

# THE LISMORE PARISH CENTRE PRESCHOOL CONSTITUTION ORDINANCE 1989

## 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 Chair 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.

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

**Diocese** means the organisation 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 Preschool which is either (a) set out in, or approved in accordance with, an Ordinance, 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 to be an Approved Provider of centre-based early childhood education and care in accordance with the National Quality Framework of the Australian Children's Education & Care Quality Authority.

**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 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.

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

**Parish Council** refers to the Parish Council of the Anglican Parish of Lismore.

**Preschool** means “Lismore Parish Centre Preschool Incorporated”.

**Rector** means the Rector or Priest-in-Charge of the Anglican Parish of Lismore or in the case of a vacancy the person appointed as Locum Tenens by the Bishop of Grafton.

**Registrar** means the Registrar of the Diocese appointed by Bishop-in-Council.

**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 Preschool.

### 3. Transitional

- 3.1. This constitution amends the constitution of the Preschool which was in force immediately before the adoption of this form of the constitution.
- 3.2. Any action undertaken in accordance with the requirements of the previous version of the constitution continues to be in effect following the adoption of this constitution as if properly done in accordance with this constitution.

### 4. Aims and Objectives of the Preschool

#### 4.1. Aims

- (a) The Preschool aims to excel by providing quality early childhood education and care as an integrated and inclusive community preschool.
- (b) The Preschool is an early childhood service that provides 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.
- (c) Without limiting (b) above, the Preschool will reflect the vision and values of the Diocese as expressed in the Anglican Diocese of Grafton Schools Ethos Statement.

#### 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 school.
- (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**

- (a) 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.
- (b) 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.
- (c) In exercising powers and duties under this constitution, Members must act in good faith and in the best interests of the Preschool.
- (d) 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.
- (e) 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**

- (a) The Management Committee shall be accountable to the Synod and the Bishop-in-Council for the governance and stewardship of the Preschool.
- (b) Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council and Parish Council are 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.
- (c) The Management Committee will provide the Bishop-in-Council and Parish Council with an annual report on the activities and status of the Preschool and shall provide other information as requested by resolution of the Bishop-in-Council or Parish Council from time to time. The Bishop-in-Council will use this annual report to inform the Synod.

### **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 any Diocesan Policies relevant to the operation of the Preschool.

### **5.4. Property Management**

- (a) The Management Committee shall maintain and oversee the management of the assets of the Preschool, as Church Trust Property.
- (b) The Management Committee may improve the property and premises of the Preschool, subject to the required approval of the Parish Council and other interested parties.
- (c) The Management Committee may purchase property as Church Trust Property or lease property and premises for the purposes of the Preschool.

- (d) The Management Committee will seek the approval by Ordinance of the Bishop-In-Council to sell, mortgage, exchange, lease or dispose of any land or buildings being church trust property held by the Preschool.

#### 5.5. Financial Management

- (a) The Preschool is to be operated as a not-for-profit organisation with the assets and income of the Preschool applied to furthering the aims and objectives of the Preschool as 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 Preschool or a legitimate service rendered to the Preschool.
- (b) The Management Committee shall make prudent financial arrangements and decisions for the present and future operation of the Preschool.
- (c) The Management Committee may borrow funds and provide security for the borrowed funds subject to having obtained the prior written approval of the Bishop-in-Council as required by applicable Diocesan Policies.
- (d) The Management Committee may invest money provided that it complies with relevant legislation and Diocesan Policies.
- (e) The Management Committee may:
  - (i) enter into contracts;
  - (ii) lend and advance money or give credit to any person or body;
  - (iii) open and operate bank accounts; and
  - (iv) approve fundraising strategies and structures.
- (f) The Management Committee may determine financial delegations and levels of authority to commit the Preschool to a liability, to sign contracts or other instruments by which the Preschool enters into legal relations or gives effect to them and makes payments on the Preschool's behalf.
- (g) 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 reasonable request of the donor.
- (h) The Management Committee shall ensure that the Preschool does not trade while insolvent.

#### 5.6. Delegation

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

#### 5.7. Committees

- (a) The Management Committee may appoint subcommittees and Members to chair those subcommittees.
- (b) The Management Committee may co-opt non-Members to serve on subcommittees.

### 6. Management Committee membership and meetings

#### 6.1. Principles of membership

- (a) The Members should, as far as reasonably practicable, 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.
- (b) No person employed by the Preschool may be a Member.

## 6.2. Management Committee membership

- (a) The Management Committee shall comprise of at least five Members in the following categories:
  - (i) The Rector of Lismore or the Rector's nominee;
  - (ii) Up to four persons, nominated by the Parish Council and approved by the Bishop-in-Council
  - (iii) Up to four persons, nominated by the Management Committee and approved by the Parish Council and then by the Bishop-in-Council
- (b) At least two-thirds of 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 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

- (a) A term of membership of the Management Committee shall be three years.
- (b) All members are eligible for reappointment to a maximum of nine years served in total.
- (c) 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.
- (d) In circumstances where the expiry of the term of a Member's membership would have seriously adverse effect on the working of the Management Committee, the Bishop-in-Council may, on the recommendation of the Parish Council made after due consideration of a request by the Management Committee, extend the Member's term as it thinks fit.

## 6.5. Vacancies

- (a) A vacancy occurs when a Member
  - (i) resigns; or
  - (ii) dies; or
  - (iii) 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
  - (iv) becomes bankrupt; or
  - (v) is convicted of an indictable offence; or
  - (vi) 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
  - (vii) is ineligible to hold office in the Anglican Church arising from a professional standards determination; or
  - (viii) is absent without leave of Management Committee from three consecutive meetings of Management Committee; or
  - (ix) removed from office by a resolution of the Bishop-in-Council.
- (b) When a vacancy occurs on the Management Committee, or if the composition of the Management Committee does not conform to clause 6.2, the Preschool must inform the Registrar in writing within 7 days of the relevant event occurring.
- (c) If the number of Members falls below five or the composition of the Management Committee does not conform to subclause 6.2 (b)., the Bishop-in-Council by resolution may temporarily suspend the operation of clauses of this Constitution relating to the size and composition of the Management Committee and make such arrangements as it thinks fit to enable the Management Committee to function.

## 6.6. Meetings of Management Committee

- (a) The Management Committee will hold ordinary meetings at least four times a year.
- (b) The meeting will be convened by either the Rector or the Chair.
- (c) At least 7 days written notice of a meeting will be provided to Members.
- (d) The Rector, if present, may preside at meetings of the Management Committee.
- (e) The person presiding at the meeting of 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.
- (f) At meetings of the Management Committee, four Members shall constitute a quorum.
- (g) 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 shall be available for inspection by Members, the Bishop or the Bishop's delegate or the auditor with reasonable notice.
- (h) An emergency meeting of the Management Committee may be convened at the discretion of the Chair, the Rector or the Bishop, to consider a specific item of business and the usual period of notice need not apply.
- (i) The Chair's duties and responsibilities are to:
  - (i) Consult with the Director and Secretary on the business to be discussed at meetings;
  - (ii) Supervise the preparation of the agenda for meetings;
  - (iii) Arrange for all reports and other documents that should accompany the agenda are sent out to members in sufficient time before meetings;
  - (iv) Check the minutes of previous meetings for accuracy and sign on confirmation by Members;
  - (v) 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.
- (j) Subject to 6.6 (d), if the Chair is absent for a meeting of the Management Committee, the Members in attendance may elect from their number an Acting Chair for the meeting.
- (k) The Director of the Preschool may attend and participate in all meetings of the Management Committee but may not vote. However, there will be an In Camera session on the agenda at each meeting permitting Members to hold discussions without staff present and for any particular item of business where the Members resolve to exclude the Director for the consideration of that business.

## 6.7. Chair and other officers of the Management Committee

- (a) The Chair of the Management Committee must be a member and shall be appointed as Chair by the Rector following consultation with the Management Committee. The Rector has the prerogative to be the Chair.
- (b) The Chair may be removed from the office of Chair by the Rector, following consultation with the Management Committee.
- (c) The Chair will initially be appointed to hold office for the balance of their term as a Member. The Rector may reappoint the Chair, subject to their continuing appointment as a Member.
- (d) The Management Committee shall appoint a person to act as Secretary.
- (e) 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.

## 7. Annual General Meeting

7.1 An Annual General Meeting chaired by the Rector shall be held annually for the purpose of keeping parents, members of the Parish and other stakeholders informed as to the plans and status of the Preschool.

7.2 The agenda of the Annual General Meeting shall be at the discretion of the Chair.

7.3 Any resolution of the Annual General Meeting shall not be binding on the Management Committee.

## **8. The Director**

### **8.1. Selection and Appointment of the Director**

- (a) The Director shall be a person who subscribes to the Christian faith and operating the Preschool under the ethos of the Anglican Church as expressed in the Anglican Diocese of Grafton Schools Ethos Statement.
- (b) The Management Committee may determine the selection process for the appointment of a new Director, subject to Diocesan Policies.
- (c) No offer of appointment may be made to a person selected by the Management Committee for appointment as Director without the approval of both the Parish Council and the Bishop.
- (d) 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 Diocesan Policies.
- (e) The Management Committee may suspend or terminate the employment of the Director following consultation with the Bishop.

### **8.2. Responsibilities of the Director**

- (a) The Director shall be responsible to the Management Committee for the leadership, day to day management and welfare of the Preschool.
- (b) The Director will
  - (i) 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
  - (ii) implement strategies approved by the Management Committee
  - (iii) work in accordance with any relevant Diocesan policies and policies approved by the Management Committee
  - (iv) prepare reports for and advise the Management Committee on matters pertaining to the management of the Preschool
  - (v) be responsible for
    - employing and terminating staff in accordance with the Preschool's Staff Selection Policy and Procedures;
    - the quality of teaching and care;
    - the safety and good order of Preschool operations;
    - the care of property utilised by the Preschool; and
    - compliance by the Preschool with applicable laws
    - maintaining standards in accordance with the National Quality Framework of the Australian Children's Education & Care Quality Authority

### **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 responsible to fulfil the responsibilities of the Director in this constitution.

### **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 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 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**

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

## **12. Common Seal**

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**

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