

S 9.4 PRESBYTERIAN LADIES COLLEGE

CONSTITUTION

Preamble

- (a) In keeping with its Basis of Union the Uniting Church in Australia understands its call as being to serve God's passion for a better world.
- (b) A shared educational purpose of the Uniting Church with Presbyterian Ladies' College is founded on the love of God. God creates the world in love and enables fullness of life in every person. Education is the purposeful activity of love whereby people are raised up to the unique fullness of their being: Emotional, intellectual, social, physical and spiritual. All who participate in education embrace that love to enhance the completeness and peace of the world.
- (c) Presbyterian Ladies' College was established in 1915 and is a non-selective school for girls. Presbyterian Ladies' College is committed to an excellent, holistic educational experience that gives every girl confidence and empowers them to lead principled lives and make an active contribution towards the common good.
- (d) The values that guide the College are governed by the ethos of the Uniting Church in Australia and are set out in the Schedule to this Constitution. Those values may be amended by Council from time to time.
- (e) The educational purpose is expressed in principles originating in the Uniting Church National Education Charter (2002) and the Council will at all times conduct the affairs of the College so as to address and act in accordance with the intent of the National Education Charter (2002) or as revised.
- (f) It is the responsibility of the Council as a whole and in particular the Chairperson, the Principal and the Moderator as Visitor to ensure that the

College remains faithful to the core purpose, values and objectives referred to above.

- (g) In enacting this Constitution it is the understanding of the Synod that good contemporary governance of the schools of the Uniting Church in Western Australia is best served by a Council comprised of members with a suitable mix of skills and experience each one of whom is supportive of and accountable to the shared purposes of Synod and schools and underpinned by a close relationship between the senior officers of the Synod and the College.

1. Name

The name of the instrumentality shall be Presbyterian Ladies' College (PLC), a body corporate, under the provisions of the *Uniting Church in Australia Act 1976 (W.A.)*

2. Purpose

PLC is:

- a **school** for a diverse and exceptional education that is innovative, vibrant, challenging and fosters personal excellence;
- a **community** of friends, which is secure, inclusive and valuing of the individual;
- an enduring legacy of **values** including integrity, learning, community and effort;
- a **culture** of learning for life and spiritual enquiry where character and leadership are nurtured to serve and shape the world.

3. DEFINITIONS

In this Constitution, the following expressions shall have the following meanings:

- 3.1 "Uniting Church" means the Uniting Church in Australia;
- 3.2 "College" means the Presbyterian Ladies' College in existence at the date of coming into operation of this Constitution;
- 3.3 "Council" means the Council appointed to govern the College in accordance with the Terms of this Constitution;
- 3.4 "General Council" means the General Council of Synod;
- 3.5 "Moderator" means the Moderator for the time being of the Synod of Western Australia;
- 3.6 "Old Collegians' Association" means the body of former students of the College known as the "Old Collegians' Association" in

existence at the date of coming into operation of this Constitution and the successors of such body;

- 3.7 “Parents’ Committee” means such representative bodies of parents of students of the College (other than special interest groups), as recognised from time to time by Council;
- 3.8 “Principal” means the Principal for the time being of the College appointed under Clause 9 hereof;
- 3.9 “Secretary” means the Secretary for the time being of the College appointed under Clause 8.7 hereof;
- 3.10 “Synod” means the Synod of Western Australia of the Uniting Church in Australia;
- 3.11 “Visitor” shall be the Moderator for the time being of the Uniting Church in Western Australia.

4. Governance

Presbyterian Ladies’ College is a not-for-profit College of the Uniting Church in Australia. The governance of the College is vested in the Council whose responsibilities are outlined in the PLC Governance Charter as annexed to this Constitution and as amended from time-to-time.

5. Powers

- 5.1 The College has the powers of an individual.
- 5.2 The Council has power to perform all such acts and do all such things as appear to the Council to be necessary or convenient for the proper management of the affairs of the College or to enhance the education, development, care, safety, health or welfare of students, and without limiting the foregoing in particular may:
- 5.2.1 acquire, hold, deal with, and dispose of any real or personal property;
- 5.2.2 open and operate bank accounts;

- 5.2.3 set and vary the business conditions and schedule of fees for the College;
- 5.2.4 invest its money -
- (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by law or the regulations of the Uniting Church;
- 5.2.5 borrow money upon such terms and conditions as the Council thinks fit;
- 5.2.6 give such security for the discharge of liabilities incurred by the College as the Council thinks fit;
- 5.2.7 employ, oversee and evaluate the performance, and decide the remuneration and where appropriate, dismissal of the Principal;
- 5.2.8 set and periodically review the strategic direction;
- 5.2.9 consider, approve and monitor the asset and risk management of the School;
- 5.2.10 appoint agents to transact any business of the College on its behalf;
- 5.2.11 enter into any other contract it considers necessary or desirable; and
- 5.2.12 may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the laws relating to trustees.

6. Membership of Council

- 6.1 The Council is to consist of up to 14 members who will include:
- 6.1.1 Up to ten persons nominated by Council and appointed by Synod for a term of three years; and
 - 6.1.2 Up to two persons who are former students of the College proposed by Council after consultation with the Old Collegians' Association, nominated annually by Council and appointed by Synod for a term of up to three years; and
 - 6.1.3 Up to two persons who are parents of children at the College proposed by Council after consultation with the Parents' Committee, nominated annually by Council and appointed by Synod for a term of up to three years.
- 6.2 The Council shall have at least one member who is a member of the Uniting Church and who will represent the College at Synod.
- 6.3 Council will nominate a Chairperson from amongst its members for appointment by Synod for up to three years. A Chairperson is eligible for re-appointment so that their length of service as Chairperson does not exceed nine years. Years of service as a member of Council do not count towards calculation of years of service as Chairperson.
- 6.4 Council may appoint from amongst its members a Deputy Chairperson for such period up to three years as Council sees fit. A Deputy Chairperson is eligible for re-appointment until their term of appointment as a member of Council expires. The Deputy Chairperson shall act as Chairperson in the absence of the Chairperson of Council.
- 6.5 Term of Appointment
- Each member is eligible for re-appointment so that their length of continuous service does not exceed nine years. Years of service as

Chairperson do not count towards calculation of years of service as a member of Council. Members may be reappointed after at least one year following the expiration of their previous term of office.

6.6 Unless otherwise specified by Synod, appointments take effect from the date of endorsement by General Council or Synod.

6.7 If for any reason the Annual Synod shall fail to be held in any year or the Synod shall in any year fail to appoint:

6.7.1 any members of Council to replace retiring members, then the retiring persons shall continue in office until appointments are made, but if any of those members are unable or unwilling to continue to act then that member's position shall remain vacant until an appointment by Synod or General Council is made; or

6.7.2 a Chairperson to replace a retiring Chairperson, then the retiring Chairperson shall continue in office until a Chairperson is appointed by the Synod, but if that person is unable or unwilling to continue to act then the Council shall by resolution appoint an Acting Chairperson until a Chairperson is appointed by the Synod.

6.8 Nothing contained in this Constitution shall be deemed to compel Synod to approve or appoint any members of the Council or to fill all or any vacancies.

6.9 The office of any member of the Council (including the Chairperson) shall be vacated if the member:

6.9.1 is declared to be of unsound mind or unfit for the purpose of fulfilling his or her responsibilities or duties;

6.9.2 by written notice to the Council resigns;

6.9.3 is deceased;

6.9.4 is removed from office by a resolution of the Synod, it being

expressly declared that the Synod shall not be required to state any reason for such resolution.

6.10 If any casual vacancy occurs when Synod is not in session, Council may nominate a candidate who may be appointed by General Council for the balance of the unexpired term.

7. Visitor

The Moderator shall be the official visitor to the college, may as such attend and participate in any meeting of the Council, and shall in relation to the college fulfil the duties and responsibilities of both the Moderator and the official visitor as defined in the Regulations of the Uniting Church in Australia.

8. Proceedings of Council

8.1 Meeting Times

8.1.1 The Council shall meet at such time and place it may decide but there shall be at least one meeting of the Council during each calendar quarter.

8.1.2 The Chairperson may convene or authorise the Secretary to convene a Special Meeting of the Council at any time, and shall if requested in writing so to do by three Council members (which writing shall specify the purpose for which the meeting is to be convened).

8.1.3 At least three days' written notice of every Council meeting shall be given to all members of the Council, but if the Chairperson considers there is a need for urgency a Special Council meeting may be convened on shorter notice. The non-receipt by any Council member of a notice of meeting shall not invalidate any such meeting.

8.2 *Quorum*

A quorum for a Council meeting shall be not less than five members personally present and the Chairperson shall be included in such number. Each member shall have one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.

8.3 *Procedure*

8.3.1 The PLC Governance Charter will guide the Council in its deliberations.

8.3.2 Except where otherwise expressly provided, proposals moved at any Council meeting will be decided by a simple majority of votes. Other questions arising at any Council meeting will be decided by consensus.

8.4 *Minutes*

8.4.1 Minutes of all meetings of the Council are to be kept by the Secretary in a Minute Book and the Minutes are to be confirmed by the next meeting of the Council and signed by the Chairperson of that succeeding meeting.

8.4.2 No resolution passed at any meeting of the Council may be rescinded at any subsequent meeting unless seven days' notice of the intention to propose such rescission will have been determined by two-thirds of the votes cast.

8.5 *Committees*

Council may delegate all or any of its powers or authorities to any Committee from time to time, may determine terms of reference, and the extent of delegated authority, may suspend or withdraw the authority of any such Committee as the Council thinks fit or may remove from office any member of such Committee. A Committee must regularly report to Council on its decisions and activities.

Terms of Reference for each standing Committee shall be included in the PLC Governance Charter.

8.6 *The Principal*

The Principal will attend as an ex-officio and submit a report on the activities of the College including such items reasonably requested by the Council to all meetings of the Council but shall not have the right of voting. The Principal will not attend a meeting of Council if excused or directed by Council not to attend.

8.7 *Secretary*

The Council shall by resolution appoint and may remunerate out of the funds of the College a Secretary, who may be a member of the Council, upon such terms and conditions as the Council thinks fit and may determine any such appointment. The duties of the Secretary shall be defined from time to time by resolution of the Council. The Secretary shall be under the control of the Council. The Secretary, or other person appointed by the Council, shall act as the Public Officer.

9. Principal

9.1 The Council shall appoint a Principal who shall be a confirmed member of the Uniting Church or a member of another denomination who is willing to participate in the life of the Uniting Church and who is supportive of and accountable to the shared purposes of Synod and the Ethos of the Uniting Church in Western Australia. The appointment shall be made by written contract not inconsistent with the Constitution. The terms of the contract will specify the Principal's general duties and responsibilities and shall be endorsed by Council prior to being signed on behalf of Council.

- 9.2 Subject to direction from Council the Principal is responsible to Council for the management of the affairs of the College as detailed in the PLC Governance Charter from time to time and in particular but not limited to:
- 9.2.1 Selection, management and pastoral care of staff including the power of termination. The appointment of staff other than the Principal is subject to relevant industrial relations legislation;
- 9.2.2 the efficient organisation of the College including the Boarding House;
- 9.2.3 the educational philosophy and delivery of teaching and learning programmes in conformity with relevant legislation;
- 9.2.4 enrolment, pastoral care, supervision and discipline of students including the power to suspend and terminate enrolment for good cause.
- 9.3 The Principal's appointment may be terminated at any time by the Council in the event of the serious illness or incapacity of the Principal or for good cause, misconduct or other breach of contract after due process has been followed. No termination by the Council shall be effective unless notice of such intention is given in the notice convening the meeting at which it is intended to put such motion and unless such motion is passed by two thirds of the votes cast on that motion at that meeting.

10. Chaplain

- 10.1 The College may have a Chaplain who shall be a Minister.
- 10.2 The Chaplain will be placed in settlement in accordance with the regulations of the Uniting Church and the Synod by-laws.

11. Auditor

11.1 An Auditor shall be appointed and remunerated by the Council and shall audit the accounts of the College and shall present to the Council a report upon such audit.

11.2 An Auditor shall hold office in accordance with the terms of appointment.

12. Annual Report to Synod

Council will present annually to Synod:

12.1 A report by the Council of the activities and affairs of the College during the relevant year together with any recommendations which it may desire to submit for consideration of the Synod including the appointment of Council members.

12.2 Audited financial statements for the last financial period ended before the preparation of the Annual Report to Synod.

12.3 Any other report required by Synod.

13. Life Associates of the College

13.1 A Life Associate is a person who the College desires to honour for having given outstanding service to the College.

13.2 Such persons who may have been appointed by the General Assembly of the Presbyterian Church in Western Australia prior to the 22nd June 1977, or who may have been appointed by Synod as Life Members of the Council shall be designated as Life Associates of the College and shall hold office for life.

13.3 The Synod acting upon written nominations of the Council may appoint further Life Associates of the College.

14. Common Seal

The Common Seal of the College shall be held by the Secretary and shall only be fixed to any deed document or writing after a resolution approving such use has been passed by the Council and every such deed document and writing shall be signed by the Chairperson and the Secretary. In the event of the Chairperson being absent from any such meeting the Deputy Chairperson or, the person acting as Chairperson, may sign. An Acting Secretary may sign in the place of the Secretary.

15. Exercise of the Rights of Synod

Except where this Constitution requires any matter to be dealt with by a particular type of meeting of the Synod, the rights and duties of the Synod under this Constitution may be dealt with by any meeting of the Synod which, by the terms of the notice convening such meeting or otherwise, is competent and authorised to deal with such matter.

16. Indemnity

16.1 Any member of the Council and other officer or employee shall be indemnified by the College for any act or omission done as a member of Council, officer or employee in the discharge of his or her duties or in defending any proceedings whether civil or criminal in which judgment is given in his or her favour or a judgment of acquittal is entered.

16.2 The Council shall pay by way of such indemnity all reasonable costs and all losses and expenses incurred by a member of Council, officer or employee.

16.2.1 The amount for which the indemnity is provided shall immediately attach as a lien on the property and assets of the College and have priority over all other claims.

16.2.2 The Council shall keep current appropriate insurance, if available, to cover the indemnity.

16.3 No member of the Council, officer or employee of the College shall be liable for the acts, receipts, neglects or defaults of any other member of the Council, officer or employee or for joining in any receipt or other act for conformity or for loss or expense happening to the College through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the monies of the College shall be invested for any loss or damage arising from bankruptcy, insolvency or unlawful act or any person with whom any monies, securities or assets shall be deposited or from any loss occasioned by any error or judgment or oversight on that person's part or for any other loss, damage or misfortune whatever which shall happen in the execution of that person's duties or in relation thereto unless the same happens through that person's own dishonesty, wilful negligence or breach of trust.

17. Dissolution

In the event that the College is unable to meet its debts or commitments as and when they fall due or upon the written request of the College Council, following a resolution of the Council which is passed by a majority of not less than two thirds of Council members entitled to vote:

17.1 The College may be dissolved by resolution of Synod and in no other manner and any such resolution shall be by a two-thirds majority.

17.2 If on the winding up or dissolution of the College there remains, after satisfaction of all debts and liabilities any property

whatsoever, the same shall not be paid or distributed among the members of the College, but shall be paid to the Uniting Church Trustees.

18. Alteration to Name, Objects or Regulations

18.1 No alteration to this Constitution shall be made except by resolution of the Synod or General Council pursuant to and in accordance with the recommendation of a duly constituted meeting of the Council or pursuant to or in accordance with the recommendation of the Synod after consultation with and concurrence of the Council.

18.2 A certificate purporting to be signed by the General Secretary of Synod or General Council will be conclusive evidence that any such resolution of the Synod has been passed pursuant to Clause 18.1, in the manner certified in such certificate.

SCHEDULE

The Values of the College

PLC Values

PLC is a values-based community. We ask staff, students and parents to subscribe to our values upon becoming members of the College. These values provide the compass by which members of the community may judge their own actions and the actions of others and create an enabling environment to meet the School's Statement of Purpose.

Integrity – Honore

Compassion, moral courage and a sense of social justice

Strong ethical values such as truth, compassion, respect and moral courage are highly-valued attitudes which are modelled every day. Integrity and a strong sense of social justice are particularly demonstrated through a commitment to reconciliation for indigenous peoples of Australia and striving for equal opportunity for women.

Learning

Learning through intellectual challenge, enquiry, creative thought and reflection.

We gain knowledge and explore intellectual challenges and are inspired to value learning as inquirers, thinkers, risk-takers, communicators and through self-reflection. Students develop an understanding of themselves, their community and the world around them through a balance of academic, social, cultural and spiritual enquiry and physical pursuits.

Community

Living collectively in understanding and respect

We value participation as an active means of making friends and building mutual understanding, showing care, support, respect and an open mind to recognize everyone's value and contributions. The value of belonging to a community is in accepting rights and responsibilities and recognising an individual and collective responsibility for the common good.

Effort – Labore

Boldness, resilience and a willingness to work hard to achieve results

We recognise that little is achieved without effort and we encourage students to strive and achieve their best. Confidence, resilience and boldness develop through a culture of participation, a get-up-and-go attitude, having the courage to try new things, managing

unfamiliar situations, learning from mistakes in a supportive environment and having opportunities to discover personal strengths.

SCHEDULE

Uniting Church National Education Charter (2002)

TO BE ADDED IN AS SCHEDULE