

S 9.6 ST STEPHEN'S SCHOOL

CONSTITUTION

Adopted by the Uniting Church Synod of Western Australia

October 2, 1981

Amended 14 September 2013

Other amendments have been incorporated over the years.

ST STEPHEN'S SCHOOL

CONSTITUTION

PREAMBLE

- I. 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.
- II. The shared educational purpose of the Uniting Church with St Stephen's School is founded in the love of
- III. 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.
- IV. St Stephen's School was established in 1984 as a Christian community in the Uniting Church tradition inspiring learning that transforms and empowers lives. The School's Christian emphasis is to be reflected in the following ways:
 - a) A loving, caring community of faith which presents the Christian message clearly while providing an understanding and supportive framework for the person's exploration of the relationship between people and God in their quest for a personal faith. Each person should be free to choose their own belief system;
 - b) A commitment by each staff member to contribute positively and actively to the Christian culture of the School as articulated in the School's Vision and Values and as consistent with the Basis of Union;
 - c) A corporate expression of the Christian interpretation of life permeating the whole program of the School. This would be expressed not only in the relating of studies where appropriate to Christianity, but also in the attitude of staff and students to each other, the total School community and the wider society. That is, a consistent and genuine relationship between their beliefs and the way they live their daily lives; and
 - d) A participation of the whole School, in large and smaller groups, involving staff, students and parents where appropriate, in worship and presentation of the Christian message as an integral part of school life.
- V. St Stephen's School and the members of its School Council will at all times conduct the affairs of St Stephen's School so as to address and act in accordance with the matters specified in the National Education Charter.
- VI. It is the responsibility of the School Council as a whole, and in particular the Chairperson, the Principal and the Moderator as Visitor, to ensure that St Stephen's School remains faithful to this call, purpose, tradition and objectives.
- VII. 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 School.

ST STEPHEN'S SCHOOL

NAME

1. The name of the instrumentality shall be "ST STEPHEN'S SCHOOL", a body corporate, incorporated under the provisions of the Uniting Church in Australia Act 1976 (W.A.).

OBJECTS

2. The objects of the School are to advance the Kingdom of God, strengthen the Church of the one Lord Jesus Christ, promulgate the knowledge of God that is received in the Biblical witness and renewed by the power of the Holy Spirit and that is in accord with The Basis of Union, and in furtherance of these objects:
 - a) To contribute to the educational facilities of Australia by establishing and maintaining, in such places that may be thought suitable and as part of the ministry of the said Church, pre-school, primary, secondary and other educational institutions of the highest standards;
 - b) To provide an education of high academic standards;
 - c) To provide a caring Christian community within which the development towards a student's full potential (intellectual, emotional, physical, spiritual, cultural, social) can take place;
 - d) To develop numeracy and communication skills and to nurture attitudes and skills necessary for continued learning and personal growth throughout life;
 - e) To encourage an awareness of, an interest in and a valuing of the environment, ranging from local through global to universal, and to develop in students the skill and knowledge necessary to enable them to adopt responsible roles;
 - f) To provide opportunities for developing respect for others and their right to differing points of view, the ability to work co-operatively towards a common goal, and a sense of responsibility expressed in caring service to others;
 - g) To equip students with an appreciation of their own worth and the value of others: to develop in students the capacity and confidence to make decisions about all aspects of life, including their vocations, and to help them to deal creatively with economic and social realities;
 - h) To provide religious services, worship and teaching in conformity with the Basis of Union.

DEFINITIONS

3. In this Constitution the following expressions shall have the following meanings:
 - (a) "Basis of Union" means The Basis of Union for the formation of The Uniting Church in Australia as amended from time to time.
 - (b) "Chairperson" and "Secretary" shall mean the officers of the Council appointed as provided for in Clause 4 (i)(b) and Clause 11.
 - (c) "Church" means the Uniting Church in Australia. "Moderator" means the Moderator for the time being of the Synod.
 - (d) "Confirmed Member" means a member of the Church who is recognised as having affirmed the faith, accepted the responsibilities of membership by actively participating in the fellowship of the Church and supporting its work, and whose name is recorded on the roll of confirmed members of the Church. (Constitution of the Church para 6; Regulation 1.3)

- (e) "Council" means the Council referred to in Clause 4 hereof.
- (f) "School" means the St Stephen's School.
- (g) "Synod" means the Synod of Western Australia of the Uniting Church in Australia.

GOVERNANCE

- 4 (i) The governance of the School shall be vested in a Council consisting of:
 - (a) a chairperson, to be appointed by the Synod, on nomination from the Council, who shall be a Confirmed Member of the Church or a person who is actively involved in the life and worship of some other denomination and who subscribes to, and lives consistently with, The Basis of Union.
 - (b) not more than ten (10) other persons with appropriate expertise, qualifications and experience, including a high level of understanding of the polity and ethos of the said Church, to be appointed by Synod on the nomination of the Council.
- 4 (ii) Of those appointed under paragraph 4(i) at least one member of the Council shall be a Confirmed Member of the Church who is able to be elected by the Council to membership of the Synod;
- 4 (iii) All members of the Council shall uphold the call, purpose, tradition and objectives of the School as set out in the Preamble and at all times act in accordance with the policies and guidelines approved by the Council.
- 4 (iv) The persons mentioned in paragraphs 4(i) shall, subject to earlier termination of office under paragraph (vii) of this Clause hold office for the period from the first day of January following the meeting of the Synod at which they are appointed until the thirty-first day of December in the same year. A person is eligible to serve three consecutive years and, at the request of the Council, be eligible for a further three years. No person shall extend beyond this period except by unanimous vote of the Council and with the approval of Synod.
- 4 (v) If for any reason the annual meeting of the Synod shall fail to be held in any year or the Synod shall in any year
 - (a) fail to appoint any persons under paragraph 4(i) (b), then the retiring persons of that group shall continue in office in their respective positions in the Council.
 - (b) fail to appoint a Chairperson, then the retiring Chairperson shall continue in office until a Chairperson is appointed by the Synod, but if they are unable or the retiring Chairperson is unwilling to continue to act then the Council shall by resolution appoint an Acting Chairperson to act as Chairperson until a Chairperson is appointed by the Synod.
- 4 (vi) Nothing contained in this Constitution shall be deemed to compel the Synod to approve or appoint any members of the Council or to fill up all or any vacancies therein in respect of the persons described in paragraph 4(i).
- 4 (vii) The office of any member of the Council (including the Chairperson thereof) shall be vacated if they
 - (a) by written notice to the Council resigns their position as a member of the Council;
 - (b) die;
 - (c) are 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.
- 4 (viii) If any casual vacancy shall occur for any reason under paragraph 4(vii) in respect of the office of any person who has been appointed under paragraph 4(i)(a) or paragraph 4(i)(b) then the Council may by resolution fill any such casual vacancy.

POWERS AND RESPONSIBILITIES OF COUNCIL

5. 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 School, and in particular may
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised bylaw or the regulations of the Church;
 - (d) borrow money upon such terms and conditions as the School thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the School as the School thinks fit;
 - (f) appoint agents to transact any business of the School on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) 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. In governing the School the Council shall not knowingly do any act or thing which is contrary to the law of the said Church and known to the Council at the time of its doing such act or thing, provided that with respect to any dealings with any of the real or personal property of the School no person or corporation being a vendor, purchaser, borrower, lender, lessor, lessee or otherwise dealing with the Council shall be concerned to see to the observance of the provisions of this paragraph or be affected by notice of non-observance thereof.

PROCEEDINGS OF COUNCIL

7. The Council shall meet at such time and place as may be determined from time to time by its own resolution, but so that there shall be at least one meeting of the Council during each school term. The Chairperson may at any time they think it necessary, and shall whenever requested in writing so to do, by no less than three Council members (which writing shall specify the purpose for which the meeting is to be convened) convene or authorise the Secretary to convene a Special Meeting of the Council. At least three days' written notice of every Council meeting shall be given to all members of the Council, but if the Chairperson considers an urgency exists then upon their authority 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. Council meetings may take place:
 - (a) where members of Council are physically present together; or
 - (b) using any technology consented to by a majority of the members of Council, in such circumstances as permitted by the Chair from time to time. A member of Council who participates in a Council meeting as set out in this paragraph:
 - (i) is deemed to be present at the Council meeting; and
 - (ii) continues to be present at the Council meeting for the purposes of establishing a quorum, until the member of Council notifies the other Council members that they are no longer taking part in the Council meeting.
9. A quorum for a Council meeting shall be not less than five members and the Chairperson shall be included in such number.

10. Each Council member shall have one vote and in the case of an equality of votes the Chairperson shall have a casting vote. Except where otherwise expressly provided, questions arising at any Council meeting shall be decided by a majority of votes.
11. Circular resolutions:
 - (a) A resolution in writing passed by all of the members of Council entitled to receive notice of a Council meeting and vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
 - (b) Any resolution passed under paragraph 8 (b) may consist of several documents in the same form each signed by one or more member of Council.
 - (c) If the documents referred to under paragraph 8(b) are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a member of Council unless the document, by its terms, is said to take effect from an earlier date.
 - (d) For the purpose of paragraph 8(b), a facsimile transmission or other document produced by electronic means under the name of a member of Council, with the member of Council's authority, will be considered to be a document in writing signed by the member of Council.
12. Minutes of all meetings of the Council shall be kept by the Secretary in a Minute Book to be provided for that purpose and the Minutes shall be confirmed by the next succeeding meeting of the Council and shall be signed by the Chairperson of that succeeding meeting.
13. No resolution passed at any meeting of the Council shall be rescinded at any subsequent meeting unless seven days' notice of the intention to propose such rescission shall have been determined by two-thirds of the votes cast.
14. A member of the Council or of any committee of the Council who has any direct or indirect pecuniary or beneficial interest, or whose unfettered or independent judgment is or could be perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the School or the Council must, as soon as the member becomes aware of that interest or relationship, disclose to the Council the nature and extent of that interest or relationship. The Council or any committee of the Council then determines whether the extent of the interest or relationship disclosed is such that the member should not participate in, vote on, or be present during any debate on that matter. The Council or any committee of the Council will minute its decision.

COMMITTEES

15. The Council may delegate all or any of its powers or authorities to any Committee or Sub-Committee from time to time and may determine the manner in which any such Committee or Sub-Committee shall conduct its proceedings and may suspend or withdraw the authority of any such Committee or Sub-Committee as the Council thinks fit or may remove from office any member of such Committee or Sub-Committee.
16. Any person acting under the express or implied authority of the School (including, without limitation, members of the Council, the Principal and any employee of the School) shall be indemnified against all expenses and liability for any matter or thing done or liability incurred except in the case of fraud, criminal act, negligence or wilful misconduct. The Council, in addition to the general powers conferred upon it by this constitution and the provisions of the Uniting Church in Australia Act 1976 (WA), may effect policies of insurance to ensure that the indemnity given by this clause is effective.

SECRETARY

17. The Council shall by resolution appoint and may remunerate out of the funds of the School 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.

MODERATOR AS VISITOR

18. 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.

PRINCIPAL AND STAFF

19. The Council shall appoint the Principal as the Chief Executive Officer who shall be a Confirmed Member of the Church or a person who is actively involved in the life and worship of some other Christian denomination and who subscribes to, and lives consistently with, The Basis of Union. The Principal's appointment shall be terminable at any time by the Council in the event of the serious illness or incapacity of the Principal or for good cause. No termination by the Council shall be effective unless notice of intention to move in that connection is given in the notice convening the meeting at which it is intended to pass such motion and unless such motion is passed by two-thirds of the votes cast on that motion at that meeting.
20. The Principal as the Chief Executive Officer of the School has delegated authority from the Council for all day to day operations, including the selection of staff and full direction of the teaching and organisation of the School. In staffing the School preference shall be given to members of the Christian Church, all other things being equal.
21. The Principal shall attend and submit a report on the activities of the School to each ordinary meeting of the Council but shall not have the right to vote. The Council may excuse the Principal from attending a meeting of the Council or direct the Principal not to attend.
22. Without limiting the rights of the Council, it shall be the duty of the Principal to have prepared and submit to the Council in such form as it desires a financial statement of the School and once a year to submit to the Council a duly audited Balance Sheet and Accounts of the School in a form to be approved by the Council.

CHAPLAIN

23. The School may have a Chaplain who shall be called by the Council of the School after consultation with the Principal and the Synod. Every such Chaplain shall be a Minister of the said Church and may be settled full time or part time, in accordance with the Uniting Church regulations.

AUDITOR

24. An Auditor or Auditors shall be appointed and remunerated by the Council annually and shall audit the accounts of the School and shall present to the Council a report upon such audit and on the accounts and records examined by them.

25. No office bearers of the Council or members of the Council or any partner or employee of any such person shall be eligible to act as Auditors.

ANNUAL REPORT TO SYNOD

26. It shall be the duty of the Council to present annually to the Synod in time for consideration at the annual meeting of the Synod:
- (a) A report by the Council on the activities and affairs of the School during the year together with any recommendations which it may desire to submit for consideration of the Synod, including the appointment of the Council members referred to in paragraph 4(i)(b) hereof and of the Chairperson referred to in paragraph 4(i)(a).
 - (b) An audited Balance Sheet or Balance Sheets thereof and all usual Accounts in support thereof.
 - (c) The signed copy of the Auditor's report referred to in Clause 16.
- The documents referred to in paragraphs (b) and (c) shall be treated as confidential documents.

HOLDING OF REAL AND PERSONAL PROPERTY

27. In the fulfilling of its powers under clause 5 of this constitution, the Council shall:
- (a) carry out the governance of the School's real and personal property itself.
 - (b) Without in any way prejudicing, limiting or affecting the provisions of paragraph (a) of this Clause any power now or hereafter contained in the Uniting Church in Australia Act 1976 (W.A.) or any amendment or re-enactment thereof it is hereby declared that any moneys of the School requiring investment may be invested in the name of the School in any real or personal property or in such form of investment as the Council may from time to time consider to be in the interests of the School with power to the Council from time to time by resolution to vary any such investment.

COMMON SEAL

28. The Common Seal of the School shall be held by the Chairperson or (at their discretion) by the Secretary and shall only be affixed to any deed, document or writing after a resolution to that effect has been passed by the Council and every such deed, document or writing shall be signed by the Chairperson and Secretary. In the event of the Chairperson being absent from any such meeting the Acting Chairperson may sign in their place. If necessary a duly appointed acting Secretary may sign in the place of the Secretary.

EXERCISE OF THE RIGHTS OF THE SYNOD

29. Except where these rules require 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 notice convening such meeting or otherwise is competent and authorised to deal with such matter.

ALTERATIONS TO NAME, OBJECTS OR REGULATIONS

30. No alteration shall be made except by resolution of the Synod and after consultation with the Council in respect of:
- (a) Any change in the name of the School.

(b) Any change by way of alteration, variation, rescission or addition to this Constitution.

CERTIFICATE OF EVIDENCE OF ALTERATIONS, ETC.

31. A certificate purporting to be signed by the Secretary for the time being to the Synod shall be conclusive evidence that any such resolution of the Synod has been passed in a manner certified in such Certificate.

Amendment to Clause 4 approved by School Council 24th June 2008.

Amendments to Clauses 4 and 14: Approved by School Council 29th June 2010 and approved at Annual Synod September 2010.

Amendments to Clauses 2, 3, 4, 5, 11, 12, 13, 18, 21 and 22; addition of Preamble; deletion of Clauses 15 and 16 and consequent renumbering of Clauses 17 to 25: Approved by School Council 15th May 2012
