

# Sophia Waldorf School Association Incorporated

**Board Principles and Constitution**

The task of the board and the parent community is to help incarnate the school, to provide the human and financial resources to help the school develop its physical home and its financial base.

Here the central values are service and competence so that the abundant resources of the parent community can flow into the school and provide a healthy basis for the educational process.

Professionalism, performance orientation, efficient use of resources, action learning, capacity development and competent service are the watchwords of this service culture which is strongly carried by the board and the parent community.

The names Waldorf and Steiner (school) are interchangeable. So our Waldorf school will become a member of Steiner Education Australia (S E A) and Australian Association for Rudolf Steiner Early Childhood Education (AARSECE) and use Steiner (Waldorf) curriculum developed by them.

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## **1 Approval**

1.1 This constitution was/is endorsed by the association on:  
Nerang Uniting Church Hall – 31<sup>st</sup> March 2019

1.2 Association Board as voted in at the inaugural Annual General Meeting.

Full name (printed)	Signature	Date

## 2 Name

2.1 The name of the incorporated association is Sophia Waldorf School Association Incorporated.

## 3 Definitions and Interpretations

3.1 In this document:

- **Act** means the *Associations Incorporation Act 1981*
- **Association** means Sophia Waldorf School Association Incorporated
- **Present:**
  - a. at an Association Board meeting, see rule 30
  - b. at a general meeting, see rules 34 and 35
- A word or expression that is not defined in this document, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 4 Aim, purpose and objects

4.1 The aim of the Sophia Waldorf School Association is to establish a government approved and accredited Waldorf School within access to the Gold Coast and surrounds.

4.2 The purpose of our association, as a community of committed individuals, is to establish and operate the Sophia Waldorf School in accordance with both government legislation and the guiding principles of the Steiner curriculum.

4.3 The objects of the association are to:

- 4.3.1 To encourage and promote the educational philosophies of Rudolf Steiner in the Gold Coast region.
- 4.3.2 To promote, establish and to run a school from playgroup to high school that includes playgroup, kindergarten, pre-school, pre-primary services and associated services with tutorial techniques, as espoused by Rudolf Steiner and the Steiner Education Australia curriculum, to be carried out at the said school.
- 4.3.3 To arrange and conduct tutorial classes with the support of audio-visual equipment, demonstrations and exhibits relative to the objects outlined in this section for the interests of its members.
- 4.3.4 To encourage and maintain liaison with other educational groups, societies and associations for mutual benefit in the encouragement of wider public appreciation of the philosophies, teachings and techniques of Rudolf Steiner.
- 4.3.5 To generally exercise and perform all or any of the functions rights and privileges of a specially authorised association pursuant to the Act.
- 4.3.6 To establish and carry out in the Commonwealth of Australia or elsewhere, exhibitions, courses, seminars and other training programs at or by means of which persons interested in the philosophies and teaching techniques of Rudolf Steiner may obtain training and instruction by personal tuition or post or otherwise.
- 4.3.7 To provide buildings, lectures, classes, office or, offices, lodgings and attendants and all other lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the association and afford facilities for study, research and cultivation and performance of the tasks and duties allotted to them respectively.
- 4.3.8 To establish and maintain a School Building gift fund exclusively for providing money, for the acquisition, construction or maintenance of a building used, or to be used, as a school or college with the rules of the fund to always comply with the rules and regulations as required from time to time to satisfy the requirements of *Income Tax Assessment Act 1997* subdivision 30-BA.

## 5 Anthroposophical values and Steiner education

5.1 Cultivating a shared and committed vision through an anthroposophical understanding engagement, the board will endeavour to support the core values of anthroposophy and Steiner education as an embodiment to their governance. Understanding the role of Steiner education as a vehicle for healthy human development strengthens this work.

## 6 Community impact

6.1 The Sophia Waldorf School Association recognises the present social and environmental landscape and as thus will set precedence for environmentally and socially responsible practices and conduct. The association will make every endeavour to ensure a positive impact within our community and environment.

6.2 We embody a culture of deep reverence and respect for the Traditional Owners and the broader First Nations community, and look forward to working in harmony with them.

## 7 Powers

7.1 The association has the powers of an individual. The association may, for example:

- enter into contracts; and
- acquire, hold, deal with and dispose of property; and
- make charges for services and facilities it supplies; and do other things necessary or convenient to be done in carrying out its business.

The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 8 Membership

8.1 The membership of the association consists of ordinary members.

8.2 The number of ordinary members is unlimited.

8.3 Members will be representative of our local community, with a diverse range of interests and a passion for the wellbeing of our children.

8.4 Members will:

- a. Take reasonable steps to ensure that they are knowledgeable about the purpose and outcomes of the association;
- b. Attend and actively participate in meetings;
- c. Provide informed comment and advice;
- d. Present concerns or any issues arising;
- e. Ensure that meeting minutes are accurate and reflect a true record of proceedings; and
- f. Adhere to the confidentiality policy.

## 9 Automatic membership

9.1 A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Association Board, agrees in writing to become a member of the incorporated association, must be admitted by the Association Board:

- a. to the equivalent class of membership of the association as the member held in the unincorporated association; or
- b. if there is no equivalent class of membership—as an ordinary member.

## 10 New membership

10.1 An applicant for membership of the association must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **second**er).

10.2 An application for membership must be:

- a. in writing; and
- b. signed by the applicant and the applicant's proposer and second
- c. in the form decided by the Association Board.

## 11 Membership fees

11.1 The membership fee for each ordinary membership and for each other class of membership (if any):

- a. is the amount decided by the members from time to time at a general meeting; and
- b. is paid by 31 March each year. New members joining in the first quarter of the year will have membership until the following year namely 31 March.

11.2 A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the incorporated association on or before a day fixed by the Association Board, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Association Board as the day on which the next annual subscription is payable.

## 12 Admission and rejection of new members

12.1 The Association Board must consider an application for membership at the next committee meeting held after it receives

- a. the application for membership; and
- b. the appropriate membership fee for the application.

12.2 The Association Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the Association Board considers the persons application, the person is advised:

- a. whether or not the association has public liability insurance; and
- b. if the association has public liability insurance; the amount of the insurance.

12.3 The Association Board must decide at the meeting whether to accept or reject the application.



12.4 If a majority of the members of the Association Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

12.5 The secretary of the association must, as soon as practicable after the Association Board decides to accept or reject an application, give the applicant a written notice of the decision.

## 13 When membership ends

13.1 A member may resign from the association by giving a written notice of resignation to the secretary.

13.2 The resignation takes effect at:

- a. the time the notice is received by the secretary; or
- b. if a later time is stated in the notice, the later time.

13.3 Membership will cease automatically for:

- a. Ordinary Members: Parents, grandparents or guardians of a student upon the student ceasing to be enrolled at the school
- b. Employees: On the last day of employment with the Association

13.4 The Association Board may terminate a member's membership if the member:

- a. is convicted of an indictable offence; or
- b. does not comply with any of the provisions of these rules; or
- c. has membership fees in arrears for one month; or
- d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

13.5 Before the Association Board terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

13.6 If, after considering all representations made by the member, the Association Board decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

13.7 Upon cessation of membership a member may reapply for membership one (1) month after this cessation

## **14 Appeal against rejection or termination of membership**

14.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

14.2 A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.

14.3 If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

## **15 General meeting to decide appeal**

15.1 The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.

15.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

15.3 Also, the Association Board and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

15.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

15.5 If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **16 Register of members**

16.1 The Association Board must keep a register of members of the association.

16.2 The register must include the following particulars for each member:

- a. the full name of the member;
- b. the postal or residential address of the member;
- c. the date of admission as a member;
- d. the date of death or time of resignation of the member;
- e. details about the termination or reinstatement of membership; and
- f. any other particulars the Association Board or the members at a general meeting decide.

16.3 The register must be open for inspection by members of the association at all reasonable times.

16.4 A member must contact the secretary to arrange an inspection of the register. However, the Association Board may, on the application of a member of the association, withhold information

about the member (other than the members full name) from the register available for inspection if the Association Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## 17 Prohibition on use of information on register of members

17.1 A member of the association must not:

- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

17.2 The above Clause 17.1 does not apply if the use or disclosure of the information is approved by the association.

## 18 Appointment or election of secretary

18.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- a. a member of the association elected by the association as secretary; or
- b. any of the following persons appointed by the Association Board as secretary:
  - i. a member of the associations Association Board;
  - ii. another member of the association;
  - iii. another person.

18.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Association Board must ensure a secretary is appointed or elected for the association within one (1) month after incorporation.

18.3 If a vacancy happens in the office of secretary, the members of the Association Board must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.

18.4 If the Association Board appoints a person mentioned in Clause 18.1(b)(ii) as secretary, other than to fill a casual vacancy on the Association Board, the person does not become a member of the Association Board.

18.5 However, if the Association Board appoints a person mentioned in Clause 18.1(b)(ii) as secretary to fill a casual vacancy on the Association Board, the person becomes a member of the Association Board.

18.6 If the Association Board appoints a person mentioned in Clause 15.1(b)(iii) as secretary, the person does not become a member of the Association Board.

18.7 In this Clause, **casual vacancy** on an Association Board, means a vacancy that happens when an elected member of the Association Board resigns, dies or otherwise stops holding office.

## 19 Removal of secretary

19.1 The Association Board of the association may at any time remove a person appointed by the committee as the secretary.

19.2 If the Association Board removes a secretary who is a person mentioned in Clause 18.1(b)(i) the person remains a member of the Association Board.

19.3 If the Association Board removes a secretary who is a person mentioned in Clause 18.1(b)(ii) and who has been appointed to a casual vacancy on the Association Board under Clause 18.5, the person remains a member of the Association Board.

## 20 Functions of secretary

20.1 The secretary's functions include, but are not limited to:

- a. calling meetings of the association, including preparing notices of a meeting and
- b. of the business to be conducted at the meeting in consultation with the chairperson of the association; and
- c. keeping minutes of each meeting; and
- d. keeping copies of all correspondence and other documents relating to the association; and
- e. maintaining the register of members of the association.

## 21 Membership of Association Board

21.1 The Association Board of the Association (which will be referred to as 'the Board') shall consist of the following officer bearers:

- Chairperson
- Treasurer
- Secretary
- Four (4) members / community representatives.

21.2 A member of the Association Board, other than a secretary appointed by the Association Board under Clause 18.1(b)(iii), must be a member of the association.

21.3 At each annual general meeting of the association, the members of the Association Board must retire from office, but are eligible, on nomination, for re-election. As part of this process, the Association Board will develop and regularly review a policy on board member succession to ensure stability and governance continuity of the Association Board.

21.4 A member of the association may be appointed to a casual vacancy on the Association Board under Clause 24.

21.5 The Association Board shall consist of at least seven (7) members.

## 22 Electing the Association Board

22.1 A member of the Association Board may only be elected as follows:

- a. any two (2) members of the association may nominate another member (the ***candidate***) to serve as a member of the Association Board;
- b. the nomination must be:
  - i. in writing; and
  - ii. signed by the candidate and the members who nominated him or her; and
  - iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
- c. each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the Association Board;
- d. the selection of board members will be based upon merit, passion and involvement in the initiative and in our future school
- e. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

22.2 A person may be a candidate only if the person is an adult; and

- a. is not ineligible to be elected as a member under Section 61A of the Act.
- b. holds a valid Blue Card.

22.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven (7) days immediately preceding the annual general meeting.

22.4 If required by the Association Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

22.5 The Association Board must ensure that, before a candidate is elected as a member of the Association Board, the candidate is advised:

- a. whether or not the association has public liability insurance; and
- b. if the association has public liability insurance—the amount of the insurance.

## **23 Resignation, removal or vacation of office of Association Board member**

23.1 A member of the Association Board may resign from the committee by giving written notice of resignation to the secretary.

23.2 The resignation takes effect at:

- a. the time the notice is received by the secretary; or
- b. if a later time is stated in the notice, the later time.

23.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

23.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

23.5 A member has no right of appeal against the member's removal from office under this rule.

23.6 A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

## **24 Vacancies on Association Board**

24.1 If a casual vacancy happens on the Association Board, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

24.2 The continuing members of the Association Board may act despite a casual vacancy on the Association Board.

24.3 However, if the number of committee members is less than the number fixed under Clause 28.1 as a quorum of the Association Board, the continuing members may act only to:

- a. increase the number of Association Board members to the number required for a quorum; or
- b. call a general meeting of the association.

## **25 Functions of the Association Board**

25.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the Association Board has the general control and management of the administration of the affairs, property and funds of the association.

25.2 Each board member has chosen to serve on the board because they want to be involved in the growth and progress of this school.

25.3 As a collective, the board is responsible for directing the business affairs of the initiative/school. This includes adopting policies and regulations, and revising them as needed. The board is also responsible for overseeing the financial operations, including fundraising.

25.4 The Association Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note:* The Act prevails if the association's rules are inconsistent with the Act (see Section 1B of the Act).

25.6 The Association Board may exercise the powers of the association:

- a. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
- c. to purchase, redeem or pay off any securities issued; and
- d. to borrow amounts from members and pay interest on the amounts borrowed; and
- e. to mortgage or charge the whole or part of its property; and
- f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- g. to provide and pay off any securities issued; and
- h. to invest in a way the members of the association may from time to time decide.

For Clause 25.6(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- a. the financial institution for the association; or
- b. if there is more than one (1) financial institution for the association, the financial institution nominated by the Association Board.

## 26 Roles and responsibilities of Association Board

### Chairperson

26.1 The chairperson will be appointed by the association to conduct and manage meeting proceedings with the objective of ensuring that meetings are run fairly and without bias.

26.2 In the boardroom, the chairperson is expected to (but is not limited to):

- a. Lead and guide the board in carrying out its role as the school's governing body;
- b. Ensure the board properly considers the right matters;
- c. Bring the board to clear conclusions;
- d. Ensure the board's decisions have been implemented;
- e. Participate in the work of committees of the board as appropriate;
- f. Monitor and improve the quality and effectiveness of the board;
- g. Ensure the board regularly considers the mix of skills, knowledge and experience it requires as part of its succession planning activities; and
- h. Ensure the board regularly reviews its performance.

26.3 In the school and community, the chairperson is expected to (but is not limited to):

- a. Consult, support and advise the principal and to be informed, consulted and advised by the principal about the school;
- b. Maintain an effective relationship with the principal;
- c. Attend and participate in school functions and to represent it in the wider community, as required;
- d. Preside at graduation ceremonies, confer awards and perform other ceremonial duties as required;
- e. Support the role and standing of the school in the wider community.
- f. Mentor board members as required;
- g. Maintain effective relationships with key stakeholders; and
- h. Model agreed behaviours.

### Vice Chairperson

26.4 The role of the vice-chairperson is to support the chairperson. The vice-chairperson shall deputise as required, and take on the roles and responsibilities of the chairperson.

### Treasurer

26.5 A treasurer will manage the financial affairs of the Association, this includes (but is not limited to):

- a. Keeping up-to-date records as well as an audit trail for all transactions;
- b. Making sure the board understands its financial obligations;
- c. Providing financial analysis that allows the board to make informed decisions about future income or expenditure;
- d. Protecting the organisation against fraud and theft, insuring safe custody of money and prompt banking;
- e. Making sure the association complies with tax regulations;
- f. Reviewing all internal processes and reporting methods (at least annually).
- g. Track income and expenditure and ensure adequate up-to-date record keeping.
- h. Setting-up a financial committee to provide a link between members and our board, as required; and
- i. Setting-up an audit committee and appoint an external auditor, as required.



## Secretary

26.6 The secretary will provide administrative support to the board, this includes (but is not limited to):

- a. Arranging meetings;
- b. Preparing and sending out agendas, minutes and other appropriate documentation and papers for the association;
- c. Keeping copies of all correspondence and other documents relating to the association;
- d. Maintaining the register of members of the association;
- e. Following-up and informing members of arising actions; and
- f. Prepare and respond to emails, and to share these with appropriate board members or sub-groups.

## 27 Meetings of Association Board

27.1 Subject to this rule, the Association Board may meet and conduct its proceedings as it considers appropriate.

27.2 The Association Board will meet as needed and at least each month in the first two years and then must meet at least once every three (3) months to exercise its functions.

27.3 The Association Board must decide how a meeting is to be called.

27.4 Notice of a meeting is to be given in the way decided by the Association Board.

27.5 The Association Board may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

27.6 A committee member who participates in the meeting as mentioned in Clause 27.5 is taken to be present at the meeting.

27.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

27.8 A member of the Association Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

27.9 The chairperson is to preside as chairperson at an Association Board meeting.

27.10 If there is no chairperson or if the chairperson is not present within 10 minutes after the time fixed for an Association Board meeting, the Vice Chairperson will preside as chairperson at the meeting.

## 28 Quorum for, and adjournment of, Association Board meeting

28.1 At an Association Board meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

28.2 If there is no quorum within 30 minutes after the time fixed for an Association Board meeting called on the request of members of the committee, the meeting lapses.

- 28.3 If there is no quorum within 30 minutes after the time fixed for an Association Board meeting called other than on the request of the members of the committee:
- a. the meeting is to be adjourned for at least one (1) day; and
  - b. the members of the Association Board who are present are to decide the day, time and place of the adjourned meeting.

28.4 If, at an adjourned meeting mentioned in Clause 28.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## 29 Special meeting of Association Board

29.1 If the secretary receives a written request signed by at least 33% of the members of the Association Board, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

29.2 If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

29.3 A request for a special meeting must state:

- a. why the special meeting is called; and
- b. the business to be conducted at the meeting.

29.4 A notice of a special meeting must state:

- a. the day, time and place of the meeting; and
- b. the business to be conducted at the meeting.

29.5 A special meeting of the Association Board must be held within 14 days after notice of the meeting is given to the members of the Association Board.

## 30 Minutes of Association Board meetings

30.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Association Board meeting are entered in a minute book.

30.2 To ensure the accuracy of the minutes, the minutes of each Association Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Association Board meeting, verifying their accuracy.

## 31 Appointment of sub-committees

31.1 The Association Board may appoint a sub-committee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.

31.2 The board appoints committees as it sees fit, in order to more efficiently manage the affairs of the school. The following are the current committees, however others may be created as the need arises:

- a. Anthroposophical and pedagogical development
- b. Events
- c. Finance

- d. Marketing and Fundraising
- e. Reconciliation Action Plan
- f. Playgroup
- g. School accreditation and legislation
- h. Venue and infrastructure

31.3 One representative from each sub-committee will be required to report to the board at monthly meetings and is responsible for ensuring that the work of that committee is on schedule and is consistent with the purpose and values of the association.

31.4 A member of the sub-committee who is not a member of the Association Board is not entitled to vote at an Association Board meeting.

31.5 A sub-committee may elect a chairperson of its meetings.

31.6 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

31.7 A sub-committee may meet and adjourn as it considers appropriate.

31.8 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **32 Acts not affected by defects or disqualifications**

32.1 An act performed by the Association Board, a sub-committee or a person acting as a member of the Association Board is taken to have been validly performed.

32.2 Clause 32.1 applies even if the act was performed when:

- a. there was a defect in the appointment of a member of the Association Board, sub-committee or person acting as a member of the Association Board; or
- b. an Association Board member, sub-committee member or person acting as a member of the Association Board was disqualified from being a member.

## **33 Resolutions of Association Board without meeting**

33.1 A written resolution signed by each member of the Association Board is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

33.2 A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

## **34 First annual general meeting**

34.1 The first annual general meeting must be held within six (6) months after the end date of the association's first reportable financial year.

## **35 Subsequent annual general meetings**

35.1 Each subsequent annual general meeting must be held:

- a. at least once each year; and
- b. within six (6) months after the end date of the association's reportable financial year.

### **36 Business to be conducted at annual general meeting (of Level 1 incorporated associations and particular Level 2 and 3 incorporated associations)**

36.1 This rule applies only if the association is a:

- a. Level 1 incorporated association; or
- b. Level 2 incorporated association to which Section 59 of the Act applies;
- c. Level 3 incorporated association to which Section 59 of the Act applies.

36.2 The following business must be conducted at each annual general meeting of the association:

- a. receiving the association's financial statement, and audit report, for the last reportable financial year;
- b. presenting the financial statement and audit report to the meeting for adoption;
- c. electing members of the Association Board;
- d. for a Level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- e. for a Level 2 incorporated association, or a Level 3 incorporated association, to which Section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

## **37 Business to be conducted at annual general meeting (of other Level 2 incorporated associations)**

37.1 This rule applies only if the association is a Level 2 incorporated association to which Section 59A of the Act applies.

37.2 The following business must be conducted at each annual general meeting of the association:

- a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
- b. presenting the financial statement and signed statement to the meeting for adoption;
- c. electing members of the Association Board; and
- d. appointing an auditor, an accountant or an approved person for the present financial year.

## **38 Business to be conducted at annual general meeting (of other Level 3 incorporated associations)**

38.1 This rule applies only if the association is a Level 3 incorporated association to which Section 59B of the Act applies.

38.2 The following business must be conducted at each annual general meeting of the association:

- a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
- b. presenting the financial statement and signed statement to the meeting for adoption; and
- c. electing members of the Association Board.

## **39 Notice of general meeting**

39.1 The secretary may call a general meeting of the association.

39.2 The secretary must give at least 14 days' notice of the meeting to each member of the association.

39.3 If the secretary is unable or unwilling to call the meeting, the chairperson must call the meeting.

39.4 The Association Board may decide the way in which the notice must be given.

- 39.5 However, notice of the following meetings must be given in writing:
- a. a meeting called to hear and decide the appeal of a person against the Association Board's decision:
    - i. to reject the person's application for membership of the association; or
    - ii. to terminate the person's membership of the association.
  - b. a meeting called to hear and decide a proposed special resolution of the association.

39.6 A notice of a general meeting must state the business to be conducted at the meeting.

## **40 Quorum for, and adjournment of, general meeting**

40.1 The quorum for a general meeting is at least the number of members elected or appointed to the Association Board at the close of the association's last general meeting plus one (1).

40.2 However, if all members of the association are members of the Association Board, the quorum is the total number of members less one (1).

40.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

40.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Association Board or the association, the meeting lapses.

40.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Association Board or the association:

- a. the meeting is to be adjourned for at least seven (7) days; and
- b. the Association Board is to decide the day, time and place of the adjourned meeting.

40.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

40.7 If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

40.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

40.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **41 Procedure at general meeting**

41.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

41.2 A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

41.3 At each general meeting:

- a. the chairperson is to preside as chairperson; and
- b. if there is no chairperson or if the chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice chairperson should be chairperson of the meeting; and
- c. the chairperson must conduct the meeting in a proper and orderly way.

41.4 The association from time to time, invite people to make presentations to the meeting and provide information, advice and opinion about a topic. These presenters do not have any other role in the meetings.

## 42 Voting at general meeting

42.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

42.2 Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

42.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

42.4 The method of voting is to be decided by the Association Board.

42.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

42.6 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.

42.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## 43 Special general meeting

- 43.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
- a. being directed to call the meeting by the Association Board; or
  - b. being given a written request signed by:
    - i. at least 33% of the number of members of the Association Board when the request is signed; or
    - ii. at least the number of ordinary members of the association equal to double the number of members of the association on the Association Board when the request is signed plus 1; or
  - c. being given a written notice of an intention to appeal against the decision of the Association Board:
    - i. to reject an application for membership; or
    - ii. to terminate a person's membership.
- 43.2 A request mentioned in subrule (1)(b) must state:
- a. why the special general meeting is being called; and
  - b. the business to be conducted at the meeting.
- 43.3 A special general meeting must be held within 3 months after the secretary:
- a. is directed to call the meeting by the Association Board; or
  - b. is given the written request mentioned in subrule (1)(b); or
  - c. is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 43.4 If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

## 44 Proxies

44.1 Proxy voting is permitted, if a prior approval has been obtained from the chair. Proxies can either be instructed how to vote on particular resolutions, or be left to decide how to cast the vote/s themselves. It is important that the Member appointing a proxy indicates their preference of these two options when seeking permission from the chair.

44.2 An instrument appointing a proxy must be in writing and be in the following or similar form:

*I, [name] of [address], being a member of the association, appoint [person's name] of as my proxy to vote for me on my behalf at the annual/general meeting of the association, to be held on the [number] day of [month] [year] and at any adjournment of the meeting.*

*Signed this day [date dd/mm/yyyy]. [Signature]*



- 44.3 The instrument appointing a proxy must:
- a. if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - b. if the appointor is a corporation:
    - i. be under seal; or
    - ii. be signed by a properly authorised officer or attorney of the corporation.

44.4 A proxy may be a member of the association or another person.

44.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

44.6 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

44.7 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

44.8 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:  
*I, [name] of [address], being a member of the association, appoint [person's name] of as my proxy to vote for me on my behalf at the annual/general meeting of the association, to be held on the [number] day of [month] [year] and at any adjournment of the meeting. This form is to be used in favour of/against [remove whichever is not wanted] the [name of resolution or list of resolutions].*

*Signed this day [date dd/mm/yyyy]. [Signature]*

## 45 Minutes of general meetings

45.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

- 45.2 To ensure the accuracy of the minutes:
- a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

45.3 If asked by a member of the association, the secretary must, within 28 days after the request is made:

- a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- b. give the member copies of the minutes of the meeting.

45.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## 46 By-laws

46.1 The Association Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

46.2 A by-law may be set aside by a vote of members at a general meeting of the association.

## 47 Alteration of rules

47.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

47.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## 48 Common seal

48.1 The Association Board must ensure the association has a common seal.

48.2 The common seal must be:

- a. kept securely by the Association Board; and
- b. used only under the authority of the Association Board.

48.3 Each instrument to which the seal is attached must be signed by a member of the Association Board and countersigned by:

- a. the secretary; or
- b. another member of the Association Board; or
- c. someone authorised by the Association Board.

## **49 Funds and accounts**

49.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Association Board.

49.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

49.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

49.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

49.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any of the following:

- a. the chairperson;
- b. the secretary;
- c. the treasurer;
- d. any one (1) of three (3) other members of the association who have been authorised by the Association Board to sign cheques issued by the association.

49.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

49.7 A petty cash account must be kept on the premises, and the Association Board must decide the amount of petty cash to be kept in the account.

49.8 All expenditure must be approved or ratified at an Association Board meeting.

## **50 General financial matters**

50.1 On behalf of the Association Board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

50.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **51 Documents**

51.1 The Association Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **52 Financial Year**

52.1 The end date of the association's financial year is 30 June in each year.

## 53 Distribution of surplus assets to another entity

53.1 This rule applies if the association:

- a. is wound-up under part 10 of the Act; and
- b. has surplus assets.

53.2 The surplus assets must not be distributed among the members of the association.

53.3 The surplus assets must be given to another entity:

- a. having objects similar to the association's objects; and
- b. the rules of which prohibit the distribution of the entity's income and assets to its members.

53.4 In this rule, **surplus assets** see Section 92(3) of the Act.

## 54 Public Fund

It is the intention of the promoters or founders that the public will contribute to the fund and they invite such contributions – the public or a significant part of it does, in fact, contribute to the fund.

The fund is administered or controlled by the core Association Board (being the Chairperson, Secretary and Treasurer); or when Governance structure is in place the Directors of the Governing Body.

Funds to be allocated with the larger community in mind and to be passed by special resolution at a general meeting.

Gifts and deductible contributions made to the fund are to be kept separate from any other funds in a separate bank account and clear accounting procedures are required.

### **Non-profit clause**

'The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'

### **Dissolution clause**

'In the event of the fund being wound up or dissolved, any surplus assets remaining after the payment of the funds liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.'

## 55 School Building Fund

55.1 A school building fund is solely for providing money for acquiring, constructing or maintaining the school or college buildings. It cannot be used for any other purpose.

55.2 Expenditure on capital improvements and maintenance, as well as installing and maintaining fixtures, are accepted outlays of a school building fund.

55.3 This is operated in accordance with the rules of the public fund.

55.4 Costs payable from a school building fund include:

- a. Purchase of land for which there are definite plans to construct a building to be used as a school or college; and
- b. Construction or purchase expenses and associated financing costs; and
- c. Lease payments on a rented school building; and
- d. Painting and general maintenance of school buildings, and building insurance
- e. Expenditure on carpets that are fixed to the floor of the school building, and
- f. Administration costs of the fund, including bank fees, accounting costs and fundraising expenses.
- g. A school building fund may invest or lend its money if this is a bona fide and temporary arrangement, and is consistent with achieving the funds objects with all reasonable speed.

55.5 If the Sophia Waldorf School Building Fund is wound up or if the endorsement of the organisation as a deductible gift recipient for the operation of the Sophia Waldorf School Building Fund is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

## 56 No payment

56.1 Participation in the board is voluntary and no payment shall be made for attendance. However, the reimbursement of expenses is possible ensuring prior arrangement and approval is made with the chair.

## 57 Code of conduct

57.1 Members of the association have a duty and responsibility to act with the highest standards of conduct.

57.2 The following code of conduct outlines principles that should be observed by all members of the association. Board members should:

- Comply with all laws, regulations, policy and procedures.
- Perform their duties with impartiality, honour, integrity and kindness. They should be uninfluenced by fear or favour.
- Ensure their personal conduct does not reflect adversely on the reputation of the association.
- Demonstrate respect for fellow board members, our children and community, and members of the public.
- Avoid situations in which any private interest conflicts, or is perceived to conflict, with their board duties.

Board members should not:

- Use information obtained in their board duties to directly or indirectly gain an advantage for themselves or other people.
- Discuss or publicly disclose any information presented as confidential in the course of the association's business.
- Solicit or accept any benefit, advantage, remuneration or promise of future advantage for themselves, their family or friends, business or trust with which they are associated, with exception to access or discounted access to Sophia Waldorf School fees or future employment.
- Accept any gift or hospitality offered in connection with their board duties or the operation of the school. Noting that low value gifts or hospitality must be registered on the association's gift register.

## 58 Declarations of conflict of interests

58.1 Board members should avoid actual or perceived conflicts between their duties on the board and their personal interests. Members should also be aware of possible perceived conflicts of interests.

58.2 As part of the appointment process, members will be required to complete a conflict of interest declaration. Further to this, members should update their declarations of interest as they become aware of any real, perceived or potential conflicts.

## 59 Reporting

59.1 The chair will report annually on the outputs, outcomes and recommendations of the board. This report will be available on our website.

## 60 Media statements

60.1 All media communication with the board will occur only through the chair. Please refer all media enquiries to the chair.

## 61 Privacy Policy

61.1 The Sophia Waldorf School Association, its members and volunteers, contractors and agents are subject to the *Privacy Act 1988* (the Privacy Act) and to the requirements of the [Australian Privacy Principles](#) (APPs) contained in the Privacy Act.

61.2 We also adhere to applicable [guidelines](#) issued to agencies by the Office of the Australian Information Commissioner.

61.3 Our privacy policy has been developed in accordance with APP and embodies our commitment to protecting personal information. The complete privacy policy can be found by emailing the Association.