

Kerry Street Community School Incorporated

Constitution v 5 April 2014

1) Name

The name of the Association is Kerry Street Community School Incorporated (or Inc) hereinafter called “the Association”.

2) Definitions

In this constitution:

- a) “Administrative Staff” means all paid persons appointed by the Association to perform administrative duties.
- b) “Co-opted Council Members” means the persons referred to in clause 10(b).
- c) “Coordinator” refers to the person referred to in clause 17.
- d) “Council” means the Council as referred to in clause 9.
- e) “Council Meeting” means a meeting of the council members.
- f) “Council Member” means a member of the Council as referred to in clause 10.
- g) “Financial Year” is from 1 January to 31 December.
- h) “Meeting” means any Council, General, Special General or Annual General Meeting.
- i) “Member” means a member of the Association as determined in clauses 6, 7 and 8.
- j) “Parent” means a parent, step-parent or guardian of a student who has ongoing consistent involvement with the child and the school.
- k) “The President” means the person who holds the office of President of the Council.
- l) “Proxy”. A member unable to attend a meeting is eligible to vote “by proxy” if they appoint in writing another member to vote on their behalf at a specific meeting.
- m) “General Meeting” is a meeting open to all members of the Association as described in clause 21(a).
- n) “The School” means Kerry Street Community School.
- o) “School Community” means all members of the Association.
- p) “The Secretary” means the person who holds the office of Secretary of the Council.

- q) “Special General Meeting” means a meeting, as described in clause 21(b), open to all members of the Association and convened for a specific purpose.
- r) “Staff” means all paid employees appointed by the Association.
- s) “Student” means a student enrolled at the school.
- t) “Teaching Staff” means all paid teachers and teachers’ aides appointed by the Association.
- u) “Term” means one academic School Term as determined by the school’s annual calendar.
- v) “The Treasurer” means the person who holds the office of Treasurer of the Council as described in clause 15.
- w) “Voting Member” means an adult member of the Association with voting rights.
- x) “The Act” means the Associations Incorporation Act 1987.
- y) “The Code of Conduct” means the Kerry Street Community School Council Code of Conduct.

3) Objects

The objects of the Association will be:

- a) to operate a school called Kerry Street Community School to be for the education of pre-primary and primary aged students and other aged students as the Council may approve.
- b) to elect a Council whose object is to:
 - i) provide for the holistic education of students
 - ii) build, equip, furnish, resource, maintain, govern the school.
 - iii) appoint a coordinator to oversee the management and administration of the school.
- c) to encourage the participation of the school community in all aspects of the school including but not limited to the overall education process, the development of school policy and aims and maintaining and improving the school buildings, equipment and environment.

4) Powers

- a) In addition to the powers conferred under the act the Association may
 - i) employ persons as members of the staff of the school on terms and conditions approved by the Council;
 - ii) fix the wages or salaries of its employees and the remuneration of other persons rendering service to it
 - iii) make, vary or repeal policies, procedures, agreements or standing orders for the governance of the Association and the conduct of its members
 - iv) determine the considerations on which persons will be admitted to the Association
 - v) acquire, lease, license, hire, hold, deal with, and dispose of any real or personal property
 - vi) open and operate bank accounts
 - vii) invest its money
 - viii) borrow money upon such terms and conditions as the Association thinks fit

- ix) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit
 - x) appoint agents to transact any business of the Association on its behalf
 - xi) enter into any other contract it considers necessary or desirable
 - xii) accept money as fees, gifts or grants
 - xiii) act as trustee and accept and hold real and personal property upon trust.
 - xiv) construct and build any structure for the benefit of the school or make any improvements to the premises or grounds of the school, with the approval of the Council;
 - xv) purchase or take a lease or licence of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities;
 - xvi) establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students;
 - xvii) charge and collect Association fees and school fees ;
 - xviii) do all those acts and things incidental to the exercise of these powers.
- b) The Association's powers must be exercised in accordance with the law, the requirements of the Act and this Constitution.

5) Non-Profitmaking

The income and property of the Association will be vested in the Association and will be applied solely for the promotion of its objects and no part thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members however remuneration may be paid in good faith to members of the Association or other persons in return for services actually rendered to the Association.

6) Membership of the Association

- a) Membership of the Association will be automatically conferred upon the following persons subject to approval by the council:
 - i) parents
 - ii) staff
 - iii) co-opted council members.
- b) Membership of the Association will be conferred upon community members, whose written application for membership is ratified by Council by a two thirds majority.
- c) The association shall confer the following rights upon all of its members:
 - i) to receive notice of meetings
 - ii) to have a deliberative vote at general meetings either in person or by proxy
 - iii) to be eligible to nominate for election to council after a qualification period that may be set from time to time by the council, and shall not be more than 12 months
 - iv) to inspect all records of the Council and Association in accordance with Clauses 14(e) and 25

7) Membership Requirements

- a) To be an active member of the Association a person must
 - i) pay any fees required by the Association.
 - ii) contribute a certain amount and nature of work as determined from time to time by the Council.
- b) The annual subscription for members shall be that amount from time to time fixed by the Association in general meeting.
- c) The annual tuition fee shall be that amount from time to time fixed by the Council based on annual budget submitted at such meeting by the Board for the approval of members.
- d) Any member whose subscription or tuition fee is in arrears for a period of three months may by resolution of the Board be declared no longer a member.

8) Termination of Membership

A member shall cease to be a member of the Association in the case of:

- a) membership conferred according to clause 6(a), if the person no longer qualifies for membership
- b) membership conferred according to clause 6(b), if the member has no contact with the school for a period of three (3) months
- c) written resignation being received by Council
- d) failure to meet the requirements of active membership for the period of 1 term
- e) any member who willfully refuses or neglects to comply with the provisions of this constitution or whose conduct is considered likely to be detrimental to the interests of the Association is liable to expulsion by a resolution passed at a Council Meeting by a two thirds majority PROVIDED THAT at least one week before the meeting at which such resolution is passed that person has had notice thereof and of the alleged reasons for his or her expulsion AND that person has had at this meeting and before the passing of such resolution an opportunity of giving either personally or by any agent or in writing any explanation or defence he or she may think fit.

9) Council

- a) The Association will be governed by a Council called the Kerry Street Community School Council or the Council.
- b) The council will perform the following functions:
 - i) governing the administration of the affairs, property and funds of the Association;
 - ii) providing a focus and a forum for the involvement of parents and the school community
 - iii) ascertaining the educational needs of the community and the attitude of the community to educational developments within the school;
 - iv) ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately filled.
- c) The council is responsible for:

- i) directing the broad direction, vision and strategic planning of the school in line with the Objectives of the Association
 - ii) developing, monitoring and reviewing the objectives and targets of the strategic plan;
 - iii) considering, approving and monitoring human resource and asset management plans;
 - iv) determining policies of the school including policies for the safety, welfare and performance management of students;
 - v) determining the application of the total financial resources available to the school including the regular review of the budget;
 - vi) reporting to the school community on the strategic plan, the finances of the school, the operational plans and the Council's operations;
 - vii) employment, performance management and dismissal of the Coordinator.
 - viii) Defining a duty statement for the coordinator
 - ix) determining and implementing all expenditure on capital projects.
 - x) overseeing the proper care and maintenance of any property owned by the Association;
- d) The council may:
- i) raise money for school related expenses;
 - ii) perform such functions as necessary to establish facilities for and conduct, or arrange for the conduct of services for the enhancement of the education, development, care, safety, health or welfare of children and students;
 - iii) do all those acts and things incidental to the exercise of these functions;
- e) The council shall endorse and ratify decisions made by the coordinator in relation to the appointment and dismissal of all school staff. The council's functions must be exercised in accordance with the Code of Conduct, legislation, and this constitution
- f) manage unresolved complaints, including those concerning the conduct of the coordinator.

10) Council Elections

- a) The Council shall consist of a minimum of 5 and a maximum of 10 members of the association
- b) Additional council members (up to the maximum of 10) may from time to time be co-opted from the members of the Association by a majority of the other members of the Council, or elected at a general meeting
- c) The normal term of office for all members of Council shall be one year. All council members are eligible for re-election at the Annual General Meeting.
- d) All association members are eligible for election after a qualification period of 6 months membership in the Association.
- e) If insufficient nominations are received the qualification period may be waived
- f) Members of the association may nominate self or others in writing more than 2 weeks prior to the Annual General Meeting.
- g) The council may choose to allow late nominations, or nominations at the Annual General Meeting.

11) Vacancies

- a) Casual Vacancies will be filled from among the Members of the Association by a majority vote of Council.
- b) Any member so appointed or elected shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
- c) The office of a member of Council will become vacant if he or she:
 - i. is convicted of any indictable offence
 - ii. becomes bankrupt
 - iii. resigns his or her office by notice in writing to the Council
 - iv. is absent without apology from three (3) consecutive meetings of the Council
 - v. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest
 - vi. in the case of parent representatives, has enrolled their child at another school or registered for home-schooling
 - vii. in the case of the Coordinator or teaching staff representative, is no longer employed by the Association
 - viii. willfully refuses or neglects to comply with the provisions of this constitution or displays conduct likely to be detrimental to the interests of the Association or the Council then they are liable to expulsion from the Council by a resolution passed at a Council Meeting by the agreement of all other council members, PROVIDED THAT at least one week before the meeting at which such resolution is passed that person has had notice thereof and of the alleged reasons for his or her expulsion AND that person has had at this meeting and before the passing of such resolution an opportunity of giving either personally or by any agent or in writing any explanation or defence he or she may think fit.

12) Officers of the Council

- a) The officers of the Council shall be President, Secretary and Treasurer.
- b) The officers shall be chosen by the Council at the first Council meeting after the Annual General Meeting. The normal term of office is one year.
- c) Any officer shall be eligible for re-election.
- d) If a vacancy occurs in any office for any reason the Council may fill such a vacancy.
- e) The Council may create such additional officers as it thinks fit and it may appoint any member of the Council to fill any such additional office.
- f) An officer shall cease to be an officer of the Council if:
 - i) that person ceases to be a member of the Council as described in clause 11
 - ii) the Council determines to this effect PROVIDED THAT the officer concerned has been given adequate notice of the reason and a reasonable opportunity to reply.

13) Duties of the President

The President shall:

- a) chair all meetings or for a particular meeting ensure the task is delegated to a suitable person
- b) provide leadership to the Council in its policy making, strategic and financial planning, organizational priorities and governance concerns
- c) act as a partner with the Coordinator in achieving the objects of the Association.

14) Duties of the Secretary

The Secretary shall:

- a) coordinate the correspondence of all meetings
- b) keep full and correct minutes of the proceedings of all meetings or for a particular meeting delegate the task to a suitable person
- c) keep and maintain in an up to date condition:
 - i) the clauses of the Association
 - ii) a register of the members of the Association and their postal or residential addresses and resignations, terminations or reinstatements of Association membership
- d) be responsible for the safe custody of all books, documents, records and registers of the Council other than those kept and maintained by the Treasurer.
- e) Make available all the records of meetings and of Association membership for the inspection of any member and allow that member to make copies but not to remove the record.

15) Duties of the Treasurer

The Treasurer shall:

- a) Ensure that the accounting records are kept in such manner as will enable true and fair accounts of the Association to be prepared from time to time and to be conveniently and properly audited
- b) submit to the members at the Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year
- c) whenever directed to do so by the President, submit to the Council a report, balance sheet or financial statement in accordance with that direction
- d) be responsible for the safe custody of all documents and records of the Association of a financial nature
- e) provide all necessary financial records to the auditor as appointed at the Annual General Meeting.

16) Committees

- a) The Council may from time to time appoint such persons as it thinks fit to be a committee to undertake and perform such functions as are determined by the Council. The Council may at any time dissolve any committee so appointed.
- b) The committee will appoint a convener from among its members who is responsible for:

- i) coordinating the undertaking of the committee as directed by the Council
- ii) liaising with the Council.

17) Coordinator

- a) The Coordinator shall be responsible for overseeing the implementation of the objects of the Association in co-ordination with and under the authority of the Council. They shall act with authority from the Council to manage the organisational and educational affairs of the school.
- b) The Coordinator shall be appointed by the Council at such salary and upon such terms and conditions as shall be determined in writing by the Council.
- c) The Coordinator is answerable for the educational leadership and general responsibilities associated with the day to day running of the school.
- d) The Coordinator must
 - i) Implement the educational plans and school policies
 - ii) provide timely and accurate reports, information and advice relevant to the council's functions
 - iii) provide an up to date report of the schools financial position and maintenance requirements at each council meeting
 - iv) report on learning, care, training and participation outcomes
 - v) supervise and promote the development of staff employed by the association
 - vi) be responsible for the financial, physical and human resource management of the school
 - vii) be an ex-officio member of council with no voting rights
 - viii) contribute to the formulation of the agenda at Council meetings.
- e) The Coordinator, under the duties delegated by the Council, is responsible for
 - i) the recruitment, engagement, performance management, and dismissal of all school staff.
 - ii) the programming and rostering of teachers and classes
 - iii) the development and implementation of staff professional development
- f) The Coordinator has the power to:
 - i) spend money within the restraints and guidelines of the budget as determined by the Council
 - ii) engage contractors for minor jobs

18) Proceedings of Council

- a) A Council Meeting:
 - i) shall be held at least twice in each school term as determined by the Council
 - ii) may be convened at any time by the agreement of the President and the Coordinator giving not less than seven (7) days' notice of the meeting
 - iii) will be convened by the President within fourteen (14) days upon receipt of the written request of four (4) members of Council for the purpose specified in that request AND if the Council Meeting is not convened within the relevant 14 day period the members who made the request may themselves convene the meeting.
- b) The President or another suitable member chosen by the members shall preside at the meeting.

- c) Subject to these clauses the procedure and order of business to be followed at a Council Meeting shall be determined by the council members present.
- d) A quorum at a Council Meeting shall be more than half of the voting council members.
- e) Each council member is entitled to a deliberative vote at the meeting either in person or by proxy EXCEPT FOR the Coordinator and teaching representative who have no voting rights.
- f) A question arising at a Council Meeting shall be decided by a simple majority. If there is an equality of votes, the question will be given further consideration.
- g) A council member having any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of the Council shall, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Council and shall not be eligible to vote in any decision of the Council with respect to that contract.

19) *Transaction of business outside board meetings*

- a) The council may transact any of its business —
 - i) by the circulation of papers among all the members of the board, and a resolution in writing by a majority of the members is taken to be a decision of the board; or
 - ii) at a meeting at which members (or some members) participate by telephone, closed circuit television or other means, but only if a member who speaks on a matter before the meeting, can be heard by the other members.
- b) For the purposes of this clause the chairperson of the board and each member of the board have the voting rights they have at an ordinary meeting of the board.
- c) A resolution approved under sub clause (a)(i) is to be recorded in the minutes of the meetings of the board.
- d) The secretary may circulate papers among members of the board for the purposes of sub clause (a)(i) by email, fax or other transmission of the information in the papers concerned.

20) *Proceedings of Annual General Meeting*

- a) The Council shall convene an Annual General Meeting in the first term of each year giving not less than 14 days' notice of the meeting in writing including when and where the meeting is to be held, and any resolutions to be proposed at the meeting.
- b) In exceptional circumstances where it is not possible to convene an Annual General Meeting in the first term it shall be convened at soonest possible opportunity after that.
- c) All members of the association shall be welcome at the Annual General Meeting
- d) The President shall preside over the meeting.
- e) The new council members will take office after the completion of the elections according to clause 10.
- f) The order of business to be followed shall be:
 - i) consideration of the Treasurer's report and reports of the Council
 - ii) appointment of an auditor for the following financial year

- iii) election of new council members
- iv) election of office bearers from among the new council members
- v) other business requiring consideration by the Association.
- g) A quorum at an Annual General Meeting shall be one third (1/3) or twelve (12), whichever is the lesser number, of the voting members of the Association.
- h) If a Quorum is not present within 30 minutes of the specified meeting time, the meeting lapses and is adjourned to the same time, day and venue the following week. If at the second meeting a quorum is not present within 30 minutes of the specified meeting time, then eligible voters present may conduct the meeting and vote.
- i) Each voting member is entitled to a deliberative vote at the meeting either in person or by proxy.
- j) Elections shall be decided by a secret ballot.
- k) Other questions arising at an Annual General Meeting shall be decided by a three fourths (3/4) majority.

21) Proceedings of General Meetings

Purpose and authority of meetings

- a) General Meetings may be convened from time to time for the purpose of providing a forum for members of the Association to have input into decisions leading to the attainment of the objects of the Association
- b) Special General Meetings are convened for a specific purpose and the Council will not disregard a resolution passed at a Special General Meeting in the case of:
 - i) dissolution of the Association
 - ii) ratification of new or amended constitution or philosophy of the Association
 - iii) significant change to the educational pedagogy or structure of the school
 - iv) relocation of the school
 - v) vote of no confidence in the Council or the Coordinator
 - vi) election of a parent or community representative to Council in the case of a vacancy.
- c) Convening of meetings
 - i) General Meetings shall be convened at the discretion of Council.
 - ii) Special General Meetings must be convened within 28 days of receipt of written request by no less than one quarter (1/4) of the members (voting and/or ex-officio) of the Association.
 - iii) The Council may convene a Special General Meeting for a specified purpose, as required and with no less than 14 days' notice.
 - iv) If a Special General Meeting is not convened within the relevant 28 day period the members who made the request may themselves convene the meeting.
- d) The Secretary shall give to all members not less than 14 days' notice of any General Meeting and of any motions or resolutions to be proposed at that meeting.
- e) Resolutions to be proposed at a Special General Meeting shall be lodged with the Secretary not less than fourteen (14) days before the meeting.
- f) A quorum at a General Meeting is one third (1/3) or twelve (12), whichever is the lesser number, voting members of the Association.

- i) If within 30 minutes of the time specified for a whole school meeting a quorum is not present, in person or by proxy, the meeting lapses and stands adjourned to the same time on the same day in the following week at the same venue EXCEPT if the purpose of the meeting may be fulfilled without the requirement of voting.
- ii) If within 30 minutes of the time specified for the resumption of the meeting a quorum is not present, the members present in person or by proxy may nevertheless proceed with the business of that meeting as if a quorum were present.
- g) Each voting member of the Association present is entitled to a deliberative vote at the meeting either in person or by proxy
- h) At a General Meeting:
 - i) A question requiring a decision shall be decided by a simple majority and if there is an equality of votes the question shall be considered further or put to Council
- i) At a Special General Meeting a question shall be decided by a three fourths (3/4) majority.

22) Minutes of Meetings

- a) The Secretary shall cause proper minutes of all proceedings of all meetings to be taken in, or promptly transferred to, a minute book kept for that purpose.
- b) The President, in consultation with Council members, shall ensure that minutes from each meeting have been verified as correct prior to their acceptance at the next meeting or soonest possible subsequent meeting. When minutes have been entered and signed as correct they shall, until the contrary is proved, be evidence that:
 - i) the meeting to which they relate was duly convened and held
 - ii) all proceedings recorded as having taken place at the meeting did in fact take place
 - iii) all decisions, appointments or elections purporting to have been made at the meeting have been validly made.

23) Audit

Unless the Council otherwise determines:

- a) At the Annual General Meeting the Association shall appoint an auditor to be the Association's auditor for the upcoming Financial Year.
- b) At the end of every Financial Year the accounts of the Association will be examined and the correctness of the accounts ascertained by the auditor who will audit and report on all the accounts and books of the Association before the following Annual General Meeting.
- c) All the accounts and books of the Association will be open to inspection by the auditor at all reasonable times.

24) Alteration of the Constitution

- a) The constitution of the Association may be altered, added to or repealed by special resolution at any Special General Meeting in accordance with clause 20.

- b) Any amendment to the constitution of the Association will be subject to any ministerial approval required under the Associations Incorporation Act 1987.

25) Inspection of Records

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association, and the member may make a copy of or take an extract from the books, documents, records and securities of the Association but shall not have the right to remove the same for that purpose.

26) Common seal of Association

- a) The Association must have a common seal on which its corporate name appears in legible characters.
- b) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute book referred to in rule 22.
- c) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- d) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

27) Dissolution

- a) A Special General Meeting of the Association called for the purpose may resolve to wind up or dissolve the Association by special resolution in accordance with clause 21 and in particular 21(b)(i).
- b) If, on the winding up of the Association, any property or funds of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property or funds shall be distributed:
 - i) to another association of similar object incorporated under the Associations Incorporation Act 1987 or
 - ii) for charitable purposes.

Helen Sugars Duff