

THE EMMANUEL ANGLICAN COLLEGE CONSTITUTION

1. Title

This is the constitution for Emmanuel Anglican College.

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 School under the Bodies Corporate Act

Business Manager means the Business Manager appointed by the Council.

Chair means the person holding the office of the Chairperson of the Council

Chaplain means the person appointed to the position of Chaplain of the School and licensed to that office by the Bishop

Church Trust Property has the same meaning as in the Anglican Church of Australia Trust Property Act 1917 (as amended).

Commission means the Grafton Anglican Schools Commission established pursuant to the Schools Commission Ordinance.

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

Council means the Council established in accordance with this constitution.

Deputy Chair means the person holding the office of the Deputy Chair of the Council.

Diocese means the corporation known as the Anglican Diocese of Grafton or the region identified as the Diocese of Grafton by the Anglican Church, as the context requires.

Diocesan Policy means a requirement, restriction, policy or procedure applicable to 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 resolution of the Bishop-in-Council.

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

Member means a person who is a member of the Council

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

Ordinance means any ordinance adopted by the Synod or the Bishop-in-Council.

Principal means the person occupying the position of Principal from time to time of the School

School means Emmanuel Anglican College.

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 Council.

Synod means the Synod of the Diocese.

3. Transitional

- 3.1. This constitution replaces the constitution of the School 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, Chair and Deputy 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 Council 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 Council 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 Council will be considered to be commencing their third term of membership at the expiration of their current term.
- 3.4. In the case of a Member under subclause 3.3(c), the Council may nominate the Member for reappointment for one additional term with the approval of the Bishop-in-Council.
- 3.5. 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 School

4.1. Aims

- 4.1.1. The School is a co-educational centre of learning established as a ministry of the Diocese to operate on the basis of a Christian belief in God and a Christian way of life according to the principles and traditions of the Anglican Church.
- 4.1.2. Without limiting clause 4.1.1., the Council and its office-bearers, the Principal and the staff shall conduct the affairs of the School so as to reflect the vision and values of the Diocese as expressed in Diocesan Policies.

4.2. Objectives

The objectives of the School are to promote and facilitate student development, as far as reasonably practicable, in the areas of:

- a) Christian and Spiritual Awareness
 - i) To develop a school community which draws together pupils, staff and parents in a Christian environment.
 - ii) To foster among pupils, staff and parents an understanding of and commitment to a Christian way of life according to the principles and traditions of the Anglican Church.
- b) Educational outcomes
 - i) To help students develop relevant knowledge and skills and attain levels of achievement across the mandated curriculum, consistent with their abilities.
 - ii) To expose students to a well-balanced program and challenge them to develop their unique potential through participation in intellectual, spiritual, cultural, aesthetic and physical pursuits.
 - iii) To encourage students to become critical thinkers capable of making reasoned and informed judgements.
- c) Personal Growth
 - i) To foster compassionate and respectful relationships within the School community.
 - ii) To encourage each child to develop self-confidence, high self-esteem and respect for others.
 - iii) To encourage students to become self-disciplined, motivated and expressive individuals.
- d) Service
 - i) To encourage students to be socially aware and to understand and serve the needs of other members of the community.
 - ii) To provide the opportunity for students to develop the skills and values to enable them to contribute to contemporary society.

5. Council Authority, Powers and Duties

5.1. Council Powers

- 5.1.1. The Council 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 Council shall govern, control and supervise the School'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, responsibilities and duties under this constitution, Members must act in good faith and in the best interests of the School.
- 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 School in doing so, provided the School 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. Council Accountability

- 5.2.1. The Council shall be accountable to the Synod and the Bishop-in-Council for the governance and stewardship of the School.
- 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, Council papers and reports, registers and other information and records maintained by the School.
- 5.2.3. The Council shall report to the Synod and Bishop-in-Council as required by Diocesan Policies and shall provide other information as requested by resolution of the Bishop in Council from time to time.
- 5.2.4. The Synod and the Bishop-in-Council may inform themselves as they see fit concerning the matters relating to the School and may establish policies and procedures concerning compliance with Diocesan Policies and the consequences of non-compliance.

5.3. Council Responsibilities

The Council shall:

- a) pursue the aims and objectives of the School as stated in this constitution;
- b) govern, control and oversee the management of the School in pursuit of the aims and objectives of the School as stated in this constitution;
- c) ensure that the School provides facilities, administration, curriculum, educational practices and educational outcomes which meet the standards required for registration as a school by any relevant statutory authority and the standards required by Diocesan Policies;
- d) ensure that the School's financial management, administration and reporting conforms to best practice and applicable industry and regulatory standards;
- e) provide oversight and monitor the performance of all aspects of the operations of the School;
- f) ensure compliance by the School with all laws and Diocesan Ordinances; and
- g) comply with Diocesan Policies in regard to the operation of the School.

5.4. Property Management

- 5.4.1. All property of any kind held used or to be used for the purposes of the School is Church Trust Property.
- 5.4.2. The Council shall in accordance of section 24 of the Anglican Church Trust Property Act 1917 (as amended) govern and control the management and user of property for the purposes of the School as expressed in the aims and objectives of the School set out in this constitution.
- 5.4.3. The Council may:
 - a) purchase, lease or otherwise acquire rights in real property; and
 - b) sell, mortgage, exchange, lease or otherwise dispose of rights in real property for purposes of the School provided that it has first obtained the written approval of the Bishop-in-Council.
- 5.4.4. The Council may improve the property and premises utilised by the School.

5.5. Financial Management

- 5.5.1. The School must be conducted as a not-for-profit organisation. The assets and income of the School shall be applied solely to furthering the aims and objectives of the School set out in this Constitution and no portion thereof shall be paid directly or indirectly by any means whatsoever by way of profit to any person or body provided that nothing in this Constitution shall prevent the payment to a person or body as bona fide compensation for a legitimate expense incurred on behalf of the School or a legitimate service rendered to the School.
- 5.5.2. The Council shall make prudent financial arrangements and decisions for the present and future operation of the School.
- 5.5.3. The Council may borrow funds and provide security for the borrowed funds subject to having obtained the prior written approval of the Bishop-in-Council or the Commission when required by applicable Diocesan Policies.
- 5.5.4. The Council may invest funds provided that it complies with relevant legislation and Diocesan Policies.
- 5.5.5. The Council may:
 - a) enter into contracts;
 - b) lend and advance money or give credit to any person or body;
 - c) open and operate bank accounts; and
 - d) approve fundraising strategies and structures.
- 5.5.6. The Council may determine financial delegations and levels of authority to commit the School to a liability, to sign contracts and other instruments by which the School enters into legal relations or gives effect to them and make payments on the School's behalf.
- 5.5.7. The Council may receive donations and apply the proceeds for any purpose to further the aims and objectives of the School, taking into account any reasonable request of the donor.
- 5.5.8. The Council shall ensure that the School does not trade while insolvent.

5.6. Delegation

- 5.6.1. The Council may delegate a function or power of the Council to a person or another body.
- 5.6.2. A delegation by the Council –
 - a) is subject to any condition or limitation specified by the Council; and
 - b) is revocable at will by the Council; and

c) does not prevent the Council from acting in any particular matter itself.

5.7. Committees

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

6. Council membership

6.1. Principles of membership

- 6.1.1. The Members should have between them a broad range of interests, talents, qualifications and experience to assist the Council to meet its responsibilities to further the aims and objectives of the School.
- 6.1.2. No person employed by the School may be a Member.

6.2. Council membership

- 6.2.1. The Council shall be comprised of at least seven and no more than eleven Members in the following categories:
 - a) two persons appointed by the Bishop; and
 - b) up to nine persons nominated by the Council and approved by the Bishop-in-Council
- 6.2.2. At least two-thirds of the Members must be adherents of a Christian church and a majority of Members must be Members of the Anglican Church.

6.3. Appointment of Members

At the time of nomination for appointment or reappointment to the Council, all prospective Members must declare their support for the aims and objectives of the School and the vision and values of the Diocese, in a format determined from time to time by the Bishop-in-Council.

6.4. Chair and Deputy Chair and other officers of the Council

- 6.4.1. The Chair of the Council must be a Member and shall be appointed as Chair by the Bishop, following consultation with the Council.
- 6.4.2. The Chair may be removed from the office of Chair by the Bishop, following consultation with the Council.
- 6.4.3. The Chair will initially be appointed to hold office for the balance of his or her term as a Member. The Bishop may reappoint the Chair, subject to his or her continuing appointment as a Member.
- 6.4.4. The Council shall elect a Deputy Chair from the Members to hold office for the balance of his or her term as a Member. The Deputy Chair is eligible for re-election, subject to his or her continuing appointment as a Member.
- 6.4.5. The Council may appoint a person to act as Secretary.

6.5. Term of Council membership

- 6.5.1. A term of membership of the Council shall be 3 years
- 6.5.2. All Members are eligible for reappointment to a maximum of 3 terms or 9 years served in total, subject to transition clauses 3.3 and 3.4.
- 6.5.3. Initial terms of appointment may be varied by determination of the Council to ensure that not all positions become vacant at the same time. Subsequent terms of appointment shall be 3 years.

6.5.4. In circumstances where the expiry of the term of a Member's membership would have a seriously adverse effect on the working of the Council, the Bishop-in-Council may, on the recommendation of the Commission made after due consideration of a request by the Council, extend the Member's term as it thinks fit.

6.6. Vacancies

6.6.1. A 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) is ineligible to hold office in the Anglican Church arising from a professional standards determination; or
- h) is absent without leave of Council from three consecutive meetings of Council; or
- i) if appointed by the Bishop-in-Council, is removed from office by a resolution of the Bishop-in-Council.

6.6.2. When a vacancy occurs on the Council, or if the composition of the Council does not conform to clause 6.2.2, the School must inform the Commission in writing within 7 days of the relevant event occurring.

6.6.3. When a vacancy on the Council amongst Members appointed by the Bishop-in-Council continues for a period exceeding three months, the Bishop-in-Council may fill the vacancy on its own motion.

6.6.4. If the number of Members falls below seven or if the composition of the Council does not conform to clause 6.6.2, the Bishop-in-Council may temporarily suspend the operation of clauses of this Constitution relating to the size and composition of the Council and make such arrangements as it thinks fit to enable the Council to function.

6.7. Meetings of Council

6.7.1. The Council will hold ordinary meetings at least four times a year.

6.7.2. Meetings of the Council will be convened by either the Bishop or the Chair.

6.7.3. At least 7 days' written notice must be given to the Bishop and to each Member specifying the date, time and place of a meeting and the business to be transacted.

6.7.4. The Bishop, at his or her discretion, may attend meetings of the Council and, if present, may assume the chair at meetings of the Council.

6.7.5. Subject to clause 6.7.6, the person chairing a meeting of the Council shall have a deliberative vote only. In the case of an equality of votes the motion will be considered to have been lost.

6.7.6. The Bishop will not have a right to vote at a meeting of the Council regardless of the capacity in which the Bishop attends the meeting.

6.7.7. At meetings of the Council a majority of Members shall constitute a quorum.

6.7.8. The Council may:

- a) Require the Principal to attend any of its meetings;
- b) Exclude the Principal from all or part of any of its meetings; or
- c) Require any other staff member and invite any other person to attend the whole or part of any of its meetings.

- 6.7.9. The Principal and any other person required or invited to attend a meeting of the Council will not have the right to vote.
- 6.7.10. The Council may conduct a meeting by employing such means, including the use of communications technology, as the Council thinks fit.
- 6.7.11. Nothing in clause 6.7.10 derogates from any of the requirements of this Constitution for the conduct of a meeting of the Council.
- 6.7.12. The Council may make a resolution at times other than during a meeting and may employ such means to make such a resolution as the Council thinks fit provided that the Council has adopted a procedure for so doing which provides for:
 - 6.7.12.1 written notice of a proposed resolution to be given to all Members and the Bishop;
 - 6.7.12.2 such notice to be given not less than 2 business days before Members are required to vote on the resolution;
 - 6.7.12.3 the number of votes required to make a valid resolution is not less than the votes of a majority of the total number of Members; and
 - 6.7.12.4 such other matters consistent with this Constitution which the Council thinks fit.

6.8. All acts done by the Council or by any Member purporting to act in the capacity of a Member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Member or that any Member was disqualified at a relevant time or notwithstanding that there was an inadvertent defect in the procedure by which such act was performed, be valid as if every Member had been duly appointed or as if the proper procedure had been duly followed, provided that the relevant act or acts otherwise comply with the requirements of this Constitution.

7. The Principal

7.1. Selection and Appointment of the Principal

- 7.1.1. The Principal 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.
- 7.1.2. The Council may determine the selection process for the appointment of a new Principal, subject to the requirements of any Diocesan Policies.
- 7.1.3. No offer of appointment may be made to a person selected by the Council for appointment as Principal without the approval of the Bishop.
- 7.1.4. The Principal shall be appointed by the Council, with the approval of the Bishop, on such terms and conditions determined by the Council, subject to the requirements of any Diocesan Policies.
- 7.1.5. The Council may suspend or terminate the employment of the Principal following consultation with the Bishop.

7.2. Responsibilities of the Principal

- 7.2.1. The Principal shall be responsible to the Council for the leadership, management and welfare of the School.
- 7.2.2. The Principal will:
 - a) pursue the aims and objectives of the School as stated in this constitution;
 - b) implement Council policies and strategies and Diocesan Policies;
 - c) prepare reports for and advise the Council on matters pertaining to the management of the School;

- d) be responsible for:
 - i) employing, developing and, subject to clauses 8.8 and 9.4, dismissing staff;
 - ii) maintaining the quality of teaching at a standard acceptable to the Council;
 - iii) maintaining discipline among staff and students;
 - iv) the care of property utilised by the School; and
 - v) compliance by the School with all laws and Diocesan Policies.

7.3. Principal may authorise expenditure

The Principal may authorise expenditure for the proper management of the School within the budget adopted by the Council and the relevant authorisation levels set by the Council.

7.4. Appointment of Acting Principal

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

8. The Chaplain

- 8.1. To be eligible for appointment as Chaplain a person must be able to be licensed in the Anglican Church.
- 8.2. The Council will determine the selection process for the Chaplain in consultation with the Bishop.
- 8.3. The Chaplain shall be appointed by the Principal, subject to consultation with the Bishop and the Bishop's approval.
- 8.4. The Bishop shall be engaged in the selection process, to such extent as the Bishop thinks fit, and no offer may be made to a preferred candidate without the Bishop's agreement to licence the candidate to the role.
- 8.5. The Chaplain is responsible to the Bishop as a licensed person in the Diocese.
- 8.6. The Chaplain's duties and responsibilities will be determined by the Diocesan policy for Chaplains in Anglican Schools in the Diocese.
- 8.7. Subject to clauses 8.5 and 8.6, the Chaplain shall report to the Principal in regard to the Chaplain's duties and responsibilities within the School.
- 8.8. The Principal has power to dismiss the Chaplain subject to consultation with the Bishop and the Bishop's approval.

9. The Business Manager

- 9.1. The Council shall appoint an appropriately qualified Business Manager in consultation with the Principal.
- 9.2. The Business Manager will be responsible to both the Principal and the Council for the financial and business administration of the School.
- 9.3. The Business Manager shall execute his or her duties under the direction of the Council and Principal and in accordance with Diocesan Policies.
- 9.4. The Council has power to dismiss the Business Manager subject to consultation with the Principal.

10. Accounts, Audit and Reporting

- 10.1. The Council 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. The Council shall:

- a) prepare and adopt an annual budget of income and expenditure and regularly review performance against the budget;
- b) ensure true accounts are kept in accordance with the relevant Australian Accounting Standards and other relevant reporting standards;
- c) appoint an independent and appropriately experienced registered auditor to conduct an annual audit of the financial statements and financial practices of the School in accordance with Australian Accounting Standards Board standards;
- d) provide timely and regular financial reports to the Diocese; and
- e) prepare, adopt, implement and review not less frequently than annually a business plan including financial forecasts and a risk management plan.

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

11. Insurance

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

12. Common Seal

The Common Seal of the School shall only be affixed to a document if so resolved by Council.

13. Liabilities of Council

13.1. The School 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 School nor the Council shall be liable to express or implied obligation beyond such amount (if any) as the School may be able to pay to that party in the event of the School being wound up."

or unless Bishop-in-Council authorises alternative wording having the same effect.

13.2. The Council and no other body has responsibility for ensuring that the School properly discharges all its liabilities as and when they fall due.

13.3. The Council and its Members shall not, either individually or collectively, 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, or any unincorporated body established by the Synod 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 Council.

13.4. Members shall be indemnified 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.

14. Winding Up


If the School ceases to operate or is wound up, the net assets remaining after all liabilities have been satisfied shall be transferred to a body which has purposes similar to the aims and objectives of the School which are not carried on for the profit or gain of its individual members, such net assets are to be used solely for those similar purposes and such body to be identified in the following order of priority:

- a) an Anglican school in the Diocese; or
- b) if there is no such school willing or able to accept the transfer, then an Anglican school in another diocese of the Anglican Church; or
- c) if there is no such school willing and able to accept the transfer, then a school conducted by another Christian denomination within the Commonwealth of Australia; or
- d) if there is no such school willing or able to accept the transfer, then a body within the Commonwealth of Australia.

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 Council, or the initiative of the Bishop-in-Council.
- 15.2. This Constitution took effect on 9th August 2012 pursuant to The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2012.
- 15.3. This Constitution was amended by The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2016 which took effect on 4th May 2016.
- 15.4. This Constitution was amended by The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance No. 2 2016 which took effect on 13th October 2016.
- 15.5. This Constitution was amended by Anglican Schools Constitution Amending Ordinance 2019 which took effect on 15th August 2019.

This document is confirmed as a true and current version of The Emmanuel Anglican College Constitution

 15 August 2019

Christopher Nelson, Registrar – Anglican Diocese of Grafton