

**THE LISMORE PARISH CENTRE PRE SCHOOL CONSTITUTION ORDINANCE 1989
AS AMENDED FEBRUARY 2019**

1. Title

This is the constitution for Lismore Parish Centre Preschool Incorporated

2. Definitions

Anglican Church means the Anglican Church of Australia

Bishop means the present Bishop of Grafton, his or her successors in office and any person formally appointed to exercise the powers of the Bishop during any vacancy or absence from the Diocese.

Bishop-in-Council means the Council appointed to assist and advise the Bishop in the conduct of the Synod business or any body delegated by the Bishop-in-Council to exercise some or all of its rights and powers under this constitution.

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

Body Corporate means the body corporate incorporated for the Preschool under the Bodies Corporate Act

Chair means the person holding the office of Chairperson of the Management Committee

Church Trust Property means property managed by the Council in accordance with the Anglican Church of Australia Trust Property Act 1917 (as amended).

Commission means the Grafton Anglican Schools Commission.

Corporate Trustees means The Corporate Trustees of the Diocese of Grafton.

Deputy Chair means the person holding the office of Deputy Chair of the Management Committee.

Diocese means the region identified as the Diocese of Grafton by the Anglican Church.

Diocesan Policy means a requirement, restriction, policy or procedure applicable to Pre Schools in the Diocese which is either (a) set out in, or approved in accordance with, an ordinance adopted by the Synod, or (b) approved by the Bishop-in-Council.

Director means the person occupying the position of Director from time to time of the Preschool

Financial Year means the year from 1 January to 31 December.

Management Committee means the Management Committee established in accordance with this constitution.

Member means a person who is a member of the Management Committee

Member of the Anglican Church means a baptised person who attends the public worship of the Church and who declares membership of the Church and is not a member of any other church.

Ordinance means any ordinance adopted by the Synod.

Parish means the Parish of Lismore in the Anglican Diocese of Grafton

Preschool means "Lismore Parish Centre Pre School Incorporated".

Schools Commission Ordinance means the ordinance constituting the Commission as in force from time to time, adopted by the Synod.

Secretary means the person holding the office of Secretary of the Management Committee.

Synod means the Synod of the Diocese.

Treasurer means the person holding the office of Treasurer of the Lismore Parish Centre Pre School

3. Transitional

- 3.1. This constitution replaces the constitution of the Preschool which was in force immediately before the adoption of this constitution.
- 3.2. Any action undertaken in accordance with the requirements of the previous constitution continues to be in effect following the adoption of this constitution as if properly done in accordance with this constitution
- 3.3. Every person holding office as a Member and Chair before the adoption of this constitution will continue in office under the terms of this constitution on the following basis:
 - a) each Member that has served less than three years on the Management Committee will be considered to be commencing their first term of membership at the expiration of their current term,
 - b) each Member that has served more than three but less than six years on the Management Committee will be considered to be commencing their second term of membership at the expiration of their current term, and
 - c) each Member that has served more than six years on the Management Committee will be considered to be commencing their third term of membership at the expiration of their current term.
- 3.4. Any required reduction in Members, in accordance with this constitution, shall be achieved through natural attrition and the Bishop-in-Council will consider the requirement to comply with clause 6.2.2 when considering submissions for the reappointment of Members.

4. Aims and Objectives of the Preschool

- 4.1. Aims
 - 4.1.1. The Preschool aims to excel by providing the highest level of early childhood education and care as an integrated and inclusive community preschool.
 - 4.1.2. The Preschool is an early childhood centre of education and care for the purpose of developing a community of faith based on a Christian belief in God and a Christian way of life according to the principles and traditions of the Anglican Church.

- 4.1.3. Without limiting clause 4.1.2., the Preschool will reflect the vision and values of the Diocese.

4.2. Objectives

The objectives of the Preschool are to promote and facilitate early childhood development in the areas of:

a) Christian and Spiritual Awareness

- To develop a Preschool community which draws together children, staff and parents in a Christian environment
- To foster among children, staff and parents an understanding of and commitment to a Christian way of life

b) Learning outcomes

- To cater for the individual needs of each child by developing a sense of security, belonging, self-worth and respect for others.
- To provide children with a mastery of basic early learning skills through the implementation of appropriate quality frameworks for early childhood education and care.
- To provide a nurturing and welcoming environment for children to make a smooth transition from home to preschool.

c) Personal Growth

- To expose children to a well balanced program and encourage them to develop their unique potential.
- To provide the opportunity for children to develop the skills and confidence to make a good transition to a school environment.
- To foster genuine, secure, respectful and reciprocal relationships among children, staff, parents and the community.

d) Service

- To provide the opportunity for children to develop the skills of genuine understanding and care for the needs of others.

5. Management Committee Authority, Powers and Duties

5.1. Management Committee Powers

- 5.1.1. The Management Committee is constituted as a Body Corporate under the Bodies Corporate Act and subject to this constitution shall exercise the powers of a body corporate constituted under the Bodies Corporate Act.
- 5.1.2. The Management Committee shall govern, control and supervise the Preschool's business and affairs in accordance with the provisions of any relevant Act of Parliament, Diocesan Policy and this constitution.
- 5.1.3. In exercising powers and duties under this constitution, Members must act in good faith and in the best interests of the Preschool.
- 5.1.4. In addition, Members are authorised to act in the best interests of the Diocese and are taken to be acting in good faith and in the best interests of the Preschool in doing so, provided the preschool is not insolvent at the time and does not become insolvent as a result.
- 5.1.5. The Bishop-in-Council may determine whether a particular act will be taken to be, or not to be, in the best interests of Diocese.

5.2. Management Committee Accountability

- 5.2.1. The Management Committee shall be accountable to the Synod and the Bishop-in-Council for the governance and stewardship of the Preschool.
- 5.2.2. Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council is entitled to have access to, and take copies of, all financial reports or financial records, Management Committee papers and reports, registers and other information and records maintained by the Preschool.
- 5.2.3. The Management Committee will provide Synod with an annual report on the progress and condition of the Preschool and shall provide other information as requested by resolution of the Bishop in Council from time to time.
- 5.2.4. The Preschool will be a Member School of the Commission and the Management Committee will be accountable to the Commission in accordance with the responsibilities of a School Council of a Member School and will comply with the provisions of the School's Commission Ordinance.
- 5.2.5. The Management Committee shall report to the Synod or the Bishop-in-Council as required by Diocesan Ordinance or Diocesan Policies and shall provide other information as requested by resolution of the Bishop-in-Council from time to time.

5.3. Management Committee Responsibilities

The Management Committee shall

- a) pursue the aims and objectives of the Preschool as stated in this constitution;
- b) govern, control and oversee the management of the Preschool as a centre of early childhood education and care and as a ministry of the Anglican Church;
- c) ensure that the facilities, administration, curriculum and educational practices of the Preschool meet the standards required for certification as a Preschool by any relevant statutory authority;
- d) provide oversight and monitor the performance of all aspects of the operations of the Preschool;
- e) ensure compliance by the Preschool with all laws and Diocesan Ordinances; and
- f) comply with Diocesan Policies in regard to the operation of the Preschool.

5.4. Property Management

- 5.4.1. The Management Committee shall maintain and oversee the management of the assets of the Preschool, as church trust property.
- 5.4.2. The Management Committee may improve the property and premises of the Preschool, subject to the required approval of other interested parties.
- 5.4.3. The Management Committee may purchase property as church trust property or lease property and premises for the purposes of the Preschool.
- 5.4.4. The Management Committee will seek the approval of the Bishop-In-Council to sell, mortgage, exchange, lease or dispose of church trust property owned by the Preschool.

5.5. Financial Management

- 5.5.1. The Management Committee shall make financial arrangements and decisions for the present and future operation of the Preschool, subject to Diocesan Policies.
- 5.5.2. The Management Committee may borrow funds and provide security for the borrowed funds subject to the requirement to seek the approval of the Bishop-in-Council to mortgage church trust property.

- 5.5.3. The Management Committee may invest money in accordance with the provisions of the *Church Trust Property Ordinance 1934 (as amended)* or any resolution or policies of the Bishop-In-Council.
- 5.5.4. The Management Committee may enter into contracts of any kind subject to any restriction set out in any Diocesan policy.
- 5.5.5. The Management Committee may lend and advance money or give credit to any person or body.
- 5.5.6. The Management Committee may open and operate bank accounts subject to Diocesan Policies.
- 5.5.7. The Management Committee may determine financial delegations and levels of authority to sign on the Preschool's behalf, subject to any Diocesan Policies.
- 5.5.8. The Management Committee may receive donations and apply the proceeds for any purpose in support of the aims and objectives of the Preschool, taking into account any request of the donor.
- 5.5.9. The Management Committee may approve fundraising strategies and structures for the benefit of the Preschool.

5.6. Delegation

- 5.6.1. The Management Committee may delegate a function or power of the Management Committee to a person or another body.
- 5.6.2. A delegation by the Management Committee
 - a) is subject to any condition or limitation specified by the Management Committee; and
 - b) is revocable at will by the Management Committee; and
 - c) does not prevent the Management Committee from acting in any particular matter itself.

5.7. Committees

- 5.7.1. The Management Committee may appoint subcommittees and Members to chair those subcommittees.
- 5.7.2. The Management Committee may co-opt non Members to serve on subcommittees.

6. Management Committee membership

6.1. Principles of membership

- 6.1.1. The Members should have between them a broad range of interests, talents and experience to assist them to meet their responsibilities to the best advantage of the Preschool as an early childhood centre of education and care, and as a ministry of the Anglican Church.
- 6.1.2. No person employed by the Preschool may be a Member.

6.2. Management Committee membership

- 6.2.1. The Management Committee shall comprise of Members in the following categories:
 - a) Two (2) persons appointed by the Bishop; and
 - b) Up to three (3) persons, nominated by the Lismore Parish Council and approved by the Bishop-in-Council
 - c) Up to four (4) persons, nominated by the Management Committee and approved by the Bishop in Council

- 6.2.2. At least 70% of the membership of the Council should be constituted by persons who are members of the Anglican Church or any other Christian denomination.
- 6.3. Appointment of Members
- 6.3.1. At the time of nomination for appointment or reappointment to the Management Committee, all prospective Members must declare their support for the aims and objectives of the Preschool and the vision and values of the Diocese, in a format determined from time to time by the Bishop-in-Council.
- 6.4. Term of Management Committee membership
- 6.4.1. A term of membership of the Management Committee shall be three (3) years for all members except for members appointed under 6.2.1(d) which shall be for two (2) years.
- 6.4.2. All members are eligible for reappointment to a maximum of 3 terms served in total subject to transition clause 3.3.
- 6.4.3. Initial terms of appointment may be varied by determination of the Management Committee to ensure that not all positions become vacant at the same time.
- 6.5. Casual Vacancies
- 6.5.1. A casual vacancy occurs when a Member
- a) resigns; or
 - b) dies; or
 - c) becomes physically or mentally ill to a point that in the opinion of a majority of Members interferes with that Members ability to continue to carry out the function, or
 - d) becomes bankrupt; or
 - e) is convicted of an indictable offence; or
 - f) if appointed by the Bishop, is removed from office by the Bishop; or
 - g) does not meet the requirements of the Diocese, Management Committee, regulatory body, or funding body in regard to holding an approval to work with children; or
 - h) is ineligible to hold office in the Anglican Church arising from a professional standards determination; or
 - i) is absent without leave of Management Committee from three consecutive meetings of Management Committee.
- 6.5.2. A person who fills a casual vacancy shall:
- a) be nominated and appointed in the same way as the person whose vacancy was filled; and
 - b) hold office for the remainder of the term of the person whose vacancy was filled.
- 6.6. Meetings of Management Committee
- 6.6.1. The Management Committee will hold ordinary meetings at least four (4) times a year.
- 6.6.2. The meeting will be convened by either the Bishop or the Chair.
- 6.6.3. At least 7 days' written notice must be given to the Bishop and to each Member specifying the date, time and place of meeting and the business to be transacted.

- 6.6.4. The Bishop, at his or her discretion, may attend meetings of the Management Committee and, if present, may assume the chair at meetings of the Management Committee.
- 6.6.5. Subject to clause 6.6.12, the person chairing a meeting of the Management Committee shall have a deliberative vote only and in the case of an equality of votes the motion will be considered to have been lost.
- 6.6.6. At meetings of the Management Committee a majority of Members appointed under sections 6.2.1(b), (c) and (d) shall constitute a quorum.
- 6.6.7. The Management Committee shall ensure that minutes of the proceedings of its meetings and the names of those present at such meetings is recorded and securely stored. The minutes of any meeting signed by the Chair of that meeting or the succeeding meeting, and countersigned by the Secretary, shall be conclusive evidence of the transactions recorded in such minutes. The minutes shall be available for inspection by Members, the Bishop or the Bishop's delegate or the auditor with reasonable notice.
- 6.6.8. An emergency meeting of the Management Committee may be convened at the discretion of the Chair or the President to consider a specific item of business and the usual period of notice need not apply.
- 6.6.9. The Chair's duties and responsibilities are to:
 - a) Consult with the Director and Secretary on the business to be discussed at meetings;
 - b) Supervise and prepare the agenda for meetings;
 - c) Arrange for all reports and other documents that should accompany the agenda are sent out to members in sufficient time before meetings;
 - d) Check the minutes of previous meetings for accuracy and sign on confirmation by Members;
 - e) Conduct the business of each meeting in accordance with the agenda (unless altered with the consent of the meeting), allowing sufficient discussion of each item and where necessary formal debate.
- 6.6.10. The Deputy Chair is to assist and support the Chair and assume the Chair's duties when he or she is absent.
- 6.6.11. The Director of the Preschool may attend and participate in all meetings of the Management Committee but may not vote. When a confidential matter is being discussed the Director may be excluded by resolution of the Management Committee.
- 6.6.12. The Bishop will not have a right to vote at a meeting of the Management Committee regardless of the capacity in which the Bishop attends the meeting.

7. Annual General Meeting

- 7.1. An Annual General Meeting chaired by the Bishop or the Bishop's delegate shall be held within 120 days of the end of each Financial Year. The Agenda for the Annual General Meeting shall include the following:
 - a) Confirmation of the Minutes of the preceding AGM;
 - b) Report by the Director;
 - c) Report by the Chair;
 - d) Presentation of financial statements for the previous financial year;
 - e) Election of Auditor; and
 - f) Any other business of which Management Committee has been given notice.

- 7.2. Chair and Deputy Chair other officers of the Management Committee
- 7.2.1. The Chair of the Management Committee must be a member and shall be appointed as Chair by the Bishop following consultation with the Management Committee.
 - 7.2.2. The Chair may be removed from the office of Chair by the Bishop, following consultation with the Management Committee.
 - 7.2.3. The Chair will initially be appointed to hold office for the balance of their term as a Member. The Bishop may reappoint the Chair, subject to their continuing appointment as a Member.
 - 7.2.4. The Management Committee shall elect a Deputy Chair from the Members to hold office for the balance of their term as a Member. The Deputy Chair is eligible for re-election, subject to their continuing appointment as a Member.
 - 7.2.5. The Management Committee shall appoint a person to act as Secretary.
 - 7.2.6. The Management Committee shall appoint a person to act as Treasurer. The Treasurer shall execute his or her duties under the direction of the Management Committee and in accordance with Diocesan Policies.

8. The Director

- 8.1. Selection and Appointment of the Director
- 8.1.1. The director shall be a person of Christian faith and character and a member of the Anglican Church, or of any other Christian denomination if so approved by the Bishop.
 - 8.1.2. The Management Committee may determine the selection process for the appointment of a new Director, subject to any Diocesan Policies.
 - 8.1.3. No offer of appointment may be made to a person selected by the Management Committee for appointment as Director without the approval of the Bishop.
 - 8.1.4. The Director shall be appointed by the Management Committee, with the approval of the Bishop, on such terms and conditions determined by the Management Committee, subject to any Diocesan Policies.
 - 8.1.5. The Management Committee may suspend or terminate the employment of the Director following consultation with the Bishop.
- 8.2. Responsibilities of the Director
- 8.2.1. The Director shall be responsible to the Management Committee for the leadership, day to day management and welfare of the Preschool.
 - 8.2.2. The Director will
 - a) pursue the aims and objectives of the Preschool as a centre of early childhood education and care, and as a ministry of the Anglican church
 - b) implement Management Committee policies and strategies and Diocesan Policies
 - c) prepare reports for and advise the Management Committee on matters pertaining to the management of the Preschool
 - d) be responsible for
 - employing and dismissing staff in accordance with the preschool's Staff Selection Policy and Procedures;
 - the quality of teaching and care;
 - maintaining discipline among staff and students;
 - the care of property utilised by the Preschool subject to any policy or direction of the Management Committee; and

- compliance by the Preschool with all laws and Diocesan Policies

8.3. Appointment of Acting Director

During a period of vacancy or when the Director is on leave or absent from the Preschool for a period of time the Management Committee may appoint an Acting Director who shall be subject to all the provisions of this constitution in respect of the Director.

8.4. Director may authorise expenditure

The Director may authorise expenditure for the proper management of the Preschool within the budget adopted by the Management Committee and the relevant authorisation levels set by the Management Committee.

9. Preschool Ministry

9.1. Following consultation with the Rector of the Parish and the Management Committee, the Bishop may appoint a member of clergy or lay person licensed in the Parish to extend ministry to the Preschool's students, staff and families.

9.2. This person is responsible to the Bishop as a licensed person in the Diocese

9.3. The Rector of the Parish will determine the duties and responsibilities of the Preschool Ministry in consultation with the Management Committee.

9.4. Subject to 9.2 and 9.3 this person shall be responsible to the Management Committee for carrying out their duties and responsibilities within the Preschool as a centre of early childhood education and care and a ministry of the Anglican Church.

10. Accounts, Audit and Reporting

10.1. The Management Committee shall comply with the requirements of any Diocesan Policy outlining the obligations of a Diocesan entity in regard to the preparation of annual budgets of income and expenditure, the keeping of accounts, the appointment of an auditor and reporting to the Synod and the Bishop-in-Council.

10.2. In general the Management Committee will:

- a) prepare an annual budget of income and expenditure,
- b) ensure true accounts are kept in accordance with the relevant Australian Accounting Standards and other relevant professional reporting standards,
- c) appoint a qualified auditor of the Preschool,
- d) provide timely and regular financial reports to the Diocese, and
- e) prepare and approve a business plan including financial forecasts.

10.3. Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council may require the Preschool to furnish additional information on its affairs.

11. Insurance

11.1. The Management Committee shall arrange appropriate insurance cover through the Diocesan Master Insurance Policies, in accordance with Diocesan Policies.

12. Common Seal

- 12.1. The Common Seal of the Preschool shall only be affixed to a document if so resolved by the Management Committee.

13. Liabilities of the Management Committee

- 13.1. The Preschool shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, debenture, guarantee or indemnity unless the following clause is included therein: "Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledge and agree that neither the Preschool nor the Management Committee shall be liable to express or implied obligation beyond such amount (if any) as the Preschool may be able to pay to that party in the event of the Preschool being wound up."
- 13.2. The Management Committee shall remain and continue to be solely responsible for all liabilities incurred by it or on its behalf.
- 13.3. The Management Committee and its Members and each of them shall not represent to any person or persons or corporation that the Bishop, the Synod 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 in the Diocese or any other corporate body constituted by or pursuant to the Bodies Corporate Act shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Management Committee.
- 13.4. Members shall be indemnified for any loss or liability properly incurred by the Management Committee for which they may become personally liable in so far as such liability was not incurred by reason of their misconduct or wilful default.

14. Winding Up

- 14.1. Should the Preschool cease to operate, the net assets remaining after all obligations have been met shall be applied by the Corporate Trustees in accordance with an Ordinance of the Diocese to a non-profit institution within the Diocese of Grafton which provides related education services to preschool or school age children, for the purpose of those services.
- 14.2. Such institution or institutions are to be determined by the members of the Corporate Trustees at or before the time of dissolution.
- 14.3. If effect cannot be given to this provision, then such property must be given to some non-profit institution which prohibits the payment of any income or property to its members.

15. Amendment to the Constitution

- 15.1 This Constitution may be amended from time to time by the Bishop-in-Council, either at the request of the Commission, the Management Committee, or the initiative of the Bishop-in-Council.
- 15.2 This Constitution took effect on 26th June 2014 pursuant to The Lismore Parish Centre Pre School Constitution Ordinance 1989 Amending Ordinance 2014.
- 15.3 This Constitution was amended by The Lismore Parish Centre Pre School Constitution Ordinance 1989 Amending Ordinance 2019 which took effect on 21st February 2019.