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# Constitution

**Noosa Pengari Steiner School Association Incorporated ("Association")**

**Incorporated Association No: IA 15569**

**An Association Incorporated under the Associations Incorporation Act  
1981 (QLD)**

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# Constitution

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# Constitution

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## 1. Name

The name of the incorporated association is the Noosa Pengari Steiner School Association Incorporated (**Association**).

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## 2. Defined Terms and Interpretation

### 2.1 Defined terms

The following definitions apply unless the context requires otherwise.

**Act** means the Associations Incorporation Act 1981 (Qld).

**AGM** means the annual General Meeting of the Association required to be held by the Association in each calendar year under section 55 of the Act.

**Association** means the Noosa Pengari Steiner School Association Incorporated.

**By-law** means a by-law made under rule 17.

**Chair** means the Chair of a General Meeting, or Board meeting (as applicable) appointed under rule 8.4 or 12.7.

**Committee** means a committee established under rule 15.

**Constitution** means this Constitution, including the objects as set out in rule 3, as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

**Board** means the management committee of the Association.

**Board member** means a member of the Association's management committee.

**Executive Officer** means a person appointed as executive officer by the Board according to the powers conferred on them by rule 14 and, in the absence of an Executive Officer another person or persons appointed by the Board.

**Financial Year** means the year ending on 31 December.

**General Meeting** means a general meeting of Members and includes the AGM.

**Life Member** means a Member admitted to the Association in accordance with rule 6.3.

**Member** means a member of the Association admitted in accordance with rule 6.

**Objects** means the objects of the Association set out in rule 3.

**Policy** means a policy made under rule 17.

**Registered Office** means the registered office of the Association from time to time.

**Representative** means a person (whether a body corporate representative or proxy) appointed in accordance with the Act to represent a Member at a General Meeting of the Association.

**School** means Noosa Pengari Steiner School

**Secretary** means a Secretary appointed under rule 18.

**Special Resolution** means a resolution that must be passed by 75% of those persons entitled to vote voting of the one accord in accordance with these Rules and / or the Act.

**Telecommunication Meeting** means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Board, and conducted in accordance with rule 13.

## 2.2 Interpretation

In these Rules unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;

- (j) **(signed)** where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board; and
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### 2.3 **Associations Incorporation Act**

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The Model Rules for an Incorporated Association in schedule 4 of the Regulations to the Act are displaced by this Constitution and accordingly do not apply to the Association.

### 2.4 **Headings**

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

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## 3. **Objects**

### 3.1 **Objects**

The Objects for which the Association is established are to:

- (a) Operate a co-educational school and, in so doing, to promote, foster and put into practice the educational principles as espoused by Rudolf Steiner;
- (b) To promote community awareness, knowledge and appreciation of Rudolf Steiner's educational principles;
- (c) To be an active member within the national and international community of Rudolf Steiner Education or Waldorf Education and to participate in their further development;
- (d) To establish and manage educational facilities based on Rudolf Steiner principles, in and around the Sunshine Coast region; and
- (e) To establish, develop and manage community focused facilities and enterprises to complement and provide future funds for the Association's educational facilities.

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## **4. Powers**

4.1 The Association has the powers of an individual.

4.2 The Association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

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## **5. Income and Payments**

### **5.1 Application of Income**

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its Objects.

### **5.2 No dividends, bonus or profit to be paid to Members**

None of the Association's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise.

### **5.3 Payments in good faith**

Clause 5.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or business of which an officer or Member (or an officer of a Member) is a partner or an officer (or otherwise associated):

- (a) of remuneration for services to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 5.3 by the Association in a General Meeting; or
- (d) of reasonable rent for premises let by them to the Association.

### **5.4 Funds & Accounts**

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.

- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer on the basis that the cheque or electronic funds transfer authorisation must be signed by any 2 of the following:
  - (i) the Principal;
  - (ii) the Secretary;
  - (iii) the Treasurer;
  - (iv) any 1 of 3 other persons who have been authorised by the Board to sign cheques issued by the Association.
- (e) However, 1 of the persons who signs the cheque must be the Principal, the Secretary or the Treasurer.
- (f) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (g) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (h) All expenditure must be approved or ratified at a Board meeting.

## 5.5 Auditor

A properly qualified auditor or auditors shall be appointed by the Members at an AGM and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

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## 6. Membership

### 6.1 Categories of Members

Membership of the Association, which will be unlimited in number, will be divided into the following categories:

- (a) Ordinary Members; and
- (b) Life Members.

## 6.2 Ordinary Members

- (a) Ordinary membership will be available to any natural person who considers as justified the existence of the Association and who wants to add his efforts to what is being done.

## 6.3 Life Members

- (a) An individual who has contributed long and meritorious service to the Association may be elected as a Life Member at any AGM by a Special Resolution.
- (b) A Member or a Board member may nominate an individual for election as a Life Member of the Association.
- (c) Nominations for a Life Member must set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- (d) The Board may decide not to submit the nomination to the next AGM for approval. If this occurs the Board shall provide reasons for their decision to the nominator.
- (e) A Life Member is entitled to the following privileges:
  - (i) notice of, and attendance at any General Meetings and the right to vote; and
  - (ii) subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any subscription or other amount.

## 6.4 Membership subscriptions

- (a) Subject to rule 6.4(c), the Association in General Meeting must determine from time to time (and may delegate the determination of that amount to the Board, either specifically or generally, and may revoke the delegation):
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount (if any) of the annual subscription payable by each Member; and
  - (iii) the due dates for payment.
- (b) Subject to rule 6.4(c), the Association may determine any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature, from time to time at any AGM.
- (c) No application fee, subscription or other amount will be payable for membership as a Life Member.



- (d) Each Member must pay the Association the amounts determined according to this rule 6.4.

## 6.5 Admission of Members

- (a) The Board must consider an application for membership at the next meeting of the Board held after it receives –
  - (i) the application for membership; and
  - (ii) the appropriate membership fee for the application.
- (b) The Board must decide at the meeting whether to accept or reject the application.
- (c) An application for membership will only be considered by the Board if the applicant has signed an application in which the applicant undertakes to:
  - (i) be bound by this Constitution and By-laws;
  - (ii) pay the fees and subscriptions determined to apply to the Member under rule 6.4; and
  - (iii) support the Association in the encouragement and promotion of its Objects.
- (d) If the majority of the Board present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member to the class of membership applied for.
- (e) The Board must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Board considers the person's application, the person is advised:
  - (i) whether or not the Association has public liability insurance; and
  - (ii) if the Association has public liability insurance - the amount of the insurance.
- (f) The Secretary must, as soon as practical after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

## 6.6 Ceasing to be a Member

- (a) A member may resign from the Association by giving a written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the Secretary; or

- (ii) if a later time is stated in the notice - the later time.
- (c) The Board may terminate a member's membership if the member:
  - (i) is convicted of an indictable offence; or
  - (ii) does not comply with any of the provisions of these rules; or
  - (iii) has membership fees in arrears for at least 2 months; or
  - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (d) Before the Board terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (e) If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

#### **6.7 Prohibition on use of information on register of Members**

- (a) A member of the Association must not:
  - (i) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (b) Subrule 6.7(a) does not apply if the use or disclosure of the information is approved by the Association.

#### **6.8 Appeal against rejection or termination of membership**

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.

- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (d) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (e) Also, the Board who rejected the applications or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (f) An appeal must be decided by a vote of the members present at the meeting.
- (g) If a person whose application has been rejected does not appeal against a decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund any application fee paid by the person.

#### **6.9 No claim against the Association**

No Member whose membership ceases has any claim against the Association or the Board for damages or otherwise arising from cessation or termination of membership.

#### **6.10 Limited liability**

Members have no liability in that capacity except as set out in rule 23.1

#### **6.11 Non-assignability**

Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

### **7. General Meetings**

#### **7.1 Annual General Meeting**

AGMs of the Association are to be held:

- (a) in each calendar year;
- (b) according to the Act; and
- (c) at a date (within the first 6 months of the new Financial Year) and venue determined by the Board.

#### **7.2 Notice of general meeting**

- (a) The Secretary may call a general meeting of the Association.

- (b) The Secretary must give at least 14 days notice of the meeting to each member of the Association.
- (c) If the Secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (d) The Board may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing:
  - (i) a meeting called to hear and decide the appeal of a person against the Board's decision;
  - (ii) to reject the person's application for membership of the Association; or
  - (iii) to terminate the person's membership of the Association;
  - (iv) a meeting called to hear and decide a proposed special resolution of the Association.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

### **7.3 Business to be conducted at AGM**

- (a) The following business must be conducted at each AGM of the Association on the basis that the Association remains a Level 1 incorporated association:
  - (i) receiving the Association's financial statement, and audit report, for the last reportable financial year;
  - (ii) presenting the financial statement and audit report to the meeting for adoption;
  - (iii) electing members of the management committee;
  - (iv) appointing an auditor or an accountant for the present financial year.

### **7.4 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Board they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this rule does not apply to a General Meeting convened:

- (a) by the Board at the request of Members; or
- (b) by a court.

### **7.5 Written notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting.

#### **7.6 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

#### **7.7 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by rule 7.2(b) or the Act.

#### **7.8 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

#### **7.9 Representative at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **7.10 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to

receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

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## **8. Proceedings at General Meetings**

### **8.1 Number for a quorum**

- (a) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus 1.
- (b) However, if all members of the Association are members of the Board, the quorum is the total number of members less 1.

### **8.2 Requirement for a quorum**

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

### **8.3 Lack of quorum**

- (a) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.
- (b) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Association:
  - (i) the meeting is to be adjourned for at least 7 days; and
  - (ii) the management committee is to decide the day, time and place of the adjourned meeting.
- (c) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (d) If a meeting is adjourned under subrule 8.3(c), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (e) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

- (f) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

#### **8.4 Chair to preside over General Meetings**

- (a) The Chair is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) the Vice Chair;
  - (ii) a Board member chosen by a majority of the Directors present;
  - (iii) the only Board member present; or
  - (iv) any Member who is entitled to vote and is chosen by a majority of the Members present and entitled to vote.

#### **8.5 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting; and
- (b) A decision by the Chair under this rule 8.5 is final.

#### **8.6 Voting at general meetings**

- (a) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (b) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- (c) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

- (d) The method of voting is to be decided by the management committee.
- (e) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (f) If a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides.
- (g) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **8.7 Equality of votes**

Subject to rule 8.6(b), where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

### **8.8 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

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## **9. Votes of Members**

### **9.1 Votes of Members on show of hands**

On a show of hands each Member present and eligible to vote at a General Meeting has one vote.

### **9.2 Right to appoint proxy**

- (a) A Member entitled to attend a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Member:
  - (i) to speak at the meeting
  - (ii) to vote (but only to the extent allowed by the appointment).



### 9.3 Form of proxy

The instrument appointing a proxy may be in the following form, or in a common or usual form:

#### Noosa Pengari Steiner School Association Incorporated

#### PROXY FORM

<p><b>Member</b></p> <p>_____</p> <p><i>(full name of Member – please print)</i></p> <p>_____</p> <p><i>(address)</i></p>
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<p><b>Appoints</b></p> <p>_____</p> <p><i>(name, or office held, of Proxy – please print)</i></p> <p>_____</p> <p><i>(address)</i></p>
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or failing such appointment or the absence of that person, **the Chair of the General Meeting**, as my Proxy to vote for me on my behalf at the General Meeting of the Association to be held on [insert date], and at any adjournment of that meeting.

(Voting instructions to be indicated by a mark in the appropriate box. If no instruction is given the Proxy may vote as that person thinks fit, or abstain).

	<b>Business</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	[Resolution]			
2.	[Resolution]			

<b>SIGNATURE</b>
<i>(Individual / Attorney / Authorised Representative)</i>
<i>Name and capacity of signing party (please print)</i>

**Note:**

Please read under “VOTING BY PROXY”, at the end of the Notice of General Meeting, as to the requirements for valid completion and lodgement of this Proxy Form.

**9.4 Minutes of meetings**

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting.

**9.5 Resolutions not in General Meeting**

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of rule 9.5(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this rule is deemed to be a document in writing signed by that Member.

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**10. Board**

**10.1 Membership of Board**

- (a) There are to be no more than 7 members of the Board.
- (b) The Board of the Association consists of a President, Treasurer and any other members the Association elected at a general meeting. However, no paid member of staff of the School (whether part time or full time) may be elected to the Board.

- (c) A member of the Board, other than a Secretary appointed by the Board under rule 18(b), must be a member of the Association.
- (d) At each annual general meeting of the Association, the members of the Board must retire from office, but are eligible, on nomination, for re-election. As part of this process, the Board will develop and regularly review a policy on Board member succession to ensure stability and governance continuity of the Board.
- (e) A member of the Association may be appointed to a casual vacancy on the Board under rule 10.4.

## 10.2 Electing the Board

- (a) A member of the Board may only be elected as follows:
  - (i) any 2 members of the Association may nominate another member (Candidate) to serve as a member of the Board;
  - (ii) the nomination must be:
    - (A) in writing; and
    - (B) signed by the Candidate and the members who nominated him or her; and
    - (C) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (iii) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 Candidate for each vacant position on the Board;
  - (iv) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting. However, in this event a Special Resolution must be passed before any Candidate nominated from the floor of the meeting may be elected to the Board.
- (b) A person may be a Candidate only if the person:
  - (i) is an adult; and
  - (ii) is not ineligible to be elected as a member under section 61A of the Act.
- (c) A list of the Candidates' names in alphabetical order, with the names of the members who nominated each Candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

- (d) If required by the Board, balloting lists must be prepared containing the names of the Candidates in alphabetical order.
- (e) The Board must ensure that, before a Candidate is elected as a member of the Board, the Candidate is advised:
  - (i) whether or not the Association has public liability insurance; and
  - (ii) if the Association has public liability insurance - the amount of the insurance.

### **10.3 Resignation, removal or vacation of office of Board member**

- (a) A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the Secretary; or
  - (ii) if a later time is stated in the notice - the later time.
- (c) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the member's removal from office under this rule.
- (f) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

### **10.4 Vacancies on Board**

- (a) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (b) The continuing members of the Board may act despite a casual vacancy on the Board.
- (c) However, if the number of Board members is less than the number fixed under rule 12.4 as a quorum of the Board, the continuing members may act only to:
  - (i) increase the number of Board members to the number required for a quorum; or

- (ii) call a general meeting of the Association.

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## **11. Powers and Duties of Board**

### **11.1 Board to manage the Association**

The Board are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by these Rules, to be exercised by the Association in General Meeting.

### **11.2 Specific powers of Board**

Without limiting rule 11.1 the Board may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

### **11.3 Time, etc**

Subject to the Act, where these Rules requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in their absolute discretion extend that time, period or date as they think fit.

### **11.4 Appointment of attorney**

The Board may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### **11.5 Provisions in power of attorney**

A power of attorney granted under rule 11.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

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## **12. Proceedings of Board**

### **12.1 Board meetings**

- (a) Subject to rule 12.1(b), the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least 6 times in each calendar year.

## 12.2 **Questions decided by majority**

A question arising at a Board meeting is to be decided by a majority of votes of the Board members present in person or by proxy and entitled to vote.

## 12.3 **Chair's casting vote**

The Chair of the meeting will not have a casting vote.

## 12.4 **Quorum**

Three Board members present in person constitutes a quorum.

## 12.5 **Effect of vacancy**

- (a) The continuing Board may act despite a vacancy in their number.
- (b) However, if the number of Board is reduced below the number required for a quorum, the remaining Board may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

## 12.6 **Board members attending and voting by proxy**

- (a) A Board member may attend and vote by proxy at a Board meeting in accordance with the Act if the proxy:
  - (i) is another Board member; and
  - (ii) has been appointed in writing signed by the appointor.
- (b) The appointment must be for a particular meeting.

## 12.7 **Chair to preside at Board meeting**

- (a) The Chair is entitled to preside as Chair at Board meetings.
- (b) If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside as Chair (in order of entitlement):
  - (i) the Vice Chair; or
  - (ii) a Board member chosen by a majority of the Board present.

## 12.8 **Circulating resolutions**

- (a) The Board may pass a resolution without a Board meeting being held if all of the Board who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Board member signs.

### 12.9 **Validity of acts of Board**

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Board member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

### 12.10 **Conflicts**

- (a) A Board member shall declare to the Board that Director's interest in any matter in which any conflict of interest arises as defined by the Act, and unless otherwise determined by the Board, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Secretary / Executive officer shall maintain a register of declared interests.

### 12.11 **Minutes**

The Board must cause minutes of meetings to be made and kept by the Secretary.

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## 13. **Telecommunication Meetings of the Association**

### 13.1 **Telecommunication Meeting**

A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Board (as applicable) participating is not less than a quorum required for a General Meeting or Board Meeting (as applicable). All provisions of these Rules relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this rule 13.

### 13.2 **Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the

meeting and each person so taking part is deemed for the purposes of these Rules to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

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## **14. Executive Officer**

### **14.1 Appointment of Executive Officer**

The Board will appoint an Executive Officer who will be the Principal of the School.

### **14.2 Powers, duties and authorities of Executive Officer**

- (a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer is subject at all times to the control of the Board.
- (c) The Executive Officer's role will be to implement the strategies, plans and policies approved by the Board and will be responsible for the management and direction of the Association and its finances.

### **14.3 Suspension and removal of Executive Officer**

Subject to the terms and conditions of the appointment, the Board may suspend or remove the Executive Officer from that office.

### **14.4 Executive Officer to attend meetings**

The Executive Officer is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Association, all meeting of the Board and any Committees and may speak on any matter, but does not have a vote.



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## **15. Committees**

### **15.1 Committees**

The Board may delegate any of their powers to Committees consisting of those persons they think fit (including Board, individuals and consultants), and may vary or revoke any delegation.

### **15.2 Powers delegated to committees**

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

### **15.3 Committee meetings**

Committee meetings are governed by the provisions of these Rules dealing with Board meetings, as far as they are capable of application.

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## **16. College of Teachers**

- (a) The Association may have a College of Teachers of the Noosa Pengari School; and
- (b) The Board will establish a By-law for the operation of the College of Teachers which must provide for its functions, elections, membership and operations.

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## **17. Policies and By-laws**

### **17.1 Making and amending Policies and By-laws**

- (a) The Board may from time to time make Policies and By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those Policies and By-laws.
- (b) The Association in General Meeting may amend, repeal or replace any Policy or By-law made by the Board, but that does not affect the validity of anything previously done by the Board or anyone pursuant to that Policy or By-law.
- (c) The policies and By-laws referred to in rule 17.1(a) will only take effect 28 days after the service of notice to the Members and shall be of force and effect on that date unless a majority of the Members, in writing seek, a review of the By-law.

### **17.2 Effect of Policies and By-laws**

A Policy or By-law:

- (a) is subject to these Rules;
- (b) must be consistent with these Rules; and
- (c) when in force, is binding on all Members and has the same effect as a provision in these Rules.

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## **18. Secretary**

- (a) The Association shall be represented by a Secretary in accordance with the requirements of the Act.
- (b) The Secretary shall be appointed by the Board and shall hold office in accordance with the Act.

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## **19. Inspection of Records**

### **19.1 Right of the Members to Inspect Records**

Members shall have the right to inspect documents of the Association. Requests for inspection of documents of the Association by Members will be made in writing to the Board, and determined by the Board.

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## **20. Common Seal**

- (a) The Association shall have a Common Seal bearing the words, “The Common Seal of the Noosa Pengari Steiner School Association Incorporated”.
- (b) Any documents required to be executed on behalf of the Association shall be executed under the Common Seal of the Association.
- (c) Every instrument to which the Seal may be affixed by resolution of the Board shall be countersigned by:
  - (i) 2 members of the Board; or
  - (ii) a member of the Board and the Principal.
- (d) The Secretary shall be responsible for the security of the Common Seal.

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## **21. Accounts**

### **21.1 Accounting Records**

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

## 21.2 Auditor

A properly qualified auditor or auditors shall be appointed in accordance with Rule 5.5 and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

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## 22. Service of Documents

### 22.1 Document includes notice

In this rule 22, **document** includes a notice.

### 22.2 Methods of service on a Member

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### 22.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to a fax number or electronic address nominated by the Association.

### 22.4 Post

A document sent by post:

- (a) if sent to an address in Queensland, may be sent by ordinary post; and
- (b) if sent to an address outside Queensland, or sent from an address outside Queensland, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

### 22.5 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the business day following its transmission.

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## **23. Indemnity**

### **23.1 Indemnity of officers**

Every person who is or has been:

- (a) a Board member;
- (b) a Executive Officer/Principal; or
- (c) a Secretary,

is entitled to be indemnified out of the property of the Association against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (f) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

### **23.2 Insurance**

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Board member, Secretary or Executive Officer/Principal against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

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## **24. Winding Up**

### **24.1 Excess property on winding up**

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the Association; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members.
- (b) That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

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## **25. Alteration of Rules**

These Rules shall not be altered except by Special Resolution and in accordance with the Act.