

UNITING CHURCH IN AUSTRALIA
NEW SOUTH WALES SYNOD

CONSTITUTION FOR KNOX GRAMMAR SCHOOL

Approved by the Executive Committee of the Council of Synod on

- NAME: 1. The name of the organisation shall be:
"KNOX GRAMMAR SCHOOL"
- DEFINITIONS: 2. In this constitution unless the context otherwise requires
'School' shall mean the organisation established by this constitution by whatever name from time to time know;
'Church' shall mean The Uniting Church in Australia;
'Synod' shall mean the New South Wales Synod of the Church;
'Council' shall mean the Council of the school.
- OBJECTS: 3. The object of the School shall be to provide a high standard of education, including Christian education in accordance with the tenets of the Church, for students irrespective of race, creed or religion and in the furtherance of such object all or any of the following:
(a) the provision of educational, recreational, sporting, social and worship facilities and amenities for students and staff;
(b) the furtherance of the spiritual welfare of students and staff;
(c) the acquisition of land and buildings and the erection of buildings and other facilities;
(d) the raising of funds by borrowing or any other means approved by the Church which shall specifically include the acceptance of gifts and donations; and
(e) such other activities as may be usefully or conveniently carried on in association with all or any of the foregoing objects.
- PROPERTY: 4. All real and personal property shall be held and managed in accordance with the provisions of the Uniting Church in Australia Act 1977 (NSW), and the Regulations and By-Laws made pursuant thereto and the provisions of any Act for the time being amending or replacing the same.
- CONTROL: 5. The ultimate control of the School shall be vested in the Synod.
- MANGEMENT: 6. (a) Subject to the provisions of Clause 5 hereof the management of the School shall be carried out by a Council of not less than twelve (12) nor more than fifteen (15) persons a majority of whom shall be members of or members in association with the Church.

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- (b) Appointment to the Council shall be for a term of three years from the date of appointment unless otherwise stipulated by the appointing body at the time the appointment is made.
- (c) The Council shall consist of members appointed by the Synod from among persons nominated by the Board of Education of the Synod after that Board has sought nominations from the Council, Presbyteries and the Council of Synod and after consultation on those nominations has first taken place between the Council and the Board of Education of the Synod.
- (d) In addition to the members prescribed under Clause 6(c), the Synod may appoint:
 - (i) the General Secretary of the Board of Education; or
 - (ii) if the General Secretary is unavailable to serve as a member of the Council, another person nominated by the Board of Education
 as a member of the Council. Any person so appointed shall not be counted for the purpose of calculating the maximum number of persons specified in Clause 6(a), and shall not be subject to retirement under Clause 7(a) or be taken into account in determining the members to retire under that clause, nor shall any person so appointed be subject to removal under Clause 8(a) but the Synod may remove any person so appointed and may make another appointment in accordance with this clause.
- (e) In making nominations to the Synod for appointment to the Council, the Board of Education shall have regard to:
 - (i) the policies of the Synod including those concerning gender balance
 - (ii) association of the Council with parish and presbytery of the Church
 - (iii) association of the Council with parent and former student organisations affiliated with the School.

RETIREMENT OF
MEMBERS OF
THE COUNCIL:

- 7. (a) One third of the members of the Council or the nearest whole number to one third shall retire annually and shall be eligible for reappointment. In the absence of any determination by the Synod and doubts as to the members to retire at the end of any year shall be determined by lot.
- (b) A member of the Council who is absent from three consecutive meetings without leave shall cease to be a member.

VACANCIES:

- 8. (a) The position of any member of the Council may be declared vacant at any time by a resolution of the Synod whereupon that person shall forthwith cease to be a member of the Council. The Synod will inform the Chairperson of the reasons for such action.
- (b) Any vacancy occurring on the Council between annual appointments of members, other than a vacancy under clause 6(d) may be filled by the Synod on the nomination of the Board of Education after that Board has sought nomination(s) from the Council and, at the discretion of the Board, nominations from Presbyteries and the Council of Synod, and after consultation on those nominations has first taken place between the Council and the Board of Education of the Synod. The person so appointed shall hold office for the remainder of the term of the member replaced.

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REMUNERATION
OF COUNCIL
MEMBERS:

9. The Council shall be entitled to pay reasonable remuneration to any member who renders professional services.

DUTIES OF
COUNCIL:

10. The Council shall be responsible and shall make provision for all matters pertaining to the management of the School including:
- (a) carrying out and compliance with the policies, directions and By-Laws of the Synod, the Regulations of the Church, and the requirements of any Government body having authority in the matter,
 - (b) the engagement, dismissal and supervision of staff;
 - (c) the supervision of the activities of the School;
 - (d) the proper and efficient management of the School;
 - (e) the care and preservation of the property in which the School is conducted and of property otherwise related to the activities of the School;
 - (f) the selection and admission of students;
 - (g) the furnishing of the reports at least quarterly to the Board of Education of the Synod;
 - (h) the furnishing of the annual report, statement of accounts and budget referred to in Clause 15 hereof to the Synod.

PRINCIPAL:

11. (a) The Council may from time to time appoint, suspend and dismiss a Principal, but only by resolution of the Council passed at a meeting of which at least ten days' written notice has been given and at which a quorum of two thirds of the membership is present.
- (b) The Principal shall be responsible to the Council for the general administration and daily operation of the School and for the implementation of the decisions of the Council.

MEETINGS OF THE
COUNCIL:

12. (a) The Council shall meet at least quarterly and shall make such rules and regulations as it deems necessary to ensure the efficient development, operation and financial stability of the School at all times with power to alter, rescind or replace the same.
- (b) Meetings of the Council shall be convened by the Secretary at such time and places as the Chairperson or the Council shall from time to time determine provided however that a meeting shall be convened as soon as practicable after a written request to convene a meeting signed by not less than five (5) members of the Council shall have been lodged with the Secretary.
- (c) At meetings of the Council each member personally present shall be entitled to one vote provided that in the event of an equality of voting the Chairperson shall be entitled to exercise a second or casting vote.
- (d) If after the expiration of fifteen minutes from the time appointed for the meeting the Chairperson is not present, those members present if constituting a quorum may elect one of their number to be chairperson of that meeting.

- NOTICE OF MEETING: 13. (a) Except for meetings convened to consider a matter referred to in clauses 11 or 24, at least seven days' written notice of all meetings shall be given to each member of the Council unless all members of the Council agree to waive such notice.
- (b) No meeting shall be invalidated or the resolutions thereof rendered void by reason of the accidental omission to give or the failure to receive notice thereof.
- QUORUM: 14. Except for meetings convened to consider a matter referred to in clause 11, a quorum for meetings of the Council shall be no less than five (5) persons or one third of the membership of the Council whichever is the greater.
- ANNUAL MEETING: 15. An Annual Meeting of the Council shall be held no later than six months after the close of each financial year and there shall be presented to the Annual Meeting a report by the Secretary relating to the activities of the School during that year together with an audited statement of accounts for that financial year and a budget for the current financial year.
- APPOINTMENT OF OFFICERS: 16. (a) The Council shall at its Annual Meeting appoint from among its members a Chairperson, Secretary, Treasurer, and such other officers as it shall consider necessary for the proper and efficient operation and management of the School.
- (b) Any vacancy occurring in any office may be filled by the Council from time to time and the person so appointed shall hold office until the conclusion of the next Annual Meeting of the Council.
- AUDITOR: 17. (a) The Council shall at its Annual Meeting appoint an Auditor.
- (b) The Auditor shall be a person who is a member of the Institute of Chartered Accountants in Australia or of the Australian Society of Certified Practising Accountants or a registered company auditor under the Corporations Law in Australia.
- (c) The Auditor shall not be a member of the Council.
- FINANCIAL YEAR: 18. The financial year shall end on 30 June or 31 December in each year as as determined by the Council.
- FUNDS AND ACCOUNTS: 19. (a) Proper books of account shall be kept and shall be audited annually provided that a more frequent audit shall be made if so required by the Synod.
- (b) All moneys received by or on account of the School shall be deposited in a bank account or accounts in the name of the School and all payments other than petty cash items made on account of the School shall be made by cheque or authorised bank transfer.
- (c) The bank account or accounts of the School shall be operated upon by any two signatories for the time being authorised by Council.
- (d) An audited statement of accounts shall be presented to the Annual Meeting of the Council and a copy shall be furnished promptly to the Synod.
- FEES: 20. Fees and charges payable for tuition and other services provided by the School shall be determined by the Council from time to time.

- COMMITTEES: 21. The Council shall have power from time to time to appoint such Committees as it shall deem fit and may delegate to such Committees such of its powers and regulate the operation of such committees in such manner as it shall determine.
- AUXILIARIES: 22. The Council may form an auxiliary or auxiliaries to assist the Council in raising funds for or providing services to any of the enterprises of the School or its students or staff or for any other related purpose.
- INDEMNITY: 23. Members of the Council shall be indemnified against liability incurred in the performance of their duties as provided by the Regulations and By-Laws of the Church in force from time to time.
- AMENDMENT OF CONSTITUTION: 24. This constitution may be amended by resolution of the Council provided that not less than seven (7) days' written notice of the proposed amendment shall have been given to each member of the Council and provided further that no amendment shall be deemed to have any effect until approved by the Synod.
- DISSOLUTION: 25. In the event of a dissolution of the School the surplus funds and assets of the School after meeting all liabilities shall be paid or transferred to any other activity of the Church having similar aims and objects, subject to the Approval of the Synod.