



Constitution

Noosa Pengari Steiner School Association Incorporated ("Association")

Incorporated Association No: IA 15569

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

June 2021

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Constitution

1. Name

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

2. Defined Terms and Interpretation

2.1 Defined terms

The following definitions apply unless the context requires otherwise.

ACNC means the Australian Charities and Not-for-profits Commission.

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

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.

Blue Card means a working with children card issued by the Chief Executive responsible for administering the Working with Children Act.

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 document as amended from time to time.

Board means the management committee of the Association.

Board member means a member of the Board.

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 an 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.

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

Representative means a person (whether a proxy or attorney) appointed in accordance with the Act or this Constitution to represent a Member at a General Meeting of the Association.

School means the Noosa Pengari Steiner School

Secretary means the individual appointed as the secretary under rule 17.

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.

Technology 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.

Working with Children Act means the *Working with Children (Risk Management & Screening) Act 2000* (Qld).

2.2 Interpretation

In these Rules unless the context requires otherwise:

- (a) **(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;
- (b) **(gender)** words importing any gender include all other genders;
- (c) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (d) **(successors)** a reference to an organisation includes a reference to its successors;
- (e) **(singular includes plural)** the singular includes the plural and vice versa;
- (f) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (g) **(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;
- (h) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (i) **(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
- (j) **(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) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by 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.

3. Objects

3.1 Objects

The Association is established to be a charity whose purpose is to advance education by undertaking activities, including:

- (a) operating a co-educational school and, in so doing, to promote, foster and put into practice the educational principles as espoused by Rudolf Steiner;
- (b) establishing and operating a college of teachers of the School for the purpose of deepening, guiding and nurturing the spiritual, cultural and curricula life of School in the light of Anthroposophy;
- (c) promoting community awareness, knowledge and appreciation of Rudolf Steiner's educational principles;
- (d) being an active member within the national and international community of Rudolf Steiner Education or Waldorf Education and to participate in their further development;
- (e) establishing and manage educational facilities based on Rudolf Steiner principles;
- (f) establishing, developing and managing community focused Anthroposophical based facilities and enterprises to complement and provide future funds for the Association's educational facilities; and
- (g) any other activities that are incidental or conducive to the Association fulfilling its purpose.
- (h) The Association will strive to govern itself as described in the principle of the threefold social order as espoused by Rudolf Steiner.

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.

5. Income and Payments

5.1 Application of income and property

The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the objects of the Association set out in rule. **Error! Reference source not found..**

5.2 No distribution to be paid to Members

None of the Association's 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 actually rendered 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 Stipulated Rate;
- (d) of reasonable rent for premises let by them to the Association; or
- (e) the reimbursement of expenses incurred by any Member on behalf of 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 and generally in accordance with the ACNC Act.

- (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 Executive Officer;
 - (ii) the Secretary;
 - (iii) the Treasurer;
 - (iv) Business Manager or
 - (v) any 1 of 3 other persons who have been authorised by the Board to sign cheques issued by the Association.
- (e) However, 1 one of the persons who signs the cheque must be the Executive Officer, 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 Board 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 in accordance with the requirements of any policy adopted by the Board.

5.5 Auditor

A registered auditor must be appointed if and in the manner, required by the Act or ACNC Act.

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 their efforts to what is being done.
- (b) An applicant for ordinary membership of the Association must be proposed by 1 member of the Association (**Proposer**).
- (c) An application for ordinary membership:

- (i) in writing;
- (ii) signed by the applicant and the applicant's Proposer; and
- (iii) in the form required by the Board.

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 application fee and renewal

- (a) Subject to rule 6.4(c), the Association in General Meeting must determine from time to time annually (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; and
 - (ii) the due dates for renewal of ordinary membership and (if any) the amount payable (if any) for the application for renewal of ordinary membership
- (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 Ordinary Members

- (a) The Board must consider an application for ordinary membership made prior to the 31st March each year at the next meeting of the Board held after it receives –
 - (i) the application for membership; and
 - (ii) the appropriate membership fee (if any) for the application.

- (b) The Board must decide at the meeting whether to accept or reject the application.
- (c) If the majority of the Board present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as an ordinary Member.
- (d) 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.
- (e) Applications for Membership must be made in the period following an Annual General Meeting and prior to the 31st of March of the following year.
- (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 Term and renewal of Ordinary Membership

- (a) Ordinary membership of the Association is valid for a period of 1 year from the date the Board accepts an applicant as an ordinary member under rule 6.5.
- (b) Subject to rule 6.6(c), an ordinary member ceases to be an ordinary member of the Association on the expiration of 1 year from the date the applicant is accepted as an ordinary member under rule 6.5.
- (c) An ordinary member may apply to renew his or her membership for a period 1 year prior to the expiry of their membership by applying to the Board:
 - (i) in the time determined by and making payment of the renewal fee determined under rule 6.4(a)(ii); and
 - (ii) in the form required by the Board from time to time.

6.7 Ceasing to be a Member

- (a) A member ceases to be a member of the Association:
 - (i) if the member resigns from the Association by giving a written notice of resignation to the Secretary;
 - (ii) if his or her ordinary membership expires under rule 6.6(b); or
 - (iii) if the member dies.
- (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) 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 must give the member a written notice of the decision.

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

A member whose membership ceases or is terminated under this Constitution releases the Association and the Board members for any claim for damages or otherwise arising from the cessation or termination of membership.

6.10 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) Sub rule 6.10(a) does not apply if the use or disclosure of the information is approved by the Association.

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 Board Chair 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:
 - (A) to reject the person's application for membership of the Association; or
 - (B) to terminate the person's membership of the Association or
 - (ii) 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 Board;
 - (iv) appointing an auditor in accordance with rule 5.5.

7.4 Special General Meeting

- (a) The Secretary must call a special General Meeting by giving each Member of the Association notice of the meeting within 14 days after:
 - (i) being directed to call the meeting by the Board;
 - (ii) being given a written request signed by:
 - (A) at least 33% of the number of members of the Board when the request is signed; or
 - (B) at least double the number of Ordinary Members of the Association equal to the double number of Board members of the Association when the request is signed plus 1; or
 - (iii) being given a written notice of an intention to appeal against the decision of the Board:
 - (A) to reject an application for membership; or
 - (B) to terminate a person's membership.
- (b) A request mentioned in rule 7.4(a)(ii) must state:
 - (i) why the special General Meeting is being called; and
 - (ii) the business to be conducted at the General Meeting.
- (c) A special General Meeting must be held within 3 months after the Secretary:
 - (i) is directed to call the meeting by the Board; or
 - (ii) is given a written request mentioned in rule 7.4(a)(ii); or
 - (iii) is given a written notice of an intention to appeal mentioned in rule 7.4(a)(iii).
- (d) If the Secretary is unable or unwilling to call the special General Meeting, the Chair must call the General Meeting.

7.5 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.

7.6 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.

7.7 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.

7.8 Notice of postponed General Meeting

The secretary must give 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.

7.9 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.

7.10 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.

7.11 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.

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 Board 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 Secretary, Members of the Board or of the Association:
 - (i) the meeting is to be adjourned for at least 7 days; and
 - (ii) the management committee Board 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 sub rule 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 where appointed under rule 10.1; ;
 - (ii) a Board member chosen by a majority of the Directors Board Members 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) Without limiting the rights and powers of the Chair at law, 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 eligible members present.
- (b) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chair has a casting vote as well as a primary vote.
- (c) The method of voting is to be decided by the management committee Board.
- (d) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (e) If a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides.
- (f) 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) 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.
- (b) 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.

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) An eligible 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).

- (b) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (c) A proxy may be a member of the Association or another person.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secretary ballot.
- (e) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposed to vote.

9.4 Minutes of meetings

- (a) The Secretary must keep minutes of all questions, matters, resolutions and other proceedings of each General Meeting.
- (b) To ensure the accuracy of the minutes:
 - (i) the minutes of each General Meeting must be signed by the Chair of the Meeting, or the Chair of the next General Meeting, verifying they are indeed true and accurate; and
 - (ii) the minutes of each AGM must be signed by the Chair of the AGM or the Chair of the next meeting of the Association that is a General Meeting or AGM, verifying they are indeed true and accurate.
- (c) If asked by a Member of the Association, the Secretary must, within 28 days after the request is made:
 - (i) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
 - (ii) give the Member copies of the minutes of meeting.
- (d) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

10. Board

10.1 Membership of Board

- (a) The number of Board members is to be no fewer than 3 nor more than 7.
- (b) The Board of the Association consists of a Chair, Treasurer and any other members the Association elected at a General Meeting up to the maximum number permitted under rule 10.1(a).
- (c) At each AGM of the Association, the two longest serving Board members retire from office but are eligible, on nomination, for re-election.
- (d) If there are 2 Board members who became Board members on the same day, the Board member to retire is determined by lot unless they agree between or among themselves.
- (e) Unless the Board decides to reduce the number of Board members in office, the Association may at any AGM at which any Board member retires may fill the vacated office by re-electing the Board member or electing some other qualified person.

- (f) If at the AGM the vacated office is not filled, the retiring Board member, if willing and not disqualified, must be treated as being re-elected unless the Board members decide to reduce the number of members of the Board or a resolution for the re-election of the Board member is put and lost.
- (g) A member of the Association may be appointed to a casual vacancy on the Board under rule 10.4.

10.2 Cardinal principle of Board membership

It is a cardinal principle that at all times, so far as practical, the Board members should have between them as broad a range of interests, talents and experience as will assist them in discharging their duties and the activities of the School to the best advantage of the School, its students, parents of students, staff and the community at large.

10.3 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 in the form approved by the Board; and
 - (B) signed by the Candidate and the two eligible Members who nominated him or her; and
 - (C) given to the Secretary at least 14 days before the AGM 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 a Candidate for each vacant position on the Board by way of secret ballot;
 - (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 at least 18 years of age;
 - (ii) is a Member of the Association;
 - (iii) is not an employee of the Association;
 - (iv) has been active in the School community for at least one year;
 - (v) is not ineligible to be elected as a member under section 61A of the Act;
 - (vi) is not precluded from being a responsible entity under the ACNC; and

- (vii) holds a Blue Card, if required under the Working with Children 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 and by Association correspondence 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.

10.4 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 Board 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 Board member.
- (d) Before a vote of Members is taken about removing the Board member from office, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A Board member has no right of appeal against the Board member's removal from office under this rule.
- (f) A Board member immediately vacates the office of Board member:
 - (i) if they are absent without leave of the Board for three consecutive meetings;
 - (ii) in the circumstances mentioned in section 64(2) of the Act; or
 - (iii) otherwise ceases to be eligible to be a Board member under rule 10.3(b)

10.5 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 who meets the requirements of rule 10.3(b) 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.

11. Powers and Duties of Board

11.1 Board to manage the Association

- (a) Subject to this Constitution or a resolution of the Members of the Association carried at a General Meeting, The Board has the general control and management of the administration of the affairs, property and funds of Association.
- (b) The Board has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation must have regard to the Act and ACNC Act (where relevant), including any regulation made under either Act.
- (c) The Board may exercise the powers of the Association:
 - (i) to borrow, raise or secure the payment of amounts in a way that Members of the Association decide; and
 - (ii) to secure the amounts mentioned in rule 11.1(c)(i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
 - (iii) to purchase, redeem or pay off any securities issued; and
 - (iv) to borrow amounts from Members and pay interest on the amounts borrowed; and
 - (v) to mortgage or charge the whole or part of its property; and
 - (vi) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (vii) to provide and pay off any securities issued; and
 - (viii) to invest in a way the Members of the Association may from time to time decide.
- (d) For rule 11.1(c)(iv) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - (i) the financial institution for the Association; or
 - (ii) if there is more than 1 financial association for the Association – the financial institution nominated by the Board.

11.2 Duties of Board members

- (a) The Board members must comply with their duties as Board members and with the duties described in Governance Statement 5 of the regulations made under the ACNC Act which are:
- (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association;
 - (ii) to act in good faith and the best interest of the Association and to further the purposes of the Association set out in rule 3;
 - (iii) not to misuse their position as a Board member;
 - (iv) not to misuse information they gain in their role as a Board member;
 - (v) to disclose any perceived or actual material conflicts of interest;
 - (vi) to ensure that the financial affairs of the Association are managed responsibly; and
 - (vii) not to allow the Association to operate while insolvent.

11.3 Time required for an action.

Subject to the Act, where this Constitution 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.

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 it thinks fit.
- (b) The Board must meet at least 6 times in each calendar year.
- (c) The Board must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Board.
- (e) The Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the Board member to hear and take part in discussions as they happen.
- (f) A Board member who participates in the meeting as mentioned in rule 12.1(e) is taken to be present at the meeting.

12.2 Questions decided by majority Decision Making.

A question arising at a Board meeting which fails to be resolved by consensus, is to be decided by a majority of votes of the Board members present in person and entitled to vote.

12.3 Chair's casting vote

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

12.4 Quorum

- (a) Three Board members present in person constitutes a quorum.
- (b) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on request of the Board members, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on request of the members of the Board:
 - (i) the meeting is to be adjourned for at least 1 day; and
 - (ii) the Board members who are present are to decide the day, time and place of the adjourned meeting.
- (d) If, at an adjourned meeting mention in rule 12.4(c), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

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 Chair to preside at a 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.

12.7 Special meeting of the Board

- (a) If the Secretary receives a written request by at least 33% of the members of the Board, the Secretary must call a special meeting of the Board by giving each Board member notice of the meeting within 14 days after the Secretary receives the request.
- (b) If the Secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.
- (c) A request for a special meeting must state:

- (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the Board members.

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 and the resolution will be minuted at the next Board meeting.

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 his or her interest in any matter in which any conflict of interest arises, and unless otherwise determined by the Board, that Director they must absent himself or herself themselves from discussion of such matter and shall not be entitled to vote in respect of such matter and if the member does vote, the member's vote must not be counted.
- (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 Board must maintain a register of declared interests.

12.11 Minutes

- (a) The Board must cause electronic and paper minutes of meetings to be made and kept securely by the Chair.
- (b) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed as a true record of the meeting by the Chair of that meeting, or the person who acted as Chair at the next Board Meeting, verifying their accuracy.

13. Technology Meetings of the Association

13.1 Technology Meeting

A General Meeting or a meeting of the Board may be held by means of a Technology Meeting, provided that the number of Members or Board (as applicable) participating is not less than a quorum

required for a General Meeting or meeting of the Board (as applicable). All provisions of this Constitution relating to a meeting apply to a Technology Meeting in so far as they are not inconsistent with the provisions of this rule 13.

13.2 Conduct of Technology Meeting

The following provisions apply to a Technology 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 Technology 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 Technology Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Technology 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.

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 in collaboration and cooperation will be responsible for the management of these strategies, plans and policies 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 meetings of the Board and any Committees and may speak on any matter but does not have a vote.

15. Committees

15.1 Committees

- (a) The Board may appoint a Committees consisting of those persons they think fit (including Board, individuals and consultants), considered appropriate by the Board to help with the conduct of the Association's operations.
- (b) A member of a Committee who is not a member of the Board is not entitled to vote at a Board meeting.

15.2 Powers delegated to committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the mandate, 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

- (a) Committee meetings are governed by the provisions of this constitution dealing with Board meetings, as far as they are capable of application.
- (b) A Committee may elect a chairperson of its meetings.

16. By-laws

16.1 Making and amending By-laws

- (a) The Board may from time to time make, amend or repeal By-laws, not inconsistent with this Constitution, for the control, administration and management of the Association's affairs.
- (b) A By-law may be set aside by a vote of Members at a General Meeting of the Association.

16.2 Effect of By-laws

A 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.

17. Secretary

17.1 Appointment or election of Secretary

- (a) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - (i) a member of the Association elected by the Association as Secretary; or
 - (ii) any of the following persons appointed by the Board as Secretary—
 - (A) a member of the Association’s Board;
 - (B) another member of the Association;
 - (C) another person.
- (b) If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (c) If the Board appoints a person mentioned in rule 17.1(a)(ii)(B) as Secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- (d) However, if the Board appoints a person mentioned in rule 17.1(a)(ii)(B) as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.

17.2 Removal of secretary

- (a) The Board of the Association may at any time remove a person appointed by the Board as the Secretary.
- (b) If the Board removes a Secretary who is a Board Member the person remains a member of the Board.
- (c) If the Board removes a Secretary who is a person appointed to a casual vacancy on the Board under the person remains a member of the Board.

17.3 Functions of Secretary

The Secretary’s functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chair of the Board;
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the Register of Members of the Association.

18. Inspection of Records

18.1 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.

19. 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 and will be affixed by resolution of the Board and noted as and how used in the Board Minutes.
- (c) Every instrument requiring the Seal **will may be affixed by resolution of the Board** will be countersigned by
 - (i) 2 members of the Board; or
 - (ii) a member of the Board and the Principal Executive Officer.
- (d) The Secretary shall be responsible for the security of the Common Seal:

The Board must ensure the Association has a common seal and is kept securely by the Secretary.

20. General Financial Matters

- (a) On behalf of the Board, the treasurer must, as soon as practicable after the end of each Financial Year, ensure a financial statement for its last reportable financial year is prepared.
- (b) A registered auditor must be appointed if required by the ACNC Act.

21. Service of Documents

21.1 Document includes notice

In this rule 21, **document** includes a notice.

21.2 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 (e-mail) nominated by the Member.

21.3 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.

21.4 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.

21.5 Fax or electronic transmission

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

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

22. Winding Up

22.1 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.

23. Alteration of Rules

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