

Constitution of The Silver Tree Steiner School Incorporated

**Under the
Associations Incorporation Act 1987
Western Australia**

**Constitution
of
The Silver Tree Steiner School
Incorporated**

as at 26 May, 2015

**Incorporating amendments consistent
with the Associations Incorporation
Act 1987**

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**Under the
Associations Incorporation Act 1987
Western Australia**

**Constitution
of
The Silver Tree Steiner School
as at 26th May, 2015**

TITLE

- 1 The name of the Association is “The “Silver Tree Steiner School Incorporated”

DEFINITIONS

- 2 In these rules, unless the contrary intention appears:
 - a. “Association” refers to The Silver Tree Steiner School Incorporated
 - b. “AGM” refers to the Annual General Meeting of the Silver Tree Steiner School
 - c. “SGM” refers to the Special General Meeting of the Silver Tree Steiner School
 - d. “Board of Governors” refers to elected representatives of the association charged with governance of the school.
 - e. “Office Holder” refers to the office holders within the Board of Governors
 - f. “Board member” refers to a member of the Board of Governors
 - g. “Deliberative Vote” – Vote given to a person because they are member of a group. E.g. Board Member, Association Member
 - h. “Casting Vote” – A vote given to a chairperson or presiding officer to break a tie when there is an equality of votes during the deliberative vote.
 - i. The singular shall include the plural and vice versa.
 - j. Words importing any gender shall include the other gender.

OBJECTS OF THE ASSOCIATION

- 3 The objects of the Association are:
 - a. to operate a school known as ‘Silver Tree Steiner School’.

- b. to establish and carry on in Western Australia a primary school, kindergartens and playgroups to strengthen and support Steiner education in the community.
- c. to provide for and conduct the primary and early childhood 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.
- d. to provide an environment that fosters and develops an educational framework to provide students with the opportunity to reach their full educational potential.
- e. to support as it sees fit, and in a manner consistent with Articles 3b and 3c above, any organisation that seeks to provide such education or further education for high school age children and/or adults.
- f. The income and property of the Association shall be applied solely towards the promotion of the objects or purposes of the Association. No portion of the income or property shall be paid, transferred or otherwise distributed directly or indirectly to any member of the Association except in good faith in the promotion of those objects or purposes. Provided nothing shall prevent the fair and appropriate payment of remuneration to any employee of the Association or any other person or member of the Association in return for the required services rendered to the Association and authorised by the Board of Governors.**

POWERS OF THE ASSOCIATION

- 4** In addition to the powers conferred under the Act, the Association may:
- a. Appoint members of the Board of Governors;
 - b. employ persons as members of the staff of the school on terms and conditions approved by the Board of Governors;
 - c. enter into contracts on behalf of the Association as approved by the Board of Governors;
 - d. construct any building or structure for the benefit of the school or make any improvements to the premises or grounds of the school, with the approval of the Board of Governors;
 - e. purchase or take a lease or licence of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities as approved by the Board of Governors;
 - f. Establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students as approved by the Board of Governors.

- g. Do all those acts and things incidental to the exercise of these powers only with the approval of the Board of Governors.
- 5** The Association's powers must be exercised in accordance with the requirements of the Association's Incorporation Act (1897) of WA and this Constitution.

MEMBERSHIP OF THE ASSOCIATION

- 6** All registered parents of children in the school who are up-to-date with fee payments and staff employed at the time of the AGM or Special General Meetings as well as Life Members of the school are members of the association.
- 7** Any person agreed by special resolution of the Association shall be granted membership of the Association for twelve months following the date of the special resolution or until the close of the next Annual General Meeting of the Association, whichever is the former. Such member may have their membership renewed in this way at successive General Meetings.
- 8** A member shall cease to be a member if he shall:
- a. die or resign in writing to the Association;
 - b. cease to be mentally competent;
 - c. be charged upon indictment with a crime under the laws of the State or Commonwealth
- 9** If a member who is a member by virtue of Article 7 above ceases to meet the requirement of membership then the member also ceases to be a member of this Association at the same time.
- 10** A member may be removed from membership at any time for any reason by resolution of an AGM or SGM of the Association passed by a three quarters majority of members present provided that
- a. The member is given fourteen (14) days notice of the motion proposing such resolution, and:
 - b. The member has the opportunity to be present at an AGM or SGM to show cause why the member should not be removed from membership.
- 11** Each member shall keep the Secretary informed of the correct current address of the member and any address so notified by a member shall be deemed to be the address of the member for all purposes of these rules.
- 12** The rights and privileges of every member shall be personal to that member and shall not in any manner be transferable by his own act through any other person on his behalf or by operation of law.
- 13** Each member of the association has one vote at association meetings as long as they have signed or been marked as present in the attendance register before the commencement of the meeting and the secretary can confirm that they are association members.

- 14 There are no fees to join the association.
- 15 A register of members is to be kept by the secretary of the association and/or the administrator and is available to all members for inspection.
- 16 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- 17 The member may copy details from the books, documents, records and securities of the Association but has no right to remove them for that purpose.

LIFE MEMBERSHIP

- 18 The association may, by resolution carried by a three quarters of members present at a General Meeting and with the approval of the Board of Governors, elect to life membership any person who has contributed outstanding service to the association.
- 19 Life members are to have all the privileges of ordinary association members but no preferences.

FUNCTIONS OF THE BOARD OF GOVERNORS

- 20 In the context of the Board of Governor's joint responsibility with the Administrator for the governance of the school, the Board of Governors will perform the following 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 SGM.
 - 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:

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- i. the strategic plan;
 - ii. the finances of the school;
 - iii. Operational plans and the Board of Governor's operations.
 - iv. All items listed at Article 40.
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- j. Take responsibility for the employment, performance management, disciplining and dismissal of the 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 children and students
 - m. Raise money for school related purposes.
 - n. Accept nominations from association members for life membership to the association. Confer and rescind life membership to the association based on criteria, policies and procedures of the Board's choosing.
 - o. Maintain a satisfactory standard of education and satisfactory level of care for students who are enrolled.
 - p. Account for the quality of the educational program which is provided.
 - q. Do all those acts and things incidental to the exercise of these functions.
- 21** The Board of Governor's functions must be exercised in accordance with Commonwealth and State legislation and this constitution.

FUNCTIONS OF THE ADMINISTRATOR

- 22** The functions of the Administrator are undertaken in the context of the Administrator's joint responsibility with the Board of Governors for the governance of the school.
- 23** The Administrator is answerable to the Board of Governors 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.
- 24** The Administrator must:
- a. implement the educational plans and school policies;
 - b. provide accurate and timely reports, information and advice relevant to the Board of Governor's functions;
 - c. provide an up to date report of the school's financial position at each Board of Governor's meeting;
 - d. report on learning, care, training and participation outcomes;
 - e. supervise and promote the development of staff employed by the Association;

- f. be responsible for the financial, physical and human resource management of the school;
- g. be an *ex-officio* member of Board of Governors with no voting rights;
- h. be the returning officer for the nomination, election and appointment of Board of Governors;
- i. chair the first meeting of the Board of Governors held for the purpose of and the election of office holders and to provide an induction to new board members where necessary;
- j. contribute to the formulation of the agenda of Board of Governors meetings.

25 The Administrator is responsible for the day to day management of the school.

26 The 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 Board of Governors and relevant industrial relations laws.

BOARD OF GOVERNORS

27 The Board of Governors is comprised of the Administrator as an *ex officio* member with no voting rights and has a minimum of four and a maximum of seven members.

28 Except for the Administrator, neither parents nor employees of the Silver Tree Steiner School Association may be board members.

29 No person who is in default of an obligation to pay the association an amount of \$1,000.00 or more (or such other amount as the board may fix from time to time) that has been overdue for a period in excess of ninety days, is entitled to be appointed to, or remain on, the board.

30 Election of members to the Board of Governors

- a. Governors are elected by a majority to the Board of Governors at the AGM.
- b. Nominations to the Board of Governors 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.
- c. Nominations to the board can be made by association members and current Board members. Two nominees are required.
- d. Nominations for positions to the Board of Governors can be accepted by the Chair of the AGM until the time when a vote is called for by the Chair of the AGM.
- e. At the time of nomination, nominees will receive a “list of requirements” as approved by the Board of Governors, from the Secretary of the Board or

an appointee of the Board. The list of requirements needs to contain evidence of experience 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; or
 - xi. Financial management
- f. The nominee will also need to state in their nomination and at the commencement of each board meeting, the nominee's willingness, to enter into an agreement to abide by the Code of Conduct (See Article 33), 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 before election to the Board of Governors.
- g. Association members are to be supplied with a nominee's responses to the list of requirements, their agreement to abide by the "code" (See Article 33) and their statement that they have not been declared bankrupt and have provided a police clearance prior to a vote being taken to elect the said nominee.

31 Appointment of Office Holders

- a. The following office holders will be appointed by the Board of Governors at the first meeting after the AGM. A board member must be nominated and seconded to an office by two fellow board members and is elected by a majority vote of all present Board Members and their proxies.
- i. Chairperson
 - ii. Deputy chair
 - iii. Secretary
 - iv. Treasurer

32 Term of Appointment of Board Members

- a. Board Members are elected to the board for two years. They may seek re-election once their term has expired. There is no limit to how many times they may seek re-election.
- b. If, following an AGM or SGM, 80% or more of elected Governors are due to retire on the same date, the Chairman, Secretary and Treasurer who are elected at the first Board meeting after the AGM or SGM will automatically have their term extended from two years to three years.

33 Term of Appointment of Office Holders.

- a. Office holders serve a maximum of a one year term. All positions are declared vacant at the commencement of the first Board meeting after the AGM. There is no limit to how many times office holders may seek re-election.

34 Code of Conduct And Confidentiality for Board Members

- a. In exercising their powers and discharging their duties all members of the board must:
 - 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 board 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 board;
 - 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 board members or gain or seek to gain a direct or indirect pecuniary benefit or material advantage for any member, board 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 board.

35 Casual Vacancies on the Board

- a. A board member's position becomes vacant if that member:
 - i. Resigns;
 - ii. Dies;

- iii. Becomes bankrupt;
 - iv. Is dismissed by the board under rules stated in the constitution
 - v. Is dismissed by a annual general meeting or special general meeting of the association under rules stated in the constitution
- b. A casual vacancy on the board will be filled by an appointment of the board until the next AGM or SGM. A majority of the board members present at the meeting must support the nomination of the new appointment for the new appointment to be valid.

36 Chair and Deputy Chair

- a. The chair, when present, is to preside at all meetings of the board and is also the chair of the association.
- b. In the absence of the chair, the deputy chair is to preside and, in the absence of both of them, a presiding officer for the meeting is to be elected from their number by the members of the board present.
- c. The Deputy Chairman shall be vested with all the powers and shall perform all the duties of the Chairman in the absence of the latter, and shall have such other duties as may, from time to time, be determined by the Board.
- d. If a vote of no confidence in the chair is passed by a majority of the total membership of the board, the office of chair will immediately become vacant.
- e. A vote of no confidence may only be taken at a meeting of the board of which at least seven days notice has been given, including notice of intention to propose the vote.

37 Secretary

- a. The Secretary, or another Board Member appointed by the meeting to fulfil the role of Secretary, shall act as clerk thereof.
- b. The secretary of the Board shall also be the secretary of the association.
- c. The Secretary shall record all votes and minutes of all Meetings in a book, file or electronic record to be kept for that purpose (see also Article 47);
- d. The secretary shall send notices of all AGM's, Special General Meetings and Board meetings to those people eligible to attend; and the secretary shall perform such other duties as prescribed by the Board;
- e. The secretary shall be custodian of the corporate seal and all of the books and records of the board and the association (any of which books and records may be inspected by any Board Member on reasonable notice to the Secretary) except as may otherwise be decided by the Board of Governors.

38 Treasurer

The duties of the Treasurer shall be to:-

- a. Oversee the receiving of all monies for the School and account for the same. The Treasurer's receipt shall be sufficient discharge in respect of any payment to the School.

- b. Oversee the making of all payments under the order of the Board.
- c. Oversee the keeping of an account of all monies received and disbursed in a book to be open to the inspection of the Board at any Meeting thereof, and to the auditors at any time, and at each Board Meeting present a statement showing the progress and financial position of the School.
- d. Oversee the preparation and compilation of the Annual Balance Sheet to the end of each Financial Year and a Report to be submitted to the Annual General Meeting.
- e. Do such other things as may be directed by the Board.

39 Board Meetings

- a. The board shall meet at least five times per year at times and places agreed by its members.
- b. No sitting fees will be paid to board members.
- c. At every meeting of the board:
 - i. Three members will constitute a quorum;
 - ii. Motions may be moved with the support of a seconder and voted on without notice.
 - iii. Motions put will be decided by a majority of votes provided that no motion may be declared carried unless at least two members vote in favour of it; and
 - iv. The chair will have a deliberative vote and, in the event of an equality of votes, a casting vote.
 - v. The Board shall decide how it will conduct its meetings by a majority vote and any changes to those procedures shall only take place upon a majority vote.
- d. If an elected member of the board fails to attend three consecutive meetings without leave or an accepted apology, that member may be dismissed as a member by a resolution passed by three quarters (75%) of the total membership of the board.
- e. The board may meet in person or by electronic communication.
- f. All the provisions of these rules relating to meetings of the board apply as far as possible, and with any necessary changes, to meetings of the board by electronic communication.
- g. A board member taking part in a meeting by electronic communication:
 - i. Is to be taken to be present in person at the meeting;
 - ii. Must not leave the meeting by disconnecting the electronic communication device without the permission of the chair; and

- iii. Will, unless given permission by the chair to leave the meeting, be presumed to have been present and to have formed part of the quorum at all times during the meeting.

40 Board Resolutions without Meetings

The board may pass a resolution without convening a meeting provided the following procedures are followed:

- a. A proposed resolution may be reduced to writing;
- b. The proposed resolution must be distributed to all members of the board;
- c. Board members may comment on the proposed resolution, which may be amended;
- d. The proposed resolution may consist of several documents;
- e. The resolution, if signed as agreed to by all the members of the board, will be as valid and effectual as if it had been passed at a meeting of the board duly convened and held.
- f. If a resolution is signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a board member unless the document, by its terms, is said to take effect from an earlier date.
- g. A facsimile transmission or other document produced by mechanical or electronic means under the name of a board member with that member's authority will be considered to be a document in writing signed by that member.

41 Board to Report

The board must in each year report to the AGM on the activities of the association during the preceding year and on its plans for the association. Such report must:

- a. Provide a full statement of the income and expenditure of the association;
- b. Provide a balance sheet containing a summary of the assets and liabilities of the association as at the end of the preceding financial year;
- c. Cause to be attached to the accounts, before the auditor reports on the accounts, a statement made in accordance with a resolution of the board and signed by two or more members of the board stating whether or not:
 - i. The accounts present fairly the results of the operations of the association for the financial year and the state of affairs of the association as at the end of the financial year; and
 - ii. The board has reasonable grounds to believe that the association will be able to pay its debts as and when they fall due.
- d. Give particulars:
 - i. Of any body corporate that is a subsidiary of the association within the meaning of section 46 of the Corporations Act 2001 of the Commonwealth; and
 - ii. Of any trust of which the association is a trustee.

42 Advisory Committees

- a. The board may appoint advisory committees to assist it with its deliberations and generally to advise the board and provide reports of their activities when requested.
- b. Members of advisory committees need not be members of the board.

43 Delegation

- a. The board may delegate any of its powers, except this power, to such committees or individuals as it thinks fit.
- b. The board may define the delegated powers generally or specifically and may revoke such powers at any time.
- c. No committee or individual has power to act in the name of the board unless explicitly authorised to do so by resolution of the board. Any such power conferred may be revoked at any time by resolution of the Board.

44 No Conflicts

- a. No member of the board may represent or assist in any professional capacity a person whose interests are in conflict with those of the association.
- b. Board members must disclose any such conflict as soon as they become aware of the same.

45 Observers

- a. The board may from time to time invite groups within the school community to nominate persons to attend meetings of the board as observers.
- b. Such observers may speak but have no voting rights.
- c. The board may, by resolution, admit or exclude observers from any meeting for such period, and on such terms and conditions, as it thinks fit.

46 Sanctioning the board

- a. The board, or any one or more members of the board, may be sanctioned by the members in a general meeting.
- b. Any sanction imposed under the previous rule is limited to suspension or dismissal of the board or a member or members, as the case may be, of the board.

47 Special General Meetings Called to Consider Sanctions Against the Board or a Board Member

- a. If the purpose of a Special general meeting is to consider the imposition of sanctions against the board or any member of the board the requisition

seeking the general meeting must, in addition to any other requirements for notices, identify:

- i. The alleged conduct on which any proposed sanction is based;
 - ii. The person or persons, including, if applicable, the entire board, against whom the allegations are made; and
 - iii. The sanctions sought.
- b. Any person against whom sanctions are sought, and, if applicable, the board, must be given the opportunity to respond to any allegations and to make submissions as to the sanctions, if any, which should be imposed.
 - c. No board member may chair a special general meeting at the time the motion to impose any sanction is being considered if they are the subject of the sanction.
 - d. The members of the association at an AGM or Special General Meeting may, by resolution, remove a board member and appoint another board member in the board member's stead. The resolution proposing the removal of a board member must be included in the notice for that meeting and the board member must have the opportunity to include a written statement with that Notice and address the members at that meeting.
 - e. The suspension or dismissal of a board member at and AGM or SGM requires the support of seventy five percent (75%) of those eligible to vote at that meeting.

MINUTES OF MEETINGS

48 Creation and Maintenance of Minutes

- a. Minutes of all AGMs, special general meetings and of meetings of the board, and of all bodies appointed under these rules, must be entered in books or electronic records kept for that purpose.
- b. The minutes must be confirmed by the members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.
- c. The administrator shall be responsible for the archiving, as permanent records, all minute books and records.
- d. The administrator must not disclose the contents of any minute books or records to any person other than a board member without the written authority of the board.

MEETINGS

49 The Annual General Meeting of the members of the association shall be held before the end of the month of April in each year to:

- a. consider and if thought fit to receive and adopt the Board's report and the audited financial statements;

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- b. elect board members as set out in this Constitution;
- c. consider and if thought fit to approve any amendment to the Constitution;
- d. appoint an auditor;
- e. transact such other business as may be brought before the Meeting in conformity with this Constitution or which the Board may consider relevant.

50 A Special General Meeting may be called at any time by direction of the Board to consider any business determined by the Board or shall be called by the secretary within fourteen days after receipt by the Secretary of a requisition to that effect signed by not less than thirty per centum (30%) of the Members of the association specifying the business to be transacted at such Meeting.

51 Notice of all Annual General Meetings and Special General Meetings shall be given with not less than fourteen days notice for an Annual General Meeting and not less than seven days notice for a Special General Meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) prior to the date of the Meeting, specifying the place, the day, and the hour of the Meeting, and in the case of special business, the general nature of that business. In the case of any proposed modification of the Constitution or dissolution of the School, Articles 78 to 83 shall apply. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at any Meeting.

QUORUM

52 No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of not less than ten Members of the association is present in person at the commencement of such business. If, within thirty minutes from the time appointed for the Meeting, a quorum is not present, the Meeting shall stand adjourned to the same place and time one week later. If at such adjourned Meeting a quorum is not present, those present shall constitute a quorum and may proceed to transact the business for which the Meeting was called.

VOTING

53 At all Meetings of Members voting shall be by secret ballot or by show of hands as stipulated by the Chairperson of the Meeting for the time being. Resolutions shall be carried by a majority of votes with the chairman having a casting vote in the case of an equality of votes during the deliberative vote.

54 There are no proxies allowed at Annual General Meetings and Special General Meetings. At board meetings, any Member may appoint any other Member as proxy by writing in the form set out as the Board may from time to time approve. An appointed proxy shall be entitled to a vote for each proxy appointment of him or her, in addition to a single vote in his or her own capacity as a Member.

55 Forms appointing proxies must be deposited at the office of the School not less than two business days before the time announced for the Meeting at which the proxy is appointed to vote, otherwise the form shall be treated as invalid. Any Member shall be entitled forthwith to obtain from the Secretary the full details of all proxies given.

NOTICES

- 56** A Notice of an AGM or SGM, in accordance with the Constitution, may be given by the School to any Association Member either personally, by email, through an announcement in the school newsletter or by sending it by post to a member's registered address, or (if he/she has no registered address in Western Australia) to the address, if any, within Western Australia supplied by him/her to the School for the giving of Notices to him/her.
- 57** Notice of every AGM or SGM shall be given to every Association Member via their registered address within Western Australia, their email address or fax number for the giving of Notices to them. No other persons shall be entitled to receive Notices of General Meetings.
- 58** Proof of posting and/or emailing of a notice or school newsletter containing an announcement of a AGM or SGM shall be conclusive evidence that the notice was sent and prima facie evidence that the notice was received.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 59** The office of any Member of the Board shall be vacated if he/she:-
- a. Without the consent of the Board holds any office of profit under the School.
 - b. Resigns his/her office by notice in writing to the School.
 - c. Is directly or indirectly interested in any contract with the School and fails to declare the nature of his/her interest in accordance with Article 58 of this constitution.
 - d. Fails to attend three consecutive Board Meetings, unless prior notice is given and accepted by the Board.
 - e. Is removed by ordinary resolution of association members in an AGM or SGM as per Article 46 in this constitution

INTERESTS OF MEMBERS OF THE BOARD

- 60** No board member shall be disqualified from continuing to be a board member by reason of the fact that the board member is remunerated by the School for any business or other act done by him/her in the conduct of the School so long as permission has been sought and granted by the Board.
- 61** Any board member who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the School shall, as soon as the relevant facts have come to the board member's knowledge, declare the nature of his/her interest to the Board and shall if required by the Board withdraw from all discussion and voting on such contract.

FINANCE

- 62** The Association's Financial Year, will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

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- 63** All monies shall be deposited in the School's bank account at such bank as shall be determined from time to time by the Board.
- 64** Cheques, or if a savings account, the withdrawal forms on such account, shall be signed by any two Board Members or as otherwise directed by the Board.
- 65** Notwithstanding the provisions of this clause, the Board may by resolution from time to time authorise the administrator, staff or association members to retain such sum or sums by way of petty cash as it shall deem appropriate and to make expenditure there from upon and subject to such conditions as the Board shall lawfully prescribe. The Treasurer shall oversee all such expenditure.

AUDITOR

- 66** The Auditor shall:-
- a. Be elected annually at the Annual General Meeting to audit the annual statement of accounts and Balance Sheet.
 - b. Certify the same before they are presented to the Annual General Meeting.
 - c. Be either a Member of a recognised accountancy society or a Bank Manager provided that he/she shall not be an officer, member of the association or employee of the School.
 - d. Have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the School and be entitled to require proper explanations thereof by the officers and employees of the School.

COMMON SEAL

- 67** The School shall have a Common Seal which shall remain in the custody of the Secretary of the Board of governors or an appointee approved by the board.
- 68** The Common Seal of the School shall only be affixed by any instrument by authority or by resolution of the Board.
- 69** The affixing of the seal must be attested by one member of the board and by the administrator or by some other person appointed by the board for the purpose.

SUBRULES

- 70** The board may from time to time make, vary, revoke or extend sub-rules, not inconsistent with the Act or these rules, for the proper and efficient management and good governance of the association.
- 71** The association in an AGM or special general meeting may vary, revoke or extend any sub-rule only if such action is supported by a resolution of the Board of Governors.

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- 72** Sub-rules will operate as if they were provisions of these rules from the date of their creation by the board and will continue so to operate unless and until they are varied or revoked by the members.
- 73** Any documented executed, contract entered into or act or thing done pursuant to, or in accordance with, any sub-rule which shall subsequently be varied or revoked, shall remain valid notwithstanding such variation or revocation.

CIRCUMSTANCES NOT PROVIDED FOR

- 74** If any circumstances shall arise as to which this Constitution is silent or are incapable of taking effect or being implemented according to its strict provisions the Board shall, subject to any direction from time to time given to it by resolution of an Annual or Special General Meeting, have power to determine what action may be taken to best give effect to the objects of the School and ensure its efficient administration and every act of the Board bona fide resolved upon pursuant to this Clause shall be as valid and effectual as if specifically authorised herein.

ALTERATIONS TO CONSTITUTION

- 75** These rules may only be amended by a special resolution of members of the association.
- 76** A proposition for any amendment of these rules may not be put to the members in an AGM or a SGM unless it has been approved by at least three quarters (75%) of the total membership of the board.
- 77** *Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act.*

ASSOCIATION BODIES

- 78** All associations, societies, clubs and other bodies comprising members of the association or present or past students, staff or parents of students and formed specifically for the benefit, support or welfare of the association or of any part of the association or for any social purpose ("association bodies"), are subject to the direction, control and authority of the board.
- 79** Association bodies must not use the name 'Silver Tree Steiner School' or any badge, insignia, emblem, word or mark belonging to or associated with the association for any purpose without the prior written consent of the board.
- 80** The constitutions or rules of all association bodies:
- a. Must be approved by the board,

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- b. May not be amended without the prior written consent of the board, and
- c. Must be consistent with the objects and aims of the association.

CONDITIONS OF MEMBERSHIP

- 81** Members of the association are bound by this Constitution and any subsequent agreements between the association and its members.

INDEMNITY

- 82** Subject to the association holding an appropriate insurance policy and according to the rules of the said insurance policy, the association shall indemnify and keep indemnified:

- a. The board and members of the board;
- b. Officers of the association;
- c. Duly appointed agents of the association;
- d. The association's employees; and
- e. Any other persons performing services for the association whether paid, unpaid or otherwise;

with respect to any liability incurred by them in defending or prosecuting any proceeding, whether civil or criminal, in which judgment is given in their favour or of which they are acquitted.

WINDING UP THE ASSOCIATION

- 83** If upon winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred:

- i) to another association incorporated under the Act which has similar objects; or
- ii) for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.

- 84** A proposition to voluntarily wind up the Association may not be put to the members in any AGM or SGM unless it has been approved by at least three quarters (75%) of the total membership of the Board of Governors.

- 85** Any recipient institution must have objects similar to the objects of the association and must be a charitable or public educational institution as defined in the Income Tax Assessment Act (Cth) which prohibits distribution, whether in money, property or otherwise, of its surplus to its members.

COMMENCEMENT OF RULES AND TRANSITIONAL ARRANGEMENTS

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- 86** These rules will come into effect when lodged with the Commissioner and any approval, if required, is given. Under the existing constitution, however, nomination times for Board members may be shortened to expedite the voting in of the first Board of Governors.
- 87** The executive at the time the new constitution is passed by the association will remain and act as the Board of Governors under this constitution until such time as the Board of Governors is elected at a General meeting.
- 88** All policies and procedures relevant to the operation of the school will remain valid and operational until such time that the newly formed Board of Governors makes changes or introduces new policies and procedures.