



**Bairnsdale Christian Community School**

Becoming • Being • Belonging

# **Constitution**

## **of**

# Bairnsdale Christian Community School Incorporated

Australian Business Number (ABN) 76447460787

The name of the Incorporated Association is the Bairnsdale Christian Community School Incorporated

As adopted **May 18<sup>th</sup>, 2021.**

Authorised by: Roger McIvor - Board Chair

Date Authorised: 18<sup>th</sup> May 2021



# Table of contents

<b>TABLE OF CONTENTS</b>	<b>I</b>
<b>PRELIMINARY</b>	<b>1</b>
1. Name of the incorporation	1
2. Type of incorporation	1
3. Limited liability of members	1
4. The guarantee	1
5. Definitions	1
<b>RELIGIOUS CHARACTER</b>	<b>1</b>
<b>6. Statement of Doctrines and Beliefs</b>	<b>1</b>
7. Life and Conduct Policy	5
8. Final Authority for Matters of Belief and Conduct	5
<b>CHARITABLE PURPOSES AND POWERS</b>	<b>5</b>
9. Objects	5
10. Powers	6
11. Not-for-profit	6
12. Amending the constitution	6
<b>MEMBERS</b>	<b>7</b>
13. Membership and register of members	7
14. Who can be a member	7
15. How to apply to become a member	7
16. Board decide whether to approve membership	8
17. When a person becomes a member	8

18. When a person stops being a member	8
<b>DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES</b>	<b>8</b>
19. Dispute resolution	8
20. Disciplining members	9
<b>GENERAL MEETINGS OF MEMBERS</b>	<b>10</b>
21. General meetings called by the board	10
22. General meetings called by members	11
23. Annual general meeting	11
24. Notice of general meetings	12
25. Quorum at general meetings	12
26. Auditor's right to attend meetings	13
27. Using technology to hold meetings	13
28. Chairperson for general meetings	13
29. Role of the chairperson	13
30. Adjournment of meetings	13
<b>MEMBERS' RESOLUTIONS AND STATEMENTS</b>	<b>14</b>
31. Members' resolutions and statements	14
32. Incorporation must give notice of proposed resolution or distribute statement	14
33. Circular resolutions of members	15
<b>VOTING AT GENERAL MEETINGS</b>	<b>15</b>
34. How many votes a member has	15
35. Challenge to member's right to vote	15
36. How voting is carried out	16
37. When and how a vote in writing must be held	16
<b>BOARD MEMBERS</b>	<b>16</b>

<b>38</b>	<b>Composition of the board</b>	<b>18</b>
<b>39.</b>	<b>Election of board by members</b>	<b>18</b>
<b>40.</b>	<b>Casual Vacancy</b>	<b>18</b>
<b>41.</b>	<b>Election of chairperson</b>	<b>19</b>
42.	Term of office	18
43.	When a board member stops being a board member	18
44.	Defects in appointment	19
	<b>POWERS OF BOARD MEMBERS</b>	<b>19</b>
45.	Powers of board members	19
46.	Delegation board members powers	19
47.	Payments to board members	20
48.	Execution of documents	20
	<b>DUTIES OF BOARD MEMBERS</b>	<b>20</b>
49.	Duties of the board	20
50.	Conflicts of interest	21
	<b>BOARD MEETINGS</b>	<b>21</b>
51.	When the board meet	21
52.	Calling board meetings	22
53.	Chairperson for board meetings	22
54.	Quorum at board meetings	22
55.	Using technology to hold board meetings	22
56.	Passing board resolutions	22
57.	Circular resolutions of board	22
58.	Confidentiality Obligations	23
	<b>SECRETARY</b>	<b>23</b>

59. Appointment and role of secretary	23
<b>SCHOOL STAFF</b>	<b>23</b>
60. Appointment of Principal and Staff	23
<b>SUPPORTING ORGANISATIONS</b>	<b>24</b>
61. Organisations established to support the school	24
<b>MINUTES AND RECORDS</b>	<b>24</b>
62. Minutes and records	24
63. Financial and related records	24
<b>NOTICE</b>	<b>25</b>
64. What is notice	25
65. Notice to the organisation	25
66. Notice to members	25
67. When notice is taken to be given	26
<b>FINANCIAL YEAR</b>	<b>26</b>
68. Incorporations financial year	26
<b>INDEMNITY, INSURANCE AND ACCESS</b>	<b>26</b>
69. Indemnity	26
70. Insurance	26
71. Boards access to documents	26
<b>WINDING UP</b>	<b>27</b>
72. Surplus assets not to be distributed to members	27
73. Distribution of surplus assets	27
<b>GIFT FUNDS OPERATED BY THE INCORPORATION</b>	<b>27</b>
74. Surplus gift fund assets not to be distributed to members	27

**DEFINITIONS AND INTERPRETATION** **28**

75. Definitions 28

76. Reading this constitution with the Corporations Act 29

77. Interpretation 29

**APPENDIX ONE** **31**

## **Preliminary**

### **1. Name of the Incorporation**

The name of the Incorporation is Bairnsdale Christian Community School Inc (BCCS).

### **2. Type of Incorporation**

The Incorporation is a not-for-profit public Incorporation which is established to be, and to continue as, a charity.

### **3. Limited liability of members**

The liability of members is limited to the amount of the guarantee in clause 4.

### **4. The guarantee**

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the Incorporation if the Incorporation is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Incorporation incurred before the member stopped being a member, or
- (b) costs of winding up.

### **5. Definitions**

In this constitution, words and phrases have the meaning set out in clauses 75 and 77.

## **Religious Character**

### **6. Statement of Doctrines and Beliefs**

The Statement of Doctrines and Beliefs is as follows:

#### **6.1 Introduction.**

- (a) Education, at its heart, is about exploring, discovering, and embracing truth. Not only must the Bairnsdale Christian Community School impart knowledge, but teachers are called to enlighten knowledge with wisdom to help their students understand the world they live in and their purpose in it. (Psalm 19)
- (b) We believe that the ultimate meaning and purpose of life rests in Jesus Christ and His work on the cross. BCCS is a beacon of hope, built upon the foundation of the redeeming love of God through Jesus Christ. (Genesis 3, 2 Corinthians 5:19)
- (c) BCCS plays an important role in the formation of students, at the invitation of their parents - in leading and nurturing them, spirit, mind and body, to lay hold of their unique purpose and potential in God's world, and to equip them for a life of fulfilment and significance. It is the aim of the School that graduating students will be transformational in their future callings and vocations. (Psalm 139:1-18)

#### **6.2 Truth.**

- (a) The whole Bible is uniquely inspired by God and is therefore wholly trustworthy and of supreme and final authority in faith and life. (2 Timothy 3:16-17, 2 Peter 1:21).
- (b) We believe that the Bible, comprising the Scriptures in the Old Testament and New Testament, teaches the truth about essential beliefs of the Christian faith including who God is, who Humanity is, what the Gospel is and what response God requires from his people. (Deuteronomy 10:12-13, Psalm 119:105, Mark 1:15; John 20:31, Romans 12:1-2)
- (c) The character and attributes of God; His everlasting power and divinity are shown in the created universe which is consistent with the specific teachings of the Scriptures. (Psalm 19:1, Romans 1:20)

### 6.3 God.

- (a) The sovereign God is one, in three co-equal eternal persons, the Father, the Son and the Holy Spirit, who act together in creation, providence, redemption, and restoration. (Matthew 28:19, Colossians 1:12-16)
- (b) Jesus Christ, the Son, is fully God and fully man. We believe in His virgin birth, His sinless life, His sacrificial death in our place, His bodily resurrection, His bodily return to heaven and His continuous role representing believers before the Father, and His return to judge the living and the dead. (John 1: 1-14, 2 Corinthians 5:21, Romans 8:34, Colossians 1:9-10, 1 Timothy 3:16)
- (c) We believe in the Holy Spirit who with the Father and the Son is worthy of our worship, who convicts the world of guilt in regard to sin, righteousness and judgement. The Holy Spirit unites us with Christ, and makes us partake in Christ's risen life, pointing us to Jesus, freeing us from slavery to sin, producing in us his fruit, granting to us his gifts, and empowering us for service in the world. (John 3: 5-7, John 14: 16-18, John 15: 26)
- (d) In His death and resurrection, the Lord Jesus Christ took the place of humanity, making full payment for the sin of all people. For those who accept his gift of grace and exercise faith in Him, He secures forgiveness, a right relationship with God, a new life now and everlasting life at the end of history. (Romans 3:23-26, 2 Corinthians 5:21, 1 Peter 1:3, 1 Peter 2:24)

### 6.4 Humanity.

- (a) God has created humanity in His image and ascribed dignity, sanctity and worth to human life from conception until death. God requires human life to be accorded respect and to be protected from harm (Genesis 1:27, Psalm 139:13-16, Exodus 20:13)
- (b) God has created humanity as distinctly male and female and has ordained a normative connection between binary biological sex and a person's true self-conception as male or female. (Genesis 1:27, Matthew 19:4)

- (c) God calls some people to marriage, and some to a single state: one is not inferior or superior to another, and both have dignity, according to the Bible. God has instituted marriage between one man and one woman for life to be the only Scriptural covenantal, sexual, and procreative union for humanity which signifies and mirrors the covenant love between Christ and his Church. Married couples must be sexually faithful to each other. Sexual relationships outside of marriage between one man and one woman are contrary to God's will and command for humanity (Genesis 2:23-24, Matthew 19:5-6, Ephesians 5:22-32)
- (d) God has instituted the family as the central social structure and parents have the primary responsibility for bringing up their children. God has also instituted the church to make disciples from all the nations and provide spiritual teaching. He has established civil government to make laws, keep civic order and promote human flourishing. Each of these institutions has distinct roles and responsibilities which overlap but one should not usurp the role of the other. (Genesis 1:28, Mark 12:17, Romans 13:1-7)
- (e) Humanity, originally created for a relationship with God, has turned away from God and thus become sinful by nature and practice, unable by any personal merit or effort to restore that relationship. This fall has corrupted human identity and purpose, impacted sexuality, family, and social relationships, and has separated humanity from fellowship with God. (Genesis 1:26-31, Romans 1:18-32, Romans 3:23, Titus 3:3-7)

#### 6.5 The Gospel.

- (a) Humanity's only means of restoring relationship with God is through salvation. Salvation is initiated in the believer solely by the grace of God, accomplished through the work of Jesus dying on the cross and applied by the Holy Spirit. Salvation is a free gift accepted by faith and includes the removal of guilt, being set apart for God, a new life of increasing transformation into the likeness of Jesus and eventually the resurrection to everlasting life. (Ephesians 2:8-10, Romans 8:28-30, Matthew 25:34-36)
- (b) Believers experience salvation when they are declared righteous by God as they commit their lives to Jesus in repentance and faith. This conscious commitment is made possible only by the work of the Holy Spirit within the individual; it is not a meritorious work. (John 3:16, Ephesians 2:1-10)
- (c) The Church is the company of all believers who have received new life through faith in Christ, formed by His Spirit into one body, of which Christ is the Head. The Church is commanded by Jesus to make disciples in all nations. (Ephesians 3: 4-10, Matthew 28: 19-20)
- (d) Satan is a personal spiritual being, opposed to God and the salvation of humanity, sworn to enslave and destroy the human race but his ultimate purpose has been

brought to nothing by the Lord Jesus Christ. (Genesis 3:1-15, Matthew 4:1-11, Revelations 20:10, Colossians 2:15)

- (e) A person who rejects the gift of eternal life in the Lord Jesus Christ will be eternally separated from God. (John 3:36, Revelation 20:11-15)
- (f) The Lord Jesus Christ will personally return in glory and judgement to bring eternal life to the redeemed and eternal destruction to the lost, establishing a new heaven and a new earth, the home of righteousness, where there will be no more evil, suffering or death. (1 Thessalonians 4:13-18, 2 Thessalonians 2:1-8, Revelation 22:12, 17-20)

#### 6.6 The Response.

- (a) Until Jesus returns, God calls believers to respond to the Gospel by living as restored disciples of his Kingdom in a broken world with a commission to spread the Gospel, to make disciples and to engage in personal, relational, communal, and civic conduct that is transformed by the Gospel and which serves as an example to the world. (Matthew 28:19-20, Matthew 5:13-16)
- (b) Believers are called to personal conduct which:
  - i) conforms to the example of Jesus;
  - ii) rejects sinful actions and seeks to do good works;
  - iii) demonstrates the fruit of the Spirit; and
  - iv) recognises that the body of the believer is the temple of the Holy Spirit;
  - v) affirms and reflects the truth of the Bible about the nature of human beings, created, male and female, in the image of God.(Galatians 5:16-24, 1 Corinthians 6:19)
- (c) Believers are called to relational conduct that conforms to and reflects the teaching of the Bible concerning human sexuality and marriage. Therefore:
  - i) outside of marriage, a believer must live a life of chastity;
  - ii) children are a natural blessing of marriage; and
  - iii) parents must instruct and care for their children and provide for their physical, spiritual, and educational upbringing.(Genesis 1: 26-27, Psalm 127:3-4, Ephesians 5: 22-33)
- (d) Believers are called to communal conduct which includes active participation in a local church and the use of their gifts for works of ministry, including communicating the gospel to others, making disciples, loving each other, loving one's neighbours including through ministries of mercy and compassion, and active witness in the world. (Hebrews 10:25, Romans 12:4-8)
- (e) Believers are called to civic conduct which includes being salt and light to the world, obedience to the civil authorities in all things which do not contradict the Word of God and a commitment to living quietly and peaceably as a blessing to

the community in which the believer is placed. (Matthew 5:13-16, Jeremiah 29:7, 1 Peter 2:13-17, 1 Timothy 2: 1-4)

- (f) Believers are still sinful by nature and practice and they will never perfectly respond to God's call in this life so must continue in repentance and faith relying on the grace of God as well as extending grace to others. However, it is only by striving to respond in faith to God's call that believers will find true meaning and purpose to live a fulfilled life. (Romans 7:23, 1 John 2:2, Jeremiah 31:34, 1 John 1:7)

## **7. Life and Conduct Policy**

Bairnsdale Christian Community School has adopted the Life and Conduct Policy in Appendix One to clarify how the company applies the Statement of Doctrines and Beliefs for the life and conduct of members of the BCCS community. This Statement shall not be inconsistent with the Statement of Doctrines and Beliefs of the Incorporation and must be read in conjunction therewith. To the extent that this Policy is inconsistent with the Statement of Doctrines and Beliefs it will be void, but only to the extent of such inconsistency.

## **8. Final Authority for Matters of Belief and Conduct**

- 8.1 The Statement of Doctrines and Beliefs does not exhaust the extent of the beliefs of the Incorporation and its members. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that the Incorporation and its members believe.
- 8.2 For purposes of the Incorporation faith, doctrine, practice, policy, and discipline, the members in a **general meeting** are the Incorporation final interpretive authority on the Bible's meaning and application provided that any such interpretation shall be consistent with the Statement of Doctrines and Beliefs.

## **Charitable purposes and powers**

### **9. Objects**

- 9.1 The objects of the Bairnsdale Christian Community School are to advance the Kingdom of God, strengthen the Church of Jesus Christ and promulgate the knowledge of God that is revealed in the Holy Bible and that is in accord with the Statement of Doctrines and Beliefs, and in furtherance of these objects:
  - (a) to contribute to the educational facilities of Australia by establishing and maintaining, in such places that may be thought suitable, pre-school, primary, secondary and other educational institutions of the highest standards;
  - (b) to provide an education of high academic standards that is based on:
    - i) an acceptance of the Lordship of Christ, and
    - ii) an acceptance of the Bible as the revealed word of Godas these are defined in the Statement of Doctrines and Beliefs;
  - (c) to provide an education that also:

- i) fosters self-discipline in the learner while teaching acceptance of the discipline of the church which is the whole Body of Christ, to be obedient to his parents and to obey the laws of the governments in Australia;
  - ii) caters for the individuality of the learner and stresses the function of the learner as a member of the Body of Christ and the community;
  - iii) trains the learner in the moral and ethical standards of the Bible and assists in the acquisition of a biblical world and life view and appreciation of the rights of others to hold different views;
  - iv) develops the learner's creative and critical abilities;
  - v) stresses cooperation rather than competition and fosters the development of the gifts, skills and abilities of the learner for the service of Jesus Christ in the Body of Christ and the community;
- (d) to provide religious services worship and teaching in conformity with the Statement of Doctrines and Beliefs.

## **10. Powers**

Subject to clause 10, the Incorporation has the following powers, which may only be used to carry out its purpose(s) set out in clause 9:

- (a) the powers of an individual, and
- (b) all the powers of an Incorporation are limited by guarantee under the **Corporations Act**.

## **11. Not-for-profit**

11.1 The Incorporation must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 11.2 and 73, and all income and assets are to be used solely for promoting the objects of the Incorporation.

11.2 Clause 11.1 does not stop the Incorporation from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Incorporation, or
- (b) making a payment to a member in carrying out the Incorporation charitable purpose(s).

## **12. Amending the constitution**

12.1 Subject to clause 12.2, the members may amend this constitution by passing a **special resolution**.

12.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the Incorporation to no longer be a charity or fundamentally changes the Statement of Doctrines and Beliefs in clause 6.

## Members

### 13. Membership and register of members

- 13.1 The members of the Incorporation are:
- (a) **initial members**, and
  - (b) any other person that the board allows to be a member, in accordance with this constitution.
- 13.2 The Incorporation must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
    - i) name
    - ii) address
    - iii) any alternative address nominated by the member for the service of notices
    - iv) any email address nominated by the member for the service of notices, and
    - v) date the member was entered on to the register.
  - (b) for each person who stopped being a member in the last 7 years the following information as at the date membership ended:
    - i) name
    - ii) address
    - iii) any alternative address nominated by the member for the service of notices,
    - iv) any email address nominated by the member for the service of notices, and
    - v) dates the membership started and ended.
- 13.3 The Incorporation must give current members access to the register of members.
- 13.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

### 14. Who can be a member

A **member of a compatible church** who is at least 18 years of age on the date they apply to be a member and who supports the purposes of the Incorporation is eligible to apply to be a member of the Incorporation under clause 15.

### 15. How to apply to become a member

A person may apply to become a member of the Incorporation by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the Incorporation, and
- (c) agree to comply with the Incorporation constitution, including the **religious character** and paying the guarantee under clause 4 if required.

## **16. The Board decide whether to approve membership**

- 16.1 The board must consider an application for membership within a reasonable time after the secretary receives the application.
- 16.2 If the board approves an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 17).
- 16.3 If the board reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 16.4 For the avoidance of doubt, the board may not approve an application if the application does not state the matters listed in clause 15.

## **17. When a person becomes a member**

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

## **18. When a person stops being a member**

A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the secretary
- (c) are expelled under clause 20, or
- (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

## **Dispute resolution and disciplinary procedures**

### **19. Dispute resolution**

- 19.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or board member/s and:
- (a) one or more members
  - (b) one or more of the board, or
  - (c) the Incorporation
- 19.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- 19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

- 19.4 If those involved in the dispute do not resolve it under clause 19.3, they must within 10 days:
- (a) tell the board about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 19.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i) for disputes between members, a person chosen by the board, or
    - ii) for other disputes, a person chosen by the Chief Executive Officer of Christian Schools Australia Limited.
- 19.6 A mediator chosen by the board under clause 19.5(b)i):
- (a) may be a member or former member of the Incorporation
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 19.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) not make a decision on the dispute.
- 19.8 Each party involved in a dispute is responsible for payment of:
- (a) their own costs; and
  - (b) an equal share of the costs of mediation unless the mediator determines otherwise.

## **20. Disciplining members**

- 20.1 In accordance with this clause, the board may resolve to warn, suspend, or expel a member from the Incorporation if the board consider that the:
- (a) member has breached this constitution, or
  - (b) member's behaviour is causing, has caused, or is likely to cause harm to the Incorporation, or
  - (c) member is no longer a member of a compatible church or
  - (d) member's behaviour is inconsistent with the religious character of the Incorporation.
- 20.2 At least 14 days before the board meeting at which a resolution under clause 20.1 will be considered, the secretary must notify the member in writing:

- (a) that the board are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a board meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the board, and details of how to do so.
- 20.3 Before the board pass any resolution under clause 20.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the board, a written explanation before that board meeting, and/or
  - (b) speaking at the meeting.
- 20.4 After considering any explanation under clause 20.3, the board may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the board consider appropriate (however, the person can only make a decision that the board could have made under this clause), or
  - (f) require the matter to be determined at a **general meeting**.
- 20.5 The board cannot fine a member.
- 20.6 The secretary must give written notice to the member of the decision under clause 20.4 as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## **General meetings of members**

### **21. General meetings called by the board**

- 21.1 The board may call a **general meeting**.
- 21.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the Incorporation for a **general meeting** to be held, the board must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
  - (b) hold the **general meeting** within 2 months of the members' request.

- 21.3 The percentage of votes that members have (in clause 21.2) is to be worked out as at midnight before the members request the meeting.
- 21.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the Incorporation.
- 21.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

## **22. General meetings called by members**

- 22.1 If the board do not call the meeting within 21 days of being requested under clause 21.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 22.2 To call and hold a meeting under clause 22.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
  - (b) call the meeting using the list of members on the Incorporations member register, which the Incorporation must provide to the members making the request at no cost, and
  - (c) hold the **general meeting** within three months after the request was given to the Incorporation.
- 22.3 The Incorporation must pay the members who request the **general meeting** any reasonable expenses they incur because the board did not call and hold the meeting.

## **23. Annual general meeting**

- 23.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the Incorporation, and
  - (b) after the first annual **general meeting**, at least once in every calendar year.
- 23.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the Incorporations activities
  - (b) a review of the Incorporations finances
  - (c) any auditor's report
  - (d) the election of the board, and
  - (e) the appointment and payment of auditors, if any.
- 23.3 Information needs to be given 7 days prior to the **general meeting**, the board must give information to the members on the Incorporations activities and finances during the period since the last annual **general meeting**.

23.4 The **chairperson** of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Incorporation.

#### **24. Notice of general meetings**

24.1 Notice of a **general meeting** must be given to:

- (a) each member entitled to vote at the meeting
- (b) each board member, and
- (c) the auditor (if any).

24.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

24.3 Subject to clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
- (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

24.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a board member
- (b) appoint a board member in order to replace a board member who was removed, or
- (c) remove an auditor.

24.5 Notice of a **general meeting** must include:

- (a) the place, date, and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- (b) the general nature of the meeting's business
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution

24.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

#### **25. Quorum at general meetings**

25.1 For a **general meeting** to be held, at least twenty five percent (25%) of members (a quorum) must be present in person for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).

25.2 No business may be conducted at a **general meeting** if a quorum is not present.

- 25.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time, and place that the **chairperson** specifies. If the **chairperson** does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
  - (b) if the time is not specified – the same time, and
  - (c) if the place is not specified – the same place.
- 25.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

## **26. Auditor's right to attend meetings**

- 26.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 26.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the Incorporation is entitled to receive.

## **27. Using technology to hold meetings**

- 27.1 The Incorporation may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 27.2 Anyone using this technology is taken to be present in person at the meeting.

## **28. Chairperson for general meetings**

- 28.1 The **chairperson** is entitled to chair **general meetings**.
- 28.2 The members present and entitled to vote at a **general meeting** may choose a board member or member to be the **chairperson** for that meeting if:
- (a) there is no **chairperson**, or
  - (b) the **chairperson** is not present within 30 minutes after the starting time set for the meeting, or
  - (c) the **chairperson** is present but says they do not wish to act as **chairperson** of the meeting.

## **29. Role of the chairperson**

- 29.1 The **chairperson** is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 29.2 The **chairperson** does not have a casting vote.

## **30. Adjournment of meetings**

- 30.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the **chairperson** to adjourn it.

- 30.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## **Members' resolutions and statements**

### **31. Members' resolutions and statements**

- 31.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Incorporation of a resolution they propose to move at a **general meeting** (members' resolution), and/or
  - (b) a written request to the Incorporation that the Incorporation give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 31.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 31.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 31.5 The percentage of votes that members have (as described in clause 31.1) is to be worked out as at midnight before the request or notice is given to the Incorporation.
- 31.6 If the Incorporation has been given notice of a members' resolution under clause 31.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 31.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

### **32. Incorporation must give notice of proposed resolution or distribute statement**

- 32.1 If the Incorporation has been given a notice or request under clause 31:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Incorporations cost, or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Incorporation in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the Incorporation will pay these expenses.
- 32.2 The Incorporation does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) it is more than 1 000 words long
- (b) the board consider it may be defamatory
- (c) clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the Incorporation enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### **33. Circular resolutions of members**

- 33.1 Subject to clause 33.3, the board may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 33.2 The board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 33.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a board member or remove a board member;
  - (b) for passing a **special resolution**, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 33.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33.5 or clause 33.6.
- 33.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 33.6 The Incorporation may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## **Voting at general meetings**

### **34. How many votes a member has**

Each member has one vote.

### **35. Challenge to member's right to vote**

- 35.1 A member or the **chairperson** may only challenge a person's right to vote at a **general meeting** at that meeting.

35.2 If a challenge is made under clause 35.1, the **chairperson** must decide whether or not the person may vote. The **chairperson's** decision is final.

### **36. How voting is carried out**

36.1 Voting must be conducted and decided by:

- (a) a show of hands
- (b) a vote in writing, or
- (c) another method chosen by the **chairperson** that is fair and reasonable in the circumstances.

36.2 On a show of hands, the **chairperson's** decision is conclusive evidence of the result of the vote.

36.3 The **chairperson** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### **37. When and how a vote in writing must be held**

37.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five **members present;**
- (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
- (c) the **chairperson.**

37.2 A vote in writing must be taken when and how the **chairperson** directs unless clause 37.3 applies.

37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:

- (a) for the election of a **chairperson** under clause 28.2, or
- (b) to decide whether to adjourn the meeting.

37.4 A demand for a vote in writing may be withdrawn.

## **Board**

### **38. Composition of the board**

38.1 The Incorporation must have a **board** of at least seven (7) and no more than nine (9) board members, including:

- (a) full time staff, this includes the Principal and Business Manager, are not eligible for election to the board.
- (b) Principal and Business Manager to be present at board meetings as required by the board.

38.2 All board members must confirm that they:

- (a) subscribe to and will live consistently with the **religious character** of the **company**; and
- (b) are not ineligible to be a board member under the **Corporations Act** or the **ACNC Act**; and
- (c) are not ineligible to be a board member under any **educational or funding legislation** applicable to the Incorporation; and
- (d) are not prohibited from being a board member under any **child protection legislation** applicable to the Incorporation.

38.3 The initial board are the people who have agreed to act as board members and who are named as proposed board members in the application for registration of the Incorporation.

### **39. Election of board by members**

- 39.1 The members may elect a board member by a resolution passed in a **general meeting** [unless the board member is an employee, or member of the **immediate family** of an employee, of the **incorporation** who may be elected only by a **special resolution**.]
- 39.2 Each of the board members must be appointed by a separate resolution.
- 39.3 A person is eligible for election as a board member of the Incorporation if they:
  - (a) [are a member of the Incorporation,]
  - (b) are nominated by two members (unless the person was previously elected as a board member at a **general meeting** and has been a board member since that meeting),
  - (c) give the Incorporation their signed consent to act as a board member of the Incorporation, and
  - (d) meet the criteria in clause 38.2.

### **40. Casual Vacancy**

- 40.1 The board may appoint a person as a board member to fill a casual vacancy if that person:
  - (a) gives the Incorporation their signed consent to act as a board member of the Incorporation, and
  - (b) is a member of the Incorporation, if the board member being replaced was elected by members, or
  - (c) is a **parent** of a student at the **school**, if the board member being replaced was elected by **parents** of a student at the **school** [./, and
  - (d) is not an employee, or member of the **immediate family** of an employee, of the Incorporation.]
- 40.2 If the number of board members is reduced to fewer than three or is less than the number required for a quorum, the continuing board members may act for the purpose

of increasing the number of board members to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

#### **41. Election of chairperson**

- 41.1 The board must elect a board member as the incorporation **chairperson** at the first board meeting after each annual general meeting.
- 41.2 No employee of the school or the spouse of an employee or member of the immediate family of an employee is eligible to be appointed as **chairperson** except with the unanimous approval of the remainder of the board members.
- 41.3 If the **chairperson** ceases to be a board member, that person must immediately vacate the office of **chairperson**.

#### **42. Term of office**

- 42.1 At each annual **general meeting**:
- (a) any board member appointed by the board to fill a casual vacancy must retire, and
  - (b) at least one-third of the total board members must retire.
- 42.2 The board who must retire at each annual **general meeting** under clause 42.1(b) will be the board members who have been longest in office since last being elected regardless of how elected. Where board members were elected on the same day, the board members (s) to retire will be decided by lot unless they agree otherwise.
- 42.3 Other than a board member appointed under clause 40, a board members term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 42.4 A board member who retires under clause 42.1 may nominate for election or re-election, subject to clause 42.5.
- 42.5 A board member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

#### **43. When a board member stops being a board member**

A board member stops being a board member if they:

- (a) give written notice of resignation as a board member to the Incorporation
- (b) dies
- (c) are removed as a board member by a resolution of the members
- (d) become bankrupt or makes any general arrangement or composition with their creditors; or
- (e) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) if elected by the **parents**, ceases to be a **parent**; or

- (g) ceases to subscribe to and live consistently with the **religious character** of the Incorporation; or
- (h) is found by a 75% majority of the board members to have made statements or conducted themselves in such a way as to discredit or bring into disrepute either himself, the Incorporation, or any member of the Incorporation, or
- (i) are absent for three (3) consecutive board meetings during a period of not less than three (3) months without approval from the board, or
- (j) become ineligible to be a board member of the Incorporated under:
  - i) the **Corporations Act**, or
  - ii) the **ACNC Act**, or
  - iii) any **educational or funding legislation** applicable to the Incorporation, or
  - iv) any **child protection legislation** applicable to the Incorporation.

#### **44. Defects in appointment**

44.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a board member; or
- (b) a person appointed as a board member was ineligible or disqualified.

All acts of the board before the discovery were made are as valid as if the person had been duly appointed and was not disqualified.

### **Powers of board members**

#### **45. Powers of Board members**

- 45.1 The board members are responsible for managing and directing the activities of the Incorporation to achieve the purposes set out in clause 9.
- 45.2 The board members may use all the powers of the Incorporation except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 45.3 The board members must decide on the responsible financial management of the Incorporation including:
  - (a) any suitable written delegations of power under clause 46, and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 45.4 Board members cannot remove other board members or auditor. Board members and auditors may only be removed by a members' resolution at a **general meeting**.

#### **46. Delegation of board members powers**

- 46.1 The board may delegate any of their powers and functions to a committee, a board member, an employee of the Incorporation (such as the Principal) or any other person,

as they consider appropriate and in accordance with any conditions as they consider appropriate.

46.2 The delegation must be recorded in the Incorporations minute book.

#### **47. Payments to board members**

47.1 The Incorporation must not pay fees to a board member for acting as a member of the board.

47.2 The Incorporation may:

- (a) pay a board member for work they do for the **incorporation**, other than as a board member, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a board member for expenses properly incurred by board members in connection with the affairs of the **incorporation**.

47.3 Any payment made under clause 47.2 must be approved by the board.

47.4 The **incorporation** may pay premiums for insurance indemnifying board members, as allowed for by law (including the **Corporations Act**) and this constitution.

#### **48. Execution of documents**

The **incorporation** may execute a document without using a common seal if the document is signed by:

- (a) two board members of the **incorporation**, or
- (b) a board member and the secretary.

### **Duties of board members**

#### **49. Duties of board members**

The board must comply with their duties as board members under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a board member of the Incorporation.
- (b) to act in good faith in the best interests of the Incorporation and to further the charitable purpose(s) of the Incorporation set out in clause 9.
- (c) not to misuse their position as board members
- (d) not to misuse information they gain in their role as a board member.
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 50
- (f) to ensure that the financial affairs of the Incorporation are managed responsibly, and

- (g) not to allow the Incorporation to operate while it is insolvent.

## **50. Conflicts of interest**

- 50.1 Board members must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the board (or that is proposed in a circular resolution):
- (a) to the other board members, or
  - (b) if all the board have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 50.2 The disclosure of a conflict of interest by a board member must be recorded in the minutes of the meeting.
- 50.3 Each member of the board who has a material personal interest in a matter that is being considered at a meeting of the board (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 50.4 A board member may still be present and vote if:
- (a) their interest arises because they are a member of the Incorporation, and the other members have the same interest
  - (b) their interest relates to an insurance contract that insures, or would insure, the board against liabilities that the board member incurs as a board member of the Incorporation (see clause 70)
  - (c) their interest relates to a payment by the Incorporation under clause 69 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**.
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the board member to vote on the matter, or
  - (e) the board members who do not have a material personal interest in the matter pass a resolution that:
    - i) identifies a board member, the nature and extent of the board members interest in the matter and how it relates to the affairs of the Incorporation, and
    - ii) says that those board members are satisfied that the interest should not stop the board member from voting or being present.

## **Board meetings**

### **51. When the board meet**

The board members may decide how often, where and when they meet.

## **52. Calling board meetings**

- 52.1 A board member may call a board meeting by giving reasonable notice to all the other board members.
- 52.2 A board member may give notice in writing or by any other means of communication that has previously been agreed to by all the board.

## **53. Chairperson for board meetings**

- 53.1 The **chairperson** is entitled to chair board meetings.
- 53.2 The board members at a board meeting may choose a board member to be the **chairperson** for that meeting if the **chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as **chairperson** of the meeting.

## **54. Quorum at board meetings**

- 54.1 Unless the board determine otherwise, the quorum for a board meeting is a majority (more than 50%) of the board.
- 54.2 A quorum must be present for the whole board meeting.

## **55. Using technology to hold board meetings**

- 55.1 The board may hold their meetings by using any technology (such as video/zoom or teleconferencing) that is agreed to by all the board.
- 55.2 The boards agreement may be a standing (ongoing) one.
- 55.3 A board member may only withdraw their consent within a reasonable period before the meeting.

## **56. Passing of board's resolutions**

A board's resolution must be passed by a majority of the votes cast by board members present and entitled to vote on the resolution.

## **57. Circular resolutions of board members**

- 57.1 The board may pass a circular resolution without a board meeting being held.
- 57.2 A circular resolution is passed if [all/seventy-five percent (75%) of] the board entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.
- 57.3 Each board member may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

- 57.4 The Incorporation may send a circular resolution by email to the board and the board members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 57.5 A circular resolution is passed when the last board member signs or otherwise agrees to the resolution in the manner set out in clause 57.3 or clause 57.4.

## **58. Confidentiality Obligations**

- 58.1 Every board member and other agent or officer of the Incorporation must keep secret all aspects of all transactions of the Incorporation, except:
- (a) to the extent necessary to enable the person to perform their duties to the Incorporation;
  - (b) as required by law;
  - (c) when requested to disclose information by the board members to the auditor or a **general meeting** of the Incorporation;
  - (d) as otherwise permitted by the board.

## **Secretary**

### **59. Appointment and role of secretary**

- 59.1 The Incorporation must have at least one secretary, who may also be a board member.
- 59.2 A secretary must be appointed by the board (after giving the Incorporation their signed consent to act as secretary of the Incorporation) and may be removed by the board.
- 59.3 The board must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 59.4 The role of the secretary includes:
- (a) maintaining a register of the Incorporations members, and
  - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), board meetings and circular resolutions.

## **School Staff**

### **60. Appointment of Principal and Staff**

- 60.1 A Principal must be appointed by the board for such term and upon such conditions as they think fit and may be removed by the board.
- 60.2 Any person appointed as Principal must be eligible to be appointed as Principal in accordance with applicable education or funding legislation and not prohibited from appointment by any child protection legislation.
- 60.3 The Principal and any other person appointed to work within the school must subscribe to and live consistently with the **religious character** of the Incorporation.
- 60.4 A Business Manager must be appointed by the board and Principal for such a term and upon such conditions as they think fit and may be removed by the board and Principal.

## Supporting Organisations

### 61. Organisations established to support Bairnsdale Christian Community School

- 61.1 The board must give prior written approval to:
- (a) the establishment of supporting organisations to assist the BCCS, including any parents and friends group;
  - (b) the constitution of any supporting organisation;
  - (c) the employment of staff by a supporting organisation.
- 61.2 The board are to call the initial meeting of any supporting organisation and may appoint the initial officeholders.
- 61.3 The board may disband any supporting organisation.

## Minutes and records

### 62. Minutes and records

- 62.1 The Incorporation must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each **general meeting**, and
  - (d) a copy of a members' statement distributed to members under clause 31.
- 62.2 The Incorporation must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of board meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of the board.
- 62.3 To allow members to inspect the Incorporations records:
- (a) the Incorporation must give a member access to the records set out in clause 62.1, and
  - (b) the board may authorise a member to inspect other records of the Incorporation, including records referred to in clause 62.2 and clause 63.1.
- 62.4 The board must ensure that minutes of a **general meeting** or a board meeting are signed within a reasonable time after the meeting by:
- (a) the **chairperson** of the meeting, or
  - (b) the **chairperson** of the next meeting.
- 62.5 The board must ensure that minutes of the passing of a circular resolution (of members or board) are signed by a board member within a reasonable time after the resolution is passed.

### 63. Financial and related records

- 63.1 The Incorporation must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 63.2 The Incorporation must also keep written records that correctly record its operations.
- 63.3 The Incorporation must retain its records for at least 7 years.
- 63.4 The board must take reasonable steps to ensure that the Incorporations records are kept safe.

## **Notice**

### **64. What is notice**

- 64.1 Anything written to or from the Incorporation under any clause in this constitution is written notice and is subject to clauses 65 to 67, unless specified otherwise.

### **65. Notice to the Incorporation**

Written notice or any communication under this constitution may be given to the Incorporation, the board, or the secretary by:

- (a) delivering it to the Incorporation registered office
- (b) posting it to the Incorporations registered office or to another address chosen by the Incorporation for notice to be provided
- (c) sending it to an email address or other electronic address notified by the Incorporation to the members as the Incorporations email address or other electronic address, or

### **66. Notice to members**

- 66.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 66.2 If the Incorporation does not have an address for the member, the Incorporation is not required to give notice in person.

## **67. When notice is taken to be given**

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 66.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## **Financial year**

### **68. Incorporations financial year**

The Incorporations financial year is from 1 January to 31 December, unless the board pass a resolution to change the financial year.

## **Indemnity, insurance, and access**

### **69. Indemnity**

- 69.1 The Incorporation indemnifies each officer of the Incorporation out of the assets of the Incorporation, to the relevant extent, against all losses and liabilities (including costs, expenses, and charges) incurred by that person as an officer of the Incorporation.
- 69.2 In this clause, 'officer' means a board member or secretary and includes a board member or secretary after they have ceased to hold that office.
- 69.3 In this clause, 'to the relevant extent' means:
  - (a) to the extent that the Incorporation is not precluded by law (including the **Corporations Act**) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 69.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Incorporation.

### **70. Insurance**

To the extent permitted by law (including the **Corporations Act**), and if the board consider it appropriate, the Incorporation may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Incorporation against any liability incurred by the person as an officer of the Incorporation.

### **71. Board member's access to documents**

- 71.1 A board member has a right of access to the financial records of the Incorporation at all reasonable times.
- 71.2 If the board agree, the Incorporation must give a board member or former board members access to:
- (a) certain documents, including documents provided for or available to the board members, and
  - (b) any other documents referred to in those documents.

## Winding up

### 72. Surplus assets not to be distributed to members

If the Incorporation is wound up, any **surplus assets** must not be distributed to a member or a former member of the Incorporation.

### 73. Distribution of surplus assets

- 73.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the Incorporation is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 9,
  - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the Incorporation,
  - (c) which are exempt from income tax under section 50-5 of the *Income Tax Assessment Act 1997* (Cth) or some equivalent provision, and
  - (d) where required under and State or Territory law providing benefits or exemptions to charities:
    - i) to an institution that may be registered under that law; or
    - ii) to an institution the that has a principal object or pursuit mentioned in that law; or
    - iii) for a purpose that is charitable or for the promotion of the public good as determined under that law.
- 73.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the Incorporation may apply to the Supreme Court to make this decision.

## Gift funds operated by the Incorporation

### 74. Surplus gift fund assets not to be distributed to members.

- 74.1 Where the Incorporation has been endorsed as a deductible gift recipient in relation to a gift fund under the *Income Tax Assessment Act 1997* (Cth), then where:
- (a) the Incorporation is wound up, or

- (b) the fund is wound up, or
- (c) the endorsement under the *Income Tax Assessment Act 1997* (Cth) is revoked,

Any **surplus assets** of the fund remaining after payment of all liabilities must be transferred to an institution or fund that is a charity which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Incorporation, has similar charitable purposes and is an endorsed deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth).

- 74.2 Where the Incorporation operates more than one fund for which it is a deductible gift recipient and its endorsement under the *Income Tax Assessment Act 1997* (Cth) is revoked only in relation to one of those funds then it may transfer any **surplus assets** of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient

## Definitions and interpretation

### 75. Definitions

In this constitution:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**board** means the incorporations board members assembled at a meeting of the board in accordance with this Constitution.

**chairperson** means a person elected by the board to be the Incorporations chairperson under clause 41.

**child protection legislation** means any legislation regarding the care and protection of children and young people including any screening legislation.

**incorporation** means the company referred to in clause 1.

**compatible church** means a Christian church in the Protestant, evangelical tradition holding a doctrinal position consistent with the Statement of Doctrines and Beliefs of the company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**education or funding legislation** mean the Commonwealth and State or Territory legislation relating to the registration and funding of the School.

**general meeting** means a meeting of members and includes the annual general meeting, under clause 23.1.

**immediate family** means a person's spouse, child, mother or father, grandparent, grandchild, sibling, or child, mother or father, grandparent, grandchild, or sibling of the person's spouse.

**initial member** means a person who is named in the application for registration of the Incorporation, with their consent, as a proposed member of the company.

**member of a compatible church** means a person who is a member of the compatible church in accordance with that church's rules governing membership or, where a compatible church does not provide for membership is involved with and regularly attends that church.

**member present** means, in connection with a general meeting, a member present in person at the venue or venues for the meeting.

**parent** means a parent or legal guardian of children currently enrolled at the School.

**registered charity** means a charity that is registered under **the ACNC Act**.

**religious character** means the religious character of the company consistent with the Statement of Doctrines and Beliefs in clause 6 and Statement of Life and Conduct under clause 7 as understood in accordance with clause 8.

**school** means the school known as Bairnsdale Christian community School operated by the Incorporation.

**special resolution** means a resolution:

- i) of which notice has been given under clause 24.5(c), and
- ii) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

**surplus assets** means any assets of the Incorporation that remain after paying all debts and other liabilities of the Incorporation, including the costs of winding up.

## **76. Reading this constitution with the Corporations Act**

76.1 The replaceable rules set out in the **Corporations Act** do not apply to the Incorporation.

76.2 While the Incorporation is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

76.3 If the Incorporation is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

76.4 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this constitution.

## **77. Interpretation**

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations.

## Appendix 1

### Life & Conduct Policy

Bairnsdale Christian Community School is a Christian learning community. As a Christian community it seeks to maintain itself by fostering those ideals and standards that are consistent with a Christian worldview. These ideals and standards are broadly moral; they would be characteristic of any community that was self-consciously Christian. This document is an attempt to specify those ideals and standards in accordance with the Statement of Doctrines and Beliefs of the BCCS.

This Life and Conduct Policy at Bairnsdale Christian Community School seeks to set forth:

- a) **Assumptions and Principles:** those assumptions and principles which should guide the conduct of responsible Christians which are foundational as BCCS strives to maintain its identity as a Christian learning community.
- b) **Behavioural Standards:** In light of the above assumptions and biblical principles of Christian conduct, the specific expectations which seem most likely to require explicit statement in a community such as BCCS and are established for students, parents and staff of BCCS.

### Assumptions and Principles

**Basic Assumptions**— Bairnsdale Christian Community School strives to maintain its identity as a Christian learning community. The BCCS expects that all members of the BCCS community will accept that the BCCS:

- (1) Recognises the Bible to be the Word of God and hence fully authoritative in matters of faith and conduct.
- (2) Has a sincere desire for that commitment to mature both in insight and behaviour.
- (3) Understands that all board members, staff, and those in leadership roles will call themselves Christian by virtue of the grace of God and their personal commitment to Jesus Christ.

**Biblical Principles**—The community recognises that biblical principles are foundational for corporate life and individual behaviour. Those principles which seem most pertinent are the following:

- (1) Life within a Christian community must be lived to the glory of God, daily conforming ourselves to the image of Christ and recognising the Lordship of Christ in every activity (Matthew 22:36–38, 1 Corinthians 10:31, Colossians 3:9, 10, 17).
- (2) Love for and accountability to God should motivate Christian conduct (Deuteronomy 6:5, 2 Corinthians 5:10).
- (3) Consistent with the example and command of Jesus Christ, love and justice must be the determinative factors in the relationships of Christians with others (John 15:12–17, I John 4:7–12).
- (4) Christians bear responsibility for service to others. They are responsible to serve their neighbours and be involved in the process of alleviating such pressing worldwide problems as poverty, hunger, disease, illiteracy, and racism (Matthew 7:12, 25:31–46, Galatians 5:14, 6:10).
- (5) The actions of Christians within a community are not solely a private matter. Accordingly, members of the BCCS must hold their neighbours accountable for the implications of their conduct when it directly affects the welfare of the wider BCCS community (Matthew 18:15–17).
- (6) The community collectively, and members individually, are responsible for the effective stewardship of abilities, opportunities, and institutional resources (Luke 19:11–27, Corinthians 4:2).
- (7) Attaining common goals and ensuring orderly community life may necessitate the subordination of some individual prerogatives. Specifically, as servants of Christ we are called to practice forbearance. Christian freedom includes the option of not doing some things in order to contribute to the good of the larger community (I Corinthians 8:9–13, 9:19–23, 10:23–33).
- (8) Certain actions are expressly prohibited in Scripture and are, therefore, wrong. Christians are responsible to avoid those practices which are called sinful in Scripture. Similarly, Scripture commends some actions which are, therefore, right. There are other actions which are matters of individual conviction based on the given situation. In this latter area care must be exercised so as not to judge one another or to cause another to stumble or ourselves to fall (Matthew 7:1, Romans 14:1–23).
- (9) Christians are not asked to live the Christian life simply on the basis of their own moral character and strength. God has provided the authoritative Word of Holy Scripture, the guiding power of the indwelling Holy Spirit and the counsel of the

Church—the body of believers both past and present. Christians are expected to study and obey the Scriptures, to cultivate a heart attitude which allows for the guidance of the indwelling Holy Spirit and to give serious consideration to the counsel of the people of God (II Timothy 3:16, II Peter 1:19–21, I John 2:27, I Peter 5:1–6).

- (10) Important to an understanding of all behavioural standards is the obligation of Christians to separate themselves from worldliness (Romans 12:2, I John 2:15). Worldliness is a subtle issue involving uncritical conformity to the prevailing spirit of the age. One's disposition concerning such matters as materialism, secularism, isolationism, security, success, injustice, hedonism, and moral relativism must stand in perpetual review.

**General Principles**—We acknowledge that it is impossible to create a community whose behavioural norms will be totally acceptable to every Christian. Nonetheless, we believe it is imperative for us to specify certain behavioural patterns which must be sustained in order that the objectives of BCCS can be met. Therefore, it is assumed that individuals who have voluntarily joined the Christian learning community at BCCS and are striving to exhibit the behaviour characteristic of a mature person of their age will:

- (1) Understand that they have become part of an evangelical Christian tradition, which is to be respected and valued, but which is continuously subject to review and evaluation. They also have freedom to offer constructive criticism of this tradition.
- (2) Explore the broad range of human opinion and ideas without necessarily engaging in the whole range of human behaviour.
- (3) Strive to exemplify those positive elements of Christian behaviour that are taught in Scripture (Romans 12:6–21, Galatians 5:22, 23, Colossians 3:12–17, II Peter 1:5–9).
- (4) Be concerned about the welfare of other individuals within the community and of the community as a whole.
- (5) Assume responsibility for their own behaviour as it reflects upon their Lord, their community and themselves, particularly in the area of personal freedom, where discretion, moderation and restraint must be practiced.
- (6) Continually assess themselves, their personal growth, and their place within the community.

### **Behavioural Standards**

In light of the above assumptions and biblical principles of Christian conduct, the specific expectations which follow are established for **Board** members, staff and other leaders within BCCS. These expectations will also underpin the teaching program for students within BCCS in an age-appropriate form.

It will be noted that these behavioural standards distinguish between practices governed by Scripture and practices governed by consent of the community for its common good. The latter, which are established to enhance the quality of community living, are not to be confused with specific God-given directives, which are required of all Christians.

**Practices Governed by Scripture**—The following behavioural expectations are binding on the Board, staff, and leaders within the BCCS.

- (1) Members of the community will live in moderation and with concerns for the poor and marginalised of the community (Micah 6:8, Matthew 25: 31 – 46)
- (2) Those words and actions which are expressly forbidden in Scripture, including but not limited to blasphemy, profanity, dishonesty, theft, drunkenness, sexual relations outside marriage between a man and a woman, will not be accepted, either on or off campus.
- (3) Members of the community will strive to overcome pride, covetousness, jealousy, lust, immodesty, as all are destructive to the unity of the Body of Christ. Instead, each member of the community will enable and help others to nurture the fruit of the Spirit—love, joy, peace, patience, kindness, goodness, faithfulness, gentleness, and self-control.
- (4) Recognising the Christian obligation to submit to governing authorities (Romans 13:1, I Peter 2:13), individuals related to Bairnsdale Christian Community School are expected to uphold the laws of the local community, the State or Territory and Commonwealth in accordance with the teaching and principles of Scripture.

**Practices Governed by Consent of the Community for Its Common Good**—In addition to behavioural obligations set forth in Scripture, Board members, staff and other leaders within this community choose to impose upon themselves the following rules for behaviour out of the conviction that they serve both the long-range interests of this institution and the immediate good of its individual members. Violations, therefore, must be regarded as serious breaches of integrity with this community to which each member has voluntarily chosen to associate.

- (1) The principle of resting one day in seven was instituted by God for the benefit of the creatures made in God's image. Because Jesus declared Himself to be Lord of the Sabbath and because the **Church** celebrates His resurrection on Sunday, BCCS will avoid business as usual on Sunday, particularly in terms of scheduling events and the use of facilities during the Sunday morning worship hours, unless necessary. Likewise, BCCS will not promote community activities that would clash with Sunday morning worship hours.
- (2) Bairnsdale Christian Community School is smoke-free. Members of the community will not use tobacco products on campus, on adjacent properties or while attending BCCS-related events or on BCCS-related business. This standard is in keeping with the findings of medical authorities concerning the danger to one's health in the use of tobacco products. Further, it recognises that Christians are responsible to be stewards of their bodies and considerate of the rights of others.
- (3) Bairnsdale Christian Community School is alcohol-free. The consumption of alcohol is prohibited while attending BCCS-related events, on or off campus where students are present. This position reflects BCCS's concern with the physical, social, and personal effects of alcohol use and the growing body of knowledge about the detrimental effects of alcohol on brain development for children and adolescents. At no time will the illegal use or abuse of alcohol be tolerated by members of the community. The Board, staff and **parents** will demonstrate responsible use of alcohol at any events where no students are present, and alcohol is served.
- (4) Members of the community are not to use or possess drugs illegally. This includes the use of those drugs prohibited by law and the abuse of those drugs controlled by law.