



**Investigator College Incorporated**

# ***CONSTITUTION***

*Adopted March 2016*

Investigator College Incorporated  
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**1.NAME**

The name of the Incorporated Association shall be Investigator College Inc. (“the College”).

**2.INTERPRETATION**

In this Constitution the following terms shall, unless the context otherwise requires, have the following meanings:

- 2.1.** “Board” means the governing body established by Clause 10.
- 2.2.** “Chairperson” means the Chairperson of the Board appointed pursuant to Clause 10.8.1.1 herein contained.
- 2.3.** “Family” means person/s defined as:
  - 2.3.1.** the mother and/or father and/or their partner(s) of the enrolled student;
  - 2.3.2.** an adult sister or brother of the enrolled student; and
  - 2.3.3.** any other person who, in the opinion of the Secretary, should be treated for the purposes of this definition as one of the enrolled student’s relations described in Clause 2.3.1 or 2.3.2
- 2.4.** “Member” means a Member of the College pursuant to Clause 7 herein contained.
- 2.5.** “Financial Member” means a Member of the College whose subscription is settled to the satisfaction of the College.
- 2.6.** “Annual General Meeting” means the Annual General Meeting of Members of the College and conducted in accordance with Clause 8.1 herein contained.
- 2.7.** “Special General Meeting” means a meeting called under Clause 8.2 herein contained.
- 2.8.** “Guardian/Carer” means person/s that for the time being has/have the legal responsibility for the care and welfare of the student.
- 2.9.** “Notice” has the meaning provided in Clause 6 herein contained.



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- 2.10.** “Officer” means any of the officers appointed pursuant to Clause 10.8 herein contained.
- 2.11.** “Secretary” means the Secretary of the Board appointed pursuant to Clause 10.8.1.4 herein contained.
- 2.12.** “The Act” means the *Associations Incorporations Act 1985 (SA)*.
- 2.13.** “Special Resolution” means a Special Resolution as defined in the Act.
- 2.14.** “Month” shall mean thirty (30) days.
- 2.15.** “Consumer and Business Services” means any state government department which has the authority to carry out the services required to ensure compliance with the Act.
- 2.16.** “Mission Statements” means the policies enacted by the Board that provide guidance as to the compliance with the Purpose of the College as outlined in Clause 4 herein contained.
- 2.17.** “Strategic Direction” means the strategies and plans formulated with the intent to facilitate the longevity of the College.
- 2.18.** “Register of Members” means the paper or electronic record of the details of each Member of the College both past and present.
- 2.19.** “Registrar” means the person or persons appointed by the Board or the Chief Executive Officer to assume responsibility for the maintenance of the Register of Members.
- 2.20.** “Mediator” means an independent person who holds valid accreditation and is a current member of LEADR Association of Dispute Resolvers, or any other such publically recognised Association, Society or Organisation formed for the purpose of providing suitably trained professionals in the area of Alternate Dispute Resolution.
- 2.21.** Any words importing the singular shall include the plural and vice versa.
- 2.22.** Any word importing the masculine shall include the feminine and vice versa.



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**3.ORIGINS**

- 3.1.** Investigator College is an independent co-educational ecumenical Christian school in the tradition of Anglican and Uniting Church schools.
- 3.2.** The College acknowledges its historical relationships with the Anglican Church and the Uniting Church.
- 3.3.** The College is a Member of the South Australian Anglican Schools System Incorporated as at the date of this Constitution.

**4.PURPOSE**

- 4.1.** The purpose of the College is to deliver high quality and comprehensive educational opportunities. The College is a learning community anchored in the Christian faith.
- 4.2.** The College is a not for profit organisation and resolves to achieve its purpose as outlined above in concordance with its obligations under the Act.

**5.POWERS**

The College shall have all powers conferred by Section 25 of the Act including but not limited to the following powers to:

- 5.1.** purchase, acquire, hire, take on lease or in exchange lands, buildings, easements and all other property whether real or personal;
- 5.2.** demise, mortgage, lease or grant a licence or easement over any land building or other realty;
- 5.3.** receive gifts, donations and bequests to establish funds for carrying out the Purpose of the College, acquire and receive grants, donations and concessions of any property whether real or personal from any body, organisation, government authority or person;
- 5.4.** to grant scholarships, concessions and reduction of fees and or subscriptions;
- 5.5.** sell, invest from time to time, dispose of, give, exchange or lend any real or personal property



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- 5.6.** undertake and execute any trusts which may seem directly or indirectly conducive to any of the purposes of the College;
- 5.7.** hold and deal in any form of securities, shares, mortgages, loans, debentures;
- 5.8.** borrow, guarantee or raise money, with or without security and to execute mortgages over all or any part of the College's real or personal property and to execute assurances over the same;
- 5.9.** hire and employ at a proper remuneration any teachers, clerks, managers, servants or agents;
- 5.10.** pay or reimburse its officers, servants or agents in respect of expenses reasonably and properly incurred or to be incurred by them or any of them in furtherance of their duties or the College's business;
- 5.11.** effect and maintain any necessary or desirable insurance for the benefit or protection of the College, its officers, servants or agents;
- 5.12.** erect, improve, extend, maintain, relocate, remove or re-build any buildings or other structures belonging to or (subject to any necessary consent of the owner or landlord) leased or occupied by the College;
- 5.13.** bring or defend any legal proceedings (including arbitration proceedings), and to obtain and pay for any advice or other services for any professional or business person, body or organisation which may be necessary or desirable in connection with the College's purposes;
- 5.14.** make rules and regulations for the conduct or organisation of the College and its students, provided that the same shall not be inconsistent with this Constitution; and
- 5.15.** take all other actions which are necessary for and conducive to establishing and maintaining the College and to the attainment of any purpose or power hereinbefore set out and to do all matters reasonably incidental thereto.



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**6. NOTICES**

- 6.1.** A notice may be served upon any Member of the College by electronic communication or by personal delivery or by sending it through the post in an envelope addressed to the Member at the address noted for that Member in the current Register of Members.
- 6.2.** A notice shall be deemed to be served three (3) clear business days after the date of electronic communication or posting and in proving such service, it shall be sufficient to prove that the Notice was properly addressed or no notice has been received advising that an electronic notice has failed to be delivered to the last known address.
- 6.3.** The non-delivery of any Notice of a Meeting shall not invalidate proceedings at that Meeting.

**7. MEMBERSHIP OF THE COLLEGE**

All Members in joining the College accept this Constitution and declare that they are eighteen (18) years of age or older.

**7.1. Types of Memberships**

Membership of the Association is open to:

- 7.1.1.** persons appointed and currently serving on the College Board;
- 7.1.2.** up to two family Members as defined in Clause 2.3 from each household of an enrolled student for whom Membership and tuition fees have been paid for all preceding terms and at least twenty-eight (28) days prior to a General Meeting;
- 7.1.3.** past students with a minimum of three (3) years' attendance;
- 7.1.4.** members of Investigator College Old Scholars';
- 7.1.5.** current staff, and past staff with a minimum of three (3) years' service;
- 7.1.6.** persons who have previously fulfilled Membership requirements of the College or who have been a Member for not less than three (3) continuous years but who no longer have children enrolled at the College;



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- 7.1.7.** members of participating Anglican and Uniting Churches and other Christian congregations recognised by the South Australian Anglican Schools System Incorporated;
- 7.1.8.** The Diocese of The Murray shall have membership expressed either in the person of the Bishop or of another person appointed for that purpose by the Diocesan Council.

**7.2. Requirements for Membership**

- 7.2.1.** persons who seek to become Members pursuant to Clauses 7.1.3, 7.1.4, 7.1.5, 7.1.6, and 7.1.7 and who give three (3) months' notice in writing to the Registrar;
- 7.2.2.** Memberships accepted under Clauses 7.1.6, 7.1.7 and 7.1.8 expires after three (3) years unless the members resubmit a new notice as per Clause 7.2.1 to Registrar.

**7.3. Subscriptions**

- 7.3.1.** Subject to the Board's power of reduction or waiver as provided in Clause 7.3.4 herein contained, the subscription is to be set at the discretion of the Board from time to time;
- 7.3.2.** The subscription fee shall be payable annually at least twenty eight (28) days prior to the Annual General Meeting or at a time that the Board determines;
- 7.3.3.** Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member, provided always that the Registrar may reinstate such a person's Membership on such terms as he or she thinks fit.
- 7.3.4.** The Board, by resolution of the General Meeting, may at its discretion alter or amend the subscription and/or the period of notice for Membership;
- 7.3.5.** Membership shall operate from 1 January in any year until 31 December of that same year.





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**7.4. Resignations**

- 7.4.1.** A Member may resign by notice in writing signed by the Member and addressed to the Registrar. Such notice shall take effect forthwith.
- 7.4.2.** Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the College.

**7.5. Expulsion**

- 7.5.1.** A Member may for good cause be expelled from the College.
- 7.5.2.** Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member by resolution of the Board.
  - 7.5.2.1.** Particulars of the charge shall be communicated to the Member at least seven (7) days before the meeting of the Board at which the matter will be determined;
  - 7.5.2.2.** The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall (subject to Clause 7.5.2.4 herein contained) cease to be a Member fourteen (14) days after the Board has communicated its determination to the Member;
  - 7.5.2.3.** Such communication shall be in writing and delivered by electronic communication, in person or via post to their last known address.
  - 7.5.2.4.** It shall be open to the Member to appeal the expulsion to the College at a meeting of the Board. The intention to appeal shall be communicated to the Chairperson of the Board within fourteen (14) days after the determination of the Board has been communicated to the Member;
  - 7.5.2.5.** In the event of an appeal under Clause 7.5.2.4 above, the appellant's Membership of the College shall not be terminated unless the determination of the Board to expel the Member is upheld by the Board after the appellant has been heard by the Board, and in such event Membership will be terminated as of the date of the meeting at which the determination of the Board is upheld.



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**7.5.3.** A person who has been expelled from Membership pursuant to Clause 7.5 may not become a Member again unless the Board so resolves.

**7.6. Register of Members**

**7.6.1. The Registrar shall keep a Register of Members including:**

**7.6.1.1.** the names and addresses of each Member, including electronic contact details of each Member where appropriate;

**7.6.1.2.** the particulars (type) of their Membership;

**7.6.1.3.** a record of payment of their subscription if applicable;

**7.6.1.4.** the date of admission to their Membership;

**7.6.1.5.** the date of termination of their Membership if applicable;  
and

**7.6.1.6.** the reason for termination of their Membership if applicable.

**7.6.2.** Members are solely responsible for advising the Registrar of any change in their contact details which may occur during the duration of their Membership.

**7.6.3.** Each Member shall have the right to inspect their information contained in the Register of Members at no cost to the Member.

**7.6.4.** Information contained within the Register of Members shall remain private and confidential and the use of such information contained therein is restricted for purposes directly related to the College.

**8. GENERAL MEETINGS**

**8.1. Annual General Meetings**

**8.1.1.** The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.

**8.1.2.** The Annual General Meeting shall be held after the 1 February and prior to 31 May each year.

**8.1.3.** The order of business at the Annual General Meeting shall be:



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- 8.1.3.1.** the confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting;
- 8.1.3.2.** the consideration of accounts which shall include the audited financial statements and balance sheet for the year ended on the previous 31 day of December, reports of the Board and the Auditor's report;
- 8.1.3.3.** the election of Members and any officers of the College Board as required pursuant to Clause 10.4;
- 8.1.3.4.** the appointment of Auditors; and
- 8.1.3.5.** any other business requiring consideration by the Members in a General Meeting.

**8.2. Special General Meeting**

- 8.2.1.** The Board may call a Special General Meeting of the College at any time.
- 8.2.2.** Only Financial Members in their second consecutive and subsequent continuous years of Membership may sign a requisition calling for a Special General Meeting.
- 8.2.3.** Upon a requisition in writing of not less than twenty-five (25) percent (25%) of the total number of Members of the College, the Board shall, within one (1) month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 8.2.4.** Every requisition for a Special General Meeting shall be signed by the relevant Member and shall state the purpose of the meeting.
- 8.2.5.** If a Special General Meeting is not convened within one month, as required in Clause 8.2.3 above, the signatory Members to the requisition, or at least fifty percent (50%) of their number, may convene a Special General Meeting.
- 8.2.6.** If such a Special General Meeting is convened as outlined in Clause 8.2.5 above, it shall be convened in the same manner as near as practicable as a meeting convened by the Board.
- 8.2.7.** The reasonable expense of convening and conducting any Special General Meeting shall be borne by the College.



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**8.3. Notice of General Meetings**

- 8.3.1.** Every Member of the College shall be entitled to receive notice of, and to attend each General Meeting.
- 8.3.2.** Members who have complied with their obligations under Clause 7.3 shall be entitled to vote at each General Meeting.
- 8.3.3.** A Member shall not be entitled to appoint any proxy.
- 8.3.4.** At least fourteen (14) days written notice of each Annual General Meeting or a Special General Meeting (subject to Clause 8.7.1.1) shall be given to Members.
- 8.3.5.** The notice shall set out where and when the meeting will be held, the particulars of the nature, and order of business to be transacted at the meeting.
- 8.3.6.** Notice of any meeting shall be given by the Secretary of the Board or, if they are unable to act, by the Chairperson of the Board or their delegate.

**8.4. Proceedings at Meetings**

- 8.4.1.** The Chairperson of the Board shall preside over General Meetings of the College.
- 8.4.2.** If the Chairperson is not present or declines to take or retires from the Chair, the Deputy Chairperson of the Board shall preside. In any other case, the General Meeting shall elect an officer of the Board or any Member present to preside as Chairperson of the meeting.
- 8.4.3.** Inadvertent omission to give notice of a meeting or the agenda to one or more Members shall not invalidate that meeting or proceedings and business transacted therat.
- 8.4.4.** A quorum for the transaction of business at any General Meeting is twenty-five percent (25%) of all Financial Members or fifty (50) Financial Members, whichever is the lesser, and including at least one (1) Member from each College Campus.



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- 8.4.5.** If within thirty (30) minutes after the time appointed for a meeting convened upon requisition of Members, a quorum of Members is not present, the meeting shall lapse.
- 8.4.6.** If within thirty (30) minutes after the time appointed for a meeting convened by the Board, a quorum of Members is not present, the meeting shall stand adjourned for the period of seven (7) days at the same time and place and if at such adjourned meeting, a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Membership present shall form a quorum.

**8.5. Voting at General Meetings**

- 8.5.1.** Each Member of the College entitled to vote under Clause 8.3.2 has one vote at a General Meeting.
- 8.5.2.** A question for decision at a General Meeting, other than a special resolution, is determined by a majority of Members who vote in person.
- 8.5.3.** Unless a poll is demanded by at least fifteen (15) Members, a question for decision at a General Meeting is to be determined by a show of hands.

**8.6. Poll at General Meetings**

- 8.6.1.** If a poll is demanded by at least fifteen (15) Members, it must be conducted in a manner specified by the person presiding over the meeting and the result of the poll is the resolution of the meeting on that question.
- 8.6.2.** A poll demanded for the election of a person to preside or for the question of adjournment must be taken immediately. Any other poll may be conducted at any time before the close of the meeting.

**8.7. Special and Ordinary Resolutions**

- 8.7.1.** A special resolution is a resolution passed at a duly convened General Meeting of the Members of the Association when:
  - 8.7.1.1.** at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of the Association; and



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**8.7.1.2.** it is passed at a meeting by a majority of not less than two thirds of such Members of the Association as, being entitled to do so, vote in person.

**8.7.2.** Any resolution is a resolution passed by a simple majority at a General Meeting.

**9. MINUTES**

**9.1.** Proper Minutes of all proceedings of General Meetings of the College and of meetings of the Board shall be taken and entered within one month after the relevant meeting in minute books kept for the purpose.

**9.2.** The Minutes kept pursuant to Clause 9 must be confirmed by the Members of the College or the Members of the Board as appropriate at the next subsequent meeting.

**9.3.** The Minutes kept pursuant to this Clause shall be signed by the Chairperson of the meeting at which proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.

**9.4.** Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held; all proceedings held at the meeting shall be deemed to have been duly held and all appointments made at the meeting shall be deemed to be valid.



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**10. THE COLLEGE BOARD**

The control and management of the College shall be vested in and discharged by the College Board.

**10.1. Powers and Duties**

- 10.1.1.** The Board, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Purpose of the College, and are not by the Act or by this Constitution required to be done by the College in a General Meeting.
- 10.1.2.** The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the College on which this Constitution is silent.
- 10.1.3.** The Board has the management and control of the funds and other property of the College.
- 10.1.4.** In particular, but without limiting the generality of the foregoing, the Board shall have power and responsibility to affect the Purpose of the College and more particularly:
  - 10.1.4.1.** to regularly determine and monitor the strategic direction of the College including mission statements, master plans and Board and College policies;
  - 10.1.4.2.** to review and determine the fees provision of educational services, including but not limited to tuition, voluntary and compulsory extra-curricular activities, sporting activities, recreational activities and outdoor education programs;
  - 10.1.4.3.** to determine when the fees as described in Clause 10.1.4.2 above are due and payable;
  - 10.1.4.4.** to determine the application and quantum of any concession to the fees as described in above Clause 10.1.4.2;
  - 10.1.4.5.** to maintain the College property, including land and buildings;



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- 10.1.4.6.** to execute, enter into, or give all conveyances, leases, mortgages, deeds, sales, contracts, covenants, assurances and other transactions within the Board's powers as determined by this Constitution;
- 10.1.4.7.** to authorise the affixing of the College Seal to documents to be attested by the signature of two of the persons for the time being authorised by the Board to use that seal;
- 10.1.4.8.** to effect and maintain all necessary insurances;
- 10.1.4.9.** to negotiate, conduct transactions and foster relationships with authorities, bodies and organisations, including but not limited to State, Federal and Local government departments, public and private companies, incorporated and unincorporated associations and private businesses;
- 10.1.4.10.** to appoint from amongst Members of the Board and or College the required number of delegates to represent the College on external bodies;
- 10.1.4.11.** to delegate any or all of the above powers as it deems appropriate to Members of the Board, the Chief Executive Officer and/or College staff.

**10.2. Advisory Committees**

- 10.2.1.** The Board may in its absolute discretion and without any obligation to do so, create and dissolve an advisory committee or committees.
- 10.2.2.** Any advisory committees as created under Clause 10.2.1 shall have such powers as may be delegated in writing by the Board and shall report to the Board as directed by the said Board.
- 10.2.3.** The Board is not required to follow any recommendation made by any advisory committee or any other committee and further has no obligation to such committees or the College Members to explicate its use or non-use of any such recommendations.





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**10.3. Composition of the Board**

**10.3.1.** The Board shall be comprised of up to ten (10) and no less than six (6) natural persons.

**10.3.2.** Subject to Clauses 10.4 and 10.5

**10.3.2.1.** up to two persons appointed by the South Australian Anglican Schools System Incorporated;

**10.3.2.2.** the Chief Executive Officer of the College;

**10.3.2.3.** up to three (3) persons elected by the Members of the College at an Annual General Meeting;

**10.3.2.4.** up to four (4) persons appointed by the Board.

**10.3.3.** Members elected or appointed under Clauses 10.3.2.2 and 10.3.2.3 shall be appointed in the first year of adoption of this Constitution and Members elected or appointed under Clauses 10.3.2.4. shall be appointed in the following year.

**10.3.4.** Persons accepting appointment to the Board or its Committees shall be bound by the following statement:

*“I understand that Investigator College is anchored in the Christian faith and as a Member of its Board and any advisory committee to which I may be appointed, I will at all times act to uphold the Christian purpose of the College.”*

**10.3.5.** The Board may appoint a person to fill a casual vacancy, and such person shall hold office until the next Annual General Meeting of the College and shall be eligible for election under Clause 10.3.2.3 without nomination and eligible for appointment under Clauses 10.3.2.1 and 10.3.2.4

**10.4. Election of Members of the Board**

**10.4.1.** Notice of all persons seeking election to the Board under Clause 10.3.2.3 shall be given with the notice given to all Members of the College calling the meeting at which the election is to take place.

**10.4.2.** Election of persons under Clause 10.3.2.3 shall be by simple majority.



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- 10.4.3.** Persons appointed to the Board under Clause 10.3.2.4 must provide in writing details required for consideration of election including a detailed Curriculum Vitae and be approved for appointment by vote of the Board.
- 10.4.4.** The Board will accept persons appointed under Clause 10.3.2.1 to stand for reappointment at the discretion of the South Australian Anglican School System Incorporated.
- 10.4.5.** The Board may, at its discretion, co-opt as Members of the Board but without the right to vote, not more than three persons from time to time, and persons so co-opted shall hold office for such a period as the Board shall specify or for one year, whichever is the lesser. A person who has previously been co-opted may be co-opted again.
- 10.4.6.** A Member of the Board may resign from office by notice in writing to the Chairperson or Secretary and may make such resignation effective immediately.

**10.5. Disqualification of Members of the Board**

The position of a Member of the Board shall become vacant if a Member is:

- 10.5.1.** disqualified from being a Board Member or office holder by the Act;
- 10.5.2.** permanently incapacitated by ill health;
- 10.5.3.** absent without apology for three (3) consecutive or four (4) out of six (6) consecutive meetings of the Board;
- 10.5.4.** cease to maintain the requisite qualification and standards for election or appointment to the Board; or
- 10.5.5.** expelled as a Member under this Constitution.

**10.6. Term of Members of the Board**

- 10.6.1.** Persons elected under Clause 10.3.2.1, 10.3.2.3 or appointed under Clause 10.3.2.4 shall hold that position on the Board for a minimum term of two (2) years commencing on the 1 June and expiring on the 31 May, two (2) years hence.



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- 10.6.2.** Persons appointed under Clause 10.3.2.2 shall hold that position on the Board for a period equal to that of the term of employment in the role of Chief Executive Officer of the College.
- 10.6.3.** A Member of the Board may stand for re-election or re-appointment at the conclusion of the Member's term.
- 10.6.4.** A Member of the Board may stand for re-election or re-appointment on no more than five (5) consecutive occasions. Election or appointment of a Member of the Board beyond ten (10) years of consecutive service is at the discretion of the Board.

**10.7. Remuneration of Members of the Board**

- 10.7.1.** Members of the Board shall be entitled to the reimbursement of expenses incurred only during service to the Board.
- 10.7.2.** Any such reimbursement is subject to prior approval of a reimbursement of expenses policy by the Board and the annual review of the summary of expenses of the Board.

**10.8. Officers of the Board**

- 10.8.1.** At its first meeting after its election in every year (which meeting shall be convened within one month of the election) the Board shall appoint from amongst its Members the following officers:

**10.8.1.1.**The Chairperson

**10.8.1.2.**The Deputy-Chairperson

**10.8.1.3.**The Treasurer

**10.8.1.4.**The Secretary

**10.8.1.5.**The Public Officer

- 10.8.2.** A Member of the Board may be appointed to more than one office.
- 10.8.3.** Appointment of the officers outlined in Clause 10.8 shall be made by verbal nomination at a Board Meeting and determined by simple majority vote and such appointment shall endure until the term of the Board Member specified in Clause 10.6 expires, the Board



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Member is disqualified under Clause 10.5 or the Board Member gives notice under Clause 10.4.6.

**10.8.4.** The Board may, in its sole discretion, appoint any person as assistant to any of the officers identified above in Clause 10.8.

**10.8.5.** If any officer is absent or unable to act from time to time, a person may be appointed by the Board to act in the capacity of that officer for such time, and on such conditions as the Board may resolve.

**10.8.6.** In the absence of a Chairperson or Deputy-Chairperson, an Acting Chairperson may be elected Chairperson by the Members of the Board in attendance for the period of such absence for all purposes of this Constitution.

**10.9. Meetings of the College Board**

**10.9.1.** The Board shall meet no less than once per school term and at such times as it determines.

**10.9.2.** The Board shall also meet on the summons of the Chairperson or at the request to the Secretary in writing of not less than four Members of the Board (of which request the Secretary shall forthwith give notice to all Board Members), and the Board shall thereafter meet within fourteen (14) days of the summons or request (as the case may be). The Board shall at each meeting appoint the date of the next meeting unless it decides for special reason on any occasion not to do so.

**10.9.3.** The quorum of the Board shall be one half plus one of the Members entitled to vote, but the Board may, if it sees fit, deliberate (but not pass resolutions) if at least one half of the Members are present.

**10.9.4.** Business shall be conducted pursuant to a written agenda to be given or sent to Board Members on at least seven (7) days' notice. The agenda or accompanying notice shall specify the place, date and time of the meeting. Inadvertent omission to give notice of a meeting or the agenda to one or more Board Members shall not invalidate that meeting or proceedings and business transacted thereat.

**10.9.5.** The Chairperson shall have a deliberative and casting vote.



## **11.THE CHIEF EXECUTIVE OFFICER AND OTHER STAFF**

- 11.1.** The College shall have a Chief Executive Officer.
- 11.2.** The Interview Panel for selection of the Chief Executive Officer shall be formed by the Board as it determines but shall include one Member acceptable to the South Australian Anglican Schools System Incorporated.
- 11.3.** The Chief Executive Officer shall be appointed by the Board for a period determined by the Board. The Board may, if it sees fit, re-appoint the Chief Executive Officer for such further period or periods as the Board may determine.
- 11.4.** The Chief Executive Officer shall be a communicant Member of a Christian Church recognised by the South Australian Anglican Schools System Incorporated
- 11.5.** The Chief Executive Officer may, in case of urgency and for good reason, be suspended from office on full pay for a period not exceeding twenty-one (21) days by written notice signed by at least two (2) officers and two (2) other Members of the Board, or by the Board. The Board may renew such suspension from time to time at its sole discretion.
- 11.6.** The Chief Executive Officer may be dismissed by the Board, with or without notice, by a resolution of which at least twenty-one (21) days' notice has been given to Members of the Board, on grounds of serious or repeated misconduct or neglect of duty, or of suspected incompetence, provided that the person whom it is proposed by such resolution to dismiss shall (unless he cannot be found) be given at least twenty-one (21) days' notice in writing of the proposed resolution and a statement of the grounds thereof, and shall be afforded a proper opportunity by the Board to make representations, and shall if the justice of the matter so requires, be granted any reasonably necessary adjournment of the hearing that he may request.
- 11.7.** For the purpose of proceedings or a resolution of the Board to suspend or dismiss the Chief Executive Officer, the Chief Executive Officer shall be deemed not to be a Member of the Board.
- 11.7.1.** Should the Board suspend or dismiss the Chief Executive Officer, the Board shall immediately appoint an Acting Chief Executive Officer to fulfil the role of Chief Executive Officer.
- 11.7.2.** An Acting Chief Executive Officer shall act on such terms and for such period as the Board in its sole discretion determines.



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**11.7.3.** An Acting Chief Executive Officer is bound by this Constitution and the powers and duties contained therein.

**12.DUTIES OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer shall:

- 12.1.** be responsible to the Board for the operational management of the College;
- 12.2.** implement the policies of the Board in all matters relating to the Strategic Direction of the College;
- 12.3.** appoint such staff considered necessary for the proper management of the College;
- 12.4.** in consultation with the teaching staff and the Board provide leadership and oversight of teaching and learning including, but not limited to:
  - 12.4.1.** the establishment and maintenance of an ongoing process of curriculum review and evaluation;
  - 12.4.2.** the appointment and dismissal of all College staff employed in a full-time, part-time or casual capacity;
  - 12.4.3.** the conditions of employment (including determination of salaries);
  - 12.4.4.** ensuring that all staff appointed by the College have a genuine commitment to the Christian faith and willingly participate in the practice of their Christian faith;
  - 12.4.5.** in cases of urgency, suspend any staff member by written notice to the staff member and providing a copy to the Chairperson of the College Board;
  - 12.4.6.** making such information available to the Treasurer as is required for the purpose of compiling and completing the financial records of the College;
  - 12.4.7.** managing and controlling the property of the College including buildings, plant and grounds, and be responsible for the administration, discipline and efficient operation of the College;



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- 12.5.** manage financial affairs especially the control of expenditure within the agreed budget and as approved by the Board;
- 12.6.** be present and report to the regular meetings of the Board;
- 12.7.** determine school hours, term dates and holidays;
- 12.8.** maintain responsibility for student enrolment, attendance, suspension and expulsion; and
- 12.9.** be ultimately responsible for the effective day to day administration of the College.

**13.ACCOUNTS**

- 13.1.** The financial year for the College shall commence on 1 January and end on 31 December in the same year.
- 13.2.** The College shall keep proper accounts and records of the financial administration which show monies received and expended by the College, the manner in which such receipt or expenditure takes place, and the assets and liabilities of the College;
- 13.3.** The annual return shall be lodged with the Consumer and Business Services or such other approved government agency, within six (6) months after the end of the financial year. The return must be accompanied by all supporting documentation as required under the Act.
- 13.4.** The accounts and records shall be available for inspection by authorised officials and agents of Federal and State Departments which have statutory authority to administrate entities providing educational services to the public and any such other government agencies which have statutory authority or a right at common law to inspect the accounts and records of the College.
- 13.5.** The Treasurer, or such College staff as delegated by the Board and/or Chief Executive Officer, shall keep such accounts and records, and shall submit an audited financial statement to the Annual General Meeting. In addition he shall submit to the College Board such financial statements as the Board may reasonably require.
- 13.6.** Any Member of the College may, upon giving reasonable notice to the Treasurer, inspect and copy the accounts and records.



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- 13.7.** The accounts and records of the College are to remain confidential in so far as permitted by law. Any Member who obtains a copy of the accounts or records of the College under Clause 13.6 may not distribute or disclose in any way the content therein beyond the current Members.
- 13.8.** The College accounts and cheques shall be signed by persons nominated and approved by the Board.
- 13.9.** The Treasurer, in conjunction with the Chief Executive Officer, shall prepare an annual budget for approval by the Board.

**14.AUDITORS**

- 14.1.** The Board shall recommend an Auditor or Auditors who comply with the qualifications required under the Act.
- 14.2.** At each Annual General Meeting an Auditor or Auditors shall be appointed by the Association to hold office until the next Annual General Meeting. A person who is a Member of the Board, or a partner employer or employee of a Member of Board; or a partner or employee of an employee, of the College, shall not be appointed as Auditor of the accounts of the College.
- 14.3.** The appointment of an Auditor or Auditors to hold office is for a term of twelve (12) months at which time the current Auditor or Auditors may be reappointed.
- 14.4.** The Board may fill any casual vacancy in the office of Auditor.
- 14.5.** Every Auditor of the College shall have a right of access at all times to the books and accounts and vouchers of the College and shall be entitled to require from the Board, officers of the Board, the Chief Executive Officer or College staff such information and explanations as may be necessary for the performance of his duties as Auditor.
- 14.6.** The Auditor shall make a report to the Board on the accounts examined by them and on every Balance Sheet during his tenure of office and such report shall state:
  - 14.6.1.** whether all the information required has been obtained and;
  - 14.6.2.** whether in his opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of affairs of the College according to the best of his information





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and the explanations given to him and as shown by the records of the College.

- 14.6.3.** The Balance Sheet shall be signed on behalf of the Board by two Members of the Board and the report of the Auditor shall be attached to the Balance Sheet and shall be presented at the Annual General Meeting and shall be open to inspection by every Member of the College.

### **15. SEAL HOLDERS**

The Board shall provide a Seal for the purposes of the College which shall be kept under the custody and control of the Public Officer. The Seal shall be affixed to any instrument and signed by at least two (2) of the Officers of the College Board as appointed under Clause 10.8. The application of the Seal must be reported to the following Board Meeting.

### **16. DISPUTE RESOLUTION**

- 16.1.** In the event of a dispute between two (2) Members and when all appropriate avenues of amicable Mediation have been exhausted up to the level of the Board, the Board shall refer the matter to the South Australian Anglican School System to appoint a Mediator acceptable to all parties of the dispute.
- 16.2.** In all instances of dispute, the parties, the Board, and the College are required to adhere to the principles of natural justice and uphold the Christian Values.

### **17. SPIRITUAL LEADERSHIP**

The spiritual life of the College and all its worship shall be conducted under the guidance of the Chief Executive Officer. To assist in this task and where necessary to provide expert counsel and advice the CEO will have direct access to the Bishop of The Murray in who's Diocese the College is situated. The CEO, the College Board or any other member may seek the counsel of the Bishop in this or any other regard concerning the life and witness of the College. The Bishop should neither be granted, nor expect any executive management or judicial function but rather the Bishop's relationship with the College should be one of counsellor and guide.

The CEO in consultation with the Bishop may appoint Christian clergy or lay persons as spiritual leaders of the College and, when and where appropriate those appointed will receive either a Licence or permission from the Bishop for the exercising of their ministry. No ordained Anglican minister may exercise leadership in the College without such Licence being granted.



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**18.INDEMNITY**

The College shall indemnify and keep indemnified officers of the Board, Members of the Board, duly appointed agents of the College, its employees, and any other persons performing services for and with the written consent of the College whether paid, unpaid or otherwise with respect to any liability incurred by them in defending or prosecuting any proceeding, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted.

**19.AMENDMENTS TO THIS CONSTITUTION**

- 19.1.** This Constitution may be amended by a Special Resolution.
- 19.2.** An amendment to this Constitution shall not be registered with the government body responsible for registrations of incorporated associations until such time as the amendment or amendments have been approved by simple resolution of the South Australian Anglican Schools System Incorporated.

**20.PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the College shall be applied exclusively to the promotion of its Purpose and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the College.

**21.WINDING UP**

- 21.1.** The College may be wound up by a Special Resolution.
- 21.2.** If there remains, after payment of its debts and liabilities (including any obligation to make repayment to the Commonwealth), any surplus property of the College, the same shall be given or transferred to the South Australian Anglican Schools System Incorporated, and in the case of any Building Fund established by the College, to any such organisation which has deductible gift recipient status under the *Income Tax Assessment Act 1997 (Cth)* to be determined by the General Meeting or in default thereof by the Supreme Court of South Australia or any Judge thereof who may have or acquire jurisdiction in the matter.

**22.GOVERNING LAW**

The College is established in the state of South Australia and this Constitution shall be in all respects governed by and interpreted according to the law of that State.

