind Closed Doors
 - (n) Close
- (2) Unless otherwise decided by the members present, the order of business at any Special meeting of the Board is to be the order in which the business stands in the agenda of the meeting, or as determined by the Presiding Member.
- (3) All Board meetings will be opened with the reading of a portion of God's Word and prayer, and closed with a prayer of thanksgiving.

2.3 Agenda to be Prepared – Board and Committee Meetings

- (1) The Secretary is to prepare an agenda for each ordinary meeting and this is to include-
- (a) for confirmation, minutes of the last ordinary meeting, and minutes of any Special meeting which need to be confirmed;
 - (b) reports of the Secretary, employees, committees and delegates;
 - (c) other business to be raised and attended in accordance with the Meeting Procedures in this Part.
- (2) Notwithstanding paragraph (c) of subclause (1), the Secretary may include on the agenda of a Board or committee meeting any matter which the Secretary considers must be decided by the meeting.

2.4 Attendance and Apologies

The minutes will record the names of the members who tendered an apology for non-attendance and the names of those who attended and the time, or times, they joined, left from and/or returned to, the meeting.

2.5 Disclosure of Members' Interests

The requirements relating to declaring interests is set out in Part 5 of this bylaw.

2.6 Question and Statement Time for Visitors

- (1) A visitor who addresses the Board or a committee during question and statement time is to state their name.
- (2) A visitor who wishes to ask a question or make a statement must be present in person.
- (3) A question may be taken on notice by the Board for a later response.
- (4) The duration of a person making a public statement is limited to three (3) minutes; and no reply, discussion or question relating to a statement is to occur, unless otherwise determined by the Chairman or Presiding Member at the meeting.
- (5) A visitor will direct a question through the Presiding Member and not to any individual member or members.
- (6) A visitor provided with a reply is not to interact with, nor seek to enter into a debate on, the reply.

2.7 Matters for Which the Meeting May be Closed to Visitors and/or Advisers

The Secretary or the Presiding Member may identify early in the meeting any matter on the agenda of the meeting that may be, or requires to be, discussed behind closed doors and unless the Board by a simple majority decision decides to the contrary, the matter will be discussed behind closed doors as the last item of the meeting.

2.8 Confirmation of Minutes

- (1) The minutes of a meeting of the Board are to be submitted to the next meeting of the Board for confirmation.
- (2) The Presiding Member of the meeting at which the minutes are confirmed is to sign the minutes and certify the confirmation.
- (3) Discussion of any minutes, other than discussion as to their accuracy as a record of the proceedings, is not permitted.

2.9 Announcement by the Chairman or Person Presiding Without Discussion

At any meeting of the Board the Chairman or the Presiding Member may announce or direct attention to any matter of interest or relevance to the business of the Association, the Board or a committee.

2.10 Urgent Business not Listed on the Agenda

Any member of the Board can raise an item of urgent business not listed on the agenda. Before proceeding with the business the member must obtain a simple majority resolution of the Board for the matter to be accepted as urgent.

2.11 Proposals or Motions of Which Previous Notice Has Been Given

- (1) Unless where these Meeting Procedures otherwise provide, a member may raise at a meeting such business as the member considers appropriate, in the form of a proposal or motion, of which notice has been given in writing to the Secretary.
- (2) A proposal or notice of motion is to be given at least five (5) clear working days before the meeting at which it is to be considered or no later than two (2) days before the agenda for that meeting is distributed.
- (3) The Secretary-
 - (a) with the concurrence of the Chairman, may exclude from the notice paper any proposal or notice of motion which is out of order; or
 - (b) may on the Secretary's own initiative make such amendments to the form but not the substance thereof as will bring the proposal or notice of motion into due form; and
 - (c) may under the Secretary's name provide relevant and material facts and circumstances pertaining to the proposal or notice of motion on such matters as policy, budget and law.
- (4) A motion of which notice has been given will lapse unless-
 - (a) the member who gave the notice, or some other member authorised by that member in writing, is present to move the motion when called on and the motion is seconded; or
 - (b) The Board, on a motion, agrees to defer consideration of the motion to a later stage or date.
- (5) A motion of which notice has been given by a member can be withdrawn by the member before it has been seconded, or with the consent of the seconder once it has been seconded, but it cannot be withdrawn once debate has commenced unless the Board by simple a majority decision agrees to a request by the originator of the motion to have it withdrawn.
- (6) A motion of which notice has been given by a member must be moved in the form it appeared on the agenda but this does not prevent a member - other than the members who moved and seconded the motion - from submitting an amendment to it.
- (7) If a notice of motion is given and lapses in the circumstances referred to in subclause (4), a notice of motion in the same terms or the same effect may be given for consideration at a subsequent meeting of the Board.

2.12 Questions by Members of Which Due Notice Has Been given

- (1) A question with notice is to be given by a member in writing to the Secretary at least 24 hours before the meeting at which it is intended to be raised.
- (2) If the question referred to in subclause (1) is in order, the answer is, so far as is practicable, to be included in written form in the agenda of the meeting, or otherwise raised at the meeting.
- (3) The Presiding Member is to cause a question and answer on notice to be read aloud or openly displayed during the consideration of agenda item 2.2 if considered practicable by the Presiding Member.
- (4) Every question and answer is to be submitted as briefly and concisely as possible.
- (5) No discussion is to be allowed on the questions or the answers.

2.13 General Business

- (1) At an Ordinary Board meeting a member may raise as an item of general business-
 - (a) an item of information;
 - (b) a question without notice - provided the person to whom the question is directed may defer a response to a later time;
 - (c) a proposal or a notice of motion for consideration at the next or a future meeting.
- (2) The purpose of general business is to exchange information only and no decisions on any matter will be permitted except with the unanimous vote of all members present.

2.14 Matters Behind Closed Doors

Matters contained in the agenda of the meeting and deferred for consideration behind closed doors, will be considered immediately before the closure of the meeting and at that point the Meeting Procedures are suspended without requiring a specific motion to that effect. Meeting Procedures are resumed at the point at which the meeting ceases to be behind closed doors.

Part 3 - ASSOCIATION MEMBERS' ACCESS TO AGENDA MATERIAL

3.1 Inspection Entitlement

- (1) Notice papers and the agenda relating to any Board meeting, reports and other documents except documents which -
 - (a) are tabled at the meeting; or
 - (b) have been produced for presentation at the meeting, will, upon request, be made available for inspection by members of the Association as soon as practicable after,

the notice papers, agenda or documents have been made available to the members of the Board.

- (2) Nothing in subclause 3.1(1) entitles members of the Association to inspect the information referred to in that subclause if, in the Secretary's opinion, the meeting or that part of the meeting to which the information refers is likely to be closed to visitors.

3.2 Board May Close a Meeting To Visitors

The Board may close to visitors a meeting or part of the meeting, if the meeting or part of the meeting deals with the following-

- (a) a matter affecting an employee or employees;
- (b) the personal affairs of any person;
- (c) a contract entered into, or which may be entered into, by the Association and which relates to a matter to be discussed at the meeting;
- (d) legal advice obtained, or which may be obtained, by the Association and which relates to a matter to be discussed at that meeting;
- (e) a matter that if disclosed, would reveal-
 - (i) a trade secret; or
 - (ii) information that has a commercial value to a person; or
 - (iii) information about the business, professional, commercial or financial affairs of a person, where the trade secret or information is held by, or is about, a person other than the Association;
- (f) a matter that, if disclosed, could be reasonably expected to-
 - (i) impair the effectiveness of any lawful method or procedure for preventing, detecting, investigating or dealing with any contravention or possible contravention of the law; or
 - (ii) endanger the security of the Association's property; or
 - (iii) prejudice the maintenance or enforcement of a lawful measure for protecting public safety.

3.3 Confidentiality of Information Withheld

- (1) Information withheld by the Secretary from Association members under clause 3.1(2) and marked "confidential" in an agenda will-
 - (a) be treated as strictly confidential by persons in receipt of this information; and

- (b) not without the authority of the Board be disclosed to any person other than the Chairman, Board members or the employees of the Board to the extent necessary for the purpose of carrying out their duties.
- (2) Such information is to be identified in an agenda under the item "Matters for Which the Meeting May be Closed" and if the Board decides to close the meeting for consideration of that matter, it is to be deferred for consideration as the last item of the meeting.
- (3) Notwithstanding that information is not withheld by the Secretary under clause 3.1(2), the Board may, at any time during the course of a meeting, decide to close the meeting for consideration of a matter mentioned in clause 3.2 in which event that matter is, unless the Board decides otherwise, to be deferred for consideration as the last item of the meeting.

Part 4 - DISCLOSURE OF FINANCIAL AND OTHER INTERESTS

4.1 Disclosure of Members' Interests

- (1) For the purpose of this Part a member or an employee attending and providing advice to a Board or committee meeting has an interest in a matter if that member or employee - or a person closely associated to that member or employee – has a direct or indirect financial interest in the matter.

"financial interest" means where a member or employee has a financial interest in a matter where it is reasonable to expect that the matter will, if dealt with by the Board or a committee in a particular way, result in a financial gain, loss, benefit or detriment for the person.

"indirect financial interest" refers to a financial relationship between a member or employee and another person who requires a Board or committee decision in relation to the matter.

"partiality interest" means an interest, other than a direct or indirect financial interest, that would give rise to a reasonable belief that the impartiality of a member or employee having the interest would be adversely affected

"closely associated persons" A person is considered closely associated with a member or employee if:-

- (a) the person is in partnership with the member or employee;
- (b) the person is an employer of the member;
- (c) the person is a beneficiary under a trust of which the member or employee is a trustee;
- (d) the person is a body corporate of which the member or employee is a director secretary or executive officer;
- (e) the person is the spouse or child of the member or employee and is living with the member or employee.

- (2) A member who has an interest in any matter to be discussed at a Board or committee meeting that will be attended by the member must disclose the nature of the interest-
 - (a) in a written notice given to the Secretary before the meeting; or
 - (b) at the meeting during the Disclosure of Members' Interests in the order of business or immediately before the matter is discussed.
- (3) Subclause (2) applies in regard to each meeting at which the matter the subject of the interest is to arise other than a member of a committee meeting having in its membership no person who is a Board member or employee.
- (4) A member will not participate in any discussion and debate, nor vote on a matter in which the member has a financial or indirect financial interest and must leave the room during the deliberations and voting on that matter unless the Board or committee having been informed of the nature and extent of the interest, declares by resolution that the interest is trivial.
- (5) A member disclosing a partiality interest in a matter may participate in any discussion and debate, and vote on the matter.

4.2 Member with an Interest may ask to be Present

- (1) Where a member has disclosed the nature of an interest in a matter, immediately before the matter is considered by the meeting, the member may, without disclosing the extent of the interest, request that they be allowed to be present during any discussion or decision making procedure related to the matter.
- (2) If such a request is made, the member must leave the room while the request is considered. If the request is allowed by the members, the member may return to the meeting and be present during the discussion or decision making procedure related to that matter, but is not permitted to participate in any way.

4.3 Member with an Interest may ask Permission to Participate

- (1) A member who discloses both the nature and extent of an interest, may request permission and take part in the consideration or discussion of the matter, or to vote on the matter.
- (2) If such a request is made, the member must leave the room while the request is considered. If it is decided at a meeting that a member who has disclosed both the nature and extent of an interest in a matter, be permitted to participate in the consideration and discussion of the matter or to vote on the matter, or both, then the member may return to participate to the extent permitted.

4.4 Invitation to Return to Provide Information

Where a member has disclosed an interest in a matter and has left the room in accordance with this bylaw, the meeting may resolve to invite the member to return to provide information in respect of the matter or in respect of the member's interest in the matter and in such case the member is to withdraw after providing the information.

4.5 Disclosures by Employees

- (1) If an employee presents a written report to a meeting, on a matter in which the employee has an interest, the nature of the interest is to be disclosed at or prior to the commencement of discussion on the report.
- (2) If such an employee makes a verbal report to a meeting on a matter in which the employee has an interest, the employee is to preface the advice to the meeting by verbally disclosing the nature of the interest.

Part 5 - QUORUM

5.1 Procedure if no Quorum

If a quorum has not been established within 15 minutes after a Board or committee meeting is due to begin then the meeting can be adjourned-

- (a) in the case of the Board, by the Chairman, or if the Chairman is not present at the meeting, by the Deputy Chairman
- (b) in the case of a committee by the Presiding Member of the committee or if the Presiding Member is not present at the meeting, by the Deputy Presiding Member;
- (c) if no person referred to in paragraph (a) or (b), as the case requires, is present at the meeting, by the majority of members present;
- (d) if only one member is present, by that member; or
- (e) if no member is present or if no member other than the Secretary is present, by the Secretary or other person authorised by the Secretary.

5.2 Quorum to be Present

- (1) The Board or a committee is not to transact business at a meeting unless a quorum is present.
- (2) If at any time during a meeting of the Board or committee, a quorum is not present in relation to a particular matter because of a member or members leaving the meeting after disclosing a financial interest, the matter is adjourned until a quorum is present to decide the matter.
- (3) If at any time during the course of a meeting of a committee a quorum is not present in relation to a particular matter because of a member or members leaving the meeting after disclosing a financial interest, the procedural motion "**that the committee proceed to the next business**" will be deemed to have effect and the Secretary is to submit the matter to the next following Board meeting for determination.
- (4) If at any time during the course of a meeting of the Board or committee a quorum is not present because of a member or members leaving the meeting for reasons other than disclosure of a financial interest, the person presiding is to suspend the proceedings of the meeting for a period not exceeding fifteen (15) minutes, and if a quorum is not present at the end of that time, the meeting is deemed to have been adjourned and the person presiding

is to reschedule it to some future time or date having regard to the period of notice which needs to be given under the Constitution or the Meeting Procedures when calling a meeting of that type.

Part 6 - KEEPING OF MINUTES

6.1 Content of Minutes

- (1) The minutes will record the nature of an interest where a member temporarily vacates the meeting due to a disclosure of a conflict of interest.
- (2) The content of minutes of a meeting of the Board will include the names of the mover and seconder of each motion, as well as the numerical count of the vote and its result, against every item on which a decision was made, including minor items that required or produced no debate.
- (3) Insofar it is reasonable and practical to do so, the reason for the decision will be incorporated in the motion or recorded in the minutes where:-
 - (a) an application for approval is declined; or
 - (b) the authorisation of a permit, or certificate is otherwise withheld or cancelled; or
 - (c) a written recommendation from an employee or committee is rejected.

6.2 Preservation of Minutes

Minutes of each Association, Board, Council and committee meeting are a permanent record of the activities of the Association and the Secretary will be responsible for ensuring they are kept safe and secure.

Minutes of General and Special meetings of the Association will be published with the notice for the next General meeting.

Part 7 - CONDUCT AT BOARD AND COMMITTEE MEETINGS

7.1 Official Titles to be Used

Members of the Board will speak of each other in the Board by their respective titles of Chairman or brother (or sister). Members of the Board, in speaking of or addressing employees, will designate them by their respective official titles.

7.2 Adverse Reflection

- (1) No member of the Board or a committee or any employee of the Association speaking at a meeting of the Board or a committee is to reflect adversely upon a decision of the Board or a committee except on a motion that the decision be revoked.

- (2) No member of the Board or a committee or any employee of the Association speaking at a meeting of the Board or a committee is to use offensive or objectionable expressions in reference to any member of the Board, or any other person.
- (3) Unless it applies to conduct that is unlawful under *The Criminal Code* Chapter XXXV, a member of the Board attending a Board meeting or other organised event where members of the Association or the public are present, must not, either orally, in writing or by any other means –
 - (a) make a statement that an Association employee is incompetent or dishonest; or
 - (b) use offensive or objectionable expressions in reference to an Association employee.

7.3 Recording of Proceedings Allowable in Certain Circumstances

No person other than the minute clerk is to use any electronic, visual or vocal recording device or instrument, to record verbatim the proceedings of the Board unless the person has been given permission by the Presiding Member to do so and complies with any conditions associated with such permission.

7.4 Prevention of Disturbance

- (1) Any member of the Association addressing the Board is to extend due courtesy and respect to the Board and the processes under which they operate and must take direction from the Presiding Member whenever called upon to do so.
- (2) No Association member observing a meeting is to create a disturbance at a meeting by interrupting or interfering with the proceedings, whether by expressing approval or dissent, by conversing or by any other means.

Part 8 - CONDUCT DURING DISCUSSION AND DEBATE

8.1 Informal Discussion

- (1) A period of informal discussion on an item prior to receiving a motion - and the commencement of debate on it - will be at the discretion of, or permitted by, the Chairman or Presiding Member and such discussion will continue until the Chairman or Presiding Member deems it to have been of sufficient duration or a motion to that effect is received and carried, at which time the period of informal discussion ceases.
- (2) The meeting, by a simple majority vote, can disagree with the Chairman's or Presiding Member's ruling on terminating a discussion, or the timing of a member's introduction of a motion to that effect, if it considers the cessation of informal discussion to be premature.
- (3) There is no limit on the number of times a member may speak on a matter under informal discussion.

8.2 Members Speaking at Board Meetings

Every member wishing to speak will indicate by show of hands or other method agreed by the Board and may speak when invited by the Chairman or Presiding Member. Members will address the Board through the Chairman or the Presiding Member.

8.3 Participation of Advisers at Board Meetings

- (1) The participation of an employee or adviser at Board meetings during debate on a motion will, as far as practicable, be limited to:
 - (a) Answering questions put by a Board member; or
 - (b) After first having requested and granted approval to speak by the Presiding Member, correcting any misconceptions or errors of fact made during debate.
- (2) In speaking, a staff member or adviser will not interact with the views expressed by elected members nor demonstrate – whether in tone or manner – support or dissent for such views.
- (3) However nothing in this rule prevents the Presiding Member or a Board member from asking an employee or adviser for his or her personal opinion on any aspect of the matter under debate, including an opinion on views expressed by a Board member.

8.4 Priority

In the event that two (2) or more members of the Board wish to speak at the same time, the Presiding Member will decide which member is entitled to be heard. The decision is not open for discussion or dissent.

8.5 Chairman May Take Part in Debates

Subject to the provisions of these Meeting Procedures, the Chairman may move a motion and take part in a debate upon any matter before the Board, provided that this is done before the right of reply is exercised.

8.6 Limitation of Number of Speeches

No member will address the Board more than once on any motion or amendment before the Board except the mover of a substantive motion, in reply, or to a point of order, or in explanation.

8.7 Limitation of Duration of Speeches

All addresses will be limited to a maximum of five (5) minutes. Extension of time is permissible only with the agreement of a simple majority of the members present.

8.8 Members Not to Speak After Conclusion of Debate

No member of the Board is to speak to any question after it has been put by the Presiding Member.

8.9 Members Not to Interrupt

No member of the Board is to interrupt another member of the Board whilst speaking unless-

- (1) to raise a point of order; or
- (2) to call attention to the absence of a quorum; or
- (3) to make a personal explanation under clause 9.15.

8.10 Re-Opening Discussion on Decisions

No member of the Board is to re-open discussion on any decision of the Board, except for the purpose of moving that the decision be revoked or changed.

8.11 Dissent with the Ruling of the Presiding Member

Except where expressly prohibited in these Meeting Procedures or the Constitution, a member of the Board may move a procedural motion to disagree with a ruling given by the Presiding Member. The Presiding Member must immediately call for a seconder and put the motion without debate.

Part 9 - PROCEDURES FOR DEBATE OF MOTIONS

The moving and seconding of a motion signals the commencement of formal debate and the rules set out in this part then will apply.

9.1 Motions to be Stated

Any member of the Board who moves a substantive motion or amendment to a substantive motion is to clearly indicate the substance of the motion by reference to a recommendation contained in a written report or the agenda, or by stating the motion before speaking to it.

9.2 Motions May Require to be Submitted in Writing

The mover of a motion must submit it in writing if requested to do so by the Chairman or Presiding Member.

9.3 Motions to be Seconded

No motion or amendment to a substantive motion will be open to debate until it has been seconded and it lapses if there is no seconder to it.

9.4 Only One Substantive Motion Considered

When a substantive motion is under debate at any meeting of the Board, no further substantive motion is to be accepted.

9.5 Breaking Down of Complex Questions

The Chairman or Presiding Member may order a complex question to be broken down and put in the form of several motions, which will be put in sequence.

9.6 Altering the Wording of an Original Motion

An alteration to the wording of an original motion can be made with the consent of both the mover and the seconder provided there is no voice expressed to the contrary by any member. Any member other than the mover and seconder of an original motion can move an amendment and on it being seconded, debate on the amendment takes precedence.

9.7 Order of Call in Debate

The Chairman or Presiding Member will call speakers to a substantive motion in the following order-

- (a) The mover to state the motion;
- (b) A seconder to the motion;
- (c) The mover to speak to the motion;
- (d) The seconder to speak to the motion;
- (e) A speaker against the motion;
- (f) A speaker for the motion;
- (g) Other speakers against and for the motion, alternating in view, if any;
- (h) Mover takes right of reply which closes debate.

9.8 Member May Require Questions to be Read

Any member may require the question or matter under discussion to be restated or displayed at any time during a debate, but not so as to interrupt any other member whilst speaking.

9.9 One Amendment at a Time

- (1) Only one (1) amendment at a time is to be discussed.
- (2) Whenever an amendment is lost, another amendment may be moved before the original motion is put to the vote.
- (3) Where an amendment is carried, one (1) further amendment to the original motion as amended, and no more, may be moved.
- (4) In speaking to an amendment, a member may give notice of an intention to move a further amendment.

9.10 Amendments Must Not Negate Original Motion

No amendment to a motion can be moved which negates the original motion or the intent of the original motion.

9.11 Mover of Motion Not to Speak on Amendment

If the person who moved an original motion chooses to speak to an amendment of that motion, the right of reply is forfeited by that person.

9.12 Substantive Motion

If an amendment to a substantive motion is carried, the motion as amended will then become the substantive motion, on which any member may speak

9.13 Withdrawal of Motion and Amendments

The Board may, without debate, grant leave to withdraw a motion or amendment upon request of the mover of the motion or amendment and with the approval of the seconder provided that there is no voice expressed to the contrary by any member, in which case discussion on the motion or amendment is to continue.

9.14 Limitation of Withdrawal

Where an amendment has been proposed to a substantive motion, the substantive motion is not to be withdrawn, except by consent of the majority of members present, until the amendment proposed has been withdrawn or lost.

9.15 Personal Explanation

No member may speak at any meeting of the Board, except upon the matter before the Board, unless it is to make a personal explanation. Any member of the Board who is permitted to speak under these circumstances must confine the observations to a succinct statement relating to a specific part of the former speech which may have been misunderstood.

9.16 Personal Explanation - When Heard

A member of the Board wishing to make a personal explanation of matters referred to by any member of the Board then speaking, will be entitled to be heard immediately if the member of the Board then speaking consents at the time, but if the member of the Board who is speaking declines to give way, the explanation must be offered at the conclusion of that speech.

9.17 Ruling on Questions of Personal Explanation

The ruling of the Chairman or Presiding Member on the admissibility of a personal explanation will be final unless a motion of dissent with the ruling is moved before any other business proceeds.

9.18 Right of Reply

- (1) The mover of a substantive motion has the right of reply. After the mover of the substantive motion has commenced the reply, no other member is to speak on the question.
- (2) The right of reply must be confined to rebutting arguments raised by previous speakers and no new matter is to be introduced.

9.19 Right of Reply Provisions

The right of reply is governed by the following provisions-

- (a) if there is no amendment to the substantive motion, the mover may reply at the conclusion of the discussion on the motion;
- (b) if there is an amendment, the mover of the substantive motion is to take the right of reply at the conclusion of the vote on any amendments;
- (c) the mover of any amendment does not have a right of reply;
- (d) once the right of reply has been taken, there can be no further discussion or comment, and the original motion, or the original motion as amended, is immediately put to the vote.

Part 10 - PROCEDURAL MOTIONS

10.1 Permissible Procedural Motions

In addition to proposing a properly worded amendment to a substantive motion, it is permissible for a member to move the following procedural motions-

- (a) that the Board proceed to the next business;
- (b) that the item (or question) be deferred;
- (c) that the Board do now adjourn;
- (d) that the question be now put;
- (e) that the question be not now put;
- (f) that the ruling of the Chairman (or Presiding Member) be disagreed with;
- (g) that the motion lie on the table;
- (h) that the Board meet behind closed doors.

10.2 Procedural Motions – Recording in Minutes

The mover, seconder and result of all procedural motions are to be recorded in the minutes of the meeting.

10.3 Procedural Motions – Majority Required

Any procedural motion is to be carried upon a simple majority of members present voting in the affirmative.

10.4 Procedural Motions – Closing Debate – Who May Move

No person who has moved, seconded, or spoken for or against the substantive motion, may move any procedural motion which, once moved, would deny others the right to speak or, if carried, would close the debate on the substantive motion or amendment.

10.5 Procedural Motions – Right of Reply

There is to be no right of reply on any procedural motion.

10.6 Procedural Motions – Right of Reply on Substantive Motion

The carrying of a procedural motion which closes debate on the substantive motion or amendment and forces a decision on the substantive motion or amendment will not deny the right of reply, to the mover of the substantive motion.

Part 11 - EFFECT OF PROCEDURAL MOTIONS

11.1 That the Board Proceed to the Next Business – Effect of Motion

This motion, having been carried, will cause the debate to cease immediately and for the Board to move to the next business of the meeting. No decision will be made on the substantive motion being discussed, nor is there any requirement for the matter to be placed on any future notice paper.

11.2 That the Item (or Question) be Deferred – Effect of Motion

(1) This motion, having been carried, will cause all discussion or debate on the recommendation of a report item, or debate on any substantive motion or amendment relating to that item, to cease. The motion may include a deferral to a later point in the meeting at which it was moved or to a subsequent meeting. Where a deferral is to a subsequent meeting all those who have previously spoken on a substantive motion or an amendment prior to the deferral will be permitted to speak on it again at the meeting to which it has been deferred.

(2) A motion that the item be deferred may not be moved in respect of the election of a Presiding Member.

11.3 That the Board do Now Adjourn – Effect of Motion

This motion, having been carried, will cause the meeting to stand adjourned until it is re-opened at which time the meeting continues from the point at which it was adjourned, unless the Presiding Member, or a by a simple majority vote of the members, determines otherwise. A record is to be taken of all those who have spoken on the matter under consideration at the time of the adjournment.

11.4 That the Question be Now Put – Effect of Motion

(1) This motion, having been carried, during discussion on a substantive motion without amendment, will cause the Presiding Member to offer the right of reply and then immediately put the matter under consideration without further debate.

- (2) This motion, having been carried during discussion on an amendment, will cause the Presiding Member to put the amendment to the vote without further debate.
- (3) This motion, if lost, will allow debate to continue.

11.5 That the Question be Not Now Put – Effect of Motion

- (1) This motion, having been carried during discussion of either a substantive motion or an amendment, will cause the meeting to proceed to the next business with no decision required to be made. In this case, there is no requirement for the matter to be raised again, except that it can only be raised by way of another substantive motion for which due notice must be given.
- (2) This motion, having been lost, will require the Presiding Member to immediately put any amendment to the vote and then to offer the right of reply and put the substantive motion to the vote immediately.

11.6 That the Ruling of the Chairman (or Presiding Member) be Disagreed With – Effect of Motion

This motion, having been carried, will cause the ruling of the Chairman (or Presiding Member) about which this motion was moved, to be reversed and for the meeting to proceed accordingly.

11.7 That the Motion Lie on the Table – Effect of Motion

- (1) This motion, having been carried, will cause debate on the substantive motion and any amendment to cease immediately and for the meeting to proceed to the next business.
- (2) Any member may raise the motion from the table, by giving appropriate notice of motion for any meeting in the future.
- (3) When a motion is raised from the table, the mover of the original substantive motion, or in the absence of the original mover, the person moving this procedural motion, is given the opportunity to reintroduce the matter after which debate will continue according to these Standing Orders.

11.8 That the Board Meet Behind Closed Doors – Effect of Motion

- (1) Subject to any deferral under clause 3.3(2), this motion, if carried, will cause the visitors and any officer or employee the Board determines, to leave the room.
- (2) While a decision made under this clause is in force the operation of clause 8.6, limiting the number of speeches a member of the Board may make, is suspended unless the Board decides otherwise.

Part 12 - MAKING DECISIONS

12.1 Question – When Put

When the debate upon any question is concluded and the right of reply has been exercised, the Presiding Member will immediately put the motion to the vote. A member may request that the motion

be re-stated before the vote is taken in which case the presiding Member will cause the motion to be re-stated.

12.2 Question – Method of Putting

If a decision is unclear or in doubt, the Presiding Member may put the motion or amendment as often as necessary to determine the decision from a show of hands or other method agreed upon by Board before declaring the decision which will be final unless a call for a recording of votes is received, as provided for in clause 12.3 of these Meeting Procedures.

12.3 Recording of Votes

If a member of Board or committee specifically requests that there be recorded-

- (a) their vote; or
- (b) the vote of all members present;

on a matter voted on at a meeting of the Board, then the votes are to be recorded in the minutes.

Part 13 - PRESERVING ORDER

13.1 The Presiding Member to Preserve Order

The Presiding Member is to preserve order, and may call any member to order, whenever, in the Presiding Member's opinion, there is cause for so doing.

13.2 Demand for Withdrawal

A member at a meeting of the Board may be required by the Presiding Member, or by the Board on a motion moved and carried, to apologise and unreservedly withdraw any expression which is considered to reflect offensively on another member or an employee, and if the member declines or neglects to do so, the Presiding Member may refuse to hear the member further upon the matter then under discussion and call upon the next speaker.

13.3 Points of Order – When to Raise – Procedure

Upon a matter of order arising during the progress of a debate, any member may raise a point of order including interrupting the speaker. Any member who is speaking when a point of order is raised will immediately stop speaking while the Presiding Member considers the point of order.

13.4 Points of Order – Definitions

The following are to be recognised as valid points of order-

- (a) that the discussion is of a matter not before the Board;
- (b) that offensive or insulting language is being used;

- (c) drawing attention to the violation of any written law or Meeting Procedure bylaw of the Board, provided that the member making the point of order will, if required to do so by the Presiding Member, state the written law or the bylaw believed to be breached.

13.5 Points of Order – Ruling

The Presiding Member will give a decision on any point of order after the point has been raised by either upholding or rejecting the point of order.

13.6 Points of Order – Ruling Conclusive, Unless Dissent Motion is Moved

The ruling of the Presiding Member upon any question of order will be final, unless a majority of the members support a motion of dissent with the ruling.

13.7 Points of Order – Motion Against Ruling Procedure

An objection having been taken to the ruling of the Presiding Member, the member so objecting may immediately move dissent with the ruling. Should the motion be seconded, it will be put to the vote immediately and the result of the vote, whether in support of the ruling or otherwise, will determine the action of the Board.

13.8 Points of Order Take Precedence

Notwithstanding anything contained in these Meeting Procedures to the contrary, all points of order take precedence over any other discussion and until decided, suspend the consideration and decision of every other matter.

13.9 Precedence of Presiding Member

When the Presiding Member rises during the progress of a debate, any member of the Board then speaking, or offering to speak, will immediately cease speaking and the members present will preserve strict silence so that the Presiding Member may be heard without interruption. This clause is not to be used by the Chairman to exercise the right provided in Clause 8.5, but to preserve order.

13.10 Right of the Person Presiding to Adjourn Without Explanation to Regain Order

If a meeting ceases to operate in an orderly manner, the Presiding Member may use discretion to adjourn the meeting for a period of up to 15 minutes without explanation, for the purpose of regaining order. Upon resumption, debate will continue at the point at which the meeting was adjourned. If, at any one meeting, the Presiding Member has cause to further adjourn the meeting, such adjournment may be to a later time on the same day or to any other day.

Part 14 - ADJOURNMENT OF MEETING

14.1 Meeting May be Adjourned

The Board may, upon a motion moved and carried, adjourn any meeting to a later time on the same day, or to any other day.

14.2 Limit to Moving Adjournment

No member is to move or second more than one motion of adjournment during the same sitting of the Board.

14.3 Unopposed Business – Motion for Adjournment

On a motion for the adjournment of a meeting of the Board the Presiding Member, before putting the motion, may seek leave of the Board to proceed to the transaction of unopposed business.

14.4 Withdrawal of Motion for Adjournment

A motion or an amendment relating to the adjournment of the Board may be withdrawn by the mover, with the consent of the seconder, except that if any member objects to the withdrawal, debate of the motion is to continue.

14.5 Time to Which Adjourned

The time to which a meeting is adjourned for want of a quorum under clause 5.2, or by the Presiding Member to regain order under clause 13.10, or by a decision of the Board under clause 14.1, may be to a time which follows the adjournment, or conclusion of another meeting or event.

Part 15 - ADMINISTRATIVE MATTERS

15.1 Suspension of Provisions of the Meeting Procedures

A motion to suspend temporarily, any one or more of the clauses of the Meeting Procedures regulating the proceedings and business of the Board, must be seconded and carried by a simple majority.

15.2 Cases not Provided for in the Meeting Procedures

The Chairman or Presiding Member is to decide questions of order, procedure, debate, or otherwise in cases where these Meeting Procedures and the Constitution are silent. The decision of the Chairman or Presiding Member in these cases is final, except where a motion is moved and carried under clause 8.11.

END

Free Reformed School Association Inc

Operating John Calvin Schools in Armadale,
Byford, Kelmscott, Rockingham and the South West

18 Robin Hood Ave, Armadale
PO Box 474, Armadale WA 6992
Ph 9497 0000

www.frsa.asn.au



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