CONSTITUTION
OF
THE ANGLICAN SCHOOLS COMMISSION INCORPORATED

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NAME

1. The name of the Association shall be ‘The Anglican Schools Commission Incorporated’ (Association).

INTERPRETATION

2. In the interpretation of this Constitution except where inconsistent with the context or subject matter:

(a) words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number;

(b) if any provision of this Constitution is construed as illegal or invalid, it shall be deemed deleted to the extent and effect as if it had never been incorporated into this Constitution and all other provisions shall continue in force;

(c) unless the contrary intention appears a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;

(d) words importing the masculine gender shall include the feminine gender and vice versa;

(e) ‘Archbishop’ has the same meaning of that term as in the Interpretation Statute 2007 of the Diocese;

(f) ‘Constitution’ means all the Rules contained herein including the objects powers and By-Laws of the Association;

(g) ‘Chair’ means the chair of the Association appointed pursuant to clause 7(2).

(h) ‘Diocesan Council’ means the Diocesan Council of the Diocese established under the Diocesan Council Statute 1888-2002;

(i) ‘Diocese’ means the Anglican Diocese of Perth;

(j) ‘Synod’ means the Synod of the Diocese; and

(k) ‘The Perth Diocesan Trustees’ means the body corporate established by the Anglican Church of Australia (Diocesan Trustees) Act 1888.

OBJECTS

3. The objects of the Association are to:

(a) supervise and support existing Association schools;

(b) plan, establish, supervise and support new Anglican schools in the Diocese, and upon request in other Anglican Dioceses in Western Australia, giving priority to the establishment of low fee schools especially in developing areas to be accessible to children of people from a wide range of incomes and backgrounds, including
students with special needs;

(c) plan, establish, supervise and support, upon request, such new schools in Anglican Dioceses outside Western Australia (with the prior written approval of The Perth Diocesan Trustees or by a special resolution), giving priority to the establishment of low fee schools especially in developing areas to be accessible to children of people from a wide range of incomes and backgrounds, including students with special needs

(d) develop policies for the good governance of the Association and its schools;

(e) develop and promote Anglican religious studies and worship in Association schools; and

(f) undertake all roles and responsibilities as the Anglican System in Western Australia (as defined by the Australian Government).

(g) ensure that the property and income of the Association shall be applied solely to the promotion of its objects or purposes and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, PROVIDED THAT nothing herein contained shall prevent the payment of:

(i) remuneration in good faith to any member, officer, employee or agent of the Association or other person in return for services actually authorised and rendered to the Association in the promotion of its objects;

(ii) interest at a rate not exceeding that charged by the Association’s principal Banker/Bank for the time being on overdraft accommodation of the same amount on any money lent by a member to the Association;

(iii) reasonable and proper rent for premises leased or let by a member to the Association; or

(iv) out-of-pocket expenses incurred by an authorised member or other authorised person on behalf of the Association.

POWERS

4. The Association has all the powers of a natural person including to:

(a) plan, establish, supervise and support new Anglican schools in the Diocese, and upon request in other Anglican Dioceses in Western Australia and, upon request, in Anglican Dioceses outside Western Australia with the prior written approval of The Perth Diocesan Trustees or pursuant to a special resolution, giving priority to the establishment of low fee schools especially in developing areas to be accessible to children of people from a wide range of incomes and backgrounds, including students with special needs;
(b) plan, establish and supervise a flexible system of management and control for new Anglican schools governed by School Councils with their constitutions approved by the Board (as defined in clause 7);

(c) develop policies for the good governance of the Association and its schools;

(d) promote Anglican worship through Association schools;

(e) develop and promote Anglican religious studies programmes and policies in Association schools;

(f) establish and promote facilities and programs in Association schools for students with special needs or disadvantage;

(g) facilitate consultation and encourage communication and cooperation among Association schools, between such schools and the Association and between Association schools and other Anglican schools through the Western Australian Anglican Schools Association (WAASA);

(h) advocate on behalf of the Association to the Federal, State and Local Governments and their agencies;

(i) liaise with Dioceses and other Anglican agencies in Western Australia;

(j) support WAASA;

(k) support Anglican Schools Australia;

(l) act as the Approved Authority (as defined by the Australian Government from time to time) for funding purposes for all Association schools;

(m) undertake all roles and responsibilities as the Anglican System in Western Australia (as defined by the Australian Government).

(n) collect and raise funds and to receive gifts, bequests and devises of real and personal property to be applied for the purposes of the Association;

(o) purchase, take on lease, build, construct, erect or otherwise acquire maintain, repair and alter any buildings or other property for the purposes of the Association and to furnish, equip and improve the same;

(p) sell, exchange, lease, mortgage, charge, hire, dispose of or turn to account or otherwise deal with all or any part of the property of the Association;

(q) invest and deal with the monies of the Association not immediately required in such securities and in such manner as may from time to time be determined by the Board with power to
consolidate, divide or alter any such investment;

(r) borrow or raise or secure the payment of money in such manner as the Association thinks fit including (without limitation) the issuing of debentures or debenture stock, perpetual or otherwise, upon all or any of the Association's property both present and future and to redeem or pay off any such securities;

(s) appoint, employ and pay officers, employees and agents of the Association and from time to time to suspend or dismiss the same;

(t) give, donate or subscribe money or personal property of the Association and provide benefits in furtherance of the objects of the Association;

(u) execute the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any property of the Association in such manner as the Board may think fit;

(v) execute in favour of any member of the Association or other person who may incur or be about to incur any personal liability for the benefit of the Association, guarantees or indemnities and to secure the same by mortgage of the Association's property (present and future) in whatever manner the Association may think fit. Any mortgage may contain a power of sale and whatever other powers, covenants and provisions as may be agreed upon between that member or person and the Association;

(w) enter into transactions with other entities whereby the goods and services of the Association are disposed of for consideration to one or more of such entities and to enter into all such negotiations and contracts and rescind and vary all such contracts and do all such acts deeds and things in the name of and on behalf of the Association as the Board may consider for or in relation to any of the objects of the Association;

(x) hire out the services and facilities of the Association and to engage in such other activities as the Association deems fit on such terms and conditions as the Association deems fit;

(y) undertake commercial activities to achieve and promote the objects of the Association including the acquisition of land for prospective establishment of new Anglican schools;

(z) undertake and execute any trusts which may be deemed desirable or conducive to the objects of the Association;

(aa) print and publish any information by any media including the printing and publication of newspapers, periodicals and books or leaflets as are prescribed for the promotion of the Association;

(bb) appoint and make use of agents and attorneys and to delegate all or any of its powers to any person or persons who may or may
not be members of the Association;

(cc) appoint Auditors from time to time;

(dd) remain incorporated under the Western Australian Associations Incorporation Act 1987 (WA) (Act);

(ee) do all things as are necessary to carry out and exercise the objects and powers of the Association and also all things that are necessary to carry on the ordinary business of the Association; and

(ff) do all other things as are, in the Board’s opinion, incidental or conducive to the attainment of any object of the Association.

THE VISITOR

5. The Archbishop shall be the Visitor of the Association and as such shall have and may exercise the powers which customarily relate to that office and the powers conferred on the Visitor by this Constitution subject to any of those powers not contravening the Act and in addition shall have power to:

(a) grant at the Archbishop's sole discretion dispensation in all spiritual matters and to settle differences relating to questions of the doctrine and discipline of the Anglican Church of Australia that apply to the Association;

(b) inspect the Association and the accounts of the Association and report thereon to Synod, the Board or the Chair as the case may require; and

(c) make recommendations to Synod, the Board or the Chair as the Visitor deems fit.

MEMBERS OF THE ASSOCIATION

6. (1) The members of the Association shall be each of:

(a) the Directors of the Board; and

(b) the trustees of The Perth Diocesan Trustees;

as appointed from time to time, unless the relevant trustee of The Perth Diocesan Trustees notifies the Chief Executive Officer of the Association and the Visitor in writing at any time that they do not wish to be a member of the Association.

(2) There are no entrance fees, subscriptions or other amounts payable by the members of the Association.

BOARD

7. (1) The control and management of the Association and implementation of its powers for the attainment of the Association’s objects, shall be vested in a Board of Directors (the Board)(formerly known as the Council). The Board shall consist of:
(a) one (1) Director appointed by the Archbishop;

(b) eleven (11) Directors appointed by the Diocesan Council;

(c) five (5) Directors appointed by the Board at least one of whom when co-opted must be the Chair of the governing council of an Association school and one of whom must be a Principal of a different Association school; and

(d) one (1) Director appointed by The Perth Diocesan Trustees.

(2) The Board shall propose for the Archbishop's approval one of the Directors appointed under clause 7(1) to be Chair of the Board.

(3) With the exception of the Chair and Principal appointed under clause 7(1)(c) whose terms of appointment shall be for such period specified by the Board but not in excess of two consecutive years, and subject to clause 7(4), the term of appointment to the Board shall be no more than three (3) years for any one (1) term of appointment.

(4) A Director shall not hold office continuously for a period greater than three (3) consecutive terms of three (3) years provided that if any Director holds office as a member of the Council on the date when this Constitution becomes operative, their prior service as member of the Council shall not be taken into account in calculating the three (3) consecutive terms of three (3) years. Notwithstanding the above, in exceptional circumstances a Director may be permitted to serve a further consecutive term of three (3) years at the end of the three (3) consecutive periods of three (3) years if written approval to do so is given by the Archbishop and all other Directors.

(5) Any casual vacancy under clause 30 for the position of Director on the Board shall be filled by the body which initially appointed that person pursuant to any of clauses 7(1)(a) to 7(1)(d) inclusive. The Director so appointed shall remain a Director for the balance of the term of appointment of the replaced Director.

(6) All Directors shall be eligible for re-appointment, subject to clauses 7(3) and 7(4).

POWERS AND DUTIES OF THE BOARD

8. The Board shall exercise the powers of the Association and manage the affairs of the Association and shall submit an annual report of its activities to the members of the Association, Diocesan Council and Synod.

9. The Board may delegate any of its powers and duties to the Chief Executive Officer appointed under clause 65.

RULES, REGULATIONS AND BY-LAWS

10. The Board may from time to time make, amend and repeal rules and regulations relating to the management of the affairs of the Association.
provided that no rules or regulations may contravene any of the provisions of this Constitution, or be ultra vires the objects and powers of the Association.

11. The Board may from time to time make, amend and repeal by-laws regarding the management of the affairs of the Association provided that no such by-laws shall contravene any of the provisions of this Constitution or be ultra vires the objects of the Association.

MEETINGS OF THE BOARD

12. Board meetings shall be held at least six (6) times a year at such time and place as shall be determined by the Board.

13. A Board meeting shall be held at any time upon the request of the Chair, of any three (3) Directors, or of the Visitor.

14. The notice convening a Board meeting shall specify the purpose for which the meeting is called and the business to be transacted thereat.

15. At least three (3) days’ written notice of every Board meeting shall be given or such shorter notice, provided three quarters (¾) of the Directors agree.

16. At any meeting, half the number of Directors shall constitute a quorum and each Director shall have one vote. In the event of there being an uneven number of Directors, their number shall be deemed to be the next highest number.

17. Subject to anything provided in this Constitution to the contrary, all questions at Board meetings shall be determined by a majority of Directors present and voting.

18. The Chair, or in the Chair’s absence, the Deputy Chair or in the Deputy Chair’s absence, any Director appointed by the Board shall chair the Board meeting.

19. The Director chairing each Board meeting shall have a deliberative but no casting vote.

20. If no quorum is present, a meeting shall stand adjourned to a date to be fixed by the Director chairing the meeting and in the absence of such a person shall stand adjourned to a date to be fixed by the Chair.

21. The Director chairing any Board meeting shall determine all questions raised at any Board meeting relating to the interpretation of this Constitution.

22. A minute book shall be kept by the Secretary and proper entries shall be made therein of all business transacted at every Board meeting.

TECHNOLOGY

23. (1) The Board may hold a meeting at two (2) or more venues using any technology that gives all the Directors an opportunity to participate.
(2) A Director participating in a meeting held at two (2) or more venues using technology is deemed to be present in person at that meeting.

WRITTEN RESOLUTIONS OF THE BOARD

24. (1) The Directors may pass a resolution without a meeting of the Board being held if a majority of the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution provided that the Directors were given a written copy of the proposed resolution at least twenty four (24) hours prior to considering the proposed resolution.

(2) For the purposes of sub-clause (1) above:

(a) separate copies of a document containing a statement may be used for signing by the Directors if the wording of the resolution and the statement are identical; and

(b) a facsimile or an electronic transmission may be used.

(3) At the next Board meeting the resolution must be put to the Directors for ratification and minuting.

(4) Subject to this Constitution the Board may in all other respects regulate its own meetings and procedures.

COMMITTEES

25. The Board may appoint committees of the Board, comprising any persons it may determine. Each committee and its members may be re-appointed annually.

26. The Board may delegate to any committee whatever powers and duties that the Board thinks fit and may at any time revoke that delegation in whole or in part.

27. The Chair and the Chief Executive Officer shall be ex-officio members of each committee, unless the Board otherwise decides.

28. Every committee established by the Board shall conform to all requirements imposed upon it from time to time by the Board.

INTERESTS

29. (1) A Director who the Board has decided has a material personal interest in a matter that is being considered by a meeting of the Board or general meeting must not:

(a) be present while the matter is being considered at the meeting; and

(b) vote on the matter.

(2) Each Director must declare any interest relating to the affairs of
the Association, including direct or indirect pecuniary interest, at the beginning of each meeting or as soon as any conflict becomes apparent or in relation to a resolution before the Board.

CASUAL VACANCIES

30. A casual vacancy occurs for the position of Director on the Board and that office becomes vacant if a Director:

(a) dies;

(b) resigns by notice in writing delivered to the Chair or, if the Director is the Chair, to the Deputy Chair and that resignation is accepted by resolution of the Board;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill health;

(e) is absent from more than three (3):

(i) consecutive Board meetings or

(ii) Board meetings in the same financial year without tendering an apology to the person chairing each of those Board meetings

of which meetings the member received notice and after which meetings the Board resolves to declare the office vacant;

(f) ceases to be a member of the Association; or

(g) is the subject of an ordinary resolution passed by a general meeting of members terminating his or her appointment as a Director.

GENERAL MEETINGS OF THE ASSOCIATION

31. The Board:

(a) may at any time convene a general meeting;

(b) must convene an annual general meeting during every calendar year within four (4) months after the end of the Association's financial year or such longer period as may in a particular case be allowed by under the Act; and

(c) must, within thirty (30) days of receiving a request in writing to do so from not less than five (5) members of the Association, convene a general meeting for the purpose specified in that request.

32. The members of the Association making a request referred to in clause 31(c) must:

(a) state in that request the purpose for which the general meeting
concerned is required; and

(b) sign that request.

33. If a general meeting is not convened within the relevant period of thirty (30) days referred to in clause 31(c), the members of the Association who made the relevant request may themselves convene a general meeting as if they were the Board.

34. When a general meeting is convened under clause 31 the:

(a) Board shall ensure that the members convening the general meeting are supplied free of charge with particulars of all members of the Association; and

(b) Association must pay the reasonable expenses of convening and holding the general meeting.

35. Subject to clauses 38 and 39, the Board must give all members of the Association not less than fourteen (14) days notice of a general meeting and that notice must specify:

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

36. Subject to clauses 38 and 39, the Chair of the Board must give all members of the Association not less than twenty one (21) days notice of an annual general meeting and that notice must specify:

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows:

(i) the consideration of the accounts and reports of the Board; and

(ii) any other business requiring consideration by the Association at the general meeting.

37. A special resolution may be moved either at a general meeting or at an annual general meeting. A special resolution is required to be passed by a majority of not less than three quarters (¾) of the members of the Association who are entitled under this Constitution to vote and vote in person or by proxy at a general meeting of which notice specifying the terms of the special resolution and the intention to propose the resolution as a special resolution has been given in accordance with this Constitution.

38. The Chair of the Board must give all members not less than twenty one (21) days notice of the meeting at which a special resolution is to be proposed in accordance with clause 37. The notice of the meeting shall not be sent to members until after the Board has obtained the Visitor’s
written approval thereto.

39. The Chair of the Board must give a notice under clauses 35, 36, 37 or 38 by:

(a) serving it on a member personally;

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under clause 68(2)(a); or

(c) serving it by electronic means.

40. When a notice is sent by post under clause 39(b), the notice shall be deemed to be properly effected if it is sufficiently addressed and posted to the relevant members by ordinary prepaid mail.

QUORUM AND PROCEEDINGS AT GENERAL MEETINGS OF THE ASSOCIATION

41. At a general meeting ten (10) members present in person shall constitute a quorum.

42. If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under clauses 35, 36, 37 and 38:

(a) as a result of a request or notice referred to in clause 31(c) or as a result of action taken under clause 34 a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in clause 42(a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

43. If within thirty (30) minutes of the time appointed by clause 42(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

44. The Chair may, with the consent of a general meeting at which a quorum is present, and must, if so directed by the general meeting, adjourn that general meeting from time to time and from place to place.

45. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

46. When a general meeting is adjourned for a period of thirty (30) days or more, the Chair must give notice under clauses 31 to 40 of the adjourned general meeting as if that general meeting were a fresh general meeting.

47. At a general meeting:

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to clauses 49,
50 and 51 below; and

(b) a special resolution put to the vote will be passed by a majority of not less than three quarters (¾) of the members of the Association who are entitled under this Constitution to vote and vote in person or by proxy, at a general meeting of which notice specifying the terms of the special resolution and the intention to propose the resolution as a special resolution has been given in accordance with this Constitution and if a poll is demanded, in accordance with clauses 49, 50 and 51.

48. A declaration by the Chair of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with clause 49.

49. At a general meeting, a poll may be demanded by the Chair or by five (5) or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chair directs.

50. If a poll is demanded and taken under clause 49 in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.

51. A poll demanded under clause 49 must be taken immediately on that demand being made.

VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

52. Subject to these rules, each member present in person or by proxy at a general meeting is entitled to one deliberative vote.

PROXIES OF MEMBERS OF THE ASSOCIATION

53. A member of the Association who is entitled to attend and vote at a meeting of the Association may appoint another member as that member's proxy to attend and vote for the member at the meeting.

54. A proxy appointed on behalf of a member shall have the same number of votes that the member would be permitted to exercise.

55. A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and vote, but only to the extent allowed by the appointment.

56. A proxy’s right to speak or vote at a meeting is suspended if the member who appointed the proxy is present at the meeting.

57. A member's appointment of a proxy is valid only if the appointment is made in writing and signed and dated by the member making the appointment and contains the:

(a) member's name and address;

(b) proxy's name; and

(c) date of the meeting at which the proxy is to be appointed.
58. The appointment may specify the way the proxy is to vote on a particular resolution, and if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote in that way;

(b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must vote on a show of hands;

(c) if the proxy is the Chair of the meeting, the proxy must vote on a poll, and must vote that way; and

(d) if the proxy is not the Chair of the meeting, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

59. The voting by a proxy does not affect the way that the person can vote as a member in their own right.

60. For the appointment of a proxy for a meeting of the Association to be effective, the appointment instrument must be received by the Association at its principal place of business at least twenty four (24) hours before the meeting.

MINUTES OF MEETINGS OF THE ASSOCIATION

61. The Chair must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

62. The Chair must ensure that the minutes taken of a general meeting or Board meeting under clause 61 are checked and then tabled at the next general meeting or Board meeting as the case requires, for approval.

RESIGNATION OF A MEMBER OF THE ASSOCIATION

63. A member of the Association who delivers to the Chair notice in writing of his or her resignation from the Association, shall upon the delivery of that notice to the Chair, cease to be a member of the Association.

INSPECTION OF THE RECORDS ETC OF THE ASSOCIATION

64. A member of the Association may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

CHIEF EXECUTIVE OFFICER

65. (1) The Association shall from time to time appoint a Chief Executive Officer subject to the prior approval of the Archbishop both of the appointment and the terms and conditions of the same.

(2) The Chief Executive Officer shall:
(a) co-ordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Board, each committee thereof and of the Association;

(c) perform such other duties as are imposed by this Constitution; and

(d) be responsible for the administration of the Association and shall undertake such other duties and responsibilities as shall be determined by the Board from time to time.

ATTENDANCE OF CHIEF EXECUTIVE OFFICER AT BOARD MEETINGS

66. The Chief Executive Officer and other members of the executive staff (as designated from time to time by the Board) may attend Board meetings and will attend Board meetings when specifically required to do so by the Board but without the power to vote.

DEPUTY CHAIR

67. The Board shall elect annually a Deputy Chair from amongst the Directors to perform whatever duties and exercise whatever powers are vested in the Chair by this Constitution from time to time. The Deputy Chair may only exercise those powers and duties in the absence of the Chair.

SECRETARY

68. (1) The Board shall appoint a person to act for a term to be determined from time to time by the Board as the Secretary of the Association. The Chief Executive Officer may be appointed as the Secretary.

(2) The Secretary shall:

(a) comply on behalf of the Association with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the member's inspection and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;

(b) keep and maintain the register at the Association's registered office or at the Secretary's place of residence or at such other place as the members at a general meeting decide;

(c) cause the name of a person who dies or who ceases to be a member to be deleted from the register of members;

(d) have custody of all books, documents, records and registers of the Association, including those referred to in clauses 68(2)(a), (e) and (f) but excluding those required by clause 69(2)(b) to be kept and maintained by, or in the custody of, the Treasurer;
(e) comply on behalf of the Association with section 28 of the Act in accordance with this Constitution; and

(f) comply on behalf of the Association with section 29 of the Act in respect of the record of the office holders and the members of the Association.

**TREASURER**

69. (1) The Board shall elect annually from amongst the Directors, a Treasurer.

(2) The Treasurer shall:

(a) comply on behalf of the Association with sections 25 and 26 of the Act; and

(b) have custody of all securities, books, documents and records of the Association.

**AUDITOR**

70. There shall be an Auditor of the Association (Auditor). The Auditor shall be a registered company auditor that is appointed at each annual general meeting and who shall hold office at the pleasure of the members. The Board shall pay the Auditor remuneration mutually agreed upon between the Board and the Auditor. The Auditor shall audit the financial statements of the Association and shall report thereon annually to the Board and to Diocesan Council for presentation to Synod. The Auditor’s report shall include comment as to whether the accounts and records of the Association have been properly kept and an opinion in accordance with generally accepted auditing standards on the financial statements.

**ACCOUNTS**

71. The Board shall cause true accounts to be kept of all moneys received and expended by or for the Association and proper books of account shall be kept at the Association’s registered office or at such other place as the Board may determine.

72. At a meeting of the Board following the end of each financial year of the Association (which financial year shall, unless otherwise directed by the Board, conclude on 31 December in each year) and prior to the Association’s Annual General Meeting audited financial statements shall be submitted to the Board.

73. A copy of the audited financial statements shall be sent to all members of the Board not less than seven (7) days before the date of the Board meeting to which they are to be presented.

74. At the end of each financial year or as soon as possible thereafter, the Board shall prepare a written report on the operations of the Association during that financial year and a copy of that report shall be delivered to the members of the Association, Diocesan Council and Synod.
75. A bank account or accounts for the Association and its schools shall be kept at whatever financial institution that the Board may determine and all funds transferred on any account shall be approved by any two persons that the Board may from time to time designate.

SEAL

76. The Association shall have a Common Seal which shall be kept in the custody of the Chief Executive Officer. The sealing clause of the Association shall be:

The Common Seal of The Anglican Schools Commission (Inc.)
ABN 85 336 233 269 was affixed to this document in the presence of:

__________________________
Director

__________________________
Director

__________________________
Secretary

77. The Common Seal shall only be affixed by resolution of the Board and every document to which the Common Seal shall have been affixed shall be countersigned by any two Directors who shall have been appointed by the Board to be the sealsignatories of the Association from time to time and countersigned by the Secretary.

78. A true and correct record shall be kept of all instruments deeds agreements contracts and documents to which the Common Seal is affixed and shall be maintained by the Secretary of the Board in a Seal Register.

PATRON

79. The Board may, from time to time, appoint a Patron and Vice Patrons of the Association and may at any time remove any such appointee.

HONORARY MEMBERS

80. The Board may elect and appoint (on terms and conditions as may from time to time be determined by the Board) any person as an Honorary Member in recognition of the Honorary Member’s services to the Association PROVIDED that there shall not be more than 7 Honorary Members at any one time. An Honorary Member shall have no rights or duties but may advise or consult the Board on any occasion upon which the Board shall invite the Honorary Member so to do.
HONORARY OFFICERS

81. The Association may appoint honorary officers for such periods and on such terms and conditions as may from time to time be determined by the Association.

INDEMNITY

82. (1) Every office bearer, Director, committee member and employee of the Association shall be indemnified out of the funds of the Association against losses and expenses which he or she may incur or become liable for by reason of any contract or agreement entered into, or any personal injury or property damage done or caused by him or her in his or her capacity as an office bearer, Director committee member or employee of the Association in the proper discharge of his or her duties.

(2) No office bearer, Director, committee member or employee of the Association shall be liable for the acts, neglects or defaults of any other office bearer, Director, committee member, employee of the Association or any other person or legal entity, or for the joining in any receipt or act of conformity, or for any loss or expense happening to the Association through the insufficiency of or deficiency of title to any property acquired for or on account of the Association, or for the insufficiency or deficiency of any securities in or upon which any of the money of the Association is invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any money, security or effects shall be deposited, or for any other loss, damage or misfortune whatsoever that happens in the execution of his or her duties, or in relation thereto unless the same happens from his or her own fraudulent act or omission.

VALIDATION OF ACTS

83. All acts and proceedings of the Board and any committee or any member thereof or of any employee of the Association shall be deemed valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Board, the committee or any member thereof or of the employee in question.

AMENDMENT OF CONSTITUTION

84. (1) This Constitution may be altered, added to, or repealed by a special resolution passed by a majority of not less than three quarters (¾) of the members of the Association who are entitled under this Constitution to vote and vote in person or by proxy or by postal vote, at a general meeting of which notice specifying the terms of the special resolution and the intention to propose the resolution as a special resolution has been given in accordance with this Constitution.

(2) If any amendments are made to this Constitution the Association may consolidate this Constitution into one document and notice of any resolution amending this Constitution will be given to the Commissioner as required by the Act.
(3) The accidental omission to give or the accidental non-receipt of any notice of any amendments by any member shall not necessarily invalidate any amendment duly passed at a general meeting.

DISSOLUTION

85. If the Association is solvent it may be dissolved by a special resolution passed by a majority of not less than three quarters (¾) of the members of the Association who are entitled under this Constitution to vote and vote in person, or by proxy, at a general meeting called for that purpose of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with this Constitution.

86. If on the winding up or dissolution of the Association there remains, after the satisfaction of all the debts and liabilities of the Association, any property whatsoever, that property shall not be paid or distributed among the members or former members but shall be given or transferred to The Perth Diocesan Trustees to be held and applied by The Perth Diocesan Trustees for another association incorporated under the Act, or other entity, which association or entity has similar objects to the Association, and which association or entity shall be one previously approved by the Visitor and one to which income tax deductible gifts may be made and approved by the Deputy Commissioner of Taxation.

10 September 2012 – Version 1