

# **ALBANY FREE REFORMED CHURCH EDUCATION ASSOCIATION (INC.)**

## **CONSTITUTION**

### **1. NAME**

The name of the Association is the 'Albany Free Reformed Church Education Association (Inc.)'.

### **2. FOUNDATION**

The foundation of the Association is the Bible or Holy Scripture as the Word of God and as the only rule of life and faith as confessed in the doctrinal standards of the Free Reformed Churches of Australia, namely the Heidelberg Catechism, the Belgic Confession of Faith and the Canons of Dort.

### **3. AIM**

The aim of the Association is to provide and maintain schools of primary and secondary education in conformity with Article 2 of this constitution.

### **4. INCIDENTAL POWERS**

In the carrying out of its aims, the Association shall have power –

- (a) to purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges;
- (b) to borrow or raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon charging all or any of the property real or personal both present and future of the Association and to redeem or pay off any existing or future security;
- (c) to enter into such contracts and do all such other things as are incidental or conducive to the attainment of its aim.

### **5. MEMBERSHIP**

- (a) All persons who are confessing members of either the Free Reformed Church of Albany or of one of the sister churches as defined in this Constitution shall be eligible to become members of the Association.
- (b) The committee of the Association will enroll as members those persons who are eligible for membership and who have made written application for membership to the secretary.
- (c) A person shall cease to be a member of the Association if -
  - (i) he is no longer eligible for membership; or
  - (ii) he gives to the secretary written notice of his intention to resign his membership of the Association; or
  - (iii) he is expelled in accordance with the provisions of Article 14.

### **6. GENERAL MEETING**

- (a) The annual General Meeting shall be held within three (3) months of the end of the previous school financial year at such a time and place as the Committee may appoint, and the following shall be the order of business –

- (i) to receive the secretarial and financial report, and the report of the auditors;
  - (ii) to elect the members of the Committee;
  - (iii) to transact any other business proposed by any member of the Association.
- (b) Special General Meetings of the Association may be convened at any time by the Secretary upon the direction of the Committee. The Secretary shall also upon receipt of a request signed by not less than ten (10) percent of Members convene a special meeting of the Association to be held on a date to be fixed by the Committee within twenty-one (21) days of the date of receipt of the request. The request shall state the general nature of the business to be discussed at the meeting and any resolution to be put to the vote. No business other than that stated in the request shall be discussed at the meeting so requested.
- (c) At least eight (8) days' written notice of all meetings of the Association stating –
- (i) the date, time and place of the meeting;
  - (ii) the general nature of all business to be transacted at the meeting; and
  - (iii) if a special resolution is proposed, the wording of the special resolution and that the resolution is intended to be proposed as a special resolution,
- shall be given to all members, but the accidental omission to give notice to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at that meeting.
- (d) Half the members of the Association present at a general meeting shall form a quorum. Should a quorum not be present within half an hour of the time appointed for the meeting, the chairman of the meeting shall declare an adjournment for a period of not less than seven (7) days and not more than thirty (30) days and otherwise at the same hour and the same place.

## **7. VOTING**

- (a) All members shall have the right to vote and shall have one vote upon every motion.
- (b) Unless otherwise provided in the Constitution all resolutions shall be passed by a simple majority of those Members present and voting.
- (c) Every question of a business or general nature submitted to a vote shall be decided by a show of hands and in the case of an equality of votes the question shall be deemed rejected.
- (d) Every question in respect of the rights and privileges of any Member or person shall be decided by a secret ballot.
- (e) Election of Committee members shall take place by nominations. The Committee shall call for nominations at least four (4) weeks prior to the General Meeting. Nominations will close two (2) weeks prior to the General Meeting and the names of those nominated will be published no later than the Sunday prior to the General Meeting. The nomination paper shall clearly state the nominee's name and shall be duly signed by the nominee and the nominator. The Committee shall present nominee's in alphabetical order.
- (f) In the event that after two ballots for the election of any Committee member no candidate has received a majority of votes cast, a further ballot will be held between the two candidates

who gained the most votes in the second ballot. If there is an equality of votes on this further ballot, the candidate oldest in years shall be deemed to be elected.

- (g) Blank and invalid voting papers shall not be counted for the purpose of determining the total number of votes cast.
- (h) Votes by proxy, absentee or postal votes shall not be accepted at any General Meeting.

#### **8. COMMITTEE**

- (a) The committee shall consist of a President and at least four (4) members all elected at an Annual General Meeting. Every Committee member must be a member of the Association
- (b) The Committee shall at the first committee meeting following the Annual General Meeting appoint individual committee members to the office of Vice-President, Secretary and Treasurer of the Association.
- (c) Any member who is an employee of the Association (whether as a teacher or otherwise) shall not be eligible for election as President or as a Committee member.
- (d) Unless caused by a casual vacancy (see Article 8B), the President and all Committee members shall begin their term in office at the end of the first Annual General Meeting at or after their election and shall complete their term in office at the conclusion of the Annual General Meeting three (3) years later, but shall be eligible for re-election.
- (e) A Committee member may only be paid out of the funds of the Association if the payment is authorised by a resolution of the Association passed at a General Meeting, whether or not the payment is authorised separately, or as an item contained within a budget that has been authorised.
- (f) The provisions of Article 8(e) above do not apply to a payment to a Committee member for any out-of-pocket expenses for travel and accommodation in connection with the performance of the member's functions.

#### **8A. RESIGNATION AND REMOVAL FROM OFFICE**

- (a) A Committee member may resign from the Committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (b) The Association may by resolution remove a Committee member from office at a general meeting.
- (c) A person also ceases to be a Committee member if the person –
  - (i) ceases to be a Member; or
  - (ii) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act.

#### **8B. VACANCY ON COMMITTEE**

Any casual vacancy on the Committee shall be filled by an election at the next General Meeting following the arising of the vacancy. Any Committee member so elected shall continue in office until the expiration of the term of his predecessor, but shall be eligible for re-election.

## **9. POWERS AND DUTIES OF COMMITTEE**

Unless otherwise provided by this Constitution, the Committee shall have the entire management of the business and affairs of the Association and in addition shall have the power from time to time -

- (a) to enroll eligible persons as members of the Association;
- (b) to appoint members of the Committee to the office of Vice-President, Secretary and Treasurer and to fill any vacancy however occurring in such offices;
- (c) to appoint, suspend and dismiss and to accept the resignation of any employee of the Association, provide however that no person shall be appointed as a teaching employee unless the Committee has first given fourteen (14) days' notice to all members of the Association of the intention to make such an appointment;
- (d) to make such regulations as may be necessary for the employment and conduct of all employees of the Association;
- (e) to supervise the teaching at all the schools of the Association;
- (f) to appoint sub-committees from their body and to delegate any of their powers to such sub-committees;
- (g) in accordance with Article 14 to suspend or expel any member of the Association;
- (h) to make, alter and repeal such rules as provided by Article 16;
- (i) to construe for all purposes this Constitution and the Rules referred to in paragraph (h) of this Article, and the construction placed by the Committee on this Constitution and the Rules shall be final and binding on all members unless and until rescinded by a General Meeting.

### **9A. PRESIDENT—DUTIES**

The duties of the President (and in his absence the Vice– President or a Member elected by a General Meeting) shall be to –

- (a) preside at all General Meetings of the Association; and
- (b) sign the minutes of all General and Committee meetings of the Association after approval of the respective meetings.

### **9B. SECRETARY—DUTIES**

The duties of the Secretary shall be to –

- (a) to receive and take charge of all correspondence (including making duplicates of all outward correspondence);
- (b) to keep all the records of the Association and to give notices of all General and Committee meetings;
- (c) to compile an Annual Report covering the activities of the Association which, after approval by the Committee, shall be presented at the Annual General Meeting;
- (d) to perform all other duties usually performed by a Club Secretary; and

- (e) keep or control all books and securities of the Association (other than those kept or controlled by the Treasurer under Article 9C(g) below).

#### **9C. TREASURER—DUTIES**

The duties of the treasurer shall be to –

- (a) receive all monies (excluding subscriptions and donations) due to the Association, pay the same into the Association’s bank account, and to pay all accounts when approved for payment by the Committee;
- (b) see that correct accounts are kept showing the financial affairs of the Association;
- (c) present, if requested by the Committee, a report at each Committee Meeting showing the state of the finances;
- (d) produce, upon request, to the auditor and the Committee all money, accounts and documents in his possession;
- (e) produce at the Annual General Meeting an audited financial report showing the receipts and disbursements of the Association during the last year ended 31st December and the assets and liabilities at that date, and a budget for the following year after the same have been approved by the Committee;
- (f) be responsible for all cheques drawn on the Association’s bank account; and
- (g) keep or control the financial records, any securities of a financial nature and the financial reports of the Association.

#### **9D. OTHER – DUTIES**

Other duties of the Committee shall be to –

- (a) receive all subscriptions and donations due to the Association, and pay the same into the Association’s bank account;
- (b) notify all Members of the maturity of their subscriptions and report at each Committee Meeting the names of Members in arrears;
- (c) keep a true record of all the proceedings of all General and Committee Meetings of the Association in a book provided for that purpose, and after approval to countersign such minutes;
- (d) keep a correct register of Members of the Association;
- (e) notify all Members upon their enrolment to membership.

#### **10. APPROVAL OF GENERAL MEETING**

The Committee requires the approval of the Association, by way of a resolution at a General Meeting, for the acquisition or disposal of real property and and to enter into any loans.

#### **11. MEETINGS OF THE COMMITTEE**

- (a) The Committee shall meet to attend to the business and affairs of the Association so often as the President shall deem necessary but not less than once every month.

- (b) Any three (3) Committee members may at any time request a meeting of the Committee on notice of not less than twenty-four (24) hours.
- (c) At every meeting of the Committee the President and in his absence the Vice-President shall preside, and in absence of both the President and the Vice-President, the Committee members present shall choose one of their number to be the Chairman.
- (d) The presence of two-thirds of the Committee members shall form a quorum, but should a quorum not be present either within half an hour of the time fixed for the meeting of the Committee or at any time during a properly constituted meeting of the Committee, the Chairman of the meeting shall declare it adjourned to the same day at the same time in the next week and at the same place. The presence of two-thirds of the members shall form a quorum at the adjourned meeting, and in the absence of such a quorum the meeting shall lapse.
- (e) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion. The chairperson of the meeting does not have a second or casting vote.
- (f) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (g) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (h) A Member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (i) A person invited under Article 11(h) to attend a Committee meeting cannot vote on any matter that is to be decided at the meeting.

## **12. TEACHING EMPLOYEES**

All employees of the Association must be members of, and teaching staff confessing members of, the Free Reformed Church of Albany or of one of the sister churches as defined in this Constitution.

## **13. INCOME**

- (a) The property and income of the Association, whether from investments, subscriptions, donations, gifts, legacies, loans, school fees or otherwise, must be applied solely to the promotion of its aim and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member of the Association, except in good faith in the promotion of that aim.
- (b) Without limiting the ways in which payments to Members may be authorised in accordance with Article 13(a), but subject to Articles 8(e) and (f), a payment to a Member out of the funds of the Association is authorised if it is —
  - (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

- (ii) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (iii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

#### **14. EXPULSION**

- (a) The Committee may suspend or expel any member of the Association –
  - (i) who shall commit any breach of this Constitution or the Rules or of any direction of the Committee or of any General Meeting; or
  - (ii) who shall be in arrears for a period of three (3) months in payment of the annual subscription.
- (b) Notice of any such suspension or expulsion shall immediately be sent to the member at his last known address, and he may on giving notice within fourteen (14) days of notification of his suspension or expulsion of his intention to do so, appeal to a Special General Meeting of the Association to be called within fourteen (14) days of receipt by the Association of the notice of appeal. No member shall be suspended or expelled unless he has been advised of the infringement alleged against him or of his conduct called in question and has been given the opportunity to speak or submit a statement in writing in his defence.

#### **15. CESSATION OF MEMBERSHIP**

Any member suspended or expelled in accordance with Article 14, or otherwise ceasing to be a member of the Association by virtue of his resignation or ineligibility for membership in accordance with Article 5 shall forfeit all rights to or claims upon the Association and its property and funds, but shall be liable to the Association for all arrears of subscriptions.

#### **15A. INSPECTION OF RECORDS AND DOCUMENTS**

A Member may inspect the register of members, the record of the names and addresses of Members of the Committee and the Constitution free of charge.

#### **15B. RESOLVING DISPUTES**

- (a) Subject to (b) below, any disputes under or relating to this Constitution:
  - (i) between Members; or
  - (ii) between one or more Members and the Association,
 will be determined by the Committee.
- (b) Members must first attempt to resolve any dispute amongst themselves by meeting and discussing the matter in dispute with a view to resolving the dispute promptly and in any event within 14 days after the dispute comes to the attention of all of the Members involved in the dispute.

- (c) The Committee will give each party to the dispute written notice of the Committee's determination.
- (d) Members with disputes relating to school staff, operations, or management must follow the Association's school complaints and disputes policy.

## **16. RULES**

The Committee shall from time to time make, repeal and amend all such Rules (not inconsistent with the Constitution) as they may consider necessary for the management of the business and affairs of the Association and for giving effect to the provisions of this Constitution. All such rules shall be binding upon the members until repealed by the Committee or rescinded or amended by a simple majority resolution of a General Meeting.

### **16A. FINANCIAL MATTERS**

- (a) The financial year of the Association shall commence on 1st January in each year, and shall terminate on 31st December of the same year.
- (b) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial report of the Association are met.
- (c) Without limiting (b) above, those requirements include –
  - (i) the preparation of a financial report;
  - (ii) audit of the financial report; and
  - (iii) the presentation to the Annual General Meeting of the financial report.

## **17. AUDITOR**

- (a) The Committee shall annually appoint a suitably qualified auditor in accordance with government guidelines.
- (b) The auditor shall audit the annual financial report of the Association and prepare an auditor's report.
- (c) The audit report will be tabled at the Annual General Meeting.

## **18. SUBSCRIPTIONS**

- (a) The annual subscription shall be such sum as is determined at each Annual General Meeting and shall be payable in the manner and at the times as determined by the Committee.
- (b) On application to the Committee a pensioner may become a member in full rights whilst paying a nominal subscription.

## **19. CALLS**

Calls for funds additional to the subscription may be imposed upon members of the Association by a simple majority resolution of a General Meeting of which due notice has been given.

## **20. AMENDMENT OF CONSTITUTION**

- (a) Subject to (b) below, this Constitution may be amended only by special resolution.

- (b) Articles 2 (Foundation), 3 (Aim), 5(a) (Membership), 12 (Teaching Employees), 20 (Amendment of Constitution) and 21 (Dissolution) of this Constitution may only be amended, added to or repealed by special resolution at a General Meeting with a quorum of two-thirds of all the Members of the Association.

## **21. DISSOLUTION**

- (a) In this Article —

**'Fund'** means the ALBANY FREE REFORMED CHURCH EDUCATION ASSOCIATION BUILDING FUND, a deductible gift recipient operated by the Association.

**'surplus property'**, in relation to the Association, means property remaining after satisfaction of —

- (i) the debts and liabilities of the Association; and
- (ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (b) On the cancellation of the incorporation or the winding up of the Association, its surplus property (other than the assets referred to in (c) below) must be distributed as determined by special resolution by reference to the persons mentioned in section 24 of the Act, which is charitable at law and has similar objects to the Association.
- (c) Upon the cancellation of the incorporation or winding up of the Association, or if the endorsement of the Association as a deductible gift recipient for the operation of the Fund is revoked, any surplus of the following assets must be transferred as determined by a resolution of the Members to another organisation listed in section 24(1) of the Act which is charitable at law, has similar objects to the Association and to which income tax deductible gifts can be made:
- (i) gifts of money or property for the principal purpose of the Fund;
  - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Fund; and
  - (iii) money received by the Association because of such gifts or contributions.

## **22. INDEMNITY**

No officer or member of the Committee shall be liable for acts, receipts, neglects or defaults of any other member or officer or for joining in any receipts or act for conformity or for loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by or on behalf of the Association or for any loss and damage arising from bankruptcy, insolvency or tortuous acts of any person with whom any money, security and effects shall be default or oversight on his part or for any other loss, damage or misfortune whatsoever which may happen in relation to the execution of his duties of his office or in relation thereto unless the same happens through his own willful neglect or act.

## 23. TRUSTEES

There shall be three (3) Trustees who shall be appointed by a resolution of the Association in General Meeting from among the members and who shall hold office until their successors have been appointed.

## 24. COMMON SEAL

- (a) The Common Seal of the Association shall be kept in custody of the Secretary and shall not be affixed to any instrument except pursuant to a resolution of the Committee.
- (b) The persons authorised to affix the Common Seal are any two of the Trustees and any instrument to which the Common Seal is affixed shall be countersigned by any one of the Trustees and by the Secretary.

## 25. INTERPRETATION

In this Constitution and the Rules, unless inconsistent with the context or subject matter or circumstances –

- (i) **'Association'** means the Albany Free Reformed Church Education Association (Inc.)
- (ii) **'Sister churches'** means all other churches which are accepted as such by the Free Reformed Churches of Australia.
- (iii) **'Members'** means any member of the Association for the time being.
- (iv) **'Committee'** unless otherwise specified means the Committee of the Association.
- (v) **'Committee members'** means the President and all other members of the Committee.
- (vi) **'Committee meeting'** means any meeting of the Committee members comprising the necessary quorum.
- (vii) **'Rules'** means the Rules for the time being in force and made pursuant to the power contained in Article 16.
- (viii) **'Month'** means a calendar month.
- (ix) **'Day'** means a clear day.
- (x) **'Person'** includes a body corporate.
- (xi) The singular number includes the plural and vice versa.
- (xii) The masculine gender includes the feminine and vice versa.
- (xiii) **'Act'** means the *Associations Incorporation Act 2015 (WA)*.
- (xiv) **'special resolution'** has the meaning as set out in the Act.