

CORPORATIONS ACT (2001) (Cth)

CONSTITUTION

CONSTITUTION

OF

CASTLEMAINE STEINER SCHOOL LIMITED

10th April 2014

CONSTITUTION OF CASTLEMAINE STEINER SCHOOL LIMITED

1. The name of the Company is CASTLEMAINE STEINER SCHOOL LIMITED.
2. The purposes for which the Company is established are as follows:

To establish and maintain in Castlemaine and elsewhere in Victoria educational facilities and programmes for pre-school and school-age children in accordance with the Vision and Mission of the school within the spirit of Anthroposophy and the principles and methods of Dr Rudolf Steiner.
3. In addition, the Company shall have all the powers and the responsibilities as set out in the Corporations Act 2001 and the Australian Charities and Not-for-profits Commission Act 2012, provided only that the Company may not:
 - (a) Contravene the purposes set out in Section 2 of this Constitution;
 - (b) Contravene the provisions of Section 4 of this Constitution;
4. The income and property of the Company shall be applied solely towards the purposes of the Company as set out in Section 2 of this Constitution. No portion of the income and property of the company shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to the members of the company, however:
 - (a) Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, employee or member of the Company in return for any services actually rendered to the Company.
 - (b) Nothing herein shall prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purposes of this clause by the Constitution for money borrowed from any member of the Company or reasonable and proper rent for premises let by any member to the Company. Refer to Clause 63.
 - (c) Nothing herein will prevent the payment of reasonable out-of-pocket expenses incurred while undertaking the proper business of the Company to an officer or member of the Company.
 - (d) Any payment in good faith or reasonable and proper remuneration to any member of the board of management or governing body shall be shown identifiably as such in the annual audited accounts of the Company.
5. The liability of the members of the Company is limited.
6. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time that he or she

is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member, and of the costs, charges and expenses of winding up and adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Twenty Dollars (\$20.00).

7. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to any one or more other institutions in the State of Victoria having purposes substantially similar to that of the Company and if effect cannot be given to the aforesaid provision, then to some charitable purpose.
8. Upon the winding up or dissolution of the Company any employee of the company who is a Director of the company at that time shall be treated as an employee with respect to payment of any correctly calculated preserved employment entitlements which have accrued to him or her as a result of such employment in the Company.
9. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt of expenditure takes place and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of its members.
10. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheets ascertained by a properly qualified independent auditor.
11. The paragraphs of this Constitution of the Company may only be altered by a 75% majority vote of members present (either in person or by proxy or by postal vote) at a properly constituted meeting voting in favour of a properly notified Special Resolution.

12. Appointment of a Proxy

Any Member may appoint a proxy, who also must be a Member, to act on his or her behalf at any meeting which the appointing Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member may have. The said appointment must be in writing signed by the appointing Member with their name and address and the Appointed Member's name together with the meeting or meetings where the appointed Member they may cast a vote on behalf of the appointing Member.

13. Postal Vote

A Postal Vote shall be in written form and approved by the Board as to its content, use, method of distribution and its time of acceptance.

CORPORATIONS ACT (2001)
COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

CONSTITUTION OF
CASTLEMAINE STEINER SCHOOL LIMITED

PRELIMINARY

1. In these Articles the following interpretations shall apply:
 - (a) “The Company” means the Company incorporated under the name of CASTLEMAINE STEINER SCHOOL LIMITED.
 - (b) “The School” means the CASTLEMAINE STEINER SCHOOL LIMITED.
 - (c) “Member” means a member of the Company.
 - (d) “Subscriber” means an inaugural member of the Company who is signatory to the Constitution.
 - (e) “The Board” means the Board of Directors of the Company.
 - (f) “The Directors” means the Board of Directors of the Company.
 - (g) “The Secretary” means the person for the time being occupying the position of Company Secretary or appointed by the Board to act temporarily as the Company Secretary.
 - (h) “Parent” unless the context otherwise indicates means a parent of one or more children enrolled in the school and includes in this meaning a legal guardian of such child or children.
 - (i) “Staff Member” means a teaching or non-teaching full-time or part-time ongoing employee of the school.
 - (j) “School Management” means the executive management positions employed by the school responsible for the educational and business management arms of the school, by whatever title these positions are given over time.
 - (k) “The Act” means the Corporations Act (2001) (Cth) or any amendment or re-enactment thereof.
 - (l) “ACNC” means the Australian Charities and Not-for-Profits Commission.
 - (m) The Company is established for the purposes set out in the Constitution.
 - (n) Words importing the masculine gender include the feminine gender and words importing the singular number include the plural, and vice versa.

CONFLICT OF INTEREST

- 2 A conflict of interest arises when a Board member's personal interests, or those of a person with whom he or she has a close personal relationship, conflict with his or her primary obligation to act in the best interests of the school.
 - 2.1 A close personal relationship shall be defined as family relationships (siblings, parent, child, spouse including de facto spouse, partner, relations by marriage, grandchild and grandparent and emotional relationships including close friendship)
3. A conflict of interest may be personal or financial.
 - 3.1 A financial interest includes any right, claim, title or legal share in something having a monetary or equivalent value. Examples of financial interest include but are not limited to the right to receive remuneration, such as salary, consulting fees, allowances, discounts and the like
 - 3.2 A personal interest includes interests that can bring benefit or disadvantage to the Board member or to others whom that person may wish to benefit or disadvantage. Personal interests include financial interests and interests arising from close personal relationships or involvement in cultural, sporting, religious or social activities. They also include interests that may lead to a tendency or predisposition to favour or to be prejudiced against a person or an organisation.
4. A conflict of interest may be actual, perceived or potential.
 - 4.1 A perceived conflict of interest exists where it could appear to a reasonable person that the Board member's personal interests could improperly influence the performance of his or her duties whether or not this is in fact the case.
 - 4.2 A potential conflict of interest arises where a Board member has personal interests that could conflict with his or her official duties in the future.

MEMBERSHIP

- 5 The number of members with which the Company proposes to be registered is eleven (11) but the Board of Directors may from time to time register an increase in members up to a maximum of 600.
6. Those eligible for membership of the Company shall be:
 - 6.1 Parents of pupils currently enrolled at the School
 - 6.2 Teaching and non-teaching staff members
 - 6.3 Board members and board members elect;
 - 6.4 Such other persons as the Board shall deem fit

ADMISSION OF MEMBERS

7. Persons referred to in Article 6 shall apply for membership of the Company by completing a signed Membership Application Form and submitting this to the Secretary for consideration by the Board, which shall determine admission or rejection of the applicant at the next Board meeting.
8. Where a person referred to in Article 6 submits a signed Membership Application Form they are agreeing to be bound by the Constitution and these Articles and are committing to support the purpose of the Company as defined in the Constitution.
9. The Board shall have full discretion as to the admission to membership of the Company of any person referred to in Article 6.4. In no case shall the Board be required to give any reason for the rejection of any applicant. The Board of Directors may set a nominal membership fee at its discretion.
10. Where an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of acceptance.
11. The Company in an Annual General Meeting may bestow Life Membership on a person who by their long-standing support and effort has made a significant contribution to the School
12. The Secretary shall maintain an up-to-date register of all persons admitted as members of the Company.

CESSATION OF MEMBERSHIP

13. A person shall cease to be a member on his or her withdrawal to be signified in writing to the Secretary of the Company.
14. A person shall cease to be a member on his or her death.
15. If a member owes money to the Company for a period of three calendar months after it becomes due, without an accepted and paid up Fee Instalment Agreement, then the member may, after notice of the default having been sent to him or her by the Secretary, be debarred by resolution of the Board from all privileges of membership, provided that the Board may reinstate the member on payment of all arrears if the Board sees fit to do so.
16. If a Staff Member resigns or is dismissed from his or her position at the School, or if every child of a Parent ceases to be a pupil at the School, then the name of each such Staff Member or Parent as the case may be shall thereupon be removed from the Register of the members and he or she shall be deemed to be no longer a member of the Company, but he or she shall be free to re-apply for membership of the Company subject to the provisions of Articles 5 to 6 inclusive.
17. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the

Company or brings the School into disrepute, the Board shall have power by resolution to censure or expel the member from the Company.

Provided that at least one week before the meeting of the Board at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against her or him and of the intended resolution and that he or she shall, at such meeting and before passing of such a resolution, have had an opportunity of giving, orally and in writing, any explanation he or she may think fit, whereupon the Board will consider the matter and advise the member of the outcome in writing.

18. If any member is not active in exercising their privileges or obligations as member and, having failed to respond to correspondence from the Board, the Board shall have the power to revoke the membership of that person.

RIGHTS OF MEMBERS

19. All members shall be entitled to all such information and advice with regard to the purpose of the Company as the Company and any of its officers may be able to supply.

MEETINGS OF THE COMPANY

20. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act (2001) once in every calendar year. All other meetings of the Company shall be called General Meetings.
21. The Directors may convene a General Meeting or can do so upon the request of members in accordance with Section 249(C) of the Corporations Act (2001) having in all cases regard to the provisions of the Act in respect of providing twenty one (21) days notice of meeting date, time, place and objects.
22. If any such request for a General Meeting made by members to the Directors is not acted on by the Directors within one month of the request, other members of the Company amounting to the required number set out at Item 25 below may themselves convene the meeting.
23. The accidental omission to give notice of the meeting to any member, or the non-receipt of notice of meeting by any member, shall not invalidate the proceedings at any meeting.
24. All business shall be deemed special that is transacted at a General Meeting and also all that transacted at the Annual General Meeting with the exception of the consideration of accounts and balance sheet, the report of the Auditors and the election and the fixing of remuneration of the Auditors.
25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Board, for the purposes of General Meetings of the Company, twenty (20) members of the Company personally present shall be a

quorum. For the purposes of this Article, "member" includes a person attending as a proxy.

26. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request of members shall be dissolved; and if convened by the Directors it shall stand adjourned to a date, time and place to be determined by those present.
27. The Chairperson of the Board shall preside as Chairperson at every General Meeting of the Company or in his or her absence the Deputy Chairperson of the Board may act as Chairperson. If the Deputy Chairperson is not present the members present may choose someone of their number to act as Chairperson.
28. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
29. If any General Meeting shall be adjourned for more than fourteen (14) days, notice of such adjournment shall be given to the members in the same manner as in the case of an original meeting. Except for this aforementioned circumstance, it shall not be necessary to give any notice of adjournment.
30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by the Chairperson or by at least three (3) members present, and unless a poll is so demanded a declaration by the Chairperson as to the outcome of the vote and an entry to that effect on the minutes of the proceedings shall be conclusive evidence of the fact without necessity to record proof of the number of the votes recorded in favour or against that resolution.
 - (a) If a poll is demanded it shall be taken as the Chairperson directs and the result of such poll shall be deemed to be the resolution of the Company in general meeting.
 - (b) In the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the meeting shall be entitled to a second or casting vote.
 - (c) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairperson directs.
 - (d) On a show of hands and on a poll every member present shall have one vote.

NOTICES

31. Any notice may be served by the Company upon any member either personally or by sending by post or email to the member at his or her address as entered in the register of Company members.
32. Any notice served by post shall be deemed to have been served at the expiration of forty-eight (48) hours after the envelope containing same is posted.
33. Any notice or other document required to be served upon the Company may be served or delivered to the Secretary at the Company's registered address.

BOARD OF DIRECTORS

34. The business of the Company shall be directed by a Board of Directors, who shall have responsibility to plan, direct and achieve the Company's purposes as set out in Constitution.
35. The Directors on the Board shall number between seven (7) and nine (9), comprising both nominated and elected Directors:

35.1 Nominated Directors

- (a) Two members nominated by the College of Teachers on the basis of required expertise and cultural fit but not necessarily being teachers;
- (b) 3-5 persons nominated by the Board of Directors on the basis of required expertise and cultural fit from the wider community, as follows:
 - (i) none may be employees of the school;
 - (ii) at least 2 out of 3 or 4, or 3 out of 5 such persons, shall be independent community members and not parents of current students enrolled at the school;;

35.2 Elected Directors

Two company members not being employees of the school, nominated by company members in accordance with Article 44, below, and elected at an appropriately constituted Annual General Meeting.

36. The Educational Director of the School shall be an ex-officio, executive member without voting rights.
37. All Directors must be members of the Company
38. Directors shall receive no remuneration for their services other than as specified in Section 4 of the Constitution.

TERMS OF DIRECTORS

39. Board members will serve for a maximum of two (2) years after which time they must retire.
- 38.1 The term shall to be deemed to commence from the time of the first Board meeting attended by the Director.
- 38.2 A retiring Director, if eligible, may re-nominate.
40. The Board may determine to arrange the nomination and selection of Directors such that renewal of Directors is staggered over more than one Annual General Meeting cycle, allowing greater continuity of Directorship.

SELECTION OF BOARD OF DIRECTORS

41. Board members shall be selected on the basis of skill and cultural fit and in the best interests of the Company, in accordance with the process outlined in the relevant Board Policy.
42. Board member nominees must declare during the selection process any conflict of interest as defined in Articles 2 - 4. Conflicts of Interest as described above may be grounds for refusal to appoint a nominated Director.
44. Company member nominees to the Board shall be nominated in the following manner:
- (a) Any two members of the Company shall be at liberty to nominate any member (not being an employee) to serve as a Director.
 - (b) Such nomination shall be in writing, signed by the nominee by way of acceptance and by his or her proposer and seconder and shall be lodged with the Secretary together with a statement by the nominee addressing the skills and experience that they would bring to the Board.
 - (c) Such nomination must be received by the Secretary prior to the Board meeting immediately preceding the AGM.
 - (d) The Board of Directors shall announce such vacancies to all parents and company members and advertise relevant dates.
 - (e) Board endorsed candidates will be presented to Company Members for election at a properly constituted AGM.
45. College of Teacher nominees shall be nominated in the following manner:
- (a) Any two members of the College of Teachers shall be at liberty to nominate any member (not necessarily being an employee) to serve as a Director.

- (b) Such nomination shall be in writing, signed by the nominee by way of acceptance and by his or her proposer and seconder and accompanied by a motion of the College of Teachers approving such nomination. The nomination shall be lodged with the Secretary together with a statement by the nominee addressing the skills and experience that they would bring to the Board.
 - (c) The Board of Directors shall announce such vacancies to the College of Teachers.
 - (d) The new Director will be endorsed by company members at the following Annual General Meeting.
46. Casual vacancies for directors shall be advertised on the school website and in local media or by invitation. Casual vacancies may be filled by the Board in the manner described in Articles 35, 37, 39, 40, 41, 42 and 43. Selection of these positions will then be endorsed at the next Annual General Meeting.

DISQUALIFICATION OF DIRECTORS

47. The office of Director shall become vacant if the Director:
- (a) Is deceased.
 - (b) Becomes of unsound mind, or becomes a person liable to be dealt with under the law relating to mental health.
 - (c) Resigns his or her office in writing to the Secretary of the Board.
 - (d) Becomes insolvent or bankrupt or makes any arrangement or composition with his or her creditors or is a debtor as defined in the current Board endorsed policy.
 - (e) Ceases to be a member of the Company.
 - (f) Has served on the Board for a period of two consecutive years, in which case the member may apply for re-nomination or re-election as per Articles 35 and 38.
 - (g) Is absent for three consecutive Board meetings without the prior approval of a majority of the Board.
48. The Board shall have power to disqualify a Director by resolution of a 75% majority if the Director:
- 48.1 shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company; or

48.2 shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Director or prejudicial to the interests of the Company or brings the School into disrepute;

48.3 is not active in exercising their privileges or obligations as Director and has failed to respond to a written warning from the Board given at least 60 days prior to the resolution.

MEETINGS OF THE BOARD OF DIRECTORS

49. The Board shall nominate at the first meeting after each AGM from amongst its members a Chairperson, a Deputy Chairperson and a Treasurer, for a period of one year. Officers may renominate or be re-elected.

50. Whosoever the Board appoints shall act as Secretary to the Board and as Company Secretary with responsibility to prepare and submit Company reports and financial statements for approval of the Board.

51. The Company may by resolution passed at a General Meeting increase or decrease the number of office bearers or members of the Board.

52. A Director shall always avoid any real or perceived conflict of interest (as defined in clauses 2, 3 and 4) by declaring any interest held by him or her, or by his or her family or associates in any contract or financial matter under discussion by the Board, and if necessary remove him or herself from the Board room during such discussions.

53. The Board shall keep minutes, including the appointment of officers, names of Directors present and all proceedings at its meetings, and such minutes shall be available to members of the Company to peruse at their request.

54. The Board shall meet a minimum of four (4) times per year. The quorum for meetings of the Board of Directors shall be more than half of the current membership.

POWERS AND DUTIES OF BOARD OF DIRECTORS

55. The Board of Directors shall have the power and duty to:

- (a) Oversee the affairs of the Company to achieve the purposes stated in the Constitution, (particularly with reference to the current Vision and Mission of the school), through planning, leadership and support for the long-term development and welfare of the School and the Company.
- (b) Appoint the Educational Director of the School, or equivalent roles.
- (c) Control and manage all real estate and other assets belonging to the Company and School, or used for the purpose of the School (subject to all

trusts, engagements and liabilities affecting the same) and provide for the maintenance and protection of such assets.

- (d) Exercise the powers of the Company to borrow money and to mortgage or charge its property, or part thereof, and to issue debentures or securities whether outright or as security for any liability of the Company.
- (e) Insure all real and personal property of the Company and comply with any legislation requiring insurances to be taken out.
- (f) As considered necessary, frame by-laws, policies or regulations for the general conduct and management of the School, its Directors and employees.
- (j) Pursuant to the Australian Charities and Not-for-profits Commission Act 2012 and in particular to the Board's requirement to conform to and meet the requirements of the Australian Charities and Not-for-profits Commission Regulation 2013, Standard 2: Accountability to members – We, as a Board of Directors of a charity that have members must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed.
- (k) In addition to the particular powers herein conferred upon them, exercise all such powers of the Company which are not required by the Corporations Act (2001) to be exercised by General Meetings of the Company and to do so having regard to the regulations and provisions of the Act.
- (l) Approve and monitor annual school budgets as provided by the school management for the company, in consultation with the School Educational and Administrative Management positions.

BOARD COMMITTEES

- 56. The Board of Directors may from time to time appoint Committees and delegate thereto such business as the Directors deem fit, provided that the Directors may confer such powers to such committees only collaterally and not to the exclusion of or in substitution for all or any of the powers of the Directors, and the Board may from time to time revoke, alter or vary all or any of such powers delegated to such committees.
- 57. The quorum of any such committees shall be no less than two, and it shall be preferred but not essential for a Director to be a member of such committees.

ACCOUNTS

- 58. The Board shall ensure that general records, accounting books and true records of all monetary receipts and expenditure connected with the operations and business of the Company and of the assets and liabilities of the Company are

faithfully kept in such form and manner as the Board may direct and in accordance with relevant Australian accounting standards.

- (a) Books of account shall be kept at the registered office of the Company or such other place as the Directors see fit.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Secretary or in his or her absence by such other person as the Board may nominate for that purpose and shall be countersigned by a member of the Board or by any other staff member or members determined by resolution of the Board.
- (c) At the Annual General Meeting in every year the Board shall lay before the members of the Company an audited income and expenditure account and a balance sheet containing a summary of the assets and liabilities of the Company made up as at the end of the preceding financial year.
- (d) The Board may canvass for contributions to the funds of the Company in the form of donations, annual subscriptions, bequests, donations, registered building fund contributions or other arrangements, having regard at all times to the relevant legal and financial regulations governing the procurement and management of such contributions.

AUDIT

- 59. Auditors shall be appointed by the Board and their appointment, re-appointment as part of the Annual General Meeting procedures and their duties shall be regulated in accordance with the Corporations Act (2001).

THE COMMON SEAL

- 60. The Board shall provide for the safe custody of the common seal of the Company and it shall not be affixed to any document or instrument except by the authority of a resolution of the Board of Directors or of any committee to which such authority is delegated. Every document or instrument to which the seal of the Company is so affixed shall be signed by at least two Directors.
- 61. A record of the use for the common seal is to be kept by the Secretary.

THE EDUCATIONAL DIRECTOR

- 62. The Educational Director of the School is appointed by and shall be responsible to, and shall report to the Board.

THE COLLEGE OF TEACHERS

63. There shall be a body of persons known as the College of Teachers responsible for guiding the spiritual and educational direction and development of the School to achieve approved programmes for pre-school and school-age children in accordance with the Vision and Mission of the school within the spirit of Anthroposophy and the principles and methods of Dr Rudolf Steiner, and in accordance with the requirements of the current regulatory and funding authority. Composition and responsibilities of the College of Teachers shall be outlined in the current Board Endorsed CSSK Management Structure.

INDEMNITY

64. Every Director and every officer and employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation thereto in which relief is under the Corporations Act (2001) granted to him or her by the Court, in respect of any negligence, default, breach of duty or breach of trust.

RATE OF INTEREST

65. The Board of Directors may negotiate loans from parents, school community members or other private sources other than commercial banks or other lending institutions. The interest rate, referred to in Section 4(b) of the Constitution of the Company, applicable in these circumstances will be negotiated between the parties in line with, or by agreement less than, the current market interest rates pertaining to equivalent transactions at the time that the loan agreement is made.

ANNUAL REPORT

66. The Chairperson of the Board shall table an Annual Report at the Annual General Meeting of the Association, such report to comment on the activities and achievements of the Board over the period of time since the preceding Annual General Meeting, together with an outline of key goals and activities for the year ahead.
67. The Educational Director shall table an Annual report to the Annual General Meeting regarding the activities and achievements of the School's educational programs over the period of time since the preceding Annual General Meeting, together with an outline of key goals and activities for the year ahead.

WINDING UP

68. The provisions of Section 7 of the Constitution of the Company relating to Winding Up or dissolution of the Company shall have effect and be observed as if the same were repeated in this Constitution.