



MOUNT BARKER
WALDORF SCHOOL

STRENGTH

SKILL

GRACE

A SCHOOL FOR RUDOLF STEINER EDUCATION INC

CONSTITUTION

CONSTITUTION

MOUNT BARKER WALDORF SCHOOL, A SCHOOL

FOR RUDOLF STEINER EDUCATION INC

TABLE OF CONTENTS

NAME	4
INTERPRETATION	4
Principles and OBJECTS	5
POWERS	5
MEMBERSHIP	6
Qualification for Membership	6
Applications for Membership	6
Register of Members	6
Life Membership	6
Discipline of Members	7
BOARD APPOINTMENTS COMMITTEE.....	7
Function	7
Membership	8
Election of Ordinary BAC Members at the AGM	8
Ordinary Members of the BAC	8
Board Appointments	9
THE BOARD	9
Appointment of Board Members.....	9
Powers of the Board	9
Board Membership	10
Casual Vacancies	10
Chair and Deputy Chair	10
Board Meetings	11
Board Resolutions Without Meetings	11
Board to Report	12
Terms of Office	12
Advisory Committees.....	13
Delegation.....	13
No Conflicts	13
Observers	13
Sanctioning the Board	13
THE EXECUTIVE	13
<i>Authority Of The Executive</i>	13
Membership of the Executive	14
COLLEGIATE LEADERSHIP GROUP	14
MINUTES OF MEETINGS	14
Creation and Maintenance of Minutes	14
SUBRULES	15
COMMON SEAL	15

FINANCIAL YEAR	15
AUDIT OF ACCOUNTS	15
NO DISTRIBUTION OF PROPERTY OR INCOME	16
GENERAL MEETINGS	16
Annual General Meetings	16
Special General Meetings	16
General Meetings Called to Consider Sanctions Against the Board or a Board Member	17
Chair to Preside	17
Notice of General Meetings	17
Quorum	17
Voting	17
Special Resolutions	18
NOTICES	18
ASSOCIATION BODIES	18
INDEMNITY	19
ALTERATIONS TO CONSTITUTION	19
WINDING UP	19
Commencement of Rules	20
CODE OF CONDUCT AND CONFIDENTIALITY FOR BOARD MEMBERS	20
APPOINTMENT OF THE Principal and Assistant Principal	21
AMENDMENTS	23

NAME

- 1 The name of the association is 'Mount Barker Waldorf School, a School for Rudolf Steiner Education Inc'.

INTERPRETATION

- 2 In these rules, unless the contrary intention appears:
 - 2.1 'Act' means the Associations Incorporation Act 1985 (SA) as amended or replaced from time to time;
 - 2.2 'AGM' means the annual general meeting of the association;
 - 2.3 'Association' means The association of 'Mount Barker Waldorf School, a School for Rudolf Steiner Education Inc.'
 - 2.4 'BAC' means the Board Appointments Committee;
 - 2.5 'Board' means the committee of management of the association pursuant to Section 29 of the Act;
 - 2.6 'Business day' means any day other than a Saturday, a Sunday or a public holiday observed in South Australia;
 - 2.7 'CLG' means the Collegiate Leadership Group appointed under rule 734;
 - 2.8 'Business Manager' means the member of the Executive with responsibility to provide operational leadership and management of business functions.
 - 2.9 'Code' means the Code of Conduct and Confidentiality for Board Members set out in rule 123;
 - 2.10 'College' means the College of Teachers, the committee of management of the association under the previous constitution;
 - 2.11 'Employee' means any person employed by the association;
 - 2.12 'Executive' means the body appointed under rule 67;
 - 2.13 'Member' means a member of the association;
 - 2.14 'Register' means the register of members;
 - 2.15 'Rules' means this constitution;
 - 2.16 'School' means Mount Barker Waldorf School, a School for Rudolf Steiner Education inc. situated at Mount Barker South Australia, which is owned and operated by the association;
 - 2.17 'SGM' means a special general meeting of the association;
 - 2.18 'Sub-Rule' means a sub-rule made under rule 81;
 - 2.19 '1979 Constitution' means the constitution of the association as replaced by these Rules;
 - 2.20 Headings are for convenience only and do not affect the construction;
 - 2.21 The singular includes the plural; and
 - 2.22 One gender includes all genders.

PRINCIPLES AND OBJECTS

- 3 The objects of the association are:
 - 3.1 To operate the school in accordance with the educational principles expounded by Dr Rudolf Steiner (1861-1925), where the teachers are responsible for the educational vision, the design, content and delivery of the curriculum and other educational matters;
 - 3.2 To provide a comprehensive Waldorf/Steiner education of high standard which is conscious of, and adaptable to, changing ideas and requirements in keeping with Steiner's educational principles.

POWERS

- 4 The Association has, in addition to and without limiting the powers conferred by the Act, the following powers:
 - 4.1 To purchase, take on lease, hire, exchange, accept as a gift, or by any other means acquire for such tenure and upon such conditions as may seem fit any real or personal property;
 - 4.2 To sell, dispose of or otherwise part with the possession of such real or personal property;
 - 4.3 To hire, let or license upon such conditions and terms as may seem fit such real or personal property;
 - 4.4 To execute any documents required for the above purposes;
 - 4.5 To retain and employ persons for the purposes of the association upon such terms as the Board thinks fit;
 - 4.6 To build, erect, improve, repair, pull down and rebuild buildings and other structures and improve and maintain grounds and other things for the purposes of the association;
 - 4.7 To borrow money on mortgage on the security of the whole or any portion of the real and personal property of the association, or without giving any security, and to execute mortgages and assurances if necessary for that purpose;
 - 4.8 To invest and deal with all or any of the funds of the Association in any manner the Board from time to time determines and to vary such investments;
 - 4.9 To set fees and grant scholarships or other concessions to students and parents;
 - 4.10 To adopt such means of making known and advertising the work and objects of the association as may seem expedient;
 - 4.11 To apply for, receive and administer grants or loans from government or any other source; and
 - 4.12 To do such other lawful acts or things as are incidental or conducive to the attainment of all or any of the objects of the association.

MEMBERSHIP

Qualification for Membership

- 5 The Members of the Association consist of:
 - 5.1 All parents of students from time to time attending the school save that a parent may choose not to be a member;
 - 5.2 Students having completed Year 12, save that a student may choose not to be a member;
 - 5.3 All employees from time to time of the school save that an employee may choose not to be a member;
 - 5.4 Life members appointed under these rules; and
 - 5.5 Any other person or persons including, but not limited to, past students of the school, whom the Board considers support the aims and objects of the association and admits to membership.

Applications for Membership

- 6 Applications for membership under rule 5.5 must be:
 - 6.1 In writing; and
 - 6.2 Delivered to the Business Manager.
- 7 The Board may, at its discretion, accept or decline any application for membership and need not give reasons for any such decision.

Register of Members

- 8 The Business Manager must keep and maintain at the offices of the association a register of members which:
 - 8.1 Must contain the names and current addresses of members, from time to time, of the association;
 - 8.2 Will be conclusive evidence of membership and of cessation of membership.
- 9 The name of any member who resigns in writing or who is expelled from the Association must be removed from the register of members forthwith on the resignation or expulsion coming into effect.

Life Membership

- 10 The Board may, by resolution carried by a two-thirds majority, elect to life membership any person who has contributed outstanding service to the association.
- 11 Life members are to have all the privileges of ordinary members but no preferences.

Discipline of Members

- 12 Any member who acts in a manner detrimental to the association is liable to expulsion.
- 13 In determining whether or not to expel a member the Board must comply with the following procedures:
 - 13.1 Particulars of a charge against a member must be delivered in writing to the member at least one calendar month before the meeting of the Board at which the charge will be considered;
 - 13.2 The particulars must provide the member with a clear description of all alleged misconduct of the member;
 - 13.3 The member may call witnesses and may make written or verbal submissions to the Board in defence of the charge;
 - 13.4 The Board must notify the member in writing of its determination of the charge.
- 14 The member may appeal to the Association in general meeting against the expulsion and, in that event, the following provisions will apply:
 - 14.1 Notice of appeal against expulsion must be in writing and delivered by the member to the Business Manager or public officer of the association within 14 days after the Board has notified the member under rule 13.4.
 - 14.2 The member's membership will be suspended immediately on delivery of the notice of appeal under rule 14.1.
 - 14.3 The Business Manager must convene a general meeting to consider the appeal not later than 2 months after receipt of the notice of appeal.
- 15 If the members in general meeting uphold the expulsion, the appellant's membership will be terminated forthwith.
- 16 If the members in general meeting allow the appeal, the appellant's membership will be reinstated forthwith.
- 17 Subject to rules 12 - 16, the membership of a person expelled by the Board will cease 14 days after the Board has communicated its determination to expel the member.

BOARD APPOINTMENTS COMMITTEE

Function

- 18 The sole functions of the BAC are to:
 - 18.1 Identify prospective members of the Board; and
 - 18.2 Appoint members of the Board.

Membership

- 19 The BAC consists of four members:
 - 19.1 The Chair, from time to time, of the Board (or another member of the Board as the Board's nominee) ex officio, who will chair meetings, participate fully in discussions and ensure that accurate records of proceedings are kept, who will have no vote;
 - 19.2 One ordinary member appointed by the Board, who shall not be a member of the Board, who will have one vote;
 - 19.3 One ordinary member elected by employees at a time and place, and in a manner, of their choosing, who will have one vote; and
 - 19.4 One ordinary member elected by non-employee members in general meeting, who will have one vote.
- 20 A BAC member elected or appointed under one category may not be a member under any other category.
- 21 Casual vacancies in the membership the BAC will be filled by the BAC and the replacement will hold office for the remainder of the previous incumbent's term.

Election of Ordinary BAC Members at the AGM

- 22 Nominations for and, election of, an ordinary member of the BAC under rule 19.4 shall proceed as follows:
 - 22.1 No later than the end of Week 5 of Term 4, the Business Manager must issue invitations to all members to consider nominating for ordinary membership of the BAC;
 - 22.2 Persons wishing to nominate must provide a written personal profile, not exceeding 200 words for circulation to all members - to be lodged with the Business Manager by the end of Week 2 of Term 1.
 - 22.3 The Business Manager must ensure that candidate profiles are delivered to all members with the notices convening the AGM.

Ordinary Members of the BAC

- 23 Ordinary members of the BAC:
 - 23.1 Will serve for one year with the term of membership terminating at the AGM;
 - 23.2 Are eligible to serve further terms;
 - 23.3 Must be persons of good reputation with experience in governance in either the not-for-profit or for-profit sectors;
 - 23.4 Are appointed or elected to represent the schools interests and not any perceived sectional interest of either the Board, employees or members; and
 - 23.5 Are required at all times to maintain confidentiality as to proceedings.

Board Appointments

- 24 In exercising its powers of identification and appointment of Board members the BAC must seek to ensure that the Board represents a broad mix of professional skills and governance experience including, but not limited to:
- 24.1 Waldorf/Steiner education;
 - 24.2 Mainstream education;
 - 24.3 School management;
 - 24.4 Law;
 - 24.5 Planning;
 - 24.6 Architecture;
 - 24.7 Property management;
 - 24.8 Fund raising;
 - 24.9 Human resources management; and
 - 24.10 Financial management.

THE BOARD

Appointment of Board Members

- 25 Members of the Board are appointed by the BAC.
- 26 A person seeking membership of the Board must submit to the Business Manager a written statement of interest which must:
- 26.1 State how the applicant claims to satisfy the criteria for membership; and
 - 26.2 State the applicant's willingness to enter into an agreement to abide by the code and to make a statutory declaration to the effect that in the previous five years the applicant has not been declared bankrupt and has no convictions of the kind set out in section 30 of the Act.
- 27 The Business Manager must deliver all statements of interest received directly to all members of the BAC.

Powers of the Board

- 28 The Board is responsible for the administration and control of the association.
- 29 The Board may exercise all the powers of the association save those which must, under these rules or at law, be exercised by the members in general meeting.
- 30 The Board is, for the purposes of the Act, the committee of management of the association.

Board Membership

- 31 At any time there shall be no more than nine nor less than seven Board members.
- 32 Employees are not eligible for appointment as members of the Board.
- 33 At least one member of the Board must not have been a member of the association at the time of his or her appointment.
- 34 No person who is in default of an obligation to pay the association an amount of \$1,000.00 or more (or such other amount as the Board may fix from time to time) that has been overdue for a period in excess of ninety days, is entitled to be appointed to, or remain on, the Board.

Casual Vacancies

- 35 A Board member's position becomes vacant if that member:
 - 35.1 Resigns;
 - 35.2 Dies;
 - 35.3 Becomes bankrupt;
 - 35.4 Is dismissed by the Board under rule 46;
 - 35.5 Is dismissed by a general meeting of the association under rule 66.
- 36 A casual vacancy on the Board will be filled by the BAC and the replacement will hold office for the remainder of the previous incumbent's term.

Chair and Deputy Chair

- 37 The Board must elect from its members a Chair ("the Chair") who will hold office for a term of three years and is eligible for re-election for one further term of three years.
- 38 The Board must elect annually from its members a Deputy Chair ("the Deputy Chair") who will hold office for a term of one year and is eligible for re-election.
- 39 The Chair, when present, is to preside at all meetings of the Board.
- 40 In the absence of the Chair, the Deputy Chair is to preside and, in the absence of both of them, a presiding officer for the meeting is to be elected from their number by the members of the Board present.
- 41 If a vote of no confidence in the chair is passed by a majority of the total membership of the Board, the office of chair will immediately become vacant.
- 42 A vote of no confidence may only be taken at a meeting of the Board of which at least seven days notice has been given, including notice of intention to propose the vote.

Board Meetings

- 43 The Board shall meet at least five times per year at times and places agreed by its members.
- 44 No sitting fees will be paid to Board members.
- 45 At every meeting of the Board:
 - 45.1 Five members will constitute a quorum;
 - 45.2 Questions arising will be decided by a majority of votes provided that no motion may be declared carried unless at least four members vote in favour of it; and
 - 45.3 The chair will have a deliberative vote and, in the event of an equality of votes, a casting vote.
- 46 If an elected member of the Board fails to attend three consecutive meetings without leave or an accepted apology, that member may be dismissed as a member by a resolution passed by a two-thirds majority of the total membership of the Board.
- 47 The Board may meet in person or by electronic communication.
- 48 All the provisions of these rules relating to meetings of the Board apply as far as possible, and with any necessary changes, to meetings of the Board by electronic communication.
- 49 A Board Member taking part in a meeting by electronic communication:
 - 49.1 Is to be taken to be present in person at the meeting;
 - 49.2 Must not leave the meeting by disconnecting the electronic communication device without the permission of the chair; and
 - 49.3 Will, unless given permission by the chair to leave the meeting, be presumed to have been present and to have formed part of the quorum at all times during the meeting.

Board Resolutions Without Meetings

- 50 The Board may pass a resolution without convening a meeting provided the following procedures are followed:
 - 50.1 A proposed resolution may be reduced to writing;
 - 50.2 The proposed resolution must be distributed to all Members of the Board;
 - 50.3 Board Members may comment on the proposed resolution, which may be amended;
 - 50.4 The proposed resolution may consist of several documents;
 - 50.5 The resolution, if signed as agreed to by all the Members of the Board, will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

- 50.6 If a resolution is signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a Board Member unless the document, by its terms, is said to take effect from an earlier date.
- 50.7 A facsimile transmission or other document produced by mechanical or electronic means under the name of a Board Member with that Member's authority will be considered to be a document in writing signed by that member.

Board to Report

- 51 The Board must in each year report to the AGM on the activities of the association during the preceding year and on its plans for the association.
- 52 A report under rule 51 must:
 - 52.1 Provide a full statement of the income and expenditure of the association;
 - 52.2 Provide a balance sheet containing a summary of the assets and liabilities of the association as at the end of the preceding financial year;
 - 52.3 Cause to be attached to the accounts, before the auditor reports on the accounts, a statement made in accordance with a resolution of the Board and signed by two or more members of the committee stating whether or not:
 - 52.3.1 The accounts present fairly the results of the operations of the association for the financial year and the state of affairs of the association as at the end of the financial year; and
 - 52.3.2 The Board has reasonable grounds to believe that the association will be able to pay its debts as and when they fall due.
 - 52.4 Give particulars
 - 52.4.1 Of any body corporate that is a subsidiary of the association within the meaning of section 46 of the *Corporations Act 2001* of the Commonwealth; and
 - 52.4.2 Of any trust of which the association is a trustee.

Terms of Office

- 53 The term of office of Board Members will be as follows:
 - 53.1 each Board Member will hold office for up to three years, as determined by the BAC;
 - 53.2 Any Board Member whose term has expired must retire at the AGM of the year in which that member's term expires.
- 54 A retiring Member of the Board is eligible for re-election, but a Board Member may not hold office for more than three consecutive terms, excluding any time of service as chair.

Advisory Committees

- 55 The Board may appoint advisory committees to assist it with its deliberations and generally to advise the Board.
- 56 Members of advisory committees need not be Members of the Board.

Delegation

- 57 The Board may delegate any of its powers, except this power, to such committees or individuals as it thinks fit.
- 58 The Board may define the delegated powers generally or specifically and may revoke such powers at any time.
- 59 No committee or individual has power to act in the name of the Board unless explicitly authorised to do so by resolution of the Board.

No Conflicts

- 60 No member of the Board may represent or assist in any professional capacity a person whose interests are in conflict with those of the association.
- 61 Board Members must disclose any such conflict as soon as they become aware of the same.

Observers

- 62 The Board may from time to time invite groups within the school community to nominate persons to attend meetings of the Board as observers.
- 63 Such observers may speak but have no voting rights.
- 64 The Board may, by resolution, admit or exclude observers from any meeting for such period, and on such terms and conditions, as it thinks fit.

Sanctioning the Board

- 65 The Board, or any one or more Members of the Board, may be sanctioned by the Members in general meeting.
- 66 Any sanction imposed under the previous rule is limited to suspension or dismissal of the Board or a member or members, as the case may be, of the Board.

THE EXECUTIVE

Authority Of The Executive

- 67 There will be an Executive of the association, appointed by the Board.
- 68 The Board may appoint, dismiss, suspend or otherwise deal with any Executive Member.
- 69 The Principal has delegated authority from, and is responsible to, the Board for implementing the policy and objects of the association and for the internal administration and day-to-day management of the association.

Membership of the Executive

- 70 The Board must appoint a Principal, Business Manager (who will act as public officer for the purposes of the Act), and an Assistant Principal who will be the Executive of the association.
- 71 In appointing the Principal and Assistant Principal the Board must satisfy the requirements of rules 1244 - 1266.
- 72 The Principal, Business Manager, and Assistant Principal:
 - 72.1 Must enter into contracts of service with the Association based on individual position description statements approved by the Board;
 - 72.2 Will be appointed for terms of no less than three and no more than five years, subject to negotiation with the Board; and
 - 72.3 May be eligible for reappointment for a subsequent term or terms.

COLLEGIATE LEADERSHIP GROUP

- 73 There will be a standing education committee to be known as the Collegiate Leadership Group (the CLG). The CLG is the principal forum for consultation on the generation, sharing and implementation of ideas about educational issues between the executive and teachers.
- 74 The Members of the CLG, who must be employed at the school, will be appointed by the Board on the recommendation of all Members of the three teaching faculties.
- 75 The CLG will work in collaboration with the faculties, with the Assistant Principal and the Executive in all matters pertaining to the Association's educational vision, the design, content and delivery of the curriculum and other educational matters.
- 76 In addition to his or her other duties and responsibilities, the Assistant Principal must collaborate with the CLG as provided in rule 75, but is not bound to accept the CLG's advice.

MINUTES OF MEETINGS

Creation and Maintenance of Minutes

- 77 Minutes of all general meetings and of meetings of the Board, the Executive and of all bodies appointed under these rules, must be entered in books or electronic records kept for that purpose.
- 78 The minutes must be confirmed by the members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.

- 79 The Business Manager shall be responsible for the keeping and maintenance, as permanent records, of all minute books and records.
- 80 The Business Manager must not disclose the contents of any minute books or records to any person without the written authority of the Board.

SUBRULES

- 81 The Board may from time to time make, vary, revoke or extend sub-rules, not inconsistent with the Act or these rules, for the proper and efficient management and good governance of the Association.
- 82 The Association in general meeting may vary, revoke or extend any sub-rule.
- 83 Sub-rules will operate as if they were provisions of these rules from the date of their creation by the Board and will continue so to operate unless and until they are varied or revoked by the members.
- 84 Any documented executed, contract entered into or act or thing done pursuant to, or in accordance with, any sub-rule which shall subsequently be varied or revoked, shall remain valid notwithstanding such variation or revocation.

COMMON SEAL

- 85 The common seal of the association may only be affixed to documents by authority of the Board.
- 86 The affixing of the seal must be attested by one Member of the Board and by the Business Manager or by some other person appointed by the Board for the purpose.

FINANCIAL YEAR

- 87 The financial year of the association commences on the 1 January and ends on the 31 December in each year.

AUDIT OF ACCOUNTS

- 88 The AGM must appoint an Auditor who will hold office until replaced at a subsequent AGM.
- 89 An Auditor:
- 89.1 May not hold any office in, or be employed by, the Association;
 - 89.2 May not be a partner of any person who holds any office in, or is employed by, the Association; and
 - 89.3 Must be suitably qualified under the Act.
- 90 The Auditor must examine and audit the accounts of the Association and report on the accounts at least once in each year and at such other times as the Board requires.
- 91 A casual vacancy in the office of Auditor may be filled by the Board until the next AGM.

NO DISTRIBUTION OF PROPERTY OR INCOME

- 92 No Member of the Association is entitled as such to any part of the property or income of the Association or to receive any dividend from its operation.
- 93 The above rule does not prevent the payment of reasonable and proper remuneration to any officer or employee or any member or other person in return for services actually rendered to the association or payment to reimburse any person for out-of-pocket expenses incurred on behalf of the association.

GENERAL MEETINGS

Annual General Meetings

- 94 The AGM of the Association must be held before the 31 May in each year at a time and place determined by the Board.
- 95 Matters for consideration at the AGM shall include:
- 95.1 Confirmation or correction of the minutes of the previous AGM;
 - 95.2 Appointment of an Auditor for the forthcoming financial year;
 - 95.3 Receipt and consideration of the audited accounts of the Association;
 - 95.4 Receipt and consideration of the report from the Board required by section 35(5) of the Act;
 - 95.5 Receipt and consideration of the report from the BAC on its membership and operation;
 - 95.6 The election of an ordinary member of the BAC under rule 19.4; and
 - 95.7 Such other matters as may be placed on the agenda of the AGM.

Special General Meetings

- 96 The Board may convene an SGM whenever it thinks fit.
- 97 The Business Manager must convene an SGM on receipt of a written requisition from not less than fifty members specifying the purpose of the meeting.

General Meetings Called to Consider Sanctions Against the Board or a Board Member

- 98 If the purpose of a general meeting is to consider the imposition of sanctions against the Board or any member of the Board under rule 65, the requisition seeking the general meeting must, in addition to any other requirements for notices, identify:
- 98.1 The alleged conduct on which any proposed sanction is based;
 - 98.2 The person or persons, including, if applicable, the entire Board, against whom the allegations are made; and
 - 98.3 The sanctions sought.
- 99 Any person against whom sanctions are sought, and, if applicable, the Board, must be given the opportunity to respond to any allegations and to make submissions as to the sanctions, if any, which should be imposed.
- 100 Neither the Chair nor the Deputy Chair of the Board may chair a general meeting at the time the motion to impose any sanction is being considered.

Chair to Preside

- 101 The Chair of the Board or, if not present, the Deputy Chair, is to preside at all general meetings of the Association.
- 102 If neither the Chair nor the Deputy Chair is present at a general meeting at the appointed time, a presiding officer is to be elected from the other Members of the Board present.
- 103 If there is no Member of the Board present and willing to act, another Member of the Association who is present may be elected to preside.

Notice of General Meetings

- 104 Subject to rule 110, not less than fourteen days notice must be given of every general meeting. The notice must specify the business proposed to be transacted at the meeting.

Quorum

- 105 At any general meeting fifty Members of the Association will constitute a quorum.

Voting

- 106 A resolution put to a vote will be determined by a show of hands.
- 107 The Chair will have a deliberative vote and, in the event of an equality of votes, a second or casting vote.
- 108 The Chair may direct that a vote be determined by ballot.
- 109 Any such ballot is to be conducted in the manner directed by the Chair.

Special Resolutions

- 110 Where the rules of the association provide for the membership of the association – a resolution passed at a duly convened meeting of the members of the association if:
- 110.1 At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of the Association; and
 - 110.2 It is passed at a general meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

NOTICES

- 111 Notices to Members to be given under these rules may be delivered by post or email to the address of the member shown on the register.
- 112 Proof of posting or emailing of a notice shall be conclusive evidence that the notice was sent and prima facie evidence that the notice was received.

ASSOCIATION BODIES

- 113 All associations, societies, clubs and other bodies comprising Members of the Association or present or past students, staff or parents of students and formed specifically for the benefit, support or welfare of the association or of any part of the Association or for any social purpose (“association bodies”), are subject to the direction, control and authority of the Board.
- 114 Association bodies must not use the name ‘Mt Barker Waldorf School’ or any badge, insignia, emblem, word or mark belonging to or associated with the Association for any purpose without the prior written consent of the Board.
- 115 The constitutions or rules of all association bodies:
- 115.1 Must be approved by the Board,
 - 115.2 May not be amended without the prior written consent of the Board, and
 - 115.3 Must be consistent with the objects and aims of the Association.

INDEMNITY

- 116 To the extent permitted by law, the association shall indemnify and keep indemnified:
- 116.1 The Board and Members of the Board;
 - 116.2 Officers of the Association;
 - 116.3 Duly appointed agents of the Association;
 - 116.4 The association's employees; and
 - 116.5 Any other persons performing services for the Association whether paid, unpaid or otherwise;
 - 116.6 With respect to all costs, losses, charges and expenses incurred by them or for which they become liable by reason of any contract entered into, or act or deed done by them in the discharge of their duties in accordance with this Constitution unless the cost, loss, charge or expense arises out of conduct on the part of the person which involves a lack of good faith.

ALTERATIONS TO CONSTITUTION

- 117 These rules may only be amended by a special resolution of Members.
- 118 A proposition for any amendment of these rules may not be put to the Members in general meeting unless it has been approved by at least three-quarters of the total membership of the Board.
- 119 Any amendments under this rule will come into effect immediately on being passed by the general meeting considering the same.

WINDING UP

- 120 The Association may be wound up voluntarily by a special resolution of Members.
- 121 If there remains after payment of its debts and liabilities (including any obligation to make payment to the Commonwealth):
- 121.1 Any surplus property of the Association, the same shall not be paid to or distributed among the Members, but shall be given or transferred to one or more educational institutions determined by a majority of the Members of the Board.
 - 121.2 Any recipient institution must have objects similar to the objects of the association and must be a charitable or public educational institution as defined in the *Income Tax Assessment Act* (Cth) which prohibits distribution, whether in money, property or otherwise, of its surplus to its Members.

COMMENCEMENT OF RULES

- 122 These rules will come into force forthwith upon being adopted by the association under the existing constitution.

CODE OF CONDUCT AND CONFIDENTIALITY FOR BOARD MEMBERS

- 123 In exercising their powers and discharging their duties all Members of the Board must:
- 123.1 Act in the best interests of the Association;
 - 123.2 Uphold the values, aims and objects, and good reputation, of the Association;
 - 123.3 Behave with honesty and integrity, respect and accountability;
 - 123.4 Demonstrate high standards of ethical behaviour and responsiveness to the needs and aspirations of the Association and the Members;
 - 123.5 Provide frank, honest, comprehensive, accurate and timely advice on the priorities, performance and operations of the association to members, their communities and funding bodies, consistent with the confidentiality requirement imposed by this code;
 - 123.6 Create policies in order to achieve the delivery of fair, effective, impartial and courteous service to the stakeholders in, and students of, the association;
 - 123.7 Expect, support and develop high standards of leadership;
 - 123.8 Act with due care and diligence;
 - 123.9 Treat other Board Members, staff, students, parents, Members of the Association and others with respect and courtesy and without harassment, discrimination or intolerance;
 - 123.10 Act within the requirements of all applicable Commonwealth and State laws and satisfy all common law obligations and responsibilities;
 - 123.11 Maintain appropriate confidentiality of, and accountability for, the acts of the Board;
 - 123.12 Disclose and take all reasonable steps to avoid any conflict of interest in connection with the operations or activities of the Association;
 - 123.13 Use the assets and resources of the Association in a proper and accountable manner;
 - 123.14 Make decisions about the allocation of assets and resources of the Association applying the principle that merit is the primary matter considered;

- 123.15 Not make any improper use of information obtained as Board Members or gain or seek to gain a direct or indirect pecuniary benefit or material advantage for any member, Board Member or employee or any related person, to the detriment of the association;
- 123.16 Not cause or permit any act with intent to deceive or defraud the Association, any member of the association or any other person;
- 123.17 Not provide false or misleading information in response to any request for information relating to the official activities of the association.

APPOINTMENT OF THE PRINCIPAL AND ASSISTANT PRINCIPAL

- 124 The selection process for Principal and Assistant Principal reflects a fundamental belief that in a Waldorf/Steiner school teachers should play the central role in selecting the association's educational leader provided that:
 - 124.1 The Principal is appointed, on the recommendation of the selection panel under rule 125, by, and is responsible to, the board; and
 - 124.2 The Assistant Principal is appointed, on the recommendation of the CLG under rule 126, by, and is responsible to, the Board; and
 - 124.3 The Board must have regard to the Principal's and Assistant Principal's capacity to function effectively not only as the educational leader but also as a member of the executive with its collective school-wide leadership responsibilities.
- 125 The Principal will be selected and appointed as follows:
 - 125.1 The Board will appoint a selection panel that will include at least one member of the CLG and such other people as the Board may nominate to select the candidate to be appointed as Principal.
 - 125.2 The chair of the selection panel will be elected by the members of the panel.
 - 125.3 The panel will review all applications, short-list applicants and recommend a preferred candidate to the Board, giving reasons in writing.
 - 125.4 The Board will review the appointment process and the merits of the proposed appointee.
 - 125.5 If the Board declines to make the appointment the selection panel will reconvene to consider other nominees until agreement is reached.
- 126 Accordingly the Assistant Principal will be selected and appointed as follows:
 - 126.1 The CLG will appoint a selection panel that will include the Principal and such other people as the CLG may nominate to select the candidate to be appointed as Assistant Principal.

- 126.2 In the absence of a principal, the Chair of the Board or another Member of the Board will be appointed the selection panel by the Board.
- 126.3 The Chair of the selection panel will be elected by the Members of the panel but must be a Member of the CLG.
- 126.4 The panel will review all applications, short-list applicants and recommend a preferred candidate to the Board, giving reasons in writing.
- 126.5 The Board will review the appointment process and the merits of the proposed appointee.
- 126.6 If the Board declines to make the appointment the selection panel will reconvene to consider other nominees until agreement is reached.

AMENDMENT LIST

Version	Date Approved	Approved By	Brief Description
1.00			<ul style="list-style-type: none"> • Original Document
2.00		AGM - 2013	<ul style="list-style-type: none"> • Major Review of Document • Changes made to para 5 – Membership Requirements • Para referring to Interim BAC deleted • Indemnity clause changed
3.00		AGM - 2014	<ul style="list-style-type: none"> • Amended in order to separate BAC & Board selection process • Term of Office for Board members changed to reflect anywhere up to 3 years.
4.00		August 2014 Special General Meeting	<ul style="list-style-type: none"> • Authority of Executive • Membership of Executive • Appointment of the Principal and Assistant Principal • Definition of Business Manager