

## EMMANUEL ANGLICAN COLLEGE CONSTITUTION ORDINANCE 1997

AN ORDINANCE to provide for the constitution of the Emmanuel Anglican College Council and matters incidental thereto.

### PREAMBLE

WHEREAS it is desirable that a Council be constituted for the said Emmanuel Anglican College and a Constitution be provided for the good government and management of the said College.

AND WHEREAS by the provisions of the Anglican Church of Australia (Bodies Corporate) Act and the Bodies Corporate (Delegation of Powers) Ordinance 1988 the Bishop-in-Council is empowered during the recess of Synod to exercise certain powers and such recess now exists;

THEREFORE the Bishop-in-Council in pursuance of such powers and in the name of the Synod hereby ordains declares directs and rules as follows:

### CONSTITUTION OF THE EMMANUEL ANGLICAN COLLEGE

1. It is expedient for the purpose of managing, governing and controlling the said Emmanuel Anglican College that the persons who are named in the First Schedule shall be for the time being the members of the Emmanuel Anglican College Council.
2. The affairs of the College shall be conducted in accordance with the Constitution contained in the Second Schedule hereunder.

### SHORT TITLE

3. This Ordinance may be cited as the Emmanuel Anglican College Constitution Ordinance 1997.
4. This Ordinance shall come into effect upon receiving the assent of the Bishop.

### FIRST SCHEDULE

Appointed under Section 6.1.1.

The Right Reverend B A Schultz

Appointed under Section 6.1.2.

No appointment made at this time

Appointed under Section 6.1.3.

No appointment made at this time

Appointed under Section 6.1.4.

No appointment made at this time

Appointed under Section 6.1.5.

|                   |                                   |
|-------------------|-----------------------------------|
| Three year term - | Mrs M Kennedy<br>Mr H Brockington |
|-------------------|-----------------------------------|

|                 |                             |
|-----------------|-----------------------------|
| Two year term - | Mr K Percival<br>Mrs G Whit |
|-----------------|-----------------------------|

|                 |                           |
|-----------------|---------------------------|
| One year term - | Mrs L Smith<br>Mr R Bacon |
|-----------------|---------------------------|

Appointed under Section 6.1.6.

No appointment made at this time

Appointed under Section 6.1.7.

No appointment made at this time

CONSTITUTION OF EMMANUEL ANGLICAN COLLEGE,  
BALLINA

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## 1. DEFINITIONS

1.1.0 In this Constitution the singular includes the plural and vice versa and the masculine includes the feminine and vice versa and unless the context otherwise requires or indicates:

1.1.1 *Act* means the Anglican Church of Australia (Bodies Corporate) Act 1938 as amended:

1.1.2 *Annual General Meeting* means a meeting of Council held between 1<sup>st</sup> February and 30<sup>th</sup> April (inclusive) in each year, to which parents and interested citizens are invited:

1.1.3 *Bishop* means the Bishop of the Diocese of Grafton or his Commissary or his nominated representative if he be absent from the State, or the Administrator if the See be vacant:

1.1.4 *Bishop-in-Council* means the Bishop acting with the advice and consent of the Council of the Diocese:

1.1.5 *Body Corporate* means the Body Corporate incorporated under the Act for the College:

1.1.6 *College* means the Emmanuel Anglican College Incorporated:

1.1.7 *Business Manager* means the Business Manager appointed by the Council:

1.1.8 *President* means the 'Bishop' or his 'Commissary' or his 'Nominated Representative':

1.1.9 *Chairperson* means the person appointed hereunder as chairperson of the Council and that person shall act as chairperson of all meetings of the Council in the absence of the President:

1.1.10 *Council* means the Emmanuel Anglican College Council as constituted hereunder:

1.1.11 *Financial Year* means the year from 1<sup>st</sup> January to 31<sup>st</sup> December:

1.1.12 *Member* means a member of the Council:

1.1.13 *Ordinance* means an ordinance of the Diocese of Grafton:

1.1.14 *Principal* means the teacher appointed by the Council as head of Emmanuel Anglican College (Primary School and Secondary School) and whether known as the Principal, Headmaster or other title:

1.1.15 *Rector* means the incumbent of a Parish in the Richmond Region of the Diocese of Grafton:

1.1.16 *Secretary* means the person or persons appointed by the Council to act as Minute and/or Correspondence Secretary of the Council:

1.1.17 *Synod* means the Synod of the Diocese of Grafton:

1.1.18 *Treasurer* means the person elected or appointed as Treasurer of the Council by the Council.

## **2. AIM AND OBJECTIVES OF THE COLLEGE**

### **Aim**

- 2.1.0 The College shall be a co-educational centre of learning established for the purpose of developing a community of faith based upon belief in God and the Christian Way of life according to the principles and traditions of the Anglican Church of Australia. In particular the College will reflect the Vision and Mission Statements of the Diocese of Grafton.

### **Objectives**

- 2.2.0 To expose students to a well balanced programme and so challenge each student to develop his/her unique potential through extensive participation in intellectual, spiritual, cultural, aesthetic and physical pursuits.
- 2.2.1 To cater for the individual educational needs of each student in order to develop self confidence, high self esteem and respect for all humanity.
- 2.2.2 To equip students to become self disciplined, motivated and expressive individuals, striving for excellence in all their endeavours.
- 2.2.3 To encourage students to become critical thinkers capable of making reasoned and informed judgments.
- 2.2.4 To encourage staff to employ a complete range of teaching techniques and equipment in order to facilitate mastery of the basic skills and subjects whilst guiding each individual towards his/her own level of achievement.
- 2.2.5 To provide non vocational interests and skills for students which will assist them to make optimum use of their leisure time during their College and later adult life, and so become active contributing members of their society.
- 2.2.6 To develop a school community which draws together students, staff and parents in a Christian environment.
- 2.2.7 To provide opportunities for students to become socially aware and tolerant of the needs of other members of our community.
- 2.2.8 To foster genuine human relationships among students, staff, parents and others associated with the College through a system of Pastoral Care based on Christian beliefs and values.
- 2.2.9 To recognise, welcome and incorporate the decisive role of both parents and the community in education, and seek to promote a high correlation between College, home, and community values.
- 2.2.10 To care for the mental, spiritual and physical well bring of each member of staff.

- 2.2.11 To regularly re-evaluate the structures and processes of the College and the College's relationship with parents, the community and Christian education at large, so as to ensure that there is consonance between the Christian values expressed by the College and the actual practices of the College.
- 2.2.12 To promote both pride in, and respect for, the College as a centre of learning that inspires a love of God, of our country and of all humanity.

### **3. STUDENTS**

#### **General**

- 3.1.0 The Council may prescribe criteria and procedures which limit enrolment to or give preferential enrolment to:
- a) the children of Anglicans;
  - b) the children of Christians, including those adhering to any one or more Christian denominations determined by the Council from time to time;
  - c) children who are brothers or sisters or sons or daughters of current or previous students of the College;
  - d) such other children or groups of children which the Council may determine, based on any other lawful grounds.
- 3.1.1 Once a student has been accepted for enrolment he or she is not to be preferentially disadvantaged by any of the criteria mentioned in the previous clause.

#### **Tuition Fees**

- 3.2.0 The Council shall from time to time prescribe scales of tuition fees payable on behalf of students attending the College provided that the Principal may determine that a student be excused the payment of such fees. [See section 6.10.1]
- 3.2.1 The Council shall set policies from time to time for the Principal to assist the Principal in determining in respect of any student whether or not any such student be excused the payment of tuition fees.
- 3.2.2 The Council may establish from time to time bursaries or scholarships for the waiver of tuition fees (in whole or in part) on such terms as it may think fit. The Council shall prescribe criteria and conditions for the award or cancellation of any bursary or scholarship it establishes.
- 3.2.3 The Council may apply the proceeds in whole or in part of any donation received by the College to the establishment of any bursary or scholarship. However, in prescribing the criteria and procedures for the award of any bursary or scholarship financed in whole or in part from the proceeds of any such donation, the Council shall consider the requests [if any] of the person or body making the donation and shall not unreasonably deny the acceptance of those requests.

#### **4. THE STAFF OF THE COLLEGE**

- 4.1.0 The staff of the College may include a Principal, a Deputy Principal, a Business Manager and such other staff as determined by Council.
- 4.1.1 The Principal shall be a person of Christian faith and character who is committed to furthering and capable of furthering the cause of Christian education in the College as a Church College.
- 4.1.2 The Principal should preferably be a communicant of the Anglican Church in Australia, or otherwise a communicant member of another Christian denomination.
- 4.1.3 The Principal shall be appointed by the Council on such terms and conditions as the Council sees fit.

#### **THE PRINCIPAL**

##### **Duties and Powers**

- 4.2.0 Subject to this constitution and the directions of the Council, the Principal shall have the conduct and the management of the College and responsibility for the moral government and discipline of the pupils while under the direction and control of the College.
- 4.2.1 The Principal shall ensure the proper attention of pupils to their studies and to any exercises required of them out of College hours and may make rules and regulations for any such purposes.
- 4.2.2 The Principal, subject to any College policy, may suspend any pupil for misconduct and shall report the suspensions and the cause thereof to the next ordinary meeting of the Council or to a special meeting called for such purposes.
- 4.2.3 The appointment and dismissal of all members of the staff, other than the Principal and the Business Manager, shall rest with the Principal, provided that the terms of their appointment and dismissal shall conform to this Constitution and with any directions of Council in that regard.
- 4.2.4 The Principal shall submit to such meetings of Council as he thinks fit or the Council determines:-
- a) any proposal to change any existing policy in respect of the conduct and management of the College;
  - b) reports on the progress of College and the state of education therein;
  - c) any changes in the membership of the staff;
  - d) any proposal for the appointment and dismissal of teachers; and
  - e) any other matter which appears to the Principal or the Council to require consideration by the Council

### **Custody of College Records**

- 4.3.0 The Principal shall have custody of all educational records of the College.
- 4.3.1 The Business Manager shall have custody of all other administrative and financial records of the College.
- 4.3.2 If no Business Manager is employed, the Principal shall have custody of all records [i.e. administrative and financial as well as educational] of the College. There upon the Principal may delegate authority to a member of staff to be responsible for certain administrative and financial records. The Principal may revoke such authority from time to time.
- 4.3.3 The following shall form part of the permanent educational records of the College and shall not be disposed of:
- a) Admission Register
  - b) Staff Meeting Records and staff register
  - c) Equipment Register
  - d) Manual of Policies and Procedures
  - e) Class Rolls
  - f) Annual timetable
  - g) Records of Accreditation and Certification
- 4.3.4 The following records shall be kept for the same period as required for NSW State Schools;
- a) Student record and assessment files
  - b) Work Programmes, Teaching Programmes and Registers
  - c) Copies of written communications to parents

### **Deputy Principal**

- 4.4.0 The Deputy Principal may be appointed in writing by the Principal in conjunction with the Council.
- 4.4.1 During the Principal's absence from the College or suspension or inability to act the Deputy Principal may exercise the powers and duties of the Principal and shall be subject to all provisions of this Constitution in respect of the Principal.

- 4.4.2 In the event of the Deputy Principal being unable to act as Principal, the Council shall appoint another suitable person to serve as Acting Principal, who shall be subject to all provisions of his Constitution in respect of the Principal.

### **Business Manager**

- 4.5.0 A Business Manager may be appointed, such appointment must be in writing, and such appointment and any subsequent dismissal shall be made by the Principal in conjunction with the Council.
- 4.5.1 The Business Manager shall meet the requirements of a Business Manager set out in any job description given to the Business Manager.
- 4.5.2 a) The Business Manager of the College shall be responsible to both the Principal and the Council for the financial and business administration of the College.
- b) In the execution of his duties, the Business Manager shall comply with any reasonable direction given by the Principal.
- 4.5.3 The Business Manager may, at the discretion of the Council, be the Treasurer of the Council.
- 4.5.4 After due consultation and negotiation the Business Manager shall perform such additional duties as are determined by the Council.

### **Ancillary and Maintenance Staff**

- 4.6.0 The College Council shall authorise the Principal to appoint various ancillary and maintenance members of Staff as required for the proper function of the College. Conditions and terms of employment for each person shall be determined by the Council.

### **Policies relating to Staff**

- 4.7.0 The Council in conjunction with the Principal shall develop in writing policies to be implemented by the Principal, regarding the appointment and dismissal of staff, duties of staff, the welfare of staff, procedures for the revaluation of staff and procedures for resolving grievances of staff.

## **5. CURRICULUM**

- 5.1.0 As an educational leader the Principal, in consultation with staff and parents, will develop a curriculum -
- a) providing for the spiritual and moral development of students to ensure they are grounded in the Christian faith;
- b) reflecting the content of a syllabus as determined by the NSW Department of School Education and Board of Studies.



- 5.1.1 Curriculum development and curriculum changes shall be directed towards the achievement of the aim and objectives of the College pursuant to Section 2.
- 5.1.2 The Principal shall seek Council endorsement before implementing the Curriculum of the College or any changes to it.
- 5.1.3 The Principal may delegate responsibility for recommending curriculum changes to any person or persons, whether members of the staff or otherwise. The Principal shall consider such recommendations as that person or persons may make, and present such recommendations to the Council for consideration and endorsement.

## **6. COLLEGE COUNCIL**

### **Membership**

- 6.1.0 The Council shall consist of the following members, each of whom must be aged 18 years or above:-
- 6.1.1 The Bishop, who shall be President of the Council;
- 6.1.2 A Rector, who shall be appointed by the Bishop;
- 6.1.3 The Principal who shall be an ex-officio member of Council;
- 6.1.4 The Business Manager who may act as Minute Secretary of the Council;
- 6.1.5 Six citizens, who support the aims of the College, four of whom shall be communicant members of the Anglican Church;
- 6.1.6 Three persons each being a parent or guardian of a student at the College;
- 6.1.7 One person appointed by the Bishop;
- 6.1.8 A person who is an employee of the Council shall not be eligible to be a voting member of the Council.

### **Secretary of the Council**

- 6.2.0 a) The Council shall appoint a person or persons to act as Minute and/or Correspondence Secretary to the Council upon such terms and conditions as the Council thinks fit.
- b) The Secretary of the Council shall be required to undertake all necessary duties as directed by the Council.

### **Appointment of First Members**

- 6.3.0 Following the passing of an ordinance approving the Constitution of the College and its Council, Bishop-in-Council shall appoint the first members of the Council as required under Section 6.1.5.

- 6.3.1 The Bishop-in-Council shall by resolution determine which third of the first appointed members under Section 6.1.5 shall retire after one year, two years and three years respectively.

#### **Appointment of Council**

- 6.4.0 At the Annual General Meeting of the Council which shall be held between 1<sup>st</sup> February and 30<sup>th</sup> April in each year from and including 1998 qualified persons who have been nominated under Section 6.4.1. shall be elected for recommendation to Bishop-in-Council as members of Council required to be appointed under Sections 6.1.5 and 6.1.6.
- 6.4.1 Qualified persons shall be selected by members of the Council to fill vacancies under Section 6.1.5. Qualified persons to fill vacancies under Section 6.1.6 may be nominated by members of the Council or by parents and in attendance at the Annual General Meeting.
- 6.4.2 Following the first Annual General Meeting the Bishop-in-Council shall by resolution determine which parent or guardian appointed a member under Section 6.1.6 shall retire after 1 year, two years and three years respectively.
- 6.4.3 Council may recommend sufficient persons to fill any pending vacancies or may recommend additional persons if it so determines.
- 6.4.4 Bishop-in-Council shall appoint the members of the Council and may, without giving reasons therefore, decline to appoint any person nominated.
- 6.4.5 The terms of appointed members shall commence on the date of their appointment by Bishop-in-Council.
- 6.4.6 The term of a member appointed under Sections 6.1.5 and 6.1.6 shall be three years, with the exception of those members named under Section 6.3.1 and Section 6.4.2.
- 6.4.7 A retiring appointed member shall be eligible for re-appointment and notwithstanding anything contained in the Constitution shall remain a member of Council and continue to hold any office to which the member may have been elected or appointed until the vacancy caused by the members retiring has been filled.
- 6.4.8 In all cases persons aspiring to membership of the Council must provide to the Chairperson a written statement of background and capacity to contribute positively to the growth and development of the College.
- 6.4.9 A casual vacancy shall occur if a member of the Council other than the Bishop or the Rector:-
- a) dies;
  - b) resigns in writing addressed to the Chairperson, or in the case of the Chairperson in writing addressed to the President and in such case shall unless the writer specifies a later date be deemed to be effective when the Chairperson or President (as the case may be) receives the written resignation;

- c) ceases to have any qualification which was necessary for the members appointment;
- d) becomes bankrupt within the meaning of the law in force for the time being relating to bankrupts or if the member's affairs are compounded with creditors;
- e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- f) is absent without leave of Council from three consecutive meetings of Council;
- g) attains the age of seventy years;
- h) is removed by the Bishop-in-Council and Bishop-in-Council may remove any member without assigning any reason therefor.

6.4.10 The Bishop-in-Council upon request from the Council that the office of an appointed member be declared vacant may:-

- a) inform the member of the requested declaration of vacancy and the grounds on which it will be proposed;
- b) give the member reasonable opportunity at the next meeting of Bishop-in-Council to make a written submission showing cause why the office should not be declared vacant.

6.4.11 After considering the request of Council and the submission from the member the Bishop-in-Council shall determine whether or not to declare the office vacant.

6.4.12 A casual vacancy shall be filled by the nomination of a new person by the Council to the Bishop-in-Council for appointment.

6.4.13 A person who fills a casual vacancy shall hold office until the day on which the person whose vacancy was filled would have retired had the vacancy not occurred

### **Council Meetings**

6.5.0 The Council shall hold Ordinary Meetings at least six times each year at intervals not exceeding three months.

6.5.1 Meetings of the Council may be convened by either the President or the Chairperson who shall cause at least fourteen days written notice to be given to each member.

6.5.2 The President if present, may preside at meetings of Council.

6.5.3 At the first meeting of the Council after it has been constituted and at the first meeting held after the appointment of new members under Section 6.1.5 and 6.1.6 each year, a member (other than the President) shall be elected as Chairperson by the Council. The Chairperson shall hold office for one year and shall be eligible for re-election.

6.5.4 In the absence of both the President and the Chairperson the Council shall elect one of the members of the Council then present to be Chairperson at that meeting.

- 6.5.5 The person presiding at a meeting of Council shall have both a deliberative and a casting vote at the meeting.
- 6.5.6 At meetings of the Council five voting members shall constitute a quorum.
- 6.5.7 Subject to the concurrence of the Chairperson the Council may invite a person not a member of Council to be present for the whole or part of a meeting of Council and to speak thereat, but that person shall not be entitled to vote.

### **Special Meetings**

- 6.6.0 A special Meeting of the Council may be held to consider a specific item of business. At least 14 days written notice shall be given to each member specifying the date, time and place of meeting and the business to be discussed.
- 6.6.1 Decisions of a Special Meeting shall be in the form of a Special Resolution for which at least eight members of the Council have voted in the affirmative.

### **Annual General Meeting**

- 6.7.0 The Annual General Meeting will be open to all interested members of the College's Community.
- 6.7.1 The Agenda for Annual General Meetings shall include the following:-
- a) Confirmation of the minutes of the preceding Annual General Meeting attending to any business arising therefrom;
  - b) Presentation of report by the Principal;
  - c) Presentation of report by the Chairperson;
  - d) Presentation of financial statements;
  - e) Announcement of names of prospective members of Council; (Reference 6.1.5)
  - f) Selection of Council's three nominees for recommendation to Bishop-in-Council as parent or guardian members of Council; (Reference 6.1.6)
  - g) Election of Auditor;
  - h) Any other business of which Council has been given notice.
- 6.7.2 All present at the Annual General Meeting with the exception of employees of the Council are entitled to vote upon motions accepted by the Chairperson;
- 6.7.3 Resolutions shall be made as recommendations for Council to consider for implementation.

## **Duties and Powers of Council**

- 6.8.0 The Council as constituted by ordinance and this Constitution may be constituted as a Body Corporate under the act by an enabling ordinance and shall enjoy and exercise the powers pertaining to a Body Corporate.
- 6.8.1 The Council shall manage and conduct the affairs of the College in accordance with the provisions of any relevant Act of Parliament, ordinance of the Diocese and this Constitution.
- 6.8.2 The Council shall pursue the aims of the College as stated in Part 2 hereof.
- 6.8.3 The Council, subject to the provisions hereof, may regulate its own proceedings and for that purpose it shall have power to make, rescind or alter regulations or by-laws not inconsistent with the Constitution.
- 6.8.4 The Council may authorise, in writing, any person or persons to do any specified act on its behalf and may prescribe conditions for the exercise of the authorisation.
- 6.8.5
- a) The Council may appoint sub-committees either specifically or generally and co-opt non-Council members to such sub-committees.
  - b) Such sub-committees shall perform such tasks as are specified by the Council and shall report to such Council meetings as are determined by Council.
  - c) The Council may from time to time determine the legal structure and composition of such sub-committees and the basis and guidelines on which such sub-committees shall operate.

## **Management of Property**

- 6.9.0 The Council shall manage the assets of the College.
- 6.9.1 The Council may maintain, improve, extend and add to the lands premises and other property of any kind held occupied or used directly or indirectly by the Council.
- 6.9.2 The Council may solicit and accept real or personal property of any kind by way of gift subsidy or subvention as the Council may think fit.
- 6.9.3 The Council may purchase take on lease or hire an real or personal property or any rights or privileges which the Council may think fit.
- 6.9.4 The Council may petition the Synod or Bishop-in-Council for an ordinance directing Council to sell, mortgage, exchange, lease, dispose of or turn to account or otherwise deal with any or all or any part of the lands premises and buildings of any kind owned by the Body Corporate or the Council or occupied or used directly or indirectly by it in connection with the College.

## **Management of Finances**

- 6.10.0 Council shall make financial and other arrangements and decisions for the present and future conduct of the College whether at the original site or at any other site acquired for College use.
- 6.10.1 The Council shall determine the scale or scales of fees to be paid for tuition of pupils. The Council may determine, or may delegate in writing to an employee the power to determine, any allowances or subsidies which may be granted to parents or other persons responsible for payment of fees.
- 6.10.2 The College may borrow or raise money and secure the repayment thereof with or without interest in such manner as the Council may think fit and to secure the sums or the repayment or performance of any debt, contract guarantee or other liability incurred or entered into by the Council in any way and in particular (subject to Section 6.9.4) by charging all or any of the lands premises or other property of any kind both present and future owned by the Body Corporate or the Council or occupied or used directly or indirectly by it in connection with the College.
- 6.10.3 The College may invest and deal with money in accordance with the provisions of the Church Trust Property Ordinance 1934, as amended, or any such other form or forms of investments as shall be approved by resolution of the Bishop-in-Council at the request of the Council provided that no such approval shall be effective for a period in excess of three years. The College may also invest funds in any authorised trustee investment.
- 6.10.4 The College may enter into contracts of any kind (including contracts of guarantee and indemnity) and draw, make, accept, endorse, discount, execute and issue cheques and other negotiable or transferable instruments.
- 6.10.5 The Council may determine the College policy on any matter thing or issue whatsoever and may delegate the administration of any policy to the Principal of the College.
- 6.10.6 Notwithstanding Clause 6.10.4 a the College may lend and advance money or give credit to any person or company whether on security or not and take such security (if any) as the College may think fit for money lent or advanced or credit given by it.
- 6.10.7 All funds received by the College shall be deposited without deduction in a financial institution approved by Council. Accounts shall be opened and closed only with the authority of Council, which shall determine the names and styles of accounts.
- 6.10.8 Any funds not required to be disbursed immediately may be invested in the name of the College in any form of investment authorised under the Church Trust Property Ordinance for trust funds.
- 6.10.9 All cheques or withdrawal forms drawn on any account in the name of the College shall be signed by 2 persons authorised by Council. Such persons so authorised may be a member of Council, the Principal of the College (or in the absence of the Principal, a deputy Principal) or the Business Manager.

## **Liabilities of Council**

- 6.11.0 The Council shall not execute or deliver any mortgage, charge, debenture, guarantee indemnity or promissory note unless the following clause is included therein: "Notwithstanding anything contained herein to the contrary each of the parties hereto acknowledge and agree that the Emmanuel Anglican College Council shall not be liable to any express or implied obligation beyond such amount (if any) as the Emmanuel Anglican College (or any receiver or manager or liquidator) may be able to pay out of the assets of the College to that party in the event of the Emmanuel Anglican College being wound up."
- and such clause shall not be made subject to any qualification.
- 6.11.1 The College shall be solely responsible for all liabilities incurred by it or on its behalf.
- 6.11.2 The Council and its members and each of them shall not represent to any person or persons or corporation that the Bishop of Grafton or the Synod of the Diocese of Grafton or the Bishop-in-Council thereof or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia in the Diocese of Grafton or any other corporate body constituted by or pursuant to the Act (other than the Body Corporate as herein defined) shall or may meet or discharge all or any part of any liability which has been or may or will be incurred wholly or partly by or on behalf of the Council.
- 6.11.3 Members of the Council shall be indemnified out of the property of the College the Council and or the Body Corporate for any loss or liability properly incurred by the Council for which they may become personally liable in so far as such liability was not incurred by reason of their misconduct or wilful default.

## **Accounts**

- 6.12.0 The Council shall :
- a) cause to be prepared an annual budget of income and expenditure;
  - b) cause to be kept such accounting records as correctly record and explain the transactions and financial position of the College;
  - c) cause its accounting records to be audited annually in accordance with this constitution;
  - d) cause all records to be kept for at least seven years after the end of the financial year to which they relate, and
  - e) notify immediately the Secretary of Bishop-in-Council if in its opinion any circumstances have arisen that may affect the ability of the College to meet its liabilities as and when they fall due.

- 6.12.1 At least once in every year the Council shall present a report on its proceedings and the progress and condition of the College to the Synod and the Bishop-in-Council and shall furnish such other information as may be required from time to time by resolution of Synod or Bishop-in-Council.

### **Audit**

- 6.13.0 The Council shall:
- a) appoint, as the auditor of the College, a person or persons registered as a company auditor under the Acts or Ordinances of any State or Territory of the Commonwealth of Australia or any person who is not so registered but who is a member of the Australian Society of Accountants or the Institute of Chartered Accountants in Australia;
  - b) upon the resignation or retirement of any person so appointed, appoint another person or persons and:
  - c) notify the Bishop-in-Council of the name and address every person or persons so appointed.
- 6.13.1 It shall be a condition of the appointment of every auditor appointed pursuant to this Constitution that the auditor will promptly notify the Secretary of the Bishop-in-Council:
- a) if the auditor is of the opinion that communication with the Council is inadequate regarding deficiencies in internal control, qualification of the auditor's report or any other matter; or
  - b) if the auditor has not signed a report on accounts prepared pursuant to this Constitution within six (6) months of the end of the financial year of the College.

### **Insurance**

- 6.14.0 The Council shall effect insurance cover through the Diocese of Grafton Master Insurance Policies or such other Company approved by the Bishop-in-Council for the following risks and for cover approved by the Bishop-in-Council from time to time:
- a) Workers Compensation;
  - b) Public Risk;
  - c) Property;
  - d) Voluntary Workers;
  - e) Pupils for any liability accruing to the College;
  - f) Professional Indemnity;
  - g) Council members liability;



- 6.14.1 The Council shall effect insurance against such other risks and cover as may be required by Bishop-in Council and may insure against such other risks as it sees fit.

#### **Custody of Council Records**

- 6.15.0 Refer to Sections 4.4.1 and 4.4.2

- 6.15.1 The following shall form part of the permanent administrative and financial records of the Council and shall not be disposed of:

- a) Minutes of Council and sub-committees;
- b) Audited Annual financial statements;
- c) Reports of Auditors;
- d) Records of Contracts;
- e) Deeds of conveyance of land;
- f) Certificate of title;
- g) Lease or mortgage documents;
- h) Contracts of sale;
- i) Declarations of trust.

Any other records may be disposed of, if Council so determines, after they have been kept for seven years.

#### **College Building Fund**

- 6.16.0 The council shall establish a College Building Fund which shall be applied and used exclusively for providing money for the acquisition, construction or maintenance of a building or buildings used, or to be used, by the College for educational purposes.
- 6.16.1 The assets and income of the Building Fund shall be applied solely in furtherance of the objectives specified in Clause 6.16.0, and no portion shall be distributed directly or indirectly to the members of the Council except as bond fida compensation for services rendered or expenses incurred on behalf of the Building Fund.
- 6.16.2 The Building Fund may invest and deal with moneys in accordance with Section 6.10.3.
- 6.16.3 The Council shall open and maintain in the name of the Emmanuel Anglican College, Building Fund an account or accounts at such financial institutions as the Council may from time to time determine and the Council shall pay into such account or accounts all moneys which come into its hands and which form part of the Building Fund.

- 6.16.4 The Council shall cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Building Fund, and such records shall be audited at least once a year, by the Council Auditor appointed under Section 6.7.1.g).
- 6.16.5 Upon the winding up or dissolution of the Building Fund, the amount which remains after the satisfaction of all debts and liabilities shall be paid and applied by Council in accordance with Section 7.3.1.a) and 7.3.1b).

#### **Management of College Foundation**

- 6.17.0 The College Council is authorised to establish a Foundation to encourage the making of gifts and testamentary dispositions to or for the benefit of the College or any of its funds accounts or any trusts or funds established for the benefit of the College;
- 6.17.1 For the purpose of 6.17.0 above the Council may establish an incorporated body being a proprietary company a company limited by guarantee or such other legal entity as the Council may in its discretion determine;
- 6.17.2 Any legal entity referred to in 6.17.0 or 6.17.1 above may establish or settle any trust or trusts for the purposes of the Foundation.
- 6.17.3 The College Council is authorised to obtain approval (when appropriate) from the Australia Taxation Office for tax deductibility for donations or gifts made to the Foundation or any of the above legal entities or to the College.

#### **Certification of College**

- 6.18.0 The Council shall ensure that the facilities, administration, curriculum and educational practices of the College meet the standards required for certification by the Department of School Education or any other relevant statutory authority.

### **7. COMMON SEAL**

- 7.1.0 The Common Seal of the College shall be in the custody of a person determined by resolution of Council. The Common Seal shall only be affixed to a document if so resolved by Council. The Common Seal shall be attested by the signature of either the Chairman of the Council or by two members of the Council specified in such resolution and shall be countersigned by the Business Manager, or other person authorised by the Council. A Register of the use of the Common Seal shall be kept by the person having custody of the Common Seal.

#### **Amendment of Constitution**

- 7.2.0 This Constitution may be amended from time to time by Bishop-in-Council, either at the request of the Council or at the initiative of Bishop-in-Council.

### **Winding up the College**

- 7.3.0 If a proposal is made to wind up the College, a Special Meeting of the Council shall be convened to discuss the matter. If a Special Resolution to wind up the College is passed, the Bishop-in-Council shall be requested to consent to the winding up.
- 7.3.1 If the Bishop-in-Council so consents, after all proper debts and liabilities have been discharged, the residue of all property of the College shall be distributed as follows:
- a) The net proceeds from the sale of Land and Buildings, together with the College Building Fund and the College Library Fund, be transferred to the Building Fund of another Diocesan College which has objects substantially similar to the College and is approved under sub-paragraph 78(1)(a) of the Income Tax Assessment Act.
  - b) As to the balance of such property, to the Corporate Trustees of the Diocese of Grafton.
- 7.3.2 The Bishop-in-Council shall then enact a Variation of Trust Ordinance to determine the disposition of the said property.

I hereby certify that the Ordinance as printed is in accordance with the Ordinance as passed.

  
.....  
Chairman of the Council

I certify that this Ordinance was passed by Bishop-in-Council on the twenty eighth day of August, 1997.

  
.....  
Registrar

I assent to this Ordinance.

  
.....

Bishop.