

CONSTITUTION OF WILLUNGA WALDORF SCHOOL FOR RUDOLF STEINER EDUCATION Inc.

1. NAME:

The name of the Association shall be the
WILLUNGA WALDORF SCHOOL FOR RUDOLF STEINER EDUCATION Inc.
(hereinafter referred to as "The Association").

2. DEFINITIONS:

- 2.1. "Association" means Willunga Waldorf School For Rudolf Steiner Education Inc.
- 2.2. "Council" means the governing Committee of the Association
- 2.3. "School" means Willunga Waldorf School
- 2.4. "Head of School" means the person appointed to be responsible and accountable for the day to day operations of the School
- 2.5. "College of Teachers" means the body of teachers and staff who out of freedom, individually and collectively, connect with and carry responsibility for the education and culture of the school, working within the spirit of anthroposophy.
- 2.6. "Leadership Team" means staff appointed to work as a vital, collaborative team by actively engaging in and carrying responsibility for the day to day good management and leadership of the School.
- 2.7. "Business Manager" means the person appointed to assist the Head of School in managing all financial, compliance and administrative responsibilities of the School
- 2.8. "Parents & Friends" means current parents with children enrolled at the School and other persons admitted as members under clause 5.1.3
- 2.9. "Act" means Associations Incorporation Act 1985

3. OBJECTS:

The objects of the Association shall be:

- 3.1. To establish and maintain a School which is guided by the principles and philosophy of Dr. Rudolf Steiner (1861-1925) in their application to the education of children and young people.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP:

- 5.1. The Council will have responsibility for managing the membership records of the Association
- 5.2. Persons eligible to become members of the Association include:
 - 5.2.1. Any parent or guardian who has signed the enrolment form for a child at present attending the School,
 - 5.2.2. Any permanent staff member of the School,
- 5.3. Any other person willing to abide by the objects of the Association may apply to the Council for membership.
- 5.4. Eligible persons must confirm their membership for the year by signing a membership form and returning it to the Association Secretary. Membership will be automatically confirmed for eligible persons whose membership forms are submitted by the end of the final week of Term 1. Membership confirmation after that date is at the discretion of the Council except that no new members will be accepted during the period of notice for a Special General Meeting or the Annual General Meeting of members.
- 5.5. A register of members shall be maintained by the Association Secretary.
- 5.6. If at any time it shall be of the opinion that the interests of the Association so require, the Council may suspend or terminate an individual membership.

6. GOVERNANCE OF THE ASSOCIATION:

- 6.1. Governance of the Association will be the responsibility of the Council. The Council will support and guide the School to achieve its objects in a manner that engages the whole School community for the educational benefit of its students. The Council will also ensure that the School meets all its statutory and regulatory compliance requirements.
- 6.2. Appointment of the Public Officer will be the responsibility of Council.
- 6.3. The financial year of the Association is 1 January to 31 December.
- 6.4. Council will appoint an independent auditor at the end of each year for the following financial year.
- 6.5. Any member of Council or any sub-committee of Council shall immediately declare a conflict of interest on any matter coming before the Council or sub-committee and at the request of a majority of the Council or sub-committee shall absent themselves from discussions on that matter.

6.6. THE COUNCIL:

- 6.6.1. The Council shall comprise a minimum of 5 and a maximum of 9 members with voting rights elected in accordance with 6.6.2.
- 6.6.2. Council membership shall comprise the following:
 - 2 members of the Association selected by the College of Teachers.

- Up to 2 members of the Association who are not employees of the School selected by the Parents & Friends .
 - Up to 3 members of the Association who are not employees of the School selected by Council .The Head of School and Business Manager shall be members of the Council with full voting rights except
 - the Head of School will not vote on matters pertaining to the Head of School’s employment including salary, and
 - the Business Manager will not vote on matters pertaining to the employment of either the Head of School or Business Manager including salary.
- 6.6.3. The College of Teachers, the Parents & Friends and the Council will decide their own selection processes which will be presented to the AGM.
- 6.6.4. Council members other than the Head of School and the Business Manager are appointed at the AGM for a term of two years .
- 6.6.5. The Council will select from its membership a Chairperson, who shall not be an employee of the School, Secretary and Public Officer. The Chairperson will hold office until the first Council meeting following the AGM when the position will be declared vacant and the Council will elect a new Chairperson. The immediate past Chairperson will be eligible for re-election.
- 6.6.6. The Council shall determine an annual schedule of meetings to carry out its responsibilities as it deems appropriate. No business shall be transacted at any Council meeting unless a quorum of 5 members is present and includes
- one member who is a nominee of Council
 - one member who is a nominee of the College of Teachers
 - one member who is a nominee of the Parents and Friends
- 6.6.7. The Council may by resolution, fill any casual vacancy on the Council in accordance with 6.6.2; the member so appointed retaining the office until the following Annual General Meeting.
- 6.6.8. The Council may establish sub-committees to assist in the conduct of the business of the Council as it may deem necessary or expedient.
- 6.6.9. Council shall have the power to co-opt to the Council or any sub-committee of Council any member or members of the Association to assist in the conduct of the business of the Council as it may deem necessary or expedient. A person co-opted to assist Council
- is not a member of Council in accord with 6.6.2 and does not hold voting rights.
 - is subject to review of their position at the first Council meeting following the AGM by the incoming Council

- 6.6.10. The Council may whenever it thinks fit convene a Special General Meeting. Fourteen days notice at least specifying the place, day and hour of meeting and the general nature of business shall be given to all members through the School newsletter.
- 6.6.11. Council shall be responsible for the conduct of the AGM in accordance with 10.2.
- 6.6.12. The Council shall upon a requisition of 15 members or 20% of the total membership (whichever is the greater) convene a Special General Meeting. Fourteen days notice at least specifying the place, day and hour of meeting and the general nature of business shall be given to all members through the School newsletter.

6.7. THE COMPLIANCE AND FINANCE COMMITTEE:

- 6.7.1. The Compliance and Finance Committee is a sub-committee of Council
- 6.7.2. The Compliance and Finance Committee will comprise:
- The Business Manager
 - Up to 4 additional members of the Association appointed by the Council which will include at least one Council member who is not an employee of the School and who will act as Chairperson of the committee.
- 6.7.3. The role of the Compliance and Finance Committee will include:
- Ensuring that the School meets its statutory obligations, in particular:
 - Compliance with State & Commonwealth Funding Agreements
 - Compliance with all other relevant State and Commonwealth Legislation
 - Monitoring the School's financial position to ensure its ongoing viability
 - Ensuring that internal policies and procedures are in place and effective to meet School Registration requirements.
- 6.7.4. Council will ensure the Committee provides reports to Council at its discretion but not less than one report per term.

7. HEAD OF SCHOOL:

- 7.1. The Council will appoint a Head of School to take executive responsibility for the conduct of the day to day operations of the School.
- 7.2. The Council will convene a selection panel for the appointment of a Head of School which includes representation from Council and the College of Teachers
- 7.3. The Head of School is invested with executive decision making power with the expectation of a full collaborative, consultative leadership process.
- 7.4. The Head of School will be a full member of the College of Teachers.

- 7.5. The Head of School will consult and collaborate with the College of Teachers in the general conduct of the School.
- 7.6. The Head of School will work with a Leadership Team operating with a Terms of Reference approved by Council.

8. THE COLLEGE OF TEACHERS:

- 8.1. The College of Teachers , through its responsibility for the core pedagogical leadership of the School, carries a collective care for the School's educational and cultural wellbeing, and is engaged in shaping the culture, direction and evolution of the school.
- 8.2. The College of Teachers will have a Terms of Reference for membership and operation and inform all teaching staff of such requirements.
- 8.3. The College of Teachers will select from it's membership a Chairperson and a Secretary to record proceedings of meetings.
- 8.4. College of Teachers members elected to Council in accord with 6.6.2 are appointed at the AGM for a term of two years .

9. PARENTS AND FRIENDS:

- 9.1. Parents and Friends will conduct their affairs in consultation with the Head of School and adhere to all School requirements as advised from time to time.
- 9.2. Parents and Friends of the School are encouraged to work in collaboration with the College of Teachers for the benefit of the education and social life of the School community as a whole.
- 9.3. Parents and Friends will have a Terms of Reference for membership and operation which will be made available for general viewing at the School office.
- 9.4. Parents and Friends members elected to Council in accord with 6.6.2 are appointed at the AGM for a term of two years .

10. THE ASSOCIATION:

- 10.1. Officers of the Association shall comprise Chairperson, Secretary, and Public Officer who shall be selected by the Council.
- 10.2. The Annual General Meeting of the members of the Association shall be held in the first half of term 2 in each year, and at least fourteen (14) clear days notice of such meeting shall be given.

The business of the meeting shall be:

10.2.1 To receive reports from the various committees and action groups within the School. These include:

- Finance Report and Audited accounts as required by Section 35(6) of the Act

- Chair's report
- Head of School's report
- College of Teachers report
- Parents & Friends report

10.2.2 Appointment of an independent auditor for the ensuing year

10.2.3 Appointment of new Council members in accordance with 6.6.2.10.2.4 To transact such other business as may be brought before the meeting which the Council may consider relevant.

10.2.5 Notice of all Annual General Meetings and Special General meetings shall be given at least fourteen days prior to the date of the meeting specifying the place, the day and the hour for the meeting. Such notice shall be given through the School newsletter or in any other way that is equally accessible to all Association Members.

10.2.6 No business shall be transacted at any Annual General Meeting or Special General meeting unless a quorum of 15 members or 20% of the total membership (whichever is the greater) is present at the commencement of such business. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned to such place, date and time as the Chairperson of the meeting shall decide provided that no such meeting shall stand adjourned for a period of more than fourteen days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.

10.3. Incoming Council members shall assume office immediately following the AGM.

10.4. Rights of members.

10.4.1. The rights and privileges of a member shall not be transferable.

10.4.2. Retirement of members. Any member who desires to retire shall give notice in writing to the Association. Upon receipt by the Association of the Notice such member's name shall immediately be removed from the Register of members .

11. OFFICERS:

11.1. The Chairperson

11.1.1. The Chairperson shall chair Council and General meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another member may be elected as meeting chairperson.

11.1.2. The Chairperson together with the Secretary shall prepare the agenda for Council and General Meetings including all requests from Council Members provided within 7 days of a scheduled meeting.

- 11.1.3. The Chairperson shall encourage full balanced participation in meetings and shall decide on matters of order.
- 11.1.4. The Secretary shall give notice of meetings in accordance with the provisions of this constitution.
- 11.1.5. The Secretary shall cause records to be kept on behalf of the Association including the Constitution and policies, a register of members, notices and minutes of meetings , a file of correspondence, and submissions or reports made by or on behalf of the Association.
- 11.1.6. The Secretary will ensure a register of members is available at the AGM for
- the Association
 - the College of Teachers
 - the Parents and Friends
- 11.1.7. In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member shall be elected as minutes secretary.

12. AMENDMENTS OF CONSTITUTION AND RULES:

- 12.1. This constitution may be repealed or amended by resolution of three quarters of members present and voting at a General Meeting of which not less than one calendar month's written notice including notice of the proposed new rule, repeal or amendment has been made available to all members provided that a quorum of 15 members or 20% of the total membership (whichever is the greater) is present at the commencement of the meeting.
- 12.2. Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Council Meeting subject to subsequent disallowance at a General Meeting, provided that not less than one calendar month's written notice of the new rule, repeal or amendment has been distributed to all members.

13. FINANCES AND PROPERTY:

- 13.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 13.2. The income property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association and shall not be paid or transferred to the members or relative of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

- 13.3. An employee of the Association shall notwithstanding that employment be entitled to be a member of the Association, the Council or any sub-committee provided that:
 - 13.3.1. An employee shall immediately declare a conflict of interest when matters concerning his/her employment or other personal interests are to be discussed. At the request of a majority of the Council, or one of its committees, the employee concerned shall remain absent during such discussions.
- 13.4. On dissolution all property whether real or personal remaining after all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
 - 13.4.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein:
 - 13.4.2. If the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be approved: and
 - 13.4.3. The Association shall not be dissolved except by approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice of the proposed dissolution has been given to all members.

14. DECISIONS:

- 14.1. Unless otherwise required by law or by these Rules all matters to be decided at any meeting whether of members or of the Council and its committees shall be decided by consensus.
- 14.2. A declaration by the chairperson that a resolution has by consensus been carried or lost or not carried and an entry to that effect in the book containing the Minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 14.3. If a poll is duly demanded it shall be taken in such a manner and at such time and place as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll demanded on the election of a chairperson of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
- 14.4. Votes of members: Every member present in person at an Annual or Special General Meeting of the Association shall on show of hands and upon a poll have one vote.

15. COMMON SEAL:

- 15.1. The Association shall have a Common Seal to be kept secure in a place determined by the Council.
- 15.2. The Common Seal of the Association shall be affixed to any instrument subject to approval of the Council.

16. AFFILIATION:

16.1. The Council may:

16.1.1. Make application for affiliation with such organisations and associations as the Council in its absolute discretion may think fit.

16.1.2. Elect a representative or representatives to attend meetings of such organisations and associations aforesaid.

16.1.3. Invite a representative or representatives from such organisations aforesaid to attend any meeting of the Association.

17. INTERPRETATION OF RULES AND CONSTITUTION AND BY-LAWS:

17.1. The decision of the Council on the construction or interpretation of these Rules and Constitution or any by-laws made thereunder shall be conclusive and binding on all members unless and until the same shall be over-ruled by an Annual General Meeting or Special General Meeting called for that purpose.

17.2. In these Rules and Constitution the feminine includes the masculine and vice versa.

* * * * *