

CONSTITUTION

OF

ST PAUL'S

SCHOOL

Bald Hills

**(adopted by Archbishop-in-Council
23 May 2002)**

Table of Contents

1.	TITLE AND AUTHORITY		Page 1
	1.1	Constitution	Page 1
	1.2	Paramourncy of Canon	Page 1
	1.3	Repeal	Page 1
	1.4	Validity of Past Acts	Page 1
2.	DEFINITIONS AND INTERPRETATION		Page 1
	2.1	Definitions	Page 1
	2.2	Interpretation	Page 2
3.	AIMS AND OBJECTS OF THE SCHOOL		Page 2
	3.1	General	Page 2
	3.2	Anglican Ethos	Page 2
	3.3	Affiliations and Arrangements	Page 3
	3.4	Statements of Aims and Objects	Page 3
4.	THE COUNCIL		Page 3
	4.1	General Principle	Page 3
	4.2	Council Membership	Page 3
	4.3	Term	Page 3
	4.4	Removal of Councillors	Page 4
	4.5	Council Committees	Page 4
	4.6	Meetings of the Council	Page 4
	4.7	Chairman and Deputy Chairman of the Council	Page 5
	4.8	Financial Reporting	Page 5
	4.9	Powers and Duties of the Council	Page 6
5.	THE HEAD OF SCHOOL		Page 7
	5.1	Appointment of the Head	Page 7
	5.2	Duties and Powers of the Head	Page 8
	5.3	Remuneration of the Head	Page 8
6.	STUDENTS		Page 8
	6.1	Enrolment	Page 8
	6.2	No Disadvantage	Page 9
7.	TUITION FEES		Page 9
	7.1	Set by Council	Page 9
	7.2	Policies	Page 9
	7.3	Bursaries and Scholarships	Page 9
	7.4	Donations	Page 9
8.	CURRICULUM		Page 9
	8.1	Authorisation	Page 9
	8.2	Curriculum Development	Page 9
	8.3	Delegation by Head	Page 9
	8.4	Aims and Objects	Page 9
9.	FUNDS		Page 10
10.	BANK ACCOUNTS		Page 10
	10.1	Conduct of Accounts	Page 10

10.2	Accounting	Page 10
11.	BUDGETS	Page 10
11.1	Annual	Page 10
11.2	Council to Adopt	Page 10
12.	ACCOUNTS OF THE SCHOOL	Page 10
12.1	Consideration of Accounts	Page 10
12.2	Audit of Accounts	Page 10
13.	CHIEF FINANCIAL OFFICER	Page 11
13.1	Appointment	Page 11
13.2	Direction by Head	Page 11
14.	DISSOLUTION	Page 11
15.	INDEMNITY	Page 11
16.	ALTERATION OF THE CONSTITUTION	Page 11

1. TITLE AND AUTHORITY

1.1 Constitution

This is the Constitution for St Paul's School, Bald Hills which is framed in accordance with the *Schools Regulation Canon 1990*.

1.2 Paramountcy of Canon

This Constitution both adopts and is to be construed subject to the Canon.

1.3 Repeal

This Constitution repeals and replaces the "Constitution for St Paul's School" in effect prior to the Commencement Date with effect on and from the Commencement Date.

1.4 Validity of Past Acts

The repeal and replacement of an earlier constitution for the School does not invalidate any act done in accordance with the previously applicable constitution.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the context otherwise requires:

- (a) **Archbishop** means the Anglican Archbishop of Brisbane for the time being;
- (b) **Canon** means the Schools Regulation Canon 1990;
- (c) **Commencement Date** means first day of the next month after the date of adoption of this Constitution by Archbishop-in-Council;
- (d) **Committee** means a committee or sub-committee of the Council established from time to time by the Council;
- (e) **Corporation** means The Corporation of the Synod of the Diocese of Brisbane;
- (f) **Council** means the council of the School constituted under this Constitution;
- (g) **Councillor** means a person who is a member of the Council;
- (h) **ex officio member of the Council** means a Councillor who has a deliberative seat without voting rights;
- (i) **Financial Year** means the period from January 1 to December 31 in any year;
- (j) **General Manager** means the general manager of the Corporation for the time being;
- (k) **Head** means the head of the School for the time being;

- (l) **School** means the educational institution called St Paul's School established and operating at Bald Hills, Queensland;
- (m) **Secretary** means any person appointed to perform the duties of a secretary to the Council. More than one person may be appointed as Secretary, with joint or several responsibilities, as determined by the Council;
- (n) **State** means the State of Queensland; and
- (o) **Student** means a person currently enrolled to attend the School.

2.2 Interpretation

- (a) In this Constitution, unless the context otherwise requires:
 - (i) words denoting the singular include the plural and vice versa, references to any gender include the others and individual persons include associations and corporations;
 - (ii) a reference to any Canon of the Synod of the Diocese of Brisbane shall be read as though words "or any modification or re-enactment of it or any provision substituted for it" were included;
 - (iii) every provision, agreement or obligation expressed or implied in this Constitution applicable to two or more persons applies to such persons jointly and each of them severally; and
 - (iv) references to any clause, subclause or schedule shall be construed as a reference to a clause, subclause or schedule of this Constitution.
- (b) The headings are included for convenience only and shall not affect the construction of this Constitution.
- (c) Terms and expressions used in this Constitution have the same meaning ascribed to them in the *Canons Interpretation Canon* except to the extent of any inconsistency, in which event the meaning ascribed in this Constitution prevails.

3. AIMS AND OBJECTS OF THE SCHOOL

3.1 General

The School is a school of education for the purpose of developing a community of faith based on a belief in God and a Christian way of life according to the principles and traditions of the Anglican Church of Australia through:

- (a) promoting the spiritual awareness and growth of the individual in a school community; and
- (b) providing Students with:
 - (i) opportunity to maximise scholastic achievement;
 - (ii) challenge to develop the ability to make sound judgements;
 - (iii) encouragement to develop lifelong learning attitudes and skills;
 - (iv) a balanced program of spiritual, intellectual, emotional, social, cultural and physical activities to assist holistic development;
 - (v) an environment characterised by honesty, integrity, tolerance and mutual respect; and
 - (vi) encouragement to develop a sense of responsibility and concern for others and an understanding and appreciation of community.

3.2 Anglican Ethos

The Council, Head and staff of the School shall promote and have regard to the Ethos Statement for Anglican Schools in the Province of Queensland as issued by the Anglican Schools Commission under the authority of the Corporation from time to time in all matters.

3.3 Affiliations and Arrangements

Subject to the prior approval of the Archbishop-in-Council the School may:

- (a) affiliate or enter into formal relations with other schools, educational institutions or associations having similar objects and purposes to the School and to become a member of and co-operate with any such bodies;
- (b) enter into any arrangements with any governments or authorities, municipal, local or otherwise that may seem conducive to the School's aims and objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Council may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (c) carry on any business which the Council may consider appropriate;
- (d) establish, promote, support and sponsor any corporation, association or group whose principal aims and objects are to provide support to the School or its Students, whether financial or otherwise, and are otherwise similar to and consistent with those of the School; and
- (e) withdraw from, cease, wind up or otherwise terminate any such affiliations, arrangements, entities or activities.

3.4 Statements of Aims and Objects

From time to time the Council may formulate, adopt, amend, rescind and publish statements of the vision, purpose, mission, aims and objects of the School (by whatever name called) which shall not be inconsistent with clause 3.1 or the Ethos Statement referred to in clause 3.2. Such statements do not form part of this Constitution.

4. THE COUNCIL

4.1 General Principle

So far as practicable, Councillors collectively will have as broad a range of interests, talents, competence and experience as will assist in discharging their duties and responsibilities to the best advantage of the School, its Students, their parents, staff, and the community at large.

4.2 Council Membership

The Council shall comprise:

- (a) the Archbishop who shall be the President;
- (b) a person nominated from time to time by the Archbishop;
- (c) the General Manager, or a person nominated from time to time by the General Manager;
- (d) the Head, who shall be an ex-officio member of the Council; and
- (e) not more than ten (10) persons appointed by the Archbishop-in-Council and who may include persons nominated from time to time by any corporation, association or group fitting the description in clause 3.3(d) which continues to be promoted, supported or sponsored by the School.

In exercising the power of appointment under paragraph (e) the Archbishop-in-Council shall endeavour so far as is practicable to achieve a situation where no less than two thirds of the Councillors (calculated rounding fractions down to the next integer) are communicant members of the Anglican Church of Australia.

4.3 Term

- (a) Each Councillor appointed pursuant to clause 4.2(e) shall be appointed for a term of three (3) years and shall be eligible for reappointment subject to the following provisions:
 - (i) the term of a Councillor shall be taken to have commenced on 1 January in the year appointed;
 - (ii) each Councillor shall remain in office until a successor is appointed, or resignation takes earlier effect, unless the provisions of clause 4.4 preclude this; and
 - (iii) the Archbishop-in-Council may at any time remove any Councillor appointed under clause 4.2(e).
- (b) Any Councillor may resign by giving two (2) months' written notice to the Council. Such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- (c) If a casual vacancy occurs in respect of any appointment under clause 4.2(e) then it may be filled by a replacement Councillor appointed by the Archbishop-in-Council. If the Archbishop-in-Council exercises the discretion to fill the casual vacancy then all steps reasonably within its power shall be taken to fill each casual vacancy within two (2) months. A person appointed to fill a casual vacancy shall hold office for the balance of the term of the Councillor so replaced.
- (d) Councillors in office immediately prior to the Commencement Date, other than pursuant to provisions of the School's constitution prior to the Commencement Date equivalent to clauses 4.2(a), (b), (c) or (d), shall be taken to have been appointed under clauses 4.2(e) on the Commencement Date unless resignation has been notified earlier. Others will continue under clauses 4.2(a), (b), (c) or (d) as applicable.

4.4 Removal of Councillors

In addition to resignation by a Councillor, the office of a Councillor shall become vacant if the Councillor:

- (a) dies or becomes mentally ill;
- (b) is convicted of an indictable offence;
- (c) is removed from office by the Archbishop-in-Council; or
- (d) is declared bankrupt or enters into any other arrangement pursuant to Part X of the Bankruptcy Act.

4.5 Council Committees

- (a) The Council may appoint such Committees as it may deem necessary or expedient and may delegate or refer to them such of the powers and duties of the Council as the Council may determine.
- (b) Such Committees shall conduct their business in accordance with the directions of the Council and shall periodically report their proceedings to the Council.
- (c) Membership of Committees shall not be confined necessarily to Councillors, but at least one member of each Committee shall be a Councillor, and the chairman of each Committee shall be a Councillor.
- (d) Committees may consist of one (1) person.

4.6 Meetings of the Council

- (a) The Council shall meet at such places at such times and at such intervals as it may decide, but not less frequently than six (6) times each year.
- (b) A resolution in writing signed by two-thirds of voting Councillors shall be as valid and effective as if it had been passed at a meeting of the Council duly called and constituted provided all Councillors have had reasonable opportunity to sign it. Any such resolution may consist of several documents in like form, each signed by one or more Councillors, or of several electronic mail transmissions (emails) in like form, each sent to an email address authorised by the Councillor and apparently approved by return email from the Councillor, or any combination of such documents or emails. In the case of emails, it is not necessary that they be signed to be valid, although as a matter of good governance:
- (i) any such resolutions relying on email should be ratified at a subsequent Council meeting; or
 - (ii) such email approvals should be subsequently confirmed by signed documents.
- (c) Subject to prior Council approval and substantiation of all expenses incurred, Councillors may be paid any travelling, accommodation and other expenses reasonably incurred by them in attending and returning from meetings of the Council or any Committee of the Council or in connection with the business of the School.
- (d) The Councillors shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. Councillors shall respect the confidentiality of deliberations of the Council.
- (e) The chairman shall convene a meeting upon written request to do so by not fewer than four (4) Councillors (which may include the Head) or at the written request of the Archbishop.
- (f) The number of Councillors required to form a quorum at any meeting of the Council shall be the lesser of 7, or the integer equal to, or (where fractions are involved) next above, 50% of all Councillors. The Head shall be counted in the determination of a quorum.
- (g) Subject to these regulations questions arising at any meeting of the Council shall be decided by a majority of votes of Councillors present and voting and any such decision shall be deemed a decision of the Council. The chairman of a Council meeting shall have a deliberative vote, and also, in the event of a tied vote, a casting vote.
- (h) Any Councillor who has a material personal interest in a matter that is being considered at a meeting of the Council must not:
- (i) vote on the matter; or
 - (ii) be present while the matter is being considered at the meeting.
- (i) Paragraph (h) shall not apply if the Council has at any time passed a resolution that:
- (i) specifies the Council member, the interest and the matter; and
 - (ii) states that the Council members voting for the resolution are satisfied that the specified interest should not disqualify or should not be taken to have disqualified the Councillor from considering or voting on the matter.
- (j) The Council shall cause minutes of the proceedings of its meetings and the names of those present at such meetings to be entered into books provided for the purpose and may appoint a Secretary for this purpose. The minutes of any meeting signed by the chairman of the meeting or the succeeding meeting shall be prima facie evidence of the transactions recorded in such minutes.
- (k) All acts done by any meeting of the Council or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Councillor or person acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

- (l) At least seven (7) days' written notice of all Council meetings shall be forwarded to each Councillor. Such notice may by prior agreement with a Councillor be delivered by facsimile or electronic mail transmission. The notice requirements may be waived by agreement of all Councillors.

4.7 Chairman and Deputy Chairman of the Council

- (a) The Archbishop shall appoint a Councillor as chairman of the Council and that person shall act as chairman of any meeting not attended by the Archbishop and may act as chairman of any meeting attended by the Archbishop if the Archbishop so directs. The chairman may be replaced as chairman by the Archbishop at any time.
- (b) A deputy chairman shall be elected by the Council from the remaining Councillors and that person shall act as chairman of any meeting not attended by both the Archbishop and the chairman and may act as chairman of any meeting attended by the Archbishop but not the chairman, if the Archbishop so directs, and may otherwise act as chairman whenever authorised by the chairman to do so or on incapacity of the chairman. The deputy chairman may be replaced as deputy chairman by the Council at any time.

4.8 Financial Reporting

The Council shall appoint a Committee to monitor the financial reporting of the School as required under this Constitution.

4.9 Powers and Duties of the Council

- (a) The Council is a committee under and within the meaning of section 4 of the Canon. The Council is charged with the control, management and direction of the School and the maintenance and protection of the property of the School.
- (b) Without in any way limiting the generality of clause 4.9(a), the specific powers and duties of the Council include:
- (i) to manage the affairs of the School and to watch over its concerns and welfare;
 - (ii) to control and manage all the real estate and other assets now or at any future time belonging to the School or used for the purposes of the School and to provide for their maintenance and protection;
 - (iii) to maintain proper books and records of account which shall be subject to annual audit by a auditor appointed by the Council;
 - (iv) to maintain bank accounts as necessary;
 - (v) to cause to be kept a correct register of all Students, their ages, the dates of entering and departure from the School, together with the names of their parents and/or guardians;
 - (vi) to determine the scale of fees to be paid for tuition of Students and allowances to be granted pursuant to clause 7.2 to persons responsible for the payment of fees;
 - (vii) to establish bursaries and scholarships pursuant to clauses 7.3 and 7.4;
 - (viii) to fix the days for assembling and breaking up of the School;
 - (ix) to authorise the curriculum of the School as later provided in this Constitution;
 - (x) to consult with and advise the Head as to the general conduct and management of the School;
 - (xi) to receive from the Head regular reports as to the general progress, management and conduct of the School;

- (xii) to determine, after consultation with the Head, the number of the teaching staff, officers and other employees of the School;
 - (xiii) to approve the appointment of chief financial officer of the School and any other staff whose terms of employment are not covered by the Anglican Schools Enterprise Bargaining Certified Agreement current from time to time;
 - (xiv) to determine, after consultation with the Head, all salaries, wages and allowances (other than those of the Head) subject to the provisions of any appropriate industrial award and the Anglican Schools Enterprise Bargaining Certified Agreement current from time to time;
 - (xv) to establish, become a member or sponsoring employer of, or contribute to a superannuation plan or scheme for the benefit of the teaching staff, officers and other employees of the School;
 - (xvi) to consult with the Archbishop-in-Council, or such other agency or delegate of the Corporation or Archbishop-in-Council with responsibility for this matter, with respect to the remuneration payable to the Head and the terms and conditions of the Head's employment;
 - (xvii) if thought appropriate, to establish endowment funds for such employees of the School as the Council thinks fit, or otherwise to assist any such employees or their dependants;
 - (xviii) if thought appropriate, to arrange insurances covering Councillors for liability arising in the performance of their duties;
 - (xix) generally to do all things, subject to this Constitution, necessary for and incidental to the proper and efficient administration of the School and generally for the advancement of its purposes;
 - (xx) from time to time to make recommendations to the Archbishop-in-Council regarding the appointment, removal or dismissal of the Head or any Councillor;
 - (xxi) to require the Head to advise the General Manager promptly regarding any industrial or other legal claims received by the School, and also to notify the General Manager promptly of any situations which may lead to such a claim or a request for compensation being made in the future;
 - (xxii) to ensure that the School conforms to the requirements and regulations of Commonwealth, State and local governments, and their agencies, and to ensure that no action is committed or omitted which may affect the School's ability to enrol students, or its entitlement generally to receive government subsidies and grants, in accordance with such requirements and regulations; and
 - (xxiii) to ensure that all records pertaining to the School are dealt with in accordance with the *Records and Archives Canon 1992*.
- (c) The Council shall report to the Archbishop-in-Council, or such other agency or delegate of the Corporation or Archbishop-in-Council, and at such times as the Archbishop-in-Council shall direct and such report shall contain all the detail and particulars that the Archbishop-in-Council may direct from time to time.

5. THE HEAD OF SCHOOL

5.1 Appointment of the Head

- (a) After due consultation with the Council, the Archbishop-in-Council shall appoint a Head upon such salary and conditions as the Archbishop-in-Council may determine.
- (b) The Archbishop-in-Council shall invite the Council to give advice and to submit one (1) or more nominations for its consideration regarding the appointment of a Head.

- (c) Prior to submitting any nomination to the Archbishop-in-Council, the Council may appoint a Selection Advisory Committee (SAC) to advise the Council as to the suitability of candidates. If no SAC is appointed, the duties of the SAC set out below will be performed by the Council, as applicable.
- (d) Any SAC shall comprise persons who, in the opinion of the Council, have experience, qualifications or expertise to advise the Council on the most suitable person for appointment as Head of the School, taking into account the aims and objects of the School. A majority of the members of the SAC shall be Councillors.
- (e) The SAC may, in its consideration of any applicant for the position of Head of the School, seek the advice of any person or body. If advice is sought the SAC shall duly consider any advice given without being bound to accept such advice.
- (f) The SAC shall present to the Council one (1) or more names for its consideration and subsequent recommendation to the Archbishop for approval prior to appointment by Archbishop-in-Council. The names presented to the Council may carry an indication of preference by the SAC, or may be presented without such an indication.
- (g) In preparing its presentation, the SAC shall have regard to the following non-exhaustive criteria with regard to each proposed applicant:
 - (i) whether the applicant is a communicant Anglican and committed to the principles of a Christian education;
 - (ii) whether the applicant is knowledgeable in the general aspects of education in which the School will necessarily operate;
 - (iii) the contributions the applicant has made in the general development and administration of educational practices relevant to the duties and responsibilities required of a Head of the School;
 - (iv) the applicant's awareness of the aims and objects of the School and the applicant's demonstrated willingness to pursue those aims and objects, and whether in the opinion of the SAC the applicant will further the achievement of those aims and objects; and
 - (v) any other matters relating to the applicant's qualifications, experience, temperament and other qualities of leadership and associated skills, and the applicant's overall appropriateness for the position of Head of the School.

5.2 Duties and Powers of the Head

- (a) The Head shall be an ex-officio member of the Council and shall be entitled to exercise all the powers of an ex-officio member of the Council.
- (b) The Head shall appoint all School staff, except that the Head shall obtain the approval of the Council before making, varying or terminating the appointment of the chief financial officer and any other staff whose terms of employment are not covered by the Anglican Schools Enterprise Bargaining Certified Agreement current from time to time.
- (c) The Head shall diligently pursue the aims and objects of the School as detailed in clause 3.
- (d) The Head shall implement the policy decisions made by the Council from time to time.
- (e) Subject to clause 4.9 and the policies laid down from time to time by the Council, the Head shall be responsible for the day-to-day management of the School, including without limitation the maintenance of teaching standards and discipline among staff and Students and the care of and proper accounting for the property both real and personal, owned, leased, hired or otherwise used by the School. The Council regards it as a cardinal principle that neither the Council nor any Councillor shall interfere in any way with the day to day management of the School provided that such management is being conducted in accordance with policies laid down by the Council from time to time. In the event that any

person shall submit to the Council or to any Councillor any matter of an administrative nature, that matter shall be referred as soon as possible to the Head for his or her determination.

- (f) Pursuant to clause 4.9(b) the Head shall prepare written reports to the Council on any matters pertaining to the management of the School as the Council may from time to time require.
- (g) The Head may authorise such expenditure as is necessary for the proper management of the School provided that such expenditure shall not exceed such financial limits as the Council may from time to time determine.
- (h) In accordance with the policies set by the Council for the remission or waiver of fees (whether for economic or other reasons), the Head shall have a discretion to waive tuition and other fees on terms that the Head considers appropriate.

5.3 Remuneration of the Head

- (a) Subject to the terms of the Head's engagement, from time to time the Archbishop-in-Council, or such other agency or delegate of the Corporation or Archbishop-in-Council with responsibility for this matter, shall determine the remuneration payable to the Head and the terms and conditions of his or her employment in consultation with the Council.
- (b) In making any determination under paragraph (a), the remuneration and the terms and conditions of employment of heads of other schools in Queensland with similar objectives, standards and size as the School shall be considered and the Council consulted.

6. STUDENTS

6.1 Enrolment

The Council may prescribe criteria and procedures which limit enrolment to or give preferential enrolment to:

- (a) the children of Anglicans;
- (b) the children of Christians, including those adhering to any one or more Christian denominations determined by the Council from time to time;
- (c) children who are brothers or sisters or sons or daughters of current or previous Students;
- (d) such other children or groups of children which the Council may determine, based on any other lawful grounds.

6.2 No Disadvantage

Once a Student has been accepted he or she is not to be preferentially disadvantaged by any of the criteria mentioned in the previous clause.

7. TUITION FEES

7.1 Set by Council

The Council shall from time to time prescribe scales of tuition or other fees payable on behalf of Students provided that the Head may determine that a Student be excused the payment of such fees pursuant to clause 5.2(h).

7.2 Policies

The Council shall set policies from time to time to assist the Head in determining in respect of any Student whether or not any such Student should be excused the payment of tuition or other fees pursuant to clause 5.2(h).

7.3 Bursaries and Scholarships

The Council may establish from time to time bursaries or scholarships for the waiver of tuition or other fees (in whole or in part) on such terms as it may think fit. The Council shall prescribe criteria and conditions for the award or cancellation of any bursary or scholarship it establishes.

7.4 Donations

The Council may apply the proceeds in whole or in part of any donation received by the School to the establishment of any bursary or scholarship. However, in prescribing the criteria and procedures for the award of any bursary or scholarship financed in whole or in part from the proceeds of any such donation, the Council shall consider the requests (if any) of the person or body making the donation and shall not unreasonably deny the acceptance of those requests.

8. CURRICULUM**8.1 Authorisation**

The Council shall be responsible for authorising the curriculum of the School and any changes to it. In its consideration of any matters pertaining to curriculum the Council shall consider any reports made to it by a Committee which the Council may establish to advise it on curriculum. Membership of such a Committee shall include the Head and other persons who, in the opinion of the Council and because of expertise or experience in the pertinent fields of education or in the requirements of employers or for any other reason, are persons fit to act in this capacity.

8.2 Curriculum Development

The Head shall be responsible for curriculum development subject to the approval of the Council pursuant to the previous clause.

8.3 Delegation by Head

The Head may delegate responsibility for recommending curriculum changes to any person or persons, whether members of the staff or otherwise including any members of the Committee established pursuant to clause 8.1. The Head shall consider such recommendations as that person or those persons may make.

8.4 Aims and Objects

Curriculum development and curriculum changes shall be directed towards the achievement of the aims and objects of the School pursuant to clause 3.

9. FUNDS

The income and property of the School shall be applied solely towards the promotion of the aims and objects of the School as set out in this Constitution, provided that nothing in this Constitution shall prevent the payment in good faith of remuneration to any person in return for any services actually rendered to the School.

10. BANK ACCOUNTS**10.1 Conduct of Accounts**

The Council shall be entitled to conduct such bank accounts as may be necessary for the proper conduct of the financial affairs of the School.

10.2 Accounting

The Council shall have the authority to delegate power to operate on these accounts as provided in clause 12.1(d) or to any two (2) people jointly from the class of persons who have been authorised by the Council for that purpose.

1. BUDGETS

11.1 Annual

Prior to the commencement of each Financial Year the Council shall cause to be prepared, in a format it shall determine, operating and capital receipts and expenditure budgets and cash flow forecasts for the forthcoming year together with such other documents the Council may determine as relevant from time to time.

11.2 Council to Adopt

The Council shall consider and adopt, with or without amendment, the budgets and cash flow forecasts and such other documents prepared pursuant to the previous clause.

12. ACCOUNTS OF THE SCHOOL

12.1 Consideration of Accounts

- (a) The Council shall cause true accounts to be kept of all sums of money received and expended by the School and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the School.
- (b) Books of account shall be kept at the School or such other place or places as the Council may think fit.
- (c) At a meeting of the Council to be held before 31 March each year, the Head shall lay before Councillors an income and expenditure account and a balance sheet containing full details of the assets and liabilities of the School made up to the end of the last preceding Financial Year. A copy of such accounts and balance sheets shall be forwarded to the General Manager as soon as possible after this meeting.
- (d) The Council may authorise the Head, the chief financial officer, or any other staff member of the School by minuted resolution to sign, draw, make, accept, endorse, discount or make arrangements with regard to cheques, withdrawals, bills of exchange, bank cheques, periodic payments, debit authorities and electronic banking services, orders and other instruments and generally to place money on term deposit and receive repayment and interest.

12.2 Audit of Accounts

- (a) The accounts of the School for each Financial Year shall be examined and reported on by one or more auditors.
- (b) The auditors of the School shall be appointed by the Council provided that no person may be appointed auditor unless he or she is a member of the Institute of Chartered Accountants in Australia or is a Certified Practising Accountant in Australia and provided that no person who is a Councillor or Head of the School or member of the staff of the School may be appointed auditor.
- (c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (d) The Council shall fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (e) The Council shall fix the remuneration of auditors.

13. CHIEF FINANCIAL OFFICER

13.1 Appointment

A chief financial officer (by whatever title) shall be appointed for the School who shall be responsible to both the Head and the Council for the financial and business administration of the School.

13.2 Direction by Head

In the execution of his or her duties, the chief financial officer shall comply with any lawful direction given to him or her by the Head.

14. DISSOLUTION

Should the School cease to operate as such, the assets used by it, subject to discharge of liabilities, will be deployed for use by another institution or institutions within the Corporation with similar objects.

15. INDEMNITY

Every person who is or has been a Councillor or Head will be indemnified by the Corporation of the Synod against:

- (a) any liability whatsoever to another person or entity incurred by the person in his or her capacity as a Councillor or Head unless the liability arises out of conduct involving a lack of good faith; and
- (b) any liability incurred in defending any proceedings arising in connection with any act or omission as a Councillor or the Head, whether civil or criminal:
 - (i) in which judgement is given in his or her favour; or
 - (ii) in which he or she is acquitted; or
 - (iii) in connection with any application in which relief is granted to him or her by the court; or
 - (iv) which are settled at the direction, or with the prior consent, of the Corporation,

and pending the final outcome of such proceedings, the Corporation shall make advances to cover such liabilities so long as relevantly experienced legal counsel engaged by the Corporation (not otherwise retained in connection with the matter) certifies that there are reasonable prospects of the indemnity being called upon on the balance of probabilities. Such advances shall be made by way of interest free unsecured loan until the final outcome of such proceedings is known but may be on such terms as to the conduct of the proceedings as such counsel further certifies (from time to time) as reasonably accommodating the interests of both the Corporation and the potentially indemnified person in the conduct and outcome of the proceedings.

16. ALTERATION OF THE CONSTITUTION

Subject to the approval of the Archbishop-in-Council, this Constitution may be altered, rescinded or repealed and new clauses may be added by the Council at a meeting duly called for that purpose.