

**COVENANT COLLEGE, TUGGERANONG, A.C.T.
ASSOCIATION INCORPORATED**



**CONSTITUTION
AND
RULES OF THE ASSOCIATION**

[Incorporating all amendments up to and including 24 June 2003]

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COVENANT COLLEGE, TUGGERANONG, A.C.T. ASSOCIATION INCORPORATED

CONSTITUTION

Name of the Association

1. The name of the association shall be COVENANT COLLEGE, TUGGERANONG, A.C.T. ASSOCIATION INCORPORATED hereinafter called the 'Association'.

Objects and Purposes of the Association

2. The objects for which the Association is formed are:
 - (a) to provide for children a pre-school, sub-primary, primary, secondary and senior secondary education of a general nature consistent with the teaching of Christianity, including religious instruction and education in the Holy Scriptures of the Old and New Testaments interpreted consistently with the basis of the Association;and purposes being:
 - (b) to conduct and arrange a school subject to and consistent with these provisions;
 - (c) to encourage among the staff and Association membership, the pursuit and dissemination of true Christian scholarship in all areas of the school's curriculum and interest, so as to establish a truly Christian world view in all disciplines of life;
 - (d)
 - (i) by precept and example, to confront students with the claims of the Lord Jesus Christ so that in God's appointed time, they might come to exhibit the fruits of true repentance and faith in Christ, confessing Him as Lord and Saviour;
 - (ii) to train students in the beginnings of Christian scholarship and seek to give incentive for their continuing development as Christian scholars;
 - (iii) to develop and apply principles that set forth the Christian ideals of citizenship, godly character and the spirit of reverence, so that personality and sense of responsibility are developed together in the entire life of the scholar;
 - (iv) to this end students will be encouraged to achieve the highest standard consistent with their capabilities in all their activities, pursuing excellence for the glory of God.
 - (e) subject to the provisions hereof, to provide for the students of the School regular opportunities for religious observance and worship in a form which is consistent with Presbyterian usages;
 - (f) for the purpose of the foregoing, to provide the necessaries and conveniences, and such means of recreation, as the Association (as herein after defined) for the time being may think expedient for all or any of the students of the School and the staff of the School.

Basis of the Association

3. The supreme standard of the Association shall be the Scriptures of the Old and New Testament as the infallible Word of God, as it is interpreted particularly in the light of and consistent with the Westminster Confession of Faith primarily, and other Reformed Confessions of Faith (such as the Belgic Confession, 39 Articles of Religion, Baptist Confession of Faith of 1689 and Augsburg Confession).

Educational Creed

4. Believing that the Lord God, by graciously giving the Scriptures, has revealed to His people certain basic principles intensely relevant to education, the Association is governed by the following guiding principles:
- (a) LIFE: Since life is religion, God summons us to serve Him everywhere and requires from us that we educate our children in the fear of the Lord.
 - (b) BIBLE: The Word of God written, is the power of God unto salvation, the truth that enlightens our understanding and the only infallible authority for all our activity, including the education of our children. In revealing that the world in its origin, gracious preservation and ultimate restoration is the purpose of creation, the Scripture provides us with the true key to the Knowledge of God, ourselves and the world.
 - (c) GOD AND CREATION: God created all things out of nothing, by a special act, through the Word of His Power, in an orderly historical sequence and all very good. Each basic type of life form ('kind') was created distinctly. Since all creation is upheld by His power we can only understand it in its relation to the triune God, for whose glory all creation exists.
 - (d) MAN: Man was created male and female in the image of God to enjoy the true communion with the Creator in knowledge, righteousness and holiness and was instructed to exercise dominion over the world in strict and loving obedience to God, to interpret all reality in accordance with His design and law and to reflect in his person and works the excellence of his Maker.
 - (e) SIN: Man at the fall disobeyed God's law and forsook his office, separated himself from God, became estranged from his neighbour, and brought God's curse upon all creation. As a result man is dead in sin, wholly corrupt throughout the whole man, become blind to the true meaning of life and misuses and represses the knowledge of God which confronts him in creation and scripture. The creation is neither chaotic nor meaningless but is ordered and pregnant with meaning by the creative act of God, graciously preserved and sustained by Him in spite of the disruptive effects of man's sin, and subject to the law of the Creator in all things.
 - (f) CHRIST: The Christ of the Scriptures, the Word of God incarnate, who being the eternal Son of God, became man and therefore was and continues to be God and man in two distinct natures and one person forever, redeems our life in its entirety, restores our fellowship with God and our neighbour and renews our mind to know rightly God, ourselves and the world in which we live.
 - (g) THE KINGDOM OF GOD: The Kingdom of God makes education and science possible and meaningful. Since we subject every thought to the obedience of Christ, we therefore reject every attempt to withdraw any aspect of life from the divine commandment to love the Lord with all our heart and mind.

- (h) PURPOSE: The purpose of Christian education is to direct the child to commit his heart to the truth, to attain understanding, wisdom and righteousness and to perform his competent and responsible service to the Lord.
- (i) COVENANT: God has provided for Christian parents the covenant of grace which is God's appointed means to effect Christ's redemption in their children. In the light of this gracious covenant, God has given parents the responsibility to nurture and educate their children. The Christian school should be established in order to enable parents to fulfil their educational responsibility.
- (j) THE CHRISTIAN SCHOOL: The school is a community of teachers, students and members of a fellowship of Christian believers established and controlled by the Association of Parents and Friends operating under this constitution, united in the communal confession of faith in Christ the Head. Although parents have a primary responsibility for education of the child, yet as Christ has one Body and as believers are members together of that one Body, the Church of God, the school is the responsibility of the whole body of Christ. Within the school community the student is subject to the authority of the teacher, whose legitimate authority is to be upheld by the whole school community. Authority is never to be exercised or maintained for its own sake, but in the school is only to be used for the effective nurture of the child, in harmony with the special task of the school and with an awareness that all authority is of God, to whom all who exercise authority must give account.
- (k) DEFINITION OF TERMS: All terms used in this section must be defined in terms of the Reformed Confessions of Faith and particularly the Westminster Confession of Faith.

Powers of the Association

- 5. The powers of the Association are ordinarily exercised by its elected Council and shall be deemed to include:
 - (a) purchases, taking on lease or in exchange, the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling, supplying of and dealing in goods of all kinds;
 - (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects of the Association;
 - (d) the appointment and employment of such persons as may be necessary and from time to time the dismissal, suspension or re-employment of such persons and subject to rule 33 the remuneration of them for services rendered. Remuneration may include any accommodation, means of transport or other facilities provided by the Association;
 - (e) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
 - (f) the taking of such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of procuring contributions to funds of the Association whether by way of donation, subscription or otherwise excluding lotteries, raffles, games of chance, the showing of pornographic pictures, the sale of pornographic literature and similar methods of raising funds;

- (g) the printing and publishing of such newspapers, periodicals, books, leaflets and other documents as the Council may think desirable for the promotion of the objects and purposes of the Association;
- (h) subject to clause (f), the borrowing and raising of money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting; and the securing of the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (i) the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Council may from time to time determine;
- (j) the making of grants, scholarship assistance, gifts, subscriptions and donations;
- (k) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, superannuation and other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (l) the establishment and support, and aiding in the establishment or support, of any other association formed for any of the objects and purposes of the Association;
- (m) the doing of all such other lawful things as are incidental to or conducive to the attainment of the objects and purposes of the Association.

Alteration of the Constitution

- 6. (1) No addition, alteration or amendment shall be made to sections 2 and 3 of the Constitution or to this section of the Constitution.
- (2) Subject to section 6 (1) the Constitution may only be added to, altered or amended by:
 - (a) resolution supported by a two third majority vote of the total financial membership of the Association at a general meeting of members; and
 - (b) resolution supported by a simple majority vote of the Presbyterian Schools Association.

Cessation of Presbyterian Schools Association

- 7. In the event that the Presbyterian Schools Association ceases to exist or is unable or unwilling to act for the purposes of section 6, any resolution referred to in section 6 will not take effect unless and until it is approved by the Board of Electors.

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RULES OF THE ASSOCIATION

Definitions

1. (1) In these rules, unless the contrary intention appears:

'the Associations Ordinance' means the Associations Incorporation Ordinance 1953 as amended and re-enacted from time to time and a reference to a provision of the Ordinance is a reference to that provision as amended or re-enacted from time to time;

'Rules of the Association' and 'these Rules' shall mean these Rules of the Association and all supplementary substituted or amending rules for the time being in force;

'the Association' or 'this Association' shall mean the above-mentioned Association;

'the Council' means the Council of Management for the Association;

'Councillor' means a member of the Council;

'public officer', in relation to an incorporated association, means the public officer of the association appointed in pursuance of section 9 of the Ordinance;

'the School' shall mean the School to be operated and managed by the Association;

'the Chairman' means the Chairman of the Council and thereto of the Association and shall include any assistant or acting Chairman;

'the Secretary' means the Secretary of the Council and thereto the Association and shall include any assistant or acting Secretary;

'the Treasurer' means the Treasurer of the Council and thereto the Association and shall include any assistant or acting Treasurer;

'Presbyterian Kirk Session' shall mean the elders and inducted ministers of the Tuggeranong Parish of the Presbyterian Church of Australia;

'Reformed Session' shall mean the elders and inducted ministers of the Reformed Church in Canberra of the Reformed Churches of Australia;
and

words importing one gender include the others; and words importing the singular number include the plural and vice versa.
- (2) In these rules, expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Ordinance 1937 as in force on the date of these rules being adopted by the Association.

Membership of the Association

2. (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed, under these rules.
- (2) A person who is not a member of the Association at the time of the formation of the Association shall not be admitted to membership unless:
 - (a) he is nominated as provided in sub-rule (3) of this rule; and
 - (b) his admission as a member is approved by the Council.
- (3) A nomination of a person for membership of the Association:
 - (a) shall be made in writing and signed by two members of the Association;
 - (b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination);
 - (c) the nominee shall have:
 - (i) made a conscientious Public Profession of Faith or equivalent (depending in which Protestant denomination the nominee worships; determined by Council) and is able to subscribe to:
 - (A) A confession that he or she has personal faith in God as the Heavenly Father, in Jesus Christ as the Saviour and Lord, and in the Holy Spirit as the Sanctifier;
 - (B) A promise of dependence on Divine Grace, to serve the Lord and to walk in His way all the days of his or her life;
 - (C) A promise to make diligent use of the means of grace, to share dutifully in the worship and service of the Church, and to give of his or her substance, as the Lord may prosper him or her, for the advancement of His Kingdom throughout the world.
 - (ii) become a Communicant Member (or equivalent as determined by the Council) in good standing of a Protestant Denomination, submitting a reference to support the same from the Minister of their local congregation or from the local ruling body of the said Church;
 - (iii) a conscientious belief in the principles of Christian Education being able to maintain such principles set out in section 4 of this Constitution;
 - (d) shall be interviewed by two members of the Association who are appointed by the Council to establish that the nominee is able to assent to sub-rule (3)(c) of this rule and finding the nominee is able to do so conscientiously, obtain written consent;
 - (e) shall be accompanied by a reference from the Minister of their local congregation or from the local ruling body of the said Church in support of the person's written confirmation that they are a Communicant member (or equivalent as determined by the Council) in good standing of a Protestant Denomination;
 - (f) shall be lodged with the Secretary of the Council.

- (4) All persons who are parents of children at the school, teachers at the school, parents with children enrolled at the school and other interested members of churches who are able to fulfil the requirements of paragraph 2(3)(c) of this rule should be encouraged to join the Association.
- (5) Preference of enrolment shall be given to:
 - (a) children of parents who are members of the Association over non-members;
 - (b) children of parents who are longer serving members of the Association;
 - (c) children who have siblings already attending the school; and
 - (d) other considerations which the Council may from time to time resolve to be important.
- (6) As soon as is practicable after the receipt of a nomination, the Secretary of the Council shall refer the nomination to the Council.
- (7) Upon a nomination being approved by majority vote of the Council, the Secretary of the Council shall, with as little delay as possible, notify the nominee, in writing, that he has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as his first year's subscription, shall enter the nominee's name in a register of members to be kept by the public officer, whereupon the nominee becomes a member of the Association.
- (8) Where both husband and wife are members of the Association then one spouse shall be entitled to a reduction of the annual membership fee by one half.
- (9) Nominees for membership shall have attained the age of 21 years and shall not be existing pupils at the school.
- (10) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary of the Council a written notice of resignation.
- (11) Upon receipt of a notice under sub rule (10) of this rule, the Secretary of the Council shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (12) A right, privilege or obligation of a person by virtue of his membership of the Association.
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his membership.
- (13) Each member shall contribute a maximum of twenty dollars (\$20) towards payment of liabilities of the Association on a winding up.

Income and Property of the Association

3. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise to any member of the Association.
- (1A) The funds of the Association shall be derived from annual subscriptions of members, fees, donations and, subject to any resolution passed by the Association in general meeting and subject to Section 114 of the Association Ordinance and Section 5(f) of the Constitution, such other sources as the Council determines.
- (2) The Association shall not:
- (a) appoint or employ a current member of the Council to any office or position if such office or position carries remuneration by way of salary, fees or allowances; or
 - (b) pay to any such Councillor any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the forgoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business.
 - (b) interest not exceeding current bank overdraft rate on money lent; or
 - (c) a reasonable and proper sum by way of rent for property or premises let to the Association by the servant or member.

Accounts of Receipts, Expenditures, etc.

4. (1) True accounts shall be kept:
- (a) of all sums of money received and expended by the Association and the manner in respect of which the receipt or expenditure takes place; and
 - (b) of the property, assets and liabilities of the Association, and subject to any reasonable restriction as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be opened to the inspection of the members of the Association.
- (2) The Treasurer of the Association shall be responsible for faithfully keeping all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Council may direct and in accordance with generally accepted accounting practices and procedures.
- (3) The accounts, books and records referred to in sub rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Council may decide and shall at all times be deemed to be in the custody of the Secretary.
- (4) The records, books and other documents of the Association shall be open for inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable time during ordinary office hours in the Territory.

Banking and Finance

5. (1) The Treasurer of the Association shall, on behalf of the Association, be responsible for the receipt of all monies paid to the Association and forthwith after the receipt thereof issue official receipts.
- (2) The Council shall cause to be opened with such bank as the Council selects banking accounts in the name of the Association into which all monies received shall be paid as soon as possible after receipt.
- (3) The Council may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) The Council shall from time to time determine the limit of cash payments out of the Association's funds. Until such determination, no payments on an account exceeding \$50 may be made by cash out of the Association's funds.
- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Council.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, or in his absence by such other member or members of the Association as the Council may nominate for that purpose, and shall be countersigned by one other member of the Association as the Council may nominate.
- (7) The Treasurer shall prepare at the end of each financial year a Statement of Income and Expenditure and Balance Sheet to be presented at the Annual General Meeting.

Appointment of the Auditor

6. (1) At each annual general meeting of the Association, the members present shall be asked to appoint a person who is neither a member of the Association nor the public officer of the Association as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first Auditor of the Association may be appointed by the Council before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the Council shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Council may appoint a person as auditor and the person so appointed shall hold office until the next annual general meeting.

Duties of the Auditor

7. (1) At least once in each financial year the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In his report, and in certifying to the accounts, the auditor shall state:
- (a) whether he has obtained the information required by him;
 - (b) whether, in his opinion, the Statements and Balance Sheet are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Secretary of the Council shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (5) The auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the Council or any servant of the Association.

Annual General Meeting

8. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being no later than 3 months after the close of the financial year of the Association) as the Council may determine.
- (3) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be to:
- (a) confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting;
 - (b) receive from Council, auditor and servants of the Association reports upon the transactions of the Association during the last financial year;
 - (c) appoint the auditor and determine his remuneration; and
 - (d) receive notice of the remuneration of servants of the Association and members of the Association pursuant to rule 3(3).
- (6) All general meetings other than the annual general meeting shall be called special general meetings.

- Special General Meeting**
9. (1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Council shall, on the requisition in writing of no fewer than 20 members of the Association convene a special general meeting of the Association no later than 6 weeks and no earlier than 2 weeks after the submission of the requisition.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association.
- (4) The minutes of any special general meeting shall be confirmed at the next annual general meeting.
- Notices of General Meetings**
10. The Secretary of the Council shall at least 14 days before and as soon as possible after the date fixed for holding a general meeting of the Association send to all members by prepaid post a notice specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted.
- Business and Quorum at General Meetings**
11. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time when the meeting is considering that item.
- (2) One third of the total financial membership of the Association being personally present constitutes a quorum for the transaction of the business of a general meeting.
- (3) If, within one hour after the appointed time for the commencement of a general meeting, a quorum is not present at the meeting and it is convened upon the requisition of members, it shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- Chairman to Preside at General Meetings**
12. (1) The Chairman of the Association (or if he appoints his Vice-chairman) shall preside as chairman of every general meeting.
- (2) If the Chairman or his Vice-chairman is absent from a general meeting, the members present shall elect one of their number to preside as Chairman thereat.
- Adjournment of General Meetings**
13. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

- Determination of Questions Arising at General Meetings** 14. A question arising at a general meeting of the Association shall be determined on a show of hands, unless a poll is demanded before or on the declaration of the result of the show of hands. A declaration by the Chairman that a resolution has, on a show of hands, been carried (unanimously or by a particular majority) or lost, and an entry to that effect in the minute book of the Association are evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- Votes** 15. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (3) Only financial members may vote.
- (4) The Chairman does not have a deliberative vote.
- (5) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.
- Taking of poll** 16. If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such a manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting on the question.
- When a Poll is to be Taken** 17. A poll that is demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- Affairs of Association to be Managed by a Council** 18. (1) The affairs of the Association shall be managed by the Council constituted as provided in rule 20.
- (2) The Council:
- (a) shall control and manage the business and affairs of the Association;
- (b) shall, subject to these rules, exercise all such powers and functions as are exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association;
- (c) subject to the Ordinance and these rules, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the Association.
- Constitution of the Council** 19. (1) The Council shall consist of nine (9) elected and appointed members, as well as ex officio members referred to in rule 34.
- (2) Three (3) members shall be elected at an annual general meeting of the Association and six (6) shall be appointed by the Board of Electors.
- (3) Each Councillor elected at an annual general meeting of the Association shall, subject to these Rules, hold office until the conclusion of the annual general meeting of the third year after his election and is eligible for re-election for one further term of three (3) years but thereafter is ineligible for election or appointment until after the lapse of twelve (12) months.

- (4) Each Councillor appointed by the Board of Electors shall, subject to these Rules, hold office until the conclusion of the annual general meeting of the third year after his appointment and is eligible for re-appointment for one further term of three (3) years but thereafter is ineligible for appointment or election until after the lapse of twelve (12) months.
- (5) No person whose spouse is already a Councillor is eligible for election or appointment to the Council and the election or appointment of any person whose spouse is simultaneously elected or appointed is invalid.

Officers of the Association

- 20. (1) At the first ordinary meeting of the Council after each annual general meeting of the Association the Council shall elect from within its own membership the following to be officers of the Council and officers of the Association until the conclusion of the first ordinary meeting of the Council after the next following annual general meeting of the Association:
 - (a) a Chairman;
 - (b) a Treasurer; and
 - (c) a Secretary.
- (2) In the event of a vacancy occurring in any of the offices in sub-rule (1) hereof, the Council shall elect from within its own membership a replacement.
- (3) The Council may, according to its discretion, at any time appoint an assistant to, or a person to act in the office of, any of the Officers.

Election by Association of Members of Council

- 21. (1) Nominations of candidates for election as councillors:
 - (a) shall in each case be made in writing and signed by two members of the Association other than the candidate;
 - (b) shall be accompanied by the written consent of the candidate (which maybe endorsed on the form of nomination) with a brief statement in support of his candidacy for distribution irrespective of whether a ballot is required; and
 - (c) shall be delivered to the Secretary of the Association at least fifteen (15) days before the date fixed for the holding of the annual general meeting.
- (2) Where a person is nominated pursuant to sub-rule (1):
 - (a) the Council shall within five (5) days prior to the annual general meeting arrange for the person to be interviewed by two (2) councillors who shall explain to the person the content of section 3 of the Constitution; and
 - (b) the person shall within seventy-two (72) hours prior to the scheduled commencement of the annual general meeting make a statutory declaration that he gives conscientious subscription to the beliefs expressed in Section 3 of the Constitution.
- (3) If insufficient nominations are received to fill the vacancies on the Council by the closing date for nominations, the candidates nominated shall be deemed to be elected.

- (4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of councillors shall be conducted at the annual general meeting in such form as the Council may direct.
- (7) Where a casual vacancy or unfilled position exists, the Council may, according to its discretion, and subject to these Rules, appoint a person to fill the vacancy:
 - (a) before filling the vacancy such a person must be interviewed by two (2) Councillors who shall explain to the person the content of Section 3 of the Constitution;
 - (b) the person shall make a statutory declaration that he gives conscientious subscription to the beliefs expressed in Section 3 of the Constitution; and
 - (c) the appointed Councillor shall, subject to these Rules, hold office until the conclusion of the annual general meeting of the first year after his appointment.

Appointment by Board of Electors of Members of Council Nominated by Sessions

- 22.**
- (1) The Board of Electors will receive nominations from each of the Presbyterian Kirk Session and the Reformed Session for the purpose of appointing six (6) members of the Council.
 - (2) The Presbyterian Kirk Session and the Reformed Session may each nominate to fill three (3) positions on the Council.
 - (3) Nominations must be received by the Board of Electors:
 - (a) at least sixty (60) days before the annual general meeting of the Association at the conclusion of which vacancies will arise; or
 - (b) at any time after an annual general meeting of the Association in the case of a casual vacancy or unfilled position.
 - (4) Nominations must be accompanied by a full profile of each nominee, a statement of reasons why the nominating Session believes the nominee is an appropriate person for appointment, a record of interview of the nominee by two (2) members of the Council who have explained Section 3 of the Constitution to the nominee, a statutory declaration by the nominee that he gives conscientious subscription to the beliefs expressed in Section 3 of the Constitution and a certificate signed by the Secretary or Chairman of the Association that the nominee is a member of the Association.
 - (5) Where a casual vacancy or unfilled position exists, the Board of Electors will receive nominations as provided by sub-rule (1) hereof.

Board of Electors

- 22A.**
- (1) There shall be a Board of Electors, the duties of which shall be
 - (a) to appoint six (6) Council members; and
 - (b) to consider and support or oppose every proposed amendment, alteration or addition to the Constitution or Rules of the Association.
 - (2) The Board of Electors shall consist of five (5) members, each of whom shall:
 - (a) be not a member of the Council;

- (b) make a statutory declaration that he gives conscientious subscription to the beliefs expressed in Section 3 of the Constitution;
 - (c) be of good repute;
 - (d) be a bona fide practising member of a reformed church; and
 - (e) have no spouse, child, parent or sibling on the Board of Electors.
- (3)
- (a) In the event of the number of members falling below five (5) the Board of Electors shall itself appoint additional members to bring the number up to five (5). At no time will the Board of Electors have less than five (5) members for a period exceeding three (3) months and at no time will the number of members drop below three (3).
 - (b) The Board of Electors shall maintain a permanent record of the dates of appointment and termination of its members showing full name, address and occupation of each and shall provide the Secretary of the Council with all details and changes.
 - (c) The record referred to in sub-rule (3)(b) hereof shall be in addition to the minutes of the Board of Electors.
- (4) A member of the Board of Electors shall cease to hold office if that member:
- (a) no longer gives unreserved assent to the provisions of Section 3 of the Constitution;
 - (b) ceases to be a practising member of a reformed church;
 - (c) becomes bankrupt or applies to take or takes advantage of any law relating to bankruptcy or insolvent debtors or compounds with his creditors;
 - (d) is convicted of any offence involving immorality or dishonesty;
 - (e) resigns in writing to the Board of Electors;
 - (f) becomes of unsound mind;
 - (g) is the subject of a vote of no confidence passed unanimously by the Council as a result of requests from both the Presbyterian Kirk Session and the Reformed Session;
 - (h) fails to attend to the business of the Board of Electors over a period of twelve (12) months; or
 - (i) ceases to be a member of the Association.
- (5)
- (a) The initial members of the Board of Electors will be elected at the special general meeting of the Association at which the Board of Electors is established. Thereafter, the Board of Electors will be self-perpetuating as provided by sub-rule (3) hereof.
 - (b) The detailed procedure of the Board of Electors shall be within its own discretion, provided that there is always a chairman who fulfils its executive functions.
- (6) On receiving a nomination for a Councillor pursuant to rule 22, the Board of Electors shall within twenty (20) days consider the nomination and
- (a) if the nomination is approved, effect an appointment by resolution and thereupon shall forthwith inform the Session making the nomination and the Secretary of the Council.

- (b) if the nomination is not approved, shall forthwith inform the Session making the nomination and request another nomination. If requested by the Session, the Board of Electors will provide reasons for not approving the nomination. If the Session rejects the reasons and provides a basis for its rejection, the Board of Electors will reconsider the nomination.

(7) In its consideration of nominations the Board of Electors may:

- (a) make its own inquiries;
- (b) take into account the personal knowledge and opinions of any person;
- (c) exercise its discretion on the basis of objective or subjective reasoning;
- (d) disregard educational or business criteria.

(8) The Association shall not pay to any member of the Board of Electors:

- (a) any remuneration or other benefit in money or money's worth;
- (b) any travel or other expenses.

**When a Vacancy
on Council
Arises**

23. (1) The office of an officer of the Association or an ordinary councillor becomes vacant if the officer or the councillor:
- (a) can no longer give his unreserved assent to the statements set out in section 3 of this Constitution;
 - (b) dies;
 - (c) becomes bankrupt or applies to take or takes advantage of any law relating to bankruptcy or insolvent debtors or compounds with his creditors;
 - (d) becomes of unsound mind;
 - (e) resigns his office by writing under his hand addressed to the Council;
 - (f) fails, without leave granted by the Council, to attend three (3) consecutive meetings of the Council;
 - (g) ceases to be a member of the Association;
 - (h) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the Secretary of the Council stating that he has ceased to be a financial member of the Association;
 - (i) fails to disclose an interest required to be disclosed pursuant to rule 26.

**Committees and
Subcommittees
of Council**

24. (1) Council appoints its committees and subcommittees as it sees fit and from time to time and shall prescribe the powers and functions thereof.
- (2) The membership of all such committees and subcommittees shall ordinarily include at least one:
- (a) councillor;
 - (b) member of the Association as a general rule but in special cases Council may appoint a person who is not an Association member for a special purpose;
 - (c) member of the school executive.

- (3) Committees and subcommittees shall not interfere with the day to day running of the school which is the domain of the school executive.
- (4) Committees and subcommittees are responsible to the Council.
- (5) Three appointed members of committees or subcommittees constitute a quorum at a meeting of the committee or subcommittee.
- (6) Notice of each committee and subcommittee meeting shall be served on each member of the committee by delivering to him at a reasonable time before the meeting.

Meetings of the Council and of its Committees

- 25.**
- (1) The Council shall meet at least four (4) times in each financial year.
 - (2) Special meetings of the Council may be convened by the Chairman or any five (5) of its members.
 - (3) Prior notice shall be given to members of the Council of all meetings including adjourned meetings, specifying the general nature of business to be transacted.
 - (4) Any five (5) members of the Council constitute a quorum for the transaction of business of a meeting of the Council.
 - (5) No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place at the same time of the same day in the following week or such other time, day or place within ten (10) days about which notice is given pursuant to sub-rule (9).
 - (6) At a meeting of the Council the Chairman shall preside, opening each meeting with prayer and a reading from the Scriptures.
 - (7) Questions arising at meetings of the Council or its committees shall be determined by majority vote.
 - (8) Each member present at a meeting of the Council or its committee is entitled to one vote; in the event of an equality of votes on any question, the Chairman or convenor who does not have a deliberative vote may exercise a casting vote.
 - (9) Notice of each Council meeting shall be served on each member of the Council by delivering it to him at a reasonable time before the meeting.

Disclosure of Interests in Contracts, etc.

- 26.**
- (1) A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration of his interest then exists or, in any other case, at the first meeting of the Council after the acquisition of his interest.
 - (2) If a member of Council becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his interest at the first meeting of the Council after he becomes so interested.
 - (3) No member of the Council shall be in attendance whilst Council is discussing in respect of any contract or arrangement in which he is

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vote on such a matter and if he does so vote his vote shall not be counted.

**Executive
Committee**

27. The Chairman, the Treasurer and the Secretary constitute an executive committee which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Council, and where any such instructions are issued shall report thereon to the next meeting of Council.

**Annual
Subscription**

28. (1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be prescribed by the Council.
- (2) The amount of the annual subscription may be altered from time to time by the members of the Association by resolution.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

Financial Year

29. The financial year of the Association is the period beginning on January 1 of each year and ending on December 31 next following.

Notices

30. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last known place of abode.

**Expulsion of
Members**

31. (1) Subject to this rule, the Council may expel a member from the Association if, in the opinion of the Council, the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of the member pursuant to sub-rule (1) does not take effect until the expiration of fourteen (14) days after the service on the member of a notice informing him of his expulsion.
- (2A) A member expelled under sub-rule (1) of this rule shall have the right to address a Special General Meeting of the Association if one is convened for that purpose pursuant to Rules 9(2) and 9(3).
- (3) A member who has not paid the annual subscription and any other monies payable to the Association shall not be entitled to vote, stand for election or otherwise take part in the affairs of the Association. Further, an unfinancial member shall cease to be a member of the Association if at the expiration of the financial year in which fees or monies are due, such fees or monies remain unpaid.

Staff

32. (1) Each member of academic staff shall:
- (a) on interview for employment by Council (at least two councillors to be present), have Sections 3 and 4 of the Constitution carefully explained to him, with time being given for a sufficient understanding of their contents;
- (b) make a statutory declaration that he:
- (i) understands sub-rule (1)(a) hereof;
- (ii) gives conscientious subscription to the beliefs expressed in Section 3 of the Constitution; and

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- (c) be a Communicant member (or equivalent) in good standing of a Protestant denomination, submitting a reference to support the same from the Minister of his local congregation or from the local ruling body of the said Church; and
- (d) be encouraged to become and/or remain a member of the Association.

- (2) A suitably qualified Principal shall be appointed by the Council.
- (3) Suitably qualified academic, executive and non-teaching staff shall be appointed by the Council in consultation with the Principal.
- (4) The Council may delegate the appointment of non-teaching staff to the Principal.
- (5) All staff, academic or otherwise, shall be appointed subject to any terms and conditions determined by Council.
- (6) The Council shall have the sole right to dismiss staff provided that in the case of non-teaching staff such right may be delegated to the Principal.

Acceptability and Responsibility of Principal and Staff

- 33. (1) The Council alone shall make policy decisions and the Principal with his executive shall operate within such policies with discretion given to them to act executively in matters of day to day nature.
- (2) The Principal with his executive are answerable to the Council alone.
- (3) The Principal with his executive may report to the Association or committees of Council but need not answer to these bodies.
- (4) The staff are answerable to the Principal and his subject authorities only.
- (5) Matters of student discipline are the responsibility of the teacher in consultation and supported by the Principal and his subject authorities only.

School Executive Seats on Council

- 34. The Principal with his executive (Principal, Vice-Principals and Bursar) have a seat on Council without voting rights.

Seal of the Association

- 35. (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'.
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested by the signatures of two members of the Council.
- (3) The seal shall remain in the custody of the public officer.

- Dissolution of the Association** 36. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association; it shall be given or transferred to some other institution or institution having objects similar to those of the Association, and which prohibits the distribution of its or their income to an extent at least as great as is imposed on the Association under or by virtue of rule 3 above, and that the receiving institution be one that is recognised by item 63A in the First Schedule to the Sales Tax (Exemptions and Classification) Act; such institutions to be determined by the members of the Association at or before the time of dissolution, and if effect can not be given to the aforesaid provision, then to some charitable object.
- Other Matters** 37. (1) Notwithstanding Sections 33 and 70 of the Associations Incorporation Act 1991, these rules may only be added to, altered, or amended by a resolution at a general meeting supported by a simple majority of the total financial membership of the Association or supported by three-quarters of the members present entitled to vote at that general meeting, whichever is the greater.
- (2) The resolution referred to in sub-rule (1) hereof will not take effect unless and until it is approved by the Board of Electors.
- (3) A general meeting referred to in sub-rule (1) hereof must have been convened by 21 days' written notice and such notice must have set out that such a resolution was to be proposed at that general meeting.

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