

CONSTITUTION

**CASTLEMAINE STEINER SCHOOL
LIMITED**

ADOPTED JULY 2023

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

CONSTITUTION OF
CASTLEMAINE STEINER SCHOOL LIMITED

INTRODUCTION

1. REPLACEABLE RULES EXCLUDED

1.1 The replaceable rules contained in the Act do not apply to the Company.

2. DEFINITIONS

2.1 In this Constitution:

(a) "The Company" means the Company incorporated under the name of CASTLEMAINE STEINER SCHOOL LIMITED also known as Castlemaine Steiner School and Kindergarten.

(b) "The School" means the registered Victorian school known as CASTLEMAINE STEINER SCHOOL AND KINDERGARTEN (CSSK).

(c) "Education Legislation" means the *Education and Training Reform Act 2006 (Vic)*, the *Education and Training Reform Regulations 2017 (Vic)*, the *Australian Education Act 2013 (Cth)*, the *Australian Education Regulation 2013 (Cth)*, including ministerial orders or other legislative instruments from time to time.

(d) "Member" means a member of the Company admitted pursuant to Rule 9.1.

(e) "The Board" means the board of Directors of the Company.

(f) "The Directors" means all or some of the Directors acting as the Board.

(g) "The Secretary" means the person occupying the position of Company Secretary as appointed by the Board.

(h) "Parent" 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) "the Act" means the *Corporations Act 2001 (Cth)*.

(k) "the ACNC" means the Australian Charities and Not-for-Profits Commission.

(l) "the ACNC Act" means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

2.2 Interpretation:

In this Constitution, except where the context otherwise requires:

2.2.1 Words importing the masculine gender include the feminine gender and words importing the singular number include the plural, and vice versa.

2.2.2 A reference to any legislation or regulation or to any provision of any legislation or of any regulation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations, statutory instruments and ministerial orders issued under it.

3. CHARITABLE PURPOSE AND OBJECTS

3.1 The Company is established for the charitable purpose of advancing education. In pursuing the charitable purpose, the objects of the Company are to operate and maintain in Castlemaine 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.

3.2 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.

4. POWERS

4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.

4.2 Despite rule 4.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in Rule 3.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the promotion of the objects of the Company set out in Rule 3.

5.2 All of the Company's assets that relate to the operation of the School or income (in so far as it arises from the operation of the School, including revenue derived from the Commonwealth or a State Government specifically for the operation of the School) must not be used in any way which results in the School ceasing to be operated on a not-for-profit basis for the purposes of any applicable State or Commonwealth legislation concerning school regulation, government funding, charity registration, tax exemptions and concessions or any other matter relevant to the operation of the Company.

6. NO DISTRIBUTION TO MEMBERS

6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company.

6.2 Rule 6.1 does not prevent:

6.2.1 the payment in good faith of remuneration to any officer, servant or member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business including employment at the School as a Teacher or in a non-teaching position;

6.2.2 the payment of interest at a reasonable rate per annum on money borrowed from any member of the Company; or

6.2.3 the reimbursement of expenses incurred by any director, employee or member of the School.

7. LIMITED LIABILITY

7.1 The liability of the members is limited.

8. GUARANTEE

8.1 Every member of the Company undertakes to contribute an amount not exceeding \$20.00 to the property of the Company in the event of its being wound up while the member is a member or within one (1) year after the member ceases to be a member, if required for payment:

8.1.1 of the debts and liabilities of the Company (contracted before the member ceases to be a member);

8.1.2 of the costs, charges and expenses of winding up; and

8.1.3 for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

9. CATEGORIES OF MEMBERSHIP

9.1 There shall a maximum of 69 Members of the Company comprised as follows:

- 9.1.1 the persons who are Directors from time to time;
- 9.1.2 a maximum of 60 persons appointed by the Board from the following categories:
 - 9.1.2.1 Staff Members;
 - 9.1.2.2 Parents; or
 - 9.1.2.3 persons whom the Board considers support the aims and objects of the company.

9.2 Members, except under 9.1.1, will be selected for a two-year term. In the application form, members will need to provide an explanation as to why they would like to join as Company Members. The maximum number of members does not need to be met. The Board will aim to ensure a balance of membership between the categories outlined in 9.1.2, in order to uphold the vision and mission of the School.

9.3 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. The status of Life Members is honorary; they are not Company members, do not have voting rights and will not be counted towards the number of members or categories outlined in Rules 9.1 and 9.1.2.

10. ENTITLEMENTS OF DIFFERENT CATEGORIES OF MEMBERSHIP

10.1 All members shall have the right to receive notices and attend any general meeting of the Company and shall have a right to vote at any general meeting.

11. FORM OF APPLICATION

11.1 An application for membership must be:

- 11.1.1 in writing in a form approved by the Board, which includes a statement on why the person would like to be a Company member;
- 11.1.2 signed by the applicant.

12. ADMISSION TO MEMBERSHIP

12.1 The Board must consider an application for membership as soon as practicable after its receipt and determine, at their discretion, the admission or rejection of the applicant based on the categories of Members outlined in Rule 9.1. The Board shall seek to maintain a balance of members outlined in Rule 9.1.2. In no case shall the Board be required to give any reason for the rejection of any applicant.

12.2 Where an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of acceptance.

13. REGISTER OF MEMBERS

- 13.1 A register of Members of the Company must be kept in accordance with the Act.
- 13.2 The following must be entered in the register of members in respect of each Member:
- 13.2.1 the full name of the Member, residential address, telephone number and electronic email address;
 - 13.2.2 the category of membership under clause 9.1; and
 - 13.2.3 the date of admission to and cessation of membership.
- 13.3 Each Member must notify the Secretary in writing of any change in their details within one (1) month after the change.

CESSATION OF MEMBERSHIP

14. RESIGNATION

- 14.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 14.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

15. CESSATION OF MEMBERSHIP

- 15.1 A Member ceases to be a member:
- 15.1.1 on the expiry of their term of membership;
 - 15.1.2 on the death or resignation of the Member;
 - 15.1.3 if the Member is expelled under Rule 16;
 - 15.1.4 if the Member ceases to be an employee or Parent at the School;
 - 15.1.5 if the Member ceases to be a Director;
 - 15.1.6 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. DISCIPLINING MEMBERS

- 16.1 This Rule does not apply to any Director who is a member under Rule 9.1.1.
- 16.2 Subject to Rule 16.1, if any member:
- 16.2.1 wilfully refuses or neglects to comply with the provisions of this Constitution; or

16.2.2 is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest of the Company;

the Board may resolve to censure, suspend or expel the member and, in the case of expulsion, to remove the member's name from the register of members.

16.3 At least one (1) week before the meeting of the Board at which a resolution of the nature referred to in Rule 16.1 is passed the Board must give to the Member notice of:

- 16.3.1 the meeting; and
- 16.3.2 what is alleged against the Member and the actions that can be taken by the Board.

16.4 At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member sees fit, including the production of documents and the calling of witnesses.

16.5 If any Member ceases to be a Member under this Rule 16, the Board may reinstate the Member and restore the name of that Member to the register of members upon and subject to any terms and conditions they see fit as are not inconsistent with the provisions of this Constitution.

17. EFFECT OF CESSATION OF MEMBERSHIP

17.1 If any Member ceases to be a Member under this Constitution, the person remains liable to pay to the Company any sum not exceeding \$20.00 for which they are liable under Rule 8 of this Constitution.

BOARD OF DIRECTORS

18. DIRECTORS

18.1 There shall be no more than nine (9) directors and no less than five (5) directors.

18.2 At least one Director, but no more than two (2) Directors, shall be a member of the College of Teachers.

18.3 No more than three (3) Directors shall be parents at the School.

18.4 The Directors shall comprise both Appointed and Elected Directors:

18.4.1 Appointed Directors

18.4.1.1 At least one (1) Director, and no more than two (2) as per Rule 18.2, shall be a member of the College of Teachers, appointed

by the College on the basis of required expertise and cultural fit but not necessarily being teachers;

18.4.1.2 At least one (1) Director shall be appointed by the Board, on the basis of required expertise and cultural fit (see Rule 18.5.3). Appointed Directors do not have to be members before their appointment.

18.4.1.3 The Members will be notified of newly Appointed Directors as soon as practical after their appointment.

18.4.2 Elected Directors

18.4.2.1 Two company members not being employees of the School, and within the limits set by Rules 18.2, 18.3 and 18.5, can be nominated by Members in accordance with Rule 23, and elected at an appropriately constituted Annual General Meeting in accordance with Rule 24.

18.5 An individual is eligible to be a Director if they are:

18.5.1 a Member of the Association, except as stated in Rule 18.4.1.2;

18.5.2 eighteen (18) years or over;

18.5.3 has demonstrated skills and experience in any discipline, profession or field of knowledge which may be beneficial to the Company in accordance with a skills and diversity matrix proposed by the Board (such as accounting, finance, law, business management, governance, property, risk management, anthroposophy, education, health and wellbeing, marketing, human resources, community service, or some other area of relevance);

18.5.4 has demonstrated an active interest or involvement in the School or in Steiner education in general, preferably over a period of at least two (2) years prior to assuming a position on the Board.

19. REMAINING DIRECTORS

19.1 If the number of Directors in office at any time falls below the minimum fixed in accordance with Rule 18.1, the remaining Directors may act only:

19.1.1 to fill a vacancy in the Board by appointing a Director under Rule 18.4.1 or to fill a casual vacancy in accordance with Rule 25;

19.1.2 call a general meeting for the purposes of election or otherwise; or

19.1.3 in emergencies.

19.2 After each Annual General Meeting, the Board must, from among the current Directors, appoint three Office Holders to the positions of:

19.2.1 Chair;

19.2.2 Deputy Chair; and
19.2.3 Treasurer.

19.3 The position of an Office Holder becomes vacant at the next Annual General Meeting after their appointment. Officers may renominate or be re-elected.

20. ROLE OF THE CHAIR AND DEPUTY CHAIR

20.1 The Chair or, in the Chair's absence, the Deputy Chair, is the chairperson for any general meetings and Board Meetings unless otherwise chosen by the Directors.

21. COMPANY SECRETARY

21.1 The Board must appoint a person to the office of Secretary to the Company.

21.2 The Secretary may be a Member, a Director or an employee of the Company. The Secretary is responsible for and must perform any duty or function required under the Act to be performed by the Secretary.

21.3 A Secretary holds office on the terms and conditions and with the powers, duties and authority as the Board determines. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Board.

21.4 The Board may suspend, remove or terminate the appointment of a Secretary, subject to any agreement between the Company and the Secretary.

21.5 The person appointed as Secretary must:

21.5.1 maintain the register of Members;

21.5.2 perform any other duty or function as agreed by the Board in line with this Constitution and the Act.

22. TERM OF OFFICE OF DIRECTORS

22.1 The Directors shall be appointed or elected for a three (3) year term and shall subject to the provisions of this Constitution, hold office until the third anniversary of the appointment date (for Appointed Directors) or the end of the third annual general meeting following their election (for Elected Directors).

22.2 A retiring Director shall be eligible for re-appointment. A retiring Director shall be eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

22.3 A director is eligible for re-appointment or re-election up to three (3) times.

23. NOMINATION FOR ELECTION

- 23.1 Each candidate for election as a Director who is not at the time of the nomination a Director must be proposed by a Member and seconded by another Member. A nomination for a candidate for election as Director must be in writing and be signed by the candidate and signed by a Member of the Company and seconded by another Member. Where a person is a Director, there is no requirement that such person be renominated and seconded, but such person must comply with the provisions of Rule 23.2.
- 23.2 A nomination for all candidates for election must be received at the registered office of the Company before the deadline and following procedures announced by the Board.

24. ELECTION PROCEDURE – DIRECTORS

- 24.1 A ballot or equivalent must be held for the election of the candidates, which election shall be conducted at the annual general meeting. Election of candidates for Directors cannot be by a show of hands.
- 24.2 At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- 24.3 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as Directors.
- 24.4 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair of the meeting, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- 24.4.1 does not exercise a casting vote; or
 - 24.4.2 is one of the candidates who received the same number of votes;
- then the names of the candidates who received the same number of votes must be put to a further ballot immediately.
- 24.5 As per Rule 61, a Member may appoint another Member as his or her proxy to vote. A proxy must be a Member and can be a proxy for one Member only and must comply with conditions under Rule 61.

25. CASUAL VACANCIES

- 25.1 In keeping with the limits of Rule 18, the Board may at any time appoint a person qualified to be a director to fill a casual vacancy of an Elected Director, but so that the total number of directors does not at any time exceed nine (9) directors.

25.2 Any director appointed under Rule 25.1 holds office until the termination of the next annual general meeting of the Company and is then eligible for re-election.

26. POWERS OF DIRECTORS

26.1 Subject to the Corporations Act and this Constitution, the business of the Company is to be managed under the direction of the Board.

26.2 The Board may exercise all the powers of the Company that are not required by law or this Constitution to be exercised by the Members.

27. APPOINTMENT OF ATTORNEY

27.1 The Board may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Board), for the period and subject to the conditions they see fit.

27.2 A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the Board see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

28. NEGOTIABLE INSTRUMENTS

28.1 Any two (2) directors, as prescribed by the Board, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

28.2 The Board may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

29. COLLEGE OF TEACHERS

29.1 That there shall be a College of Teachers.

29.2 The College of Teachers forms the spiritual and pedagogical 'heart' of the School. The College will guide 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 authorities. The College of Teachers shall provide advice to the Principal in relation to the above.

- 29.3 The College of Teachers shall appoint one (1) or up to two (2) members as Board directors.
- 29.4 The membership of the College of Teachers shall be governed by the College of Teachers. The College shall meet at regular intervals and in a manner as dictated by the College.

30. COMMITTEES

- 30.1 The Board shall have a power to establish various committees of the Board from time to time as it thinks fit.

REMOVAL AND RESIGNATION OF DIRECTORS

31. RESIGNATION OF DIRECTOR

- 31.1 A Director may resign by giving a written notice of resignation to the Company at its registered office.

32. VACATION OF OFFICE OF DIRECTOR

- 32.1 In addition to any other circumstances in which the office of a director becomes vacant under the Act, the office of a director becomes vacant immediately if the Director:
- 32.1.1 becomes bankrupt or suspends payment or compounds with his or her creditors;
 - 32.1.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 32.1.3 the term of office of the Director expires under Rule 22.1 and the person is not re-elected or re-appointed;
 - 32.1.4 is removed by a resolution of the Members in accordance with section 203D of the Act;
 - 32.1.5 becomes disqualified from being a director under the Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act; or
 - 32.1.6 ceases to be a fit and proper person for the purposes of any applicable legislation, including specifically the Education Legislation;
 - 32.1.7 with effect from the date of the Director's resignation, if the Director resigns from office.
 - 32.1.8 on notice from the Chair, if the Director is absent from more than three (3) consecutive Board meetings without special leave of absence from the Board, unless the Board determines otherwise;

DIRECTORS' DUTIES

33. DUTIES OF DIRECTORS

- 33.1 The directors will:

- 33.1.1 exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company;
- 33.1.2 act in good faith in the best interests of the company and to further the charitable purpose(s) of the company set out in Rule 3;
- 33.1.3 not misuse their position as a director;
- 33.1.4 not misuse information they gain in their role as a director;
- 33.1.5 disclose any perceived or actual material conflicts of interest in the manner set out in Rule 34;
- 33.1.6 to ensure that the financial affairs of the company are managed responsibly;
- 33.1.7 not allow the company to operate while it is insolvent.

DIRECTORS' INTERESTS

34. CONFLICT OF INTEREST

- 34.1 Guidelines for the identification and management of conflicts of interest for the Directors are recorded in the Board Charter and procedures for the management of conflicts of interest, as amended from time to time.
- 34.2 The quorum for consideration at a Directors' meeting of a matter in which one or more Directors have a personal interest is three (3) Directors who are entitled to vote on any resolution that may be considered at the meeting in relation to that matter.

REMUNERATION OF DIRECTORS

35. NO DIRECTORS' REMUNERATION

- 35.1 No director may receive any remuneration for his or her services in his or her capacity as a director of the Company.
- 35.2 The Company may pay directors' travelling and other expenses that they properly incur in connection with the Company business.

INDEMNITY AND INSURANCE

36. INDEMNITY

- 36.1 To the extent permitted by law and subject to the restrictions in section 199A of the Act, the Company indemnifies:
 - 36.1.1 every person who is or has been an officer of the Company; and
 - 36.1.2 where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;against:

36.1.3 any liability (other than legal costs) incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be); or

36.1.4 reasonable legal costs incurred:

36.1.4.1 in defending an action for a liability incurred by that person as an Officer of the Company (including legal costs incurred by the officer as an Officer of a subsidiary of the Company where the Company requested the Officer to accept that appointment); and

36.1.4.2 without limiting Rule 36.1.4.1 in connection with or arising from any enquiry or investigation by an Authority or External Administrator involving that person as an officer of the Company or of the related body corporate (as the case may be).

36.2 The indemnity in Rule 36.1 is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company or of the related body corporate (as the case may be).

36.3 The amount of any indemnity payable under Rules 36.1.3 or 36.1.4 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

37. INSURANCE

37.1 To the extent permitted by law and subject to the restrictions in section 199B of the Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person (whether with others or not) who is or has been an officer of the Company or a related body corporate of the Company.

37.2 The liability insured against may not include that which the law prohibits.

37.3 In the case of a Director, any premium paid under this Rule is not remuneration for the purpose of this Constitution.

38. DIRECTOR VOTING ON CONTRACT OF INSURANCE

38.1 Despite anything in this constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

INSPECTION OF RECORDS

39. RIGHTS OF INSPECTION

- 39.1 The Board, or the Company by a resolution passed at a general meeting, may authorise a Member to inspect the books of the Company.
- 39.2 A Member (other than a Member that is a Director) does not have the right to inspect any document of the Company, other than the minute books for the meetings of its Members and for resolution of Members passed without meetings, except as provided by law or authorised by the Directors.
- 39.3 Directors have the rights of inspection and access provided by section 198F of the Act.

40. CONFIDENTIAL INFORMATION

- 40.1 Except as provided by the Act, no Member (other than a Member that is a Director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

BOARD MEETINGS

41. MEETINGS OF DIRECTORS

- 41.1 The Board may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit. It is contemplated that the Board shall meet once a month and at least six times in a year.

42. CALLING DIRECTORS' MEETINGS

- 42.1 A Director may at any time, and a secretary must on the requisition of a Director, call a meeting of the Board.

43. NOTICE OF MEETING

- 43.1 Reasonable notice of every Board meeting must be given to each Director except that it is not necessary to give notice of a meeting of directors to any director who:
- 43.1.1 has been given special leave of absence; or
 - 43.1.2 is absent from Australia and has not left an electronic mail address at which he or she may be given notice.
- 43.2 Any notice of a meeting of directors may be given in writing or orally, and whether by telephone, electronic mail or any other means of communication.

44. TECHNOLOGY MEETING OF DIRECTORS

- 44.1 A directors' meeting may be held by any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.
- 44.2 The following provisions apply to a technology meeting:
- 44.2.1 each of the Directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting.
- 44.2.2 a Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.
- 44.2.3 a Director must ensure that they can maintain confidentiality during the whole meeting and make arrangements as necessary, such that no person other than a Director can listen in on the meeting.

45. QUORUM

- 45.1 The quorum for a Board meeting is a majority of the Directors. The quorum must be present at all times during the meeting.

46. PASSING OF DIRECTORS' RESOLUTIONS

- 46.1 A resolution of the directors must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

47. CIRCULATING RESOLUTIONS

- 47.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution (except a director absent from Australia who has not left an email address at which he or she may be given notice) provide a written consent that he or she is in favour of the resolution set out in the document.
- 47.2 Separate copies of a document may be used for providing written consent by Directors if the wording of the resolution and statement is identical in each copy.
- 47.3 The resolution is passed when the last director signs.
- 47.4 Any document referred to in this Rule may be in the form of a facsimile or electronic transmission or produced by any other mechanical means under the name of a Director with that Director's authority, including a scanned copy of the signed document which has been returned as an attachment to an email.

MEETINGS OF MEMBERS

48. GENERAL MEETINGS

- 48.1 A meeting of the Members is a general meeting.
- 48.2 Except as permitted by law, a general meeting, to be called the Annual General Meeting (AGM), must be held at least once in every calendar year.
- 48.3 The ordinary business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- 48.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 48.3.2 the consideration of the annual financial report, directors' report, auditor's report and strategic plan if applicable;
 - 48.3.3 the election of Directors.
- 48.4 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business and only such business which has been circulated in an agenda will be discussed.
- 48.5 The business of the annual general meeting also includes any other business which under this Constitution or the Act ought to be transacted at an annual general meeting.
- 48.6 The chairperson of the annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 48.7 If the Company's auditor or the auditor's representative is at the meeting, the chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor, or that representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

49. CALLING OF GENERAL MEETING BY BOARD

- 49.1 A majority of Directors may call a general meeting whenever they see fit.

50. CALLING OF GENERAL MEETING BY MEMBERS

- 50.1 The Board must call and arrange to hold a general meeting on the request of at least 5% of the Members.

- 50.2 The Board must call the meeting within twenty-one (21) days after the request is given to the Company pursuant to this Rule 50, and the meeting must be held no later than 2 months after the request is given to the Company.
- 50.3 If the Board does not comply with Rule 50.2, Members with more than 50% of the votes of all the Members who made a request under Rule 50.1 may call and arrange to hold a general meeting. The meeting must be called in the same way, as far as is possible, in which general meetings of the Company may be called. Such a meeting must be held no later than three (3) months after the request is given to the Company.
- 50.4 In calling such a general meeting the Members may ask the Company for a copy of the Register. The Company must give the Members a copy of the Register free of charge.
- 50.5 If such a general meeting is called the Company must pay the reasonable expenses incurred by the Members resulting from the Directors' failure to call and arrange to hold the meeting.

51. AMOUNT OF NOTICE OF MEETING

- 51.1 At least twenty-one (21) days' notice of a general meeting must be given unless Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.
- 51.2 A general meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, notwithstanding the preceding Rule.

52. PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

- 52.1 Written notice of a meeting of the Members must be given individually to:
- 52.1.1 each Member entitled to vote at the meeting;
 - 52.1.2 each Director;
 - 52.1.3 the Principal; and
 - 52.1.4 the Company's auditor.
- 52.2 No other person is entitled to receive notice of general meetings.

53. HOW NOTICE IS GIVEN

- 53.1 The Company may give the notice of meeting to a Member:
- 53.1.1 personally;
 - 53.1.2 by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
- or

53.1.3 by sending to an electronic mail address (if any) nominated by the Member.

54. WHEN NOTICE IS GIVEN

54.1 A notice of meeting sent by post is taken to be given three (3) days after it is posted. A notice of meeting sent by electronic means is taken to be given one (1) day after it was sent.

55. CONTENTS OF NOTICE

55.1 A notice of a general meeting must:

- 55.1.1 set out the place, date and time for the meeting
- 55.1.2 state the general nature of the meeting's business;
- 55.1.3 if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- 55.1.4 be worded and presented in a clear, concise and effective manner; and
- 55.1.5 contain a statement setting out the following information:
 - 55.1.5.1 that the Member has a right to appoint a proxy (one proxy per member); and
 - 55.1.5.2 that the proxy must be a Member of the Company.

56. NOTICE OF ADJOURNED MEETING

56.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

56.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

57. ACCIDENTAL OMISSION TO GIVE NOTICE

57.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution does not invalidate the proceedings at or any resolution passed at the meeting.

58. TECHNOLOGY

58.1 A general meeting may be held:

- 58.1.1 at one or more physical venues and using virtual meeting technology; or
- 58.1.2 using virtual meeting technology only.

58.2 A person participating through the use of technology will be deemed to be present at the meeting in person.

58.3 If virtual technology is used and fails part way through the general meeting, the general meeting or that part of the general meeting affected by the technology failure will be valid unless a Member did not have a reasonable opportunity to participate and a majority of the Members attending agree to invalidate the meeting by a written declaration to that effect.

59. QUORUM

59.1 The quorum for a general meeting is eight (8) Members and the quorum must be present at all times during the meeting.

59.2 If a quorum is not present within thirty (30) minutes after the time for the meeting set out in the notice of meeting:

59.2.1 where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or

59.2.2 in any other case, the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify one (1) or more of those things, the meeting is adjourned to:

59.2.2.1 if the date is not specified – the same day in the next week;

59.2.2.2 if the time is not specified – the same time; and

59.2.2.3 if the place is not specified – the same place.

59.3 If no quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.

VOTING AT MEETINGS OF MEMBERS

60. HOW VOTE MAY BE EXERCISED

60.1 Subject to this Constitution, at any general meeting, each Member shall have one (1) vote on a show of hands or on a poll.

60.2 The vote may be exercised in person or by proxy per Rule 61.

60.3 Except where a Special Resolution of the Members is required pursuant to this Constitution and subject to the Act, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

60.4 Every question submitted to a meeting will be decided in the first instance by a show of hands unless a poll is demanded in accordance with the Act.

60.5 Unless a poll is demanded:

60.5.1 a declaration by the Chair that a resolution has been carried, carried by a particular majority, or lost; and

60.5.2 an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The Chair is under no obligation to make such a declaration if he or she considers it desirable that the question be decided on a poll and in such case the Chair must direct a poll to be taken. In a contested election for Directors, a poll must be taken.

60.6 A poll may be demanded by:

60.6.1 at least 5 Members entitled to vote, or

60.6.2 the Chair.

60.7 A poll cannot be demanded on any resolution concerning:

60.7.1 the election of the chair of a meeting; or

60.7.2 the adjournment of a meeting.

60.8 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.

61. PROXIES

61.1 A Member may appoint another Member as his or her proxy to vote and speak or vote on his or her behalf at a general meeting.

61.2 A proxy must be a Member and can be a proxy for one Member only.

61.3 The appointment of a proxy must be in writing and signed by the Member making the appointment and must contain:

61.3.1 the Member's name and address

61.3.2 the Company's name

61.3.3 the proxy's name, and

61.3.4 the meeting(s) at which the appointment may be used.

61.4 A proxy appointment may be standing (ongoing).

61.5 Proxy forms must be received by the Company Secretary at the address stated in the notice or at the company's registered address at least 48 hours before a meeting.

MINUTES

62. MINUTES TO BE KEPT

62.1 The Board must arrange that the minute books of the Company are kept in which they record within one (1) month:

62.1.1 proceedings and resolutions of meetings of the Members;

62.1.2 proceedings and resolutions of Board meetings (including meetings of Board committees);

- 62.1.3 resolutions passed by Members without a meeting; and
- 62.1.4 resolutions passed by the Board without a meeting.
- 62.2 The Board must ensure that minutes of a meeting are signed or otherwise approved within a reasonable time after the meeting by one (1) of the following:
 - 62.2.1 the chair of the meeting; or
 - 62.2.2 the chair of the next meeting; or
 - 62.2.3 another Director if deemed appropriate by the Board.
- 62.3 The Board must ensure that minutes of the passing of a resolution without a meeting are signed or otherwise approved by a Director within a reasonable time after the resolution is passed.
- 62.4 The Secretary must record in the minute books:
 - 62.4.1 the names of members attending general meetings, and proxies if applicable;
 - 62.4.2 all appointments of officers;
 - 62.4.3 the names of the Directors present at all Board meetings and general meetings;
 - 62.4.4 in the case of a technology meeting, the nature of the technology; and
 - 62.4.5 all other matters required by the Act to be recorded in the minute books.

ACCOUNTS, AUDIT AND RECORDS

63. ACCOUNTS

- 63.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and the ACNC Act.
- 63.2 The directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act and the ACNC Act.

64. AUDIT

- 64.1 A registered company auditor must be appointed if required by the Act or the ACNC Act as the case may be.
- 64.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act or the ACNC Act as the case may be.
- 64.3 Subject to the requirements of the Corporations Act and the ACNC Act, the Members may remove an Auditor.

EXECUTION OF DOCUMENTS

65. EXECUTION OF DOCUMENTS

- 65.1 The Company may execute a document without using a common seal if the document is signed by:
- 65.1.1 (two) directors of the Company; or
 - 65.1.2 a director and a company secretary of the Company; or
 - 65.1.3 in any other manner authorised by the Board

INADVERTENT OMISSIONS

66. FORMALITIES OMITTED

- 66.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any Member financially. The decision of the Board is final and binding on all Members.

ALTERATIONS

67. ALTERATIONS

- 67.1 This Constitution shall be able to be amended by the passing of a special resolution at a general meeting by 75% of the Members present at the meeting and voting in favour of the resolution.
- 67.2 No amendment may be made to this Constitution which would prejudice the Company's registration as a charity with the ACNC, or cease to meet the requirements for registration as a proprietor of a school under the Education Legislation. Any resolution or document purporting to make such an amendment shall be void and of no effect with respect to that amendment.

WINDING UP

68. WINDING UP

- 68.1 If the Company is wound up, any surplus that remains must not be distributed to a Member or former member of the Company, but will be given or transferred to a charitable organisation that conducts or supports Steiner education in Victoria. If no such suitable organisation exists in Victoria then to any such suitable organisation that exists in Australia. If there be no such organisation in Australia then the surplus funds will be distributed to a charitable organisation for educational purposes in Victoria.
- 68.2 If the Company is wound up or if the endorsement of the Company as a deductible gift recipient for the operation of a fund is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it,

shall be transferred to a fund, authority or institution to which tax-deductible gifts can be made.