

This is the annexure of 27 pages marked "A" referred to in Form 5 signed by me and dated 5th May 2016.



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ASSOCIATIONS INCORPORATION ACT 1987 (WA)

RULES AND REGULATIONS
OF
THE WEST COAST STEINER SCHOOL INCORPORATED

1. NAME

The name of the Association is "The West Coast Steiner School Incorporated".

2. OBJECTS

- a) To provide for and conduct the education of children in accordance with the principles, practices and methods indicated by Rudolf Steiner and carried on in the various Steiner and Waldorf schools throughout the world.
- b) To establish and carry on in Western Australia a school ("the School") in accordance with sub-rule 2.a) above.
- c) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association.
- d) Nothing herein shall prevent the payment in good faith to any Member of the Association ("a Member") of monies in respect of: -
 - (i) reasonable remuneration for services rendered to the Association;
 - (ii) interest at a rate not exceeding the rate for the time being charged by bankers on overdrawn accounts in respect of monies lent to the Association by a Member;
 - (iii) reimbursements in respect of monies paid on behalf of the Association by a Member with the authority of the Association;
 - (iv) the price of goods sold and delivered by a Member to the Association;
 - (v) rent for premises let by a Member to the Association; or
 - (vi) indemnity for any personal liability necessarily incurred by a Member on behalf of the Association and in the course of duties carried out by that Member with the authority of the Association, provided that the Council of the Association resolves by a majority vote that the subject matter of any proposed indemnity is a proper one.

3. POWERS

The Association may exercise the following powers for the purpose of the objects referred to in rule 2. above:

- a) To acquire and hold real and personal property, including (but not limited to) the power to:
- (i) purchase or otherwise acquire land, both improved and unimproved; and
 - (ii) build, construct or establish, alter, rebuild, renovate, reconstruct and maintain buildings.
- b) To:
- sell;
 - let;
 - mortgage;
 - exchange; or
 - otherwise dispose of;
- all or any of the real or personal property of the Association, and to execute any conveyances, transfers, mortgages, assurances, deeds and other instruments which may be necessary to exercise those powers
- c) To:
- administer;
 - insure; and
 - exercise all the rights of ownership of;
- all lands, funds and properties acquired by the Association.
- d) To acquire or raise funds.
- e) To invest any or all of the funds of the Association, and from time to time to vary and transpose those investments.
- f) To:
- borrow;
 - raise; or
 - secure
- the payment of money.
- g) To:
- (i) issue debentures;
 - (ii) grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Association; and
 - (iii) redeem or pay off any existing or future security.

- h) To:
- establish;
 - aid in establishing; and/or
 - support;
- any institution or association (regardless of whether the institution or association is established or is yet to be established) and which has:
- (i) objects or purposes; and
- (ii) powers;
- which are identical to, or similar to, those of the Association, including (but not limited to) the power to transfer any of the property or assets of the Association to that institution or association.
- i) To obtain any Act of Parliament.
- j) To:
- commence;
 - conduct; and/or
 - oppose
- legal proceedings or applications.
- k) To fix, charge and receive fees for services provided by the Association.
- l) To execute trusts.
- m) To pay for any business or property acquired by the Association, or services rendered or to be rendered.
- n) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- o) To enter into:
- (i) partnership; or
- (ii) any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise
- with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on or engage in.
- p) To apply for purchase or otherwise acquire any:
- (i) copyright, provisional protections, designs, patents, brevets d'invention, trade marks or names, licences, concessions and the like conferring any right to use;
- (ii) any secret;
- (iii) information as to any invention; or

- (iv) any interest in the matters referred to in sub-rules 3.p) (i), (ii) & (iii) above;

which may seem to the Association to be capable of:

- being acquired to the benefit of the Association; and/or
- being profitably dealt with.

q) To

- use;
- exercise;
- develop or grant licences in respect of;
- otherwise to turn to account; and/or
- dispose of

any interest in the matters referred to in sub-rules 3.p) (i), (ii) & (iii) above.

r) To:

- acquire; and
- undertake;

the whole or any part of the business, property and/or liabilities of any person or company which;

(i) is carrying on any business which the Association is authorised to carry on; or

(ii) possesses property, which is suitable for the purpose of the Association.

s) To promote any company or companies.

t) To:

(i) enter into any arrangements with any governments or authorities (including, but not limited to, supreme, municipal and local authorities);

(ii) obtain from any such governments or authorities any rights, privileges and concessions; and

(iii) carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

u) To take steps to procure contributions to the funds of the Association (including, but not limited to, donations and periodic subscriptions).

v) To make or institute by-laws, rules or regulations and other procedures.

w) To:

(i) guarantee (either alone or jointly with another person, persons, entity or entities); or

(ii) become liable for (either alone or jointly with another person, persons, entity or entities)

the payment of money or the performance of any obligations by any person(s) for the purpose of:

- securing the payments of any monies; and/or
- securing the performance of any obligations;

for which the Association has become or may become liable pursuant to any guarantee or other contract (including providing such guarantee or accepting such liability by mortgaging or charging the whole or any part of the assets of the Association present and future).

- x) To do any other lawful things, which may be fairly incidental or to attaining, the objects referred to in rule 2. above and/or exercising the powers referred to in sub-rules 3.a) to w) above.
- y) To exercise all powers which the Association may lawfully exercise pursuant to the Associations Incorporation Act (WA) 1987 or pursuant to any legislation, which succeeds that Act with the incorporation of Associations.

4. INTERPRETATION

In these Rules, subject to the context –

- a) **"Appointed Councillor"** means a Councillor appointed under sub-rule 12.c) below.
- b) **"Association"** means The West Coast Steiner School Incorporated.
- c) **"Chairperson"** means the Chairperson of the Council.
- d) **"Child"** means a child enrolled in the School. "Children" means, collectively, all of the children enrolled in the School.
- e) **"College of Teachers"** and **"College"** mean any body, which meets the description of **"the College of Teachers"** given in rule 19. below and which may be constituted and operate from time to time.
- f) **"Council"** means the governing body of the Association pursuant to rule 12. below.
- g) **"Councillor"** means a Member of the Council and includes the College Delegate, the Administration Delegate and the P&F Delegate referred to in sub-rule 12.c) below.
- h) **"Councillor Policy"** means the policy document compiled for prospective and existing Councillors that all Elected and Appointed Councillors are required to abide by to meet the initial and ongoing requirements of being a Councillor.
- i) **"Elected Councillor"** means a Councillor elected by the Members under sub-rule 8.f) (iii) below (i.e. this does not include the College Delegate, the Administration Delegate and the P&F Delegate referred to in sub-rule 12.c) below).
- j) **"Member"** means a Member of the Association. **"Members"** means some or all of the Members of the Association.
- k) **"Parent"** means a parent or legal guardian of a Child.
"The Parents" means, collectively, all the parents of the Children.

- l) **"Parents and Friends Association"** / "P&F" means any body which meets the description of "the Parents and Friends Association" given in rule 20. below and which may be constituted and operate from time to time.
- m) **"School"** means the school established and carried on by the Association in accordance with the Objects of the Association referred to in sub-rule 2.a) above. **"School"** includes the kindergarten and playgroup operated by the Association.
- n) **"School Administrator"** means the person employed by The School as the School Administrator whose functions are referred to in rule 14. below.
- o) **"Secretary"** means the Secretary of the Council.
- p) **"Teacher"** means a teacher employed by the Association. "The Teachers" means, collectively, all the teachers employed by the Association.
- q) **"Treasurer"** means the Treasurer of the Council.
- r) **"Vice-Chairperson"** means the Vice-Chairperson of the Council.
- s) A reference to the feminine gender includes a reference to the masculine gender and vice versa.
- t) A reference to the singular number includes a reference to the plural and vice versa.
- u) A reference to a notice required to be given in respect to a General Meeting means a notice which:
 - (i) is given by such means as a General Meeting may from time to time determine;
 - (ii) is designed to come to the attention of all Members; and
 - (iii) is given by one of the following methods:-
 - notice made by pre-paid post addressed to each Member at the address of the Member as shown in the register of Members;
 - notice by telephone to each Member, or if the Member does not have a telephone then by notice by pre-paid post or by a messenger delivered to the Member;
 - notice published in a newsletter circulated among all Members by the Council;
 - notice published in a newspaper circulating in the area in which all Members reside;
 - notice by email distributed to each Member as shown in the school email recipient list or if the member does not have an email then by notice by pre-paid post or by a messenger delivered to the member; or
 - notice by SMS to each Member's mobile telephone or if the Member does not have a mobile telephone then by notice by pre-paid post or by a messenger delivered to the Member.
- v) here any number of days is prescribed or fixed by these rules the time shall be reckoned exclusively of the first and inclusively of the last day.

5. MEMBERSHIP

- a) The following persons shall be Members:
 - (i) any parent/legal guardian of a child enrolled at the School;
 - (ii) any interested person who applies in writing for Membership of the Association and whose application is approved by the Council or approved by the Members in a General Meeting; and
 - (iii) any employee of the School.
- b) A Member will cease to be a Member if that person:
 - (i) dies;
 - (ii) resigns in writing to the Association;
 - (iii) was a Member only by virtue of sub-rule 5.a) (i) above and if all that person's children cease to attend the School; or
 - (iv) was a Member only by virtue of sub-rule 5.a) (ii) above and is removed from the Membership of the Association in accordance with these Rules.
- c) A person who ceases to be a Member pursuant to sub-rules 5.b) (ii), (iii) or (iv) above may be reinstated as a Member pursuant to sub-rules 5.a) (ii) above.
- d) The Council may cancel a person's Membership of the Association if:
 - (i) the Council is satisfied that Member is no longer supportive of the objects of the Association; or
 - (ii) that person's current address is not known to the Council.
- e) If a person's Membership is cancelled pursuant to this sub-rule 5.d) (i), then the Council shall advise that person in writing of that cancellation.
- f) A person may be removed from Membership at any time for any reason by resolution of a General Meeting of the Association passed by a two thirds ($\frac{2}{3}$) majority of the Members present provided that person:
 - (i) is given fourteen (14) days notice of the motion proposing such resolution, and
 - (ii) has the opportunity to be present at the General Meeting to show cause why he should not be removed from Membership.
- g) The rights and privileges of every Member shall be personal to that Member and cannot be transferred to any other person as the Member's agent or by operation of law, save only to the extent that one Member may vote by proxy in accordance with sub-rule 9.h) below.
- h) Association Members are required to pay an annual subscription fee. The amount of the subscription to be paid is to be determined by Council.

6. GENERAL MEETINGS

- a) An Annual General Meeting shall be held:
 - (i) once in every calendar year within four (4) months of the end of the Association's financial year; and
 - (ii) at a time and place appointed by the Council.
- b) General Meetings, which are not Annual General Meetings, shall be called Extraordinary General Meetings.
- c) The Council may convene an Extraordinary General Meeting whenever it may think fit.
- d) The Secretary shall convene an Extraordinary General Meeting whenever required by:
 - (i) the Chairperson;
 - (ii) the Council; or
 - (iii) the written requisition of not less than twenty people or ten percent (10%) of the Members, whichever is the lesser number;stating the objects for which the meeting is desired of Members.
- e) An Extraordinary General Meeting which is convened in accordance with sub-clause 6.d) above shall be convened not less than fourteen (14) days and not more than one (1) month after the Secretary is told that such a meeting must be convened pursuant to this sub-clause.

7. NOTICE OF MEETINGS

- a) Every Member shall be given:
 - (i) at least fourteen (14) days written notice of every Annual General Meeting; and
 - (ii) at least seven (7) days written notice of every Extraordinary General Meeting.
- b) The written notice of each General Meeting shall state the date, time and place of the meeting and the nature of the business to be transacted at that meeting.
- c) The only business, which can be transacted at a General Meeting, is the business, which is specified, in the written notice of that meeting.

8. PROCEEDINGS AT GENERAL MEETINGS

- a) Subject to the other provisions of these Rules, quorum for a General Meeting will be achieved when twelve Members (12), including any five (5) Councillors, are actually present at that meeting.

A Member attending a meeting will only be counted once for the purposes of determining quorum even if they have the right to vote for another Member, or other Members, by proxy in accordance with sub-rule 9.h) below.

- b) No business can be transacted at any General Meeting unless a quorum of Members is present.
- c) If a quorum is not present at a General Meeting within fifteen (15) minutes after the time appointed for the commencement of that meeting then the meeting shall stand adjourned to the same day in the next week at the same time and place. If a quorum is not present at the adjourned meeting within fifteen (15) minutes after the time appointed for that adjourned meeting to commence then all of the Members present shall constitute a quorum for the purposes of that General Meeting.
- d) The chairperson at every General Meeting shall be:
- (i) the Chairperson;
 - (ii) if the Chairperson does not attend the meeting, then the Vice-Chairperson; or
 - (iii) if neither the Chairperson nor the Vice Chairperson:
 - is present at the meeting within fifteen (15) minutes after the time appointed for the commencement of that meeting; or
 - is willing to act as chairperson at the meeting;
- then the Members present at the General Meeting shall choose some one of their number to act as Chairperson.
- e) If the Members at a General Meeting resolve to adjourn, that meeting will be adjourned in accordance with that resolution, but no business shall be transacted at any adjourned meeting other than the business, which was left unfinished at the General Meeting, from which the adjournment was made.

If a General Meeting is adjourned for seven (7) days or more, then notice of the adjourned meeting must be given in accordance with the Rules governing the notice of the original General Meeting. If a General Meeting is adjourned for less than seven (7) days, then it shall not be necessary to give any notice of that adjournment or of the business to be transacted at the adjourned meeting.

- f) The order of business for every Annual General Meeting shall be:
- (i) confirmation of the minutes of the last Annual General Meeting and of any Extraordinary General Meeting or meetings held since the last Annual General Meeting;
 - (ii) receipt of:
 - the Chairperson's report;
 - the Treasurer's report, including the annual balance sheet, income and expenditure statement;
 - a report from the auditor in accordance with rule 22. below; and

- reports from relevant Committees;

and resolving whether each of those reports is to be accepted, rejected or dealt with in some other manner;

(iii) the election of:

- a Chairperson;
- a Vice-Chairperson;
- a Secretary;
- a Treasurer; and
- Ordinary Councillors;

(iv) the appointment of the auditor; and

(v) any business specified in the written notice given for the meeting in accordance with sub-rule 7.b) above.

g) The annual balance sheet, income statement and expenditure statement referred to in sub-rule 8.f) (ii) above and presented at each Annual General Meeting shall be prepared as at the year ending on the 31st day of December immediately preceding that meeting. All other accounts presented at an Annual General Meeting will cover that same period unless those accounts clearly state otherwise.

h) Elections for the positions of Chairperson, Vice-Chairperson, Secretary, Treasurer, Ordinary Councillors and auditor shall be voted on by the Members at an Annual General Meeting (AGM) subject to all the Councillor Policy requirements being met. If there is more than one nomination for a position then:

- (i) the election for that position will be conducted by secret ballot;
- (ii) each Member present at the meeting may make a single vote for only one of the people nominated;
- (iii) two (2) Members shall be appointed by the Chairperson of the meeting as Tellers;
- (iv) Tellers who are appointed to act in relation to any election may not be one of the people nominated for that position
- (v) where possible, the Chairperson at the meeting will also ensure that the Tellers are not people who have made or seconded nominations for the position;
- (vi) the Tellers will examine and count the votes, the Tellers will then report the result to the Chairperson;
- (vii) the Chairman will then announce the result of the election to the Members; and
- (viii) the Tellers will then destroy the voting papers.

i) Proxy votes will be made in the following or similar form:

The West Coast Steiner School Incorporated

I (insert full name) of
(insert address) being a Member of the **West Coast Steiner School Incorporated**
hereby appoint..... (insert full name) of
..... (insert address) as my proxy to vote on my behalf at
the Annual General Meeting/Extraordinary General Meeting to be held on the
.....day of.....20..... (insert date).

My proxy is authorised to vote in favour of/against (delete which is not applicable)
the following resolution/s

For:

Against:

**In the event that the motion being voted on is amended in any way, the proxy
vote for that motion becomes invalid.**

Signed:..... this.....day of20.....

9. VOTING

- a) Resolutions that are put to the vote at any General Meeting shall be decided on a show of hands UNLESS a poll is (before or on the declaration of the result of the show of hands) demanded by at least two (2) Members who are present in person.
- b) For the purposes of this rule (rule 9.) the term 'resolution' will not include a resolution electing a Councillor.
- c) Unless a poll is demanded in accordance with sub-rule 9.a) above, then:
 - (i) a declaration by the Chairperson of a General Meeting that a resolution has on a show of hands been:
 - carried;
 - carried unanimously;
 - carried by a particular majority; or
 - lost;
 - and
 - (ii) an entry recording that declaration in the Association's record of that general meeting;

shall be conclusive evidence of the truth of that declaration.

- d) If a poll is demanded in accordance with sub-rule 9.a) above, then:
 - (i) that poll shall be taken in such manner as the Chairperson of that General Meeting directs; and
 - (ii) unless the General Meeting is adjourned, the result of that poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- e) If the votes for and against any resolution that is to be decided on the basis of a simple majority at a General Meeting are evenly balanced then the resolution will be decided in accordance with the vote of the Chairperson of that meeting.
- f) Any poll which is demanded in accordance with sub-rule 9.a) above in relation to:
 - (i) the election of a Chairperson; or
 - (ii) on a question of adjournment;shall be taken forthwith. Any such poll, which is demanded in relation to any other question, shall be taken at such time as the Chairperson of the General Meeting directs.
- g) Every Member shall have only one vote subject to sub-rule 9.e) above and sub-rule 9.h) below.
- h) Every Member may appoint any other Member by proxy to vote whether on a show of hands or on a poll on his behalf provided that such proxy is deposited with the Secretary before the commencement of the meeting in respect of which the proxy is appointed.

10. NOMINATIONS OF MEMBERS TO COUNCIL

- a) Nominations to the Council for vacancies that arise will be called for up to two months and no less than two weeks prior to the AGM of the Association or at the discretion of the Chairperson.
- b) Nominations to the Council can be made by Association Members. Two Member nominees are required whereby the first Member nominates and the other seconds the nomination.
- c) At the time of nomination, nominees will receive a "list of requirements" as approved by the Council, from the Secretary of the Council. The list of requirements needs to contain evidence of experience and/or knowledge in one or more of the following:
 - (i) Waldorf/Steiner education;
 - (ii) Anthroposophy;
 - (iii) Mainstream education;
 - (iv) School management or Management of a Community Service;

- (v) Law;
 - (vi) Planning;
 - (vii) Architecture;
 - (viii) Property management;
 - (ix) Fund raising;
 - (x) Human resources management;
 - (xi) Financial management;
 - (xii) Management experience;
 - (xiii) Any other relevant experience sought by Council.
- d) The nominee will also need to state in their nomination and at the commencement of each Council meeting, the nominee's willingness, to enter into an agreement to abide by the Code of Conduct (see rule 11.), and to make a statutory declaration to the effect that in the previous five years the nominee has not been declared bankrupt and has no criminal convictions. A police clearance will need to be provided either before being elected to the School Council or prior to the first Council meeting after an AGM.
- e) Association Members are to be supplied with a nominee's responses to the list of requirements at an AGM. The nominee's agreement to abide by the "code" (see rule 11.), their statement that they have not been declared bankrupt and a police clearance is to be supplied prior to the first Council meeting post the AGM.
- f) Councillors (elected or appointed) are required to meet all requirements of the Councillor Policy prior to attending their first Council meeting. Failure to do so, will render their position vacant and to be filled at the Council's discretion as per sub-rule 12.h) and sub-rule 12.i) below.

11. CODE OF CONDUCT AND CONFIDENTIALITY FOR COUNCILLORS

In exercising their powers and discharging their duties all Members of the Council must at a minimum:

- i. Act in the best interests of the School;
- ii. Uphold the values, aims and objects, and good reputation, of the School;
- iii. Embrace and be willing to further their understanding of Steiner Education;
- iv. Behave with honesty and integrity, respect and accountability;
- v. Demonstrate high standards of ethical behaviour and responsiveness to the needs and aspirations of the School;
- vi. Create policies in order to achieve the delivery of fair, effective, impartial and courteous service to stakeholders of the School;
- vii. Expect, support and develop high standards of leadership;
- viii. Act with due care and diligence;
- ix. Treat other Council Members, staff, students, parents, Members of the Association and others with respect and courtesy and without harassment, discrimination or intolerance;
- x. Act within the requirements of all applicable Commonwealth and State laws and satisfy all common law obligations and responsibilities;
- xi. Maintain appropriate confidentiality of, and accountability for, the acts of the Council;

- xii. Disclose and take all reasonable steps to avoid any conflict of interest in connection with the operations or activities of the Association;
- xiii. Use the assets and resources of the association in a proper and accountable manner;
- xiv. Make decisions about the allocation of assets and resources of the School applying the principle that merit is the primary matter considered;
- xv. Not make any improper use of information obtained as Council Members or gain or seek to gain a direct or indirect pecuniary benefit or material advantage for any Member, Council Member or employee or any related person, to the detriment of the Association;
- xvi. Not cause or permit any act with intent to deceive or defraud the association, any Member of the Association or any other person;
- xvii. Not provide false or misleading information in response to any request for information relating to the official activities of the Council.
- xviii. Keep confidential all confidential information and endeavour to prevent disclosure to any person. I acknowledge that harm may be caused to the Association by unauthorized disclosure of confidential information.
- xix. Not make a copy or other record of confidential information except in the proper performance of Councillor duties.
- xx. All confidential information being solely and exclusively the intellectual property of the Association.
- xxi. Maintain these obligations in respect to confidential information notwithstanding the withdrawal or termination of membership of the Association.

12. FUNCTIONS OF COUNCIL

a) The Council shall consist of a maximum of (10) ten Elected Councillors and consist of at least:

- (i) a Chairperson;
- (ii) a Vice-Chairperson;
- (iii) a Secretary;
- (iv) a Treasurer; and
- (v) at least two (2) Ordinary Councillors.

(collectively known as "**the Elected Councillors**")

b) The term for Elected Councillors is two years,

- (i) with each Chairperson expected to remain on Council for an extra year after the end of their term as Chairperson.

c) The Council may also include:

- (i) one (1) person employed in the School's Administrative staff ("the Administration Delegate"), normally the School Administrator;
- (ii) one (1) person who may be appointed by the College of Teachers to the Council ("the College Delegate"), and
- (iii) one (1) person who may be appointed annually by the Parents & Friends Association as the delegate from the Parents & Friends Association to the Council ("the P&F Delegate");

- (iv) Councillors appointed by Elected Councillors to fulfil needs for expertise, (collectively known as "**the Appointed Councillors**")
- d) The Elected Councillors will have voting rights at Council meetings. All Appointed Councillors shall present reports as required by Council and information/concerns to Council as the need arises. The P&F Delegate will have the same voting rights as the Elected Councillors and will be required to comply with the Councillor Policy requirements. The Administration Delegate and College of Delegate shall be "ex-officio" members of Council with no voting rights.
- e) Management of the business affairs and governance of the Association shall be vested in the Council. In the context of the Council's joint responsibility with the School Administrator for the overall management and operation of the School, the Council will perform the following governance functions;
 - a. Take full responsibility for the administration and control of the Association.
 - b. Exercise all the powers of the association save those, which must under these rules or at law, be exercised by the Members in an AGM or EGM.
 - c. Act as the committee of management of the Association.
 - d. Set the broad direction and vision of the School.
 - e. Provide strategic planning for the School including:
 - i. developing, monitoring and reviewing the objectives and targets of the strategic plan; and
 - ii. Considering, approving and monitoring human resource and asset management plans.
 - f. Determine policies for the school, which are in-line with the objects of the Associations including policies for the education, safety, welfare and discipline of students.
 - g. Determine the application of the total financial resources available to the School including the regular review of the budget.
 - h. Determine and implement all expenditure on capital projects.
 - i. At the AGM, report to the school Association on:
 - i. the strategic plan;
 - ii. the finances of the school;
 - iii. Operational plans and the Council's operations.
 - j. Take responsibility for the employment, performance management, disciplining and dismissal of the School Administrator.
 - k. Take responsibility for overseeing the proper care and maintenance of any property owned by the Association.

- l. Perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of Association employees and students.
 - m. Raise money for school related purposes.
 - n. Such other acts and things incidental to the performance of these functions.
- f) The Council's functions must be exercised in accordance with Commonwealth and State legislation and this Constitution.
- g) Councillors shall cause minutes to be made in books provided for the purpose;
- (i) of the names of the Councillors present at each meeting of the Council and of any Council committee;
 - (ii) of all resolutions and proceedings at all meetings of:
 - the Association and;
 - the Council; and
 - any committees of the Council; and
 - (iii) of every Councillor present at any such meeting.
- h) Any casual vacancy arising in the office of an Ordinary Councillor who has been elected in accordance with sub-rule 8.f) (iii) above may be filled by the appointment of a Member of the Association by a resolution of the other Elected Councillors.
- Any person who is appointed to the office of Ordinary Councillor to fill a casual vacancy in that manner shall have the same voting privileges as the original appointee and shall hold that office until the expiration of the term of the original appointee.
- i) Where a casual vacancy arises in the office of :
- Chairperson;
 - Vice-Chairperson;
 - Secretary; or
 - Treasurer;
- then the other Elected Councillors shall elect one of their number, not already holding one of those offices, to fill the office vacated until the next Annual General Meeting.
- j) Where a casual vacancy arises in the office of the College Delegate then the College of Teachers may appoint one of its Members to fill that position until the next Annual General Meeting.
- k) Where a casual vacancy arises in the office of the Administration Delegate then all of the Councillors (the Elected Councillors and the other Appointed Councillors) may appoint a Member of the School's administrative staff to fill that position until the next Annual General Meeting.

- l) Where a casual vacancy arises in the office of the P&F Delegate then the Parents and Friends Association may appoint one of its Members to fill that position until the next Annual General Meeting.
- m) The Council may co-opt as a non-voting Member of Council any person who Councillors believe can advise Council on any matter under their consideration. A person so appointed:
- (i) shall be appointed for such term, as the Council sees fit, expiring not later than the next succeeding Annual General Meeting;
 - (ii) shall be eligible for re-appointment; and
 - (iii) can be removed at any time by a resolution passed by a majority of the Member of Council.

This sub-rule [sub-rule 12.m)] will not govern appointment of the Appointed Councillors.

13. DUTY OF COUNCILLORS

- a) **CHAIRPERSON:** The Chairperson:
- (i) shall convene and preside at all meetings of the Association;
 - (ii) shall ensure that Council business is conducted in a proper manner;
 - (iii) shall endeavour to ensure the well-being of the Association and the attainment of its objects: and
 - (iv) shall contribute to the formulation of the agenda of Council meetings.
- b) **VICE-CHAIRPERSON:** The Vice-Chairperson shall assist the Chairperson at all meetings of the Association and the Council. The Vice-Chairperson shall carry out all the functions of the Chairperson in the Chairperson's absence or where the Chairperson is unable to perform those functions for any reason.
- c) **SECRETARY:** The Secretary shall carry out such duties as the Council may from time to time determine. Unless and until the Council allocates the following duties to another office or Member of the Council, the Secretary shall:
- (i) keep and maintain the following records:
 - a register of the names and addresses of Members;
 - the names of the Councillors present at each meeting of the Council and of any Council committee
 - the minutes of meetings of the Association and the Council;
 - all resolutions and proceedings at all meetings of:
 - the Association and;
 - the Council;

- every Councillor present at any such meeting; and
- a list of all Committees;

(ii) make any records and/or documents of the Association available for inspection by a Member of the Association as required by a resolution of Council made in accordance with sub-rule 21.d) below.

(iii) shall contribute to the formulation of the agenda of Council meetings.

(iv) seek another member of Council to validate the Police Check for the Secretary role.

(v) shall update the Councillor Policy and appendices annually after each AGM and distribute to all Councillors as required.

d) **TREASURER:** The Treasurer shall carry out such duties as the Council may from time to time determine. Unless and until the Council allocates the following duties to another office or Member of the Council, the Treasurer shall:

- (i) keep correct and up to date books of account showing the financial affairs of the Association;
- (ii) receive and pay all moneys belonging to the Association into such banking or other account as Council may from time to time direct;
- (iii) prepare the Association's annual accounts when required by Council and in any event once in each year before the annual audit;
- (iv) prepare the income and expenditure statement and balance sheet to be presented to the Annual General Meeting of the Association;
- (v) keep in his custody the securities of the Association;
- (vi) to provide such financial information to the Council as the Council may require: and
- (vii) contribute to the formulation of the agenda of Council meetings.

e) **ALL COUNCILLORS (ELECTED AND APPOINTED):**

- i. Councillors have a duty to act in the best interests of the Association at all times in fulfilling the Objects of the Association. Councillors have an overseeing role, and day-to-day matters of the school operations are the direct responsibility of the School Administrator;
- ii. Council are directly responsible for the hiring, performance and dismissal of the School Administrator;
- iii. Councillors are to declare any and all conflicts of interest or potential conflicts of interest and excuse themselves from discussions or voting in these instances;

- iv. No Member of the Council may represent or assist in any professional capacity a person whose interests are in conflict with those of the Association.
- v. Councillors are to attend professional development events as organised by Council unless granted a specific exemption by the Chairperson; and
- vi. The newly elected or appointed person must meet all requirements of the current Councillor Policy.

14. FUNCTIONS OF THE SCHOOL ADMINISTRATOR

- a) The functions of the School Administrator are undertaken in the context of their joint responsibility with the Council for the governance of the School.
- b) The School Administrator is answerable to the Council for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a School.
- c) The School Administrator's job description includes to:
 - i) implement the educational plans and School policies;
 - ii) provide accurate and timely reports, information and advice relevant to the Council functions;
 - iii) provide an up to date report of the School's financial position at each Council meeting;
 - iv) report on learning, care, training and participation outcomes;
 - v) supervise and promote the development of staff employed by the Association;
 - vi) be responsible for the financial, physical and human resource management of the School;
 - vii) be an *ex-officio* Member of the School Council with no voting rights;
 - viii) contribute to the formulation of the agenda of Council meetings.
- d) The School Administrator is responsible for the day-to-day management of the School.
- e) The School Administrator is responsible for the recruitment, engagement, discipline and dismissal of all school staff in accordance with the policies and procedures of the School as determined by the Council and relevant industrial relations laws.

15. DUTY OF MEMBERS

Each Member shall keep the Secretary informed of their correct current address. Any address so notified by a Member shall be deemed to be the address of that Member for all purposes of these rules.

In accordance with sub-rule 13.c) (i) above, the Secretary shall (on behalf of the Association) keep and maintain a register of the names and addresses of Members in an up to date condition. That register will contain the names and postal or residential addresses of all Members. That register will be made available for inspection by Members who may make a copy or take an extract of the register.

The Association will not otherwise divulge any of the information it obtains as to:

- a) the names of Members;
- b) the addresses and contact details of Members; and
- c) any other personal information Members;

to any other party without the consent of the relevant Member(s) except to the extent it is reasonably necessary to release that information in order to properly perform the functions and tasks required to achieve the Objects of the Association (as described in rule 2. above).

16. POWERS OF COUNCIL

The Council may exercise all powers of the Association described in rule 3 above save for those which these Rules require to be exercised by the Association at a General Meeting and subject to any resolutions which may be made at a General Meeting.

17. VACATION OF OFFICE

- a) A Councillor may ask for a leave of absence if circumstances preclude his attendance at Council meetings. The leave of absence cannot be longer than six (6) months. If the absence is longer than six (6) months then the Councillor will be deemed to have resigned from their office.
- b) The office of any Councillor shall be vacated if the Councillor:
 - (i) resigns his office by notice in writing to the Association; or
 - (ii) fails to attend 50% of the ordinary meetings of the Council held each year and where:
 - that Councillor has not been granted a leave of absence by the Council in accordance with sub-rule 17.a) above; and
 - the Secretary has notified that Councillor of his/her absences and of the fact that they will be deemed to have resigned their office in accordance with this sub-rule [i.e. sub-rule 17.b) (ii)] if they fail to attend the next meeting of the Council when those circumstances arise; or
 - (iii) ceases to be a Member of the Association.

- c) The Association may resolve to:
- (i) remove any Elected Councillor ("the Removed Councillor") at a General Meeting before the Removed Councillor's term of office expires; and
 - (ii) appoint another person ("the Replacement Councillor") in the Removed Councillor's place on the basis that the Replacement Councillor shall for all purposes be treated as if he were appointed to a casual vacancy under sub-rule 12.g) or sub-rule 12.h) above;
- PROVIDED that the Elected Councillor whom it is proposed to remove from office;
- receives notice of motion of any proposed resolution for his removal fourteen (14) days prior to the General Meeting at which the motion for his removal is to be considered; and
 - has a reasonable opportunity to attend the General Meeting to show cause why he should not be removed from office.
- d) A Replacement Councillor may not be appointed to replace the Chairperson or Vice-Chairperson pursuant to sub-rule 17.c) above UNLESS the Replacement Councillor is an Elected Councillor.

18. PROCEEDINGS OF THE COUNCIL

- a) The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit.
- b) Decisions will normally be made by consensus, which means that every Member of the Council shall agree to support any decision made by the Council, regardless of whether or not they personally agree with the original proposal. If it proves impossible or undesirable at any time to reach a decision by consensus regarding any matter, then a vote may be taken and the proposal be carried by a simple majority of the Council Members present.
- c) If the votes for and against any resolution, which is to be decided on the basis of a simple majority, are evenly balanced then the resolution will be decided in accordance with the vote of the Chairperson of that meeting.
- d) Any Councillor may at any time, and on giving reasonable notice, summon a meeting of the Council.
- e) The quorum necessary for the transaction of the business of the Council shall be five (5) Councillors or 60% of the Councillors, whichever is the smaller number.
- f) If the Chairperson and Vice-Chairperson are not present at any meeting within fifteen (15) minutes after the time appointed for the commencement of that meeting then the Councillors present may choose one of their number to be the Chairperson of the meeting.
- g) The Council may:
 - (i) delegate any of its powers to committees ("**Committees**") consisting of such Councillors and co-opted Members as it thinks fit; and

(ii) specify such regulations and make such resolutions as it thinks fit to limit and regulate the operations of Committees, including (but not limited to) the:

- purpose;
- Membership;
- administrative accountability; and
- reporting arrangements;

of those Committees.

h) Subject to any regulations or resolutions which may be made by the Council in accordance with sub-rule 18.g) (ii) above:

(i) a Committee may not be constituted for a term of more than eighteen (18) months;

(ii) a Committee may not further delegate its powers to another body;

(iii) a Committee may meet and adjourn as it thinks proper;

(iv) questions which arise at any meeting of a Committee shall be determined:

- in the first instance by consensus, which means that every Member of the Committee shall agree to support any decision made by their Committee regardless of whether or not they personally agree with the original proposal;
- if it proves impossible or undesirable to reach a decision by consensus, then a vote may be taken and the proposal be carried by a simple majority of votes and of the votes of the Members of the Committee who are present; and
- if that vote is evenly balanced, then the matter will be decided in accordance with the vote of the Chairperson of that meeting.

(v) a Committee may elect a Chairperson of its meetings; and

(vi) if the Committee does not elect a Chairperson, or if the elected Chairperson elected is not present within five (5) minutes after the time appointed for the commencement of the Committee meeting, then the Members of the Committee who are present may choose one of their number to be Chairperson of that Committee meeting.

i) Any decision of the Council shall not be invalid merely by reason of any casual vacancy in any of the positions of the Elected Councillors or the Appointed Councillors. The decisions of the Council will not be valid unless:

- all of the Elected Councillors positions (referred to in sub-rule 12.a) above) were filled at the last Annual General Meeting; and
- all other provisions of this Constitution have been complied with (including, but not limited to, the requirements of quorum referred to in sub-rule 18. e) above).

- j) Any decision of the Council or of a Committee shall be deemed to be valid and to have been made in good faith notwithstanding that it may be discovered afterwards that there was a defect in the appointment of any Councillor or Committee Member.
- k) Council shall have power to determine who shall be entitled to sign:
- bills;
 - notes;
 - receipts;
 - acceptances;
 - endorsements;
 - cheques;
 - releases;
 - contracts; and
 - other documents and correspondence;
- on behalf of the Association.
- l) A resolution in writing signed by all the Councillors shall be deemed to be a resolution passed by the Council at a meeting of the Council, which has been properly called and properly constituted.

19. THE COLLEGE OF TEACHERS

A formal body which:

- a) is comprised of persons currently teaching in the school, subject to terms and conditions which are established by that body; and
- b) assumes responsibility for pedagogical and cultural matters, issues and aspects of the School's operations, which may include:
- (i) overseeing the teaching in the School,
 - (ii) making recommendations to the Council as to the appointment and retention of lecturers, Teachers, professional, technical, and other educational employees or advisers of the Association;
 - (iii) making recommendations to the Council that the Council dismiss or accept the resignation of any of the foregoing persons in either case on such notice as is required by law in the absence of gross misconduct;
 - (iv) encouraging the study and discussion of educational and pedagogical matters and issues and for those purposes, inter alia to prepare, edit, publish, issue, acquire and circulate books, papers, periodicals, gazettes, magazines, circulars and other literary material and electronic and magnetic records and storage media and to establish and maintain provision of the aforesaid; and
 - (v) making recommendations to the Council as to the expulsion of any Child;

howsoever that body is named by its Members, shall be known for the purpose of these Rules as "the College of Teachers".

In the event the College ceases to function, then the Council will assume the responsibilities of the College in consultation with the Teachers, and the Council will assist the Teachers in re-establishing a new College as soon as practicable.

20. THE PARENTS & FRIENDS ASSOCIATION

Any formal body which:

- a) is comprised in part by the Parents; and
- b) assumes responsibility for matters including:
 - (i) organising, undertaking and/or promoting fund-raising activities to provide for equipment, maintenance and services for the School;
 - (ii) coordinating and initiating the volunteer efforts of its Members in the physical improvement and maintenance of the School's premises;
 - (iii) initiating and coordinating social events to foster a spirit of community between Members of the Association;
 - (iv) identifying and undertaking activities aimed at promoting the School within the wider community; and
 - (v) endeavouring to increase awareness and understanding of Rudolf Steiner's philosophies among its Members and the wider community

howsoever that body is named by its Members, shall be known for the purpose of these Rules as "the Parents and Friends Association".

21. ACCOUNTS AND RECORDS

- a) The Councillors shall cause proper accounts to be kept with respect to all:
 - (i) sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
 - (ii) sales and purchases of goods by the Association; and
 - (iii) assets and liabilities of the Association.
- b) The accounts shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit;
- c) The accounts shall always be open to the inspection of the Councillors at reasonable notice.
- d) At the written request of any Member of the Association the Council, may resolve to allow that Member to inspect the books and records of the Association.
- e) No monies shall be spent by the Association without the authority of Council.

- f) The Council shall cause:
- an income and expenditure statement;
 - balance sheet;
 - a report of the Council on the financial affairs of the Association;
 - an Auditor's Certificate; and
 - an Auditor's report;
- to be prepared and laid before each Annual General Meeting.
- g) No cheques shall be drawn on any bank account of the Association other than by persons authorised by the Council to draw those cheques on behalf of the Association.
- h) The Council shall keep a record of all objects donated to the Association for the School and shall hold those objects on the basis that, unless the donor otherwise directs:
- (i) the objects shall be held and used solely for the purposes of the Association; and
 - (ii) upon the dissolution or winding up of the Association the objects shall be returned to the donor at the donor's request.

22. AUDIT

- a) At least once in each year the accounts of the Association shall be examined by the auditor appointed pursuant to sub-rule 8.f) (iv) ("the Auditor") who shall:
- (i) certify to the correctness of the balance sheet, profit and loss account and accompanying accounts and schedules to be submitted to the annual meeting; and
 - (ii) certify as to the accounts, which shall be submitted to the Council.
- b) The Auditor shall be a qualified accountant. The Auditor may be a Member of the Association but no person shall be eligible as an Auditor who is interested otherwise than as a Member only in any transaction of the Association. The Auditor may be paid for his or her services such sum as the Council may from time to time determine.
- c) Any casual vacancy occurring in the office of Auditor shall be filled by the Council.
- d) Every Auditor shall at all reasonable times have access to the books and accounts of the Association.
- e) Every Auditor may employ persons to assist him investigating the accounts of the Association.
- f) Every Auditor, and every person assisting an auditor in investigating the accounts of the Association, may require any Councillor and any employee of the Association to answer questions in relation to those accounts.

- g) The Auditor shall make a report to the Members of the Association on the balance sheet and accounts to be submitted to an Annual General Meeting. Every such report shall state whether in the Auditor's opinion the balance sheet and accounts are properly drawn up and give a true and correct view of the Association's financial affairs.

23. COMMON SEAL

The Common Seal of the Association shall be kept in the custody and power of the Chairperson and shall only be affixed to any deed, instrument or other document pursuant to a resolution of the Council and not otherwise.

Three (3) Councillors shall countersign the affixation of the Common Seal and the Secretary shall keep a record of all documents to which the Common Seal has been affixed.

24. ALTERATION OF RULES

No object, power or rule of the Constitution of the Association shall be repealed or amended, and no new object, power or rule shall be adopted by the Association, and the name of the Association shall not be changed, UNLESS:

- a) in accordance with a Special Resolution carried by a majority of three quarters ($\frac{3}{4}$) of the Members present and entitled to vote at a General Meeting of the Association; and
- b) the notice of that General Meeting includes information setting out in extent the proposed repeal, amendment or adoption or new name; and
- c) notice of any changes made to the rules, powers, objects or name of the Association has been lodged with the Commissioner for Corporate Affairs ("the Commissioner"), or the Commissioner's successor, within one (1) month after the resolution or making of that change.

25. INSURANCE

The Association is to hold current and relevant insurance policies required to meet the Objects of the Association (rule 2) at all times.

26. DISSOLUTION

The Association may be dissolved or wound up by a Special Resolution at any General Meeting called for such purpose upon the vote of three fourths ($\frac{3}{4}$) of the Members present and who are eligible to vote.

27. DISPOSITION OF ASSETS

If upon the dissolution or winding up of the Association there remains any property whatsoever after the satisfaction of all its debts and liabilities, then that property shall not be paid to or distributed among the Members but shall be given or transferred to some other association(s) incorporated under the *Associations Incorporations Act (WA) 1987* which:

- a) has, or have, objects similar to the objects of the Association;
- b) has, or have, objects which are not carried out for the purposes of profit or gain to its individual Members; and which
- c) prohibit(s) the distribution of its or their income and property among its or their Members; and
- d) shall be determined by resolution of the Members before the dissolution or winding up of the Association.

28. REGISTERED OFFICE

The registered office of the Association shall be at 15 Mayfair Street, Nollamara, Western Australia or such other address as the Council may from time to time determine.

N.B. Constitution last amended at Extraordinary General Meeting on 26th April 2016.
