

Board Certification as required by s 29(2)(b) of *Collections Act 1966 (Qld)*.

President:



Secretary:

certify that this is a true and correct copy of the Constitution (Rules) of the Townsville Independent School Association Incorporated, and submitted to the Office of Fair Trading (by mail) in March 2025.

**TOWNSVILLE INDEPENDENT SCHOOL  
ASSOCIATION INC**

**Qld Association No. IA56389**

**ABN 16 126 379 158**

**CONSTITUTION**

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An incorporated association under the  
*Associations Incorporation Act 1981 (Qld)*

A charity registered under the *Australian  
Charities and Not-for-profits Act 2012 (Cth)*

A Non-State School under the *Education  
(Accreditation of Non-State Schools) Act 2017  
(Qld)*

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## TOWNSVILLE INDEPENDENT SCHOOL ASSOCIATION INC

**Qld Association No. IA56389**

ABN 16 126 379 158

### CONSTITUTION

#### **1 NAME AND PURPOSE OF THE ASSOCIATION**

##### **1.1 Name**

The name of the Association is Townsville Independent School Association Inc.

##### **1.2 Purpose**

The Association is a not-for-profit and charitable institution established and operated in Queensland solely to advance education, through supporting and promoting the operation of an alternative educational option to the mainstream traditional practices and theories of education and schooling, by:

- 1.1.1 carrying on an independent school known as the Enkindle Village School;
  - 1.1.2 ensuring the provision of an educational experience that facilitates self-determination, democracy, real choice, and learner centred-ness, to the extent possible within accreditation and legislative requirements;
  - 1.1.3 being and remaining a non-profit educational institution without political or religious affiliations for the advancement of democratic theory and practice of education;
- (together, the **Purposes**).

#### **2 NOT-FOR-PROFIT AND CHARITABLE NATURE OF THE ASSOCIATION**

##### **2.1 Powers**

Solely to carry out the Purpose, the Association has all the powers of an individual and an incorporated association under the Associations Act.

##### **2.2 Income applied for the Purpose**

- 2.2.1 The Association's income and property:
  - (a) must be applied solely towards the Purpose; and
  - (b) must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise, unless permitted by clause 2.2.2 or 2.5.
- 2.2.2 The Association must not enter into any prohibited agreement or arrangement as defined in the Relevant Laws, or any arrangement that will result in the Association operating 'for profit' within the meaning of the Relevant Laws.

##### **2.3 Permitted payments to Members**

The Association may pay a Member in good faith with prior Board approval up to a fair and reasonable amount for:

- 2.3.1 expenses properly incurred for the Association;

- 2.3.2 goods or services supplied to the Association;
- 2.3.3 interest on money lent to the Association; or
- 2.3.4 rent for premises let to the Association,

provided that any payment will not result in the Association operating 'for profit' within the meaning of the Relevant Laws.

## 2.4 **Winding up**

Subject to clause 2.7, the Association's surplus assets, after satisfying all liabilities on wind up or dissolution under the Associations Act:

- 2.4.1 must not be paid or given to current or former Members unless eligible under clause 2.5; and
- 2.4.2 must be paid to eligible recipients selected under clauses 2.5 and 2.6.

## 2.5 **Eligible recipients**

A fund, authority or institution is eligible to receive any surplus under clauses 2.4.2 and 2.7 if it:

- 2.5.1 has not-for-profit and charitable purposes similar to the Purpose;
- 2.5.2 prohibits its income and property from being paid to members on at least the terms of this clause 2;
- 2.5.3 is a charity registered under Relevant Laws if the Association had been;
- 2.5.4 is an institution that:
  - (a) under section 149C of the *Taxation Administration Act 2001* (Qld), may be registered;
  - (b) the Queensland Commissioner of State Revenue is satisfied has a principal object or pursuit mentioned in subsection 149C(3)(a) of the *Taxation Administration Act 2001* (Qld);
  - (c) the Queensland Commissioner of State Revenue is satisfied is charitable or for the promotion of public good;
- 2.5.5 is a registered not-for-profit school if the Association has been;
- 2.5.6 is income tax exempt under Commonwealth taxation Laws if the Association had been; and
- 2.5.7 can receive deductible gifts under the Commonwealth taxation Laws if the Association could and on the same basis.

## 2.6 **Selection of eligible recipients**

Eligible recipients to receive any surplus referred to in clause 2.5 must be selected:

- 2.6.1 by Member special resolution;
- 2.6.2 failing clause 2.6.1, by Board resolution; and

2.6.3 failing clause 2.6.2, by application to the Supreme Court of Queensland.

## 2.7 **Building Fund**

2.7.1 The Association has a building fund known as the 'Townsville Independent School Association Building Fund' (**Building Fund**) established and maintained for the purpose of providing money for the acquisition, construction or maintenance of a school or college building.

2.7.2 The Building Fund must ensure:

- (a) gifts to the fund are kept separate from any other funds of the Association;
- (b) receipts are issued in the name of the Building Fund;
- (c) the public are invited to contribute to the Building Fund;
- (d) it operates on a not-for-profit basis, and that moneys must not be distributed to members of the Board or trustees of the Building Fund except as reimbursement for out-of-pocket expense incurred on behalf of the Building Fund;
- (e) it is managed by members of the Building Fund sub-committee, of which majority must be responsible persons, who hold a degree of responsibility to the community as a whole; and
- (f) if the Building Fund is wound up or if its Deductible Gift Recipient endorsement is revoked, any surplus assets of the Building Fund remaining after the payment of liabilities attributable to it, will be transferred to a fund to which income tax deductible gifts can be made.

## 3 **MEMBERSHIP**

### 3.1 **Minimum number of Members**

The Association must have at least 7 Members.

### 3.2 **Application for membership**

3.2.1 To apply to become a member of the Association, a person must submit a written application to the Secretary of the Association stating that the person:

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with this Constitution.

3.2.2 The application must be signed by the applicant and a seconder, who must be a current member of the Association.

### 3.3 **Classes of Members and eligibility**

3.3.1 The Members of the Association comprise the classes of Members with the eligibility and rights set out in the table below and such other voting or non-voting categories whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status will be determined by the Board.

- 3.3.2 Applicants are ineligible to become Members if they have a conflict of interest, in which the concerns or aims of the Association and applicant are incompatible, such as where the applicant is in a position to derive personal benefit (or cause actual or potential detriment to the Association) from actions or decisions made in their capacity as a Member. The Board will consider the applicant's eligibility at time of application for admission.

Class	Eligibility	Rights (see also clause 3.4)	Limitations
Ordinary Member	Parents/caregivers of a child enrolled at the School, who are over 18 years of age, and support the Purposes of the Association	Voting	None
Junior Member	A student under 18 years of age, who attends, and expresses a desire to contribute to the governance of, the School, or to learn about its governance	Non-voting (exempt from paying fees)	Cannot hold Board positions
Industry Member	Principals, teachers, educational activists, alternative education leaders and pioneers from the democratic education sector who wish to support the School	Non-voting (exempt from paying fees)	Cannot hold Board positions
Associate Member	Individuals over 18 years of age who support the Purposes of the Association	Voting	None
Life Member	The Board may from time to time elect as Life Member individuals who have made an extensive, crucial, or distinguished contribution to the Association	Voting (if paying Member) otherwise, non-voting	None

### 3.4 Member rights, obligations and liabilities

- 3.4.1 Voting Members have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and join in the demand for a poll at general meetings.
- 3.4.2 Non-voting Members have the right to receive notice of and attend the annual general meeting, but may not participate in the requisition of, speak at, vote at or join in the demand for a poll at that meeting.
- 3.4.3 Members have the right to appoint a Representative to exercise all the Member's rights.
- 3.4.4 Members are obliged to comply with this Constitution and the Regulations.
- 3.4.5 A Member's liability as a Member is limited to unpaid membership fees.

### 3.5 Limit on number of Members

The number of Members is unlimited unless the Members set a limit in general meeting.

### 3.6 **Rights not transferrable**

A person's membership rights and privileges:

- 3.6.1 apply only whilst the person is a Member; and
- 3.6.2 are personal and may not be transferred or transmitted.

### 3.7 **Membership period and fees**

The Board may determine:

- 3.7.1 the membership period (including common expiry dates) as well as how and when membership is renewed;
- 3.7.2 fees payable by Members (including for each class of membership), including any fee to apply for membership or be admitted as a Member; and
- 3.7.3 whether fees are refundable or non-refundable.

### 3.8 **Register of Members, including closure of register**

- 3.8.1 The Association must maintain a register of Members in accordance with the Associations Act which contains the name, addresses for notices and membership start/end dates for current and recent former Members.
- 3.8.2 The Board may establish Regulations to close the register to new Members for up to 60 days per year.
- 3.8.3 The Association may maintain a database of other Member details which is separate to the register of Members.

### 3.9 **Change of Member details**

A Member must notify the Association if the Member's addresses for notices change within 28 days of the change.

## 4 **BECOMING AND CEASING TO BE A MEMBER**

### 4.1 **Admission of Members**

- 4.1.1 The Board may admit in its absolute discretion a person as Member upon application in accordance with any requirements specified in the Regulations.
- 4.1.2 The Board must consider membership applications as soon as reasonably practicable.
- 4.1.3 The Board need not provide reasons for refusing to admit a person as Member.
- 4.1.4 The decision of the Board in relation to an application for membership is final and there is no right of appeal.
- 4.1.5 Successful applicants become Members when added to the register of Members.

### 4.2 **Resignation of Members**

- 4.2.1 A person may resign as Member by written notice to the Association.

- 4.2.2 The resignation takes effect when the Secretary receives the Member's notice or on a later date specified in the notice.

### 4.3 **Ceasing to be a Member**

A person automatically ceases to be a Member if the person:

- 4.3.1 does not attend or provide an apology in respect of the annual general meeting for 3 consecutive years;
- 4.3.2 has not paid membership fees for 2 months after the due date;
- 4.3.3 has a debt to the Association which remains unpaid for one year or more;
- 4.3.4 ceases to be eligible to be a Member in the relevant class;
- 4.3.5 becomes untraceable for 3 months because the Member cannot be contacted using the address on the register of Members;
- 4.3.6 dies or, in the case of a body corporate, is wound up or deregistered;
- 4.3.7 is convicted of an indictable offence;
- 4.3.8 becomes bankrupt, or makes any arrangement or composition with the Member's creditors generally; or
- 4.3.9 no longer has capacity to give informed consent as defined under laws which provides for the decision-making capacity of an individual.

## 5 **DISCIPLINING MEMBERS**

### 5.1 **Grounds for taking disciplinary actions**

The Association may take disciplinary action against a Member in accordance with this clause 5 if it is determined that the Member:

- 5.1.1 has failed to comply with the Constitution;
- 5.1.2 refuses to support the Purposes of the Association;
- 5.1.3 has engaged in Unacceptable Conduct; or
- 5.1.4 has a debt to the Association which remains unpaid for six months or more.

### 5.2 **Disciplinary subcommittee**

- 5.2.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- 5.2.2 Subject to clause 5.2.3, the Board may appoint any person to a disciplinary subcommittee.
- 5.2.3 A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the Member concerned.



### 5.3 **Notice to Member**

- 5.3.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
- (a) stating that the Association proposes to take disciplinary action against the Member;
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
  - (d) advising the Member that the Member may do one or both of the following:
    - (1) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (2) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the Member's appeal rights under clause 5.5.
- 5.3.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### 5.4 **Decision of the subcommittee**

- 5.4.1 At the disciplinary meeting, the disciplinary subcommittee must:
- (a) give the Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- 5.4.2 After complying with clause 5.4.1, the disciplinary subcommittee may:
- (a) take no further action against the Member; or
  - (b) subject to clause 5.5:
    - (1) reprimand the Member;
    - (2) suspend the membership rights of the Member for a specified period; or
    - (3) expel the Member from the Association.
- 5.4.3 The disciplinary subcommittee may not fine the Member.
- 5.4.4 The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 5.5 **Appeal rights**

- 5.5.1 A person whose membership rights have been suspended or who has been expelled from the Association under clause 5.4.4 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- 5.5.2 The notice must be in writing and given:
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary of the Association not later than 7 days after the vote.
- 5.5.3 If a person has given notice under clause 5.5.2, the Board must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- 5.5.4 Subject to clause 5.5.7, the Board may appoint any person to an appeal subcommittee.
- 5.5.5 A person must not be appointed to an appeal subcommittee if the person:
- (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned;
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against the member concerned.
- 5.5.6 The Board must convene a meeting of the appeal subcommittee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- 5.5.7 Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must:
- (a) specify the date, time and place of the meeting; and
  - (b) state:
    - (1) the name of the person against whom the disciplinary action has been taken;
    - (2) the grounds for taking that action; and
    - (3) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 5.6 **Conduct of a disciplinary appeal meeting**

- 5.6.1 At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted;
  - (b) the appeal subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and

- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 5.6.2 After complying with clause 5.6.1, members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 5.6.3 A member may not vote by proxy at the meeting.
- 5.6.4 The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

## **6 GRIEVANCE PROCEDURE**

### **6.1 Application**

- 6.1.1 The grievance procedure set out in this clause 6 applies to disputes under this Constitution between:
  - (a) a Member and another Member;
  - (b) a Member and the Board; and
  - (c) a Member and the Association.
- 6.1.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 6.1.3 A Member may appoint any person to act on their behalf in the grievance procedure.
- 6.1.4 A Member who appoints any person to act on their behalf in accordance with clause 6.1.3 must advise the Association of the appointment within 2 days.

### **6.2 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **6.3 Appointment of mediator**

- 6.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 6.2, the parties must within 10 days:
  - (a) notify the Board of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 6.3.2 The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:

- (1) if the dispute is between a Member and another Member — a person appointed by the Board; or
- (2) if the dispute is between a Member and the Board or the Association — a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812.

6.3.3 Subject to clause 6.3.4, the Board may appoint any person as a mediator.

6.3.4 The Board must not appoint a person as a mediator if the person:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

## 6.4 **Mediation process**

6.4.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

6.4.2 The mediator must not determine the dispute.

6.4.3 Any costs of mediation are to be paid:

- (a) if an agreement as to costs is reached between the parties — in accordance with that agreement; or
- (b) if there is no such agreement — equally by the relevant parties to the mediation.

## 6.5 **Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 7 **GENERAL MEETINGS**

### 7.1 **Convening an annual general meeting**

7.1.1 The Board must convene an annual general meeting to be held at least once every year. The requirements for convening an annual general meeting may otherwise be set out in the Associations Act or Relevant Laws.

7.1.2 The business of an annual general meeting is to:

- (a) consider the Board's, financial and auditor's report;
- (b) declare the Director election results;

- (c) consider any other matter required by the Associations Act or Relevant Laws; and
- (d) consider any special business, the general nature of which is specified in the notice of meeting.

## 7.2 Convening a special general meeting

- 7.2.1 General meetings other than annual general meetings are called special general meetings.
- 7.2.2 The Board must convene and hold special general meetings of the Members if required by at least 10% of the total number of Members or otherwise in accordance with the Associations Act or Relevant Laws.
- 7.2.3 The Board may convene special general meetings of the Members.
- 7.2.4 The notice of special general meeting must specify the general nature of special business, unless the Associations Act or Relevant Laws require otherwise.

## 7.3 Notice of meeting

- 7.3.1 At least 14 days' notice of any general meeting must be given specifying the meeting's place, date and time, unless the Associations Act or Relevant Laws require or permit some other period of notice.
- 7.3.2 This clause 7.3 does not apply to notices under clause 5.
- 7.3.3 Notice of a general meeting must specify the meeting's format (including if it is a Hybrid Meeting), place, date and time, and include Electronic Voting instructions if applicable.
- 7.3.4 Notice of every general meeting must be given in writing in accordance with clause 10.6 to:
  - (a) every Director;
  - (b) every Member entitled to attend who has supplied an address for notices to the Association; and
  - (c) the Association's auditor, if any.
- 7.3.5 No other person is entitled to receive notices of general meetings.
- 7.3.6 A general meeting and any resolution passed at the meeting is not invalid merely because of:
  - (a) the accidental omission to give notice of the meeting; or
  - (b) the non-receipt of any such notice.

## 7.4 Postponement

- 7.4.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least 5 days' notice to the Members.
- 7.4.2 Clause 7.4.1 does not apply to a meeting requisitioned by Members or convened by the Members, by individual Directors under clause 7.2.3 or by court order.

## 7.5 Quorum

- 7.5.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.
- 7.5.2 The quorum for general meetings is the number of Members equal to the number of Directors on the Board at the close of the Association's last annual general meeting plus one present in person or by proxy.
- 7.5.3 If a quorum is not present within 30 minutes of the time scheduled to start the general meeting:
- (a) the meeting, if requisitioned by Members, is dissolved; and
  - (b) in any other case, the meeting is adjourned to such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 7.4.1).
- 7.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned general meeting, the meeting is dissolved.

## 7.6 Meeting chair

- 7.6.1 The President may chair a general meeting.
- 7.6.2 If the President is not present and willing to act, the Members present must choose one of their number to chair.
- 7.6.3 In addition to powers conferred by law, the meeting chair may:
- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;
  - (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
  - (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
  - (d) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return.
- 7.6.4 All procedural decisions by the meeting chair are final.

## 7.7 Adjournment

- 7.7.1 The meeting chair:
- (a) may, with the consent of any general meeting at which a quorum is present; and
  - (b) must, if so directed by the meeting,
- adjourn the meeting to some other time or place.
- 7.7.2 The adjourned meeting may only transact unfinished business from the original meeting.

- 7.7.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 7.8 **Voting – show of hands / poll**

- 7.8.1 By default, resolutions at general meetings must be voted on by a show of hands. Voting at a Hybrid Meeting or a wholly virtual meeting will be by ballot, which may occur via Electronic Voting.
- 7.8.2 In the event of an equality of votes the meeting chair does have a second or casting vote.
- 7.8.3 The meeting chair must declare whether resolutions were carried, carried unanimously, carried by particular majority or lost. These voting results must be minuted.
- 7.8.4 The minutes of the voting results are final without the need to record the number or proportion of, or manner in which votes were cast.
- 7.8.5 A poll may be demanded by the meeting chair or at least two Members present in person and entitled to vote.
- 7.8.6 A demand for a poll must be made on or before the result being declared, and may be withdrawn.
- 7.8.7 A poll to elect a meeting chair or adjourn the meeting must be taken immediately. Polls must otherwise be taken at that meeting in the manner directed by the meeting chair.
- 7.8.8 The meeting chair must decide all voting disputes, and that decision is final.

## 7.9 **Proxies**

- 7.9.1 A Member may appoint a proxy to act on the Member's behalf at any general meeting at which that Member may attend and vote.
- 7.9.2 A Member may appoint the meeting chair as their proxy. A proxy otherwise need not be a Member.
- 7.9.3 For the instrument appointing a proxy to be valid, it must be:
- (a) in writing and signed by the appointor;
  - (b) in the form complying with the Associations Act or some other Board approved form; and
  - (c) lodged with the Secretary of the Association at least 48 hours before the time for holding the meeting or adjourned meeting.
- 7.9.4 A vote given according to the proxy instrument is valid despite:
- (a) the death, or loss of decision making capacity, of the appointor; or
  - (b) revocation of the instrument or of the authority under which the instrument was executed,

if no knowledge in writing of that fact was received by the Association before commencing the meeting or adjourned meeting at which the instrument is used.

#### **7.10 Meeting format and use of technology**

- 7.10.1 Subject to the Associations Act, a general meeting may be held as a physical meeting in two or more places, as a wholly virtual meeting, or as a Hybrid Meeting, as determined by the Board acting reasonably.
- 7.10.2 Such meetings must be held using any technology approved by the Board that gives Members as a whole a reasonable opportunity to participate.

#### **7.11 Circular resolution**

- 7.11.1 The Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by circular resolution, unless the Associations Act or Relevant Laws require a general meeting.
- 7.11.2 The Board may determine in the Regulations:
  - (a) the form of the circular resolution;
  - (b) the polling date;
  - (c) the method for responding to the circular resolution; and
  - (d) whether voting on the circular resolution is to be by secret ballot.
- 7.11.3 A resolution approved by a majority or specific majority of the Members has the same force and effect as such a resolution passed in a general meeting.

#### **7.12 Minutes of general meeting**

- 7.12.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 7.12.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, and any other matters required by the Associations Act.

### **8 BOARD**

#### **8.1 Structure of Board / Number of Directors**

The Board will comprise between 6 and 12 Directors elected in accordance with clause 8.2.

#### **8.2 Election of Directors**

- 8.2.1 Nominations of candidates for election as a Director must be signed by the candidate and two proposing Members, contain a consent to act as a Director signed by the candidate, and must be received at least 14 days before the annual general meeting.
- 8.2.2 If the number of nominations of candidates for election does not exceed the number of vacancies, those candidates will be declared elected at the annual general meeting. However, where vacancies are for different terms of office, an election must proceed to determine which candidates receive which terms of office.



- 8.2.3 If candidates are not declared elected pursuant to clause 8.2.2, then balloting lists must be printed containing candidate names in alphabetical order and sent to each Member at least 5 days before the annual general meeting.
- 8.2.4 Vacancies (from longest to shortest term of office) will be filled by candidates with the most votes according to the election system previously approved by the Board.
- 8.2.5 The Secretary must declare the election result at the annual general meeting.

### 8.3 **Eligibility to be a Director**

A person is eligible to become a Director if they:

- 8.3.1 are a Member;
- 8.3.2 are 18 years of age or older;
- 8.3.3 consent in writing to become a Director;
- 8.3.4 complete the relevant National police check, hold a blue card under the Working with Children (Risk Management and Screening) Act 2000 (Qld) and Working with Children (Risk Management and Screening) Regulation 2020 (Qld), and any other required suitability assessment;
- 8.3.5 meet the suitability requirements set out in Relevant Laws;
- 8.3.6 are not prohibited, disqualified or otherwise prevented from being a Director under the Associations Act or Relevant Laws; and
- 8.3.7 are not an employee of the Association.

### 8.4 **Limits on period of office as a Director**

- 8.4.1 If a Director has served 6 Years or more continuously, then the director may finish serving their current term of office, but does not become eligible to be elected or appointed (whether or not to a casual vacancy) until they have not been a Director for a subsequent continuous period of 3 Years.
- 8.4.2 If a Director has served more than 9 Years then the Director may finish serving their current term of office but is not eligible to serve as a Director for the rest of their lifetime unless otherwise excepted by Members' ordinary resolution.

### 8.5 **Term of office of Directors**

A Director holds office for a term of three Years from the annual general meeting at which they are elected, until the end of the third annual general meeting.

### 8.6 **Casual vacancies**

- 8.6.1 If a casual vacancy occurs for any Director office, the Board may appoint another eligible person in their place until the end of the next annual general meeting. The Members must then elect a person to fill the Director in accordance with clause 8.2. The person elected will serve only for the balance of the term of the original Director.
- 8.6.2 If the position of Secretary becomes vacant, the Board must appoint a director to that position within 14 days of the vacancy arising.

8.6.3 The Board may continue to act despite vacancies on the Board. However, if there are fewer than 3 Directors, the Board may only:

- (a) act in the case of emergencies;
- (b) appoint persons to fill casual vacancies; or
- (c) convene a general meeting.

## 8.7 Office bearers

The Board may elect and remove the following office bearers from the Directors:

8.7.1 President;

8.7.2 Deputy President (required where there are more than 8 Directors at any given time);

8.7.3 Treasurer; and

8.7.4 such other office bearers with titles determined from time to time by the Board.

## 8.8 Resignation of Directors

8.8.1 A Director may resign as Director by written notice to the Association.

8.8.2 The resignation takes effect when the Association receives the Director's notice or on a later date specified in the notice.

## 8.9 Ceasing to be a Director

8.9.1 The Members may remove any Director in accordance with the Associations Act.

8.9.2 A directorship automatically ceases if the Director:

- (a) is no longer eligible to be a Director under clause 8.3;
- (b) dies or is physically incapable of fulfilling their duties as a Director;
- (c) has been convicted of an offence under the Associations Act;
- (d) has been convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
- (e) has been convicted of an offence on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;
- (f) was but ceases to be a Member;
- (g) no longer meet the suitability requirements set out in the Relevant Laws;
- (h) becomes disqualified from being a Director pursuant to the Associations Act or Relevant Laws;
- (i) for more than 6 months is absent without Board permission from Board meetings held during that period;

- (j) becomes an undischarged bankrupt or makes any arrangement or composition with personal creditors generally; or
- (k) no longer has capacity to give informed consent under laws which provides for the decision-making capacity of an individual.

8.9.3 A Director who is removed from office in accordance with clause 8.9.1 or 8.9.2 does not have a right of appeal.

## 8.10 **Director remuneration and reimbursement**

8.10.1 The Directors are not entitled to any fees or remuneration for undertaking the ordinary duties of a Director.

8.10.2 Despite clause 2, the Directors may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the Association's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board.

8.10.3 Despite clause 2, the Directors may be paid for any service rendered to the Association in a professional or technical capacity outside the scope of the Director's ordinary duties where:

- (a) the service and amount payable is on reasonable and proper terms; and
- (b) the provision of that service has the Board's prior approval.

## 9 **BOARD POWERS**

### 9.1 **Management vests in Board**

9.1.1 The Board is responsible for the governance, business and affairs of the Association. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the Association's powers which are not by the Associations Act, Relevant Laws or this Constitution required to be exercised by the Members in general meeting.

9.1.2 The powers under clause 9.1.1 are subject to:

- (a) this Constitution;
- (b) the Associations Act and Relevant Laws; and
- (c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.

9.1.3 A resolution under clause 9.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

### 9.2 **General Duties**

9.2.1 As soon as practicable after being elected to the Board, each Director must become familiar with this Constitution, the Associations Act and Relevant Laws.

9.2.2 The Board is collectively responsible for ensuring that the Association complies with the Associations Act and Relevant Laws and that individual members of the Board comply with this Constitution.

- 9.2.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 9.2.4 Directors must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- 9.2.5 Directors and former directors must not make improper use of:
- (a) their position; or
  - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

### 9.3 **Power to delegate**

- 9.3.1 The Board may delegate its powers and functions in writing to:
- (a) an officer or employee of the Association; or
  - (b) a committee under clause 11,
- and may, expressly in writing, authorise such delegates to hold the power to sub-delegate to other officers or employees of the School subject to any limits or restrictions imposed by the Board.
- 9.3.2 The Board may amend or revoke the terms of its delegation at any time.
- 9.3.3 Any power and authority not expressly delegated in accordance with clause 9.3.1 resides with the Board.

### 9.4 **Power to appoint Principal**

- 9.4.1 The Board must appoint a Principal on such terms and conditions as the Board determines from time to time, who will be responsible for the day to day operation of the School on behalf of the Association in pursuit of the Association's Purpose and have any other responsibilities determined by the Board.
- 9.4.2 The Board may remove a Principal, subject to the terms of any agreement between the Association and the Principal.
- 9.4.3 The Principal is entitled to attend Board meetings and general meetings, if so directed by the Board from time to time.

### 9.5 **Power to appoint Secretary of the Association**

- 9.5.1 The Board must appoint at least one Secretary of the Association in accordance with the Associations Act, on such terms and conditions as the Board determines from time to time.
- 9.5.2 Without limiting clause 9.5.1, the Secretary will have the responsibilities set out in the Associations Act and Relevant Laws, and must:
- (a) maintain the register of members in accordance with clause 3.8; and

- (b) keep custody of the common seal (if any) of the Association, financial records books, documents and securities of the Association in accordance with the Associations Act and Relevant Laws.

9.5.3 The Secretary may attend Board meetings and general meetings, if so directed by the Board from time to time.

9.5.4 The Association must give the Registrar notice of the Secretary's appointment within 1 month of the appointment.

## 9.6 **Power to make Regulations**

9.6.1 The Board may from time to time make, vary and rescind Regulations in relation to the Association.

9.6.2 The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

## 10 **BOARD MEETINGS**

Subject to this clause 10, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

### 10.1 **Number of meetings**

The Board must meet at least once every 3 months.

### 10.2 **Convening meetings**

The Secretary of the Association must arrange a Board meeting:

10.2.1 at the request of the President or

10.2.2 on the requisition of at least 33% of Directors.

### 10.3 **Notice of meeting**

10.3.1 At least 5 days' notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.

10.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least 3 days' before the meeting.

10.3.3 The decision of the meeting chair as to whether business is routine is final.

### 10.4 **Quorum**

10.4.1 The quorum for a Board meeting is a simple majority of the Directors. A meeting at which a quorum is present may exercise all powers and discretions of the Board.

10.4.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

### 10.5 **Meeting chair**

10.5.1 The President may chair a Board meeting.

- 10.5.2 If the Chair is absent, the Treasurer or Deputy President (if applicable) may chair.
- 10.5.3 In the absence of the President, Treasurer or Deputy President (if applicable), the Directors may appoint a meeting chair from among their number.

## 10.6 **Voting**

- 10.6.1 Each Director present and entitled to vote at a Board meeting has one vote. Proxy voting and alternate Directors are not permitted.
- 10.6.2 Questions arising at a Board meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the Board.
- 10.6.3 In the event of an equality of votes the meeting chair has a second or casting vote.

## 10.7 **Use of technology**

The Board may hold a meeting in two or more places and conducted in a wholly virtual format or as a Hybrid Meeting if:

- 10.7.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting;
- 10.7.2 those Directors participating by technological means can communicate with all other participating Directors; and
- 10.7.3 at the commencement of the meeting each Director must announce their presence to all the other Directors taking part in the meeting.

## 10.8 **Circulating resolutions**

- 10.8.1 A written resolution signed or approved by technological means by all Directors (other than any Director on leave of absence) is taken to be a decision of the Board passed at a Board meeting convened and held.
- 10.8.2 The written resolution may consist of:
  - (a) several documents in the same form, each signed by one or more Directors and, such a resolution takes effect when the last Director signs such a document; or
  - (b) permanent records indicating the identity of each Director, the text of the resolution and the Director's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Director indicates their approval.

## 10.9 **Conflicts and personal interests**

- 10.9.1 A Director who has a material personal interest in a matter that relates to the Association's affairs must give the other Directors written notice of the interest unless the Associations Act or Relevant Laws require otherwise.
- 10.9.2 To the maximum extent required by Law, a Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, nor vote on the matter.

## 10.10 Minutes

- 10.10.1 The Board must ensure that minutes of all proceedings of Board, committee meetings (and meetings of any other Board entity) are recorded in a minute book within one month after the relevant meeting is held.
- 10.10.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.
- 10.10.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

## 10.11 Validity of acts / procedural defects

- 10.11.1 A Board act or decision will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a Director.
- 10.11.2 For entered and signed minutes, unless the contrary is proved:
  - (a) the meeting is deemed to have been convened and held;
  - (b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
  - (c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

## 11 COMMITTEES

### 11.1 Board's power to establish committees

The Board may establish committees as follows:

- 11.1.1 a committee will comprise two or more committee members, of which at least one must be a Director;
- 11.1.2 the committee members otherwise need not be a Director or Member;
- 11.1.3 the committee has the purpose set out in its charter approved by the Board, and may undertake the powers and functions delegated to it by the Board; and
- 11.1.4 in the absence of any provision in the committee charter or Regulations, meetings and proceedings of any committee are governed by the provisions of clause 10.

## 12 ADMINISTRATION

### 12.1 Change of name

The Members may change the Association's name by special resolution in accordance with the Associations Act. Such a resolution authorises the Board to update all references to the Associations name in this Constitution.

### 12.2 Amendment of Constitution

- 12.2.1 The Members may amend this Constitution by special resolution in accordance with the Associations Act and Relevant Laws.

- 12.2.2 If the Association is registered under Relevant Laws, a special resolution under clause 12.2.1 (unless it expressly provides otherwise) does not take effect if it would cause the Association to lose any entitlements to registration under Relevant Laws.

### 12.3 **Financial year**

The financial year of the Association is each period of 12 months ending on 31 December.

### 12.4 **Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, goods or services, fundraising activities, grants, interest and any other sources approved by the Board.

### 12.5 **Management of funds**

- 12.5.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 12.5.2 The Board may authorise authorised representatives to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 12.5.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors or such other number of authorised representatives as determined by the Board.
- 12.5.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

### 12.6 **Accounts**

The Board must cause:

- 12.6.1 proper accounting and other records to be kept in accordance with the requirements of the Associations Act and Relevant Laws, and
- 12.6.2 financial statements to be made and laid before each annual general meeting as required by the Associations Act and Relevant Laws.

### 12.7 **Financial statements**

- 12.7.1 For each financial year, the Board must ensure that the requirements under the Associations Act and relevant Laws relating to the financial statements of the Association are met.

### 12.8 **Records and inspection**

- 12.8.1 Members may, in accordance with the Associations Act (and any limitations contained within the Associations Act), request to inspect, at a reasonable time and free of charge, any of the following:
- (a) the register of members;
  - (b) the minutes of general meetings;



- (c) the Constitution;
- (d) subject to clause 12.8.3 the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

12.8.2 The Board must within 28 days after a request is made in accordance with clause 12.8.1(b), make the minute book for a particular general meeting available for inspection at a mutually agreed time and place, and give the member copies of the minutes of the meeting.

12.8.3 The Board may refuse to permit a member to inspect records (other than minutes) of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

12.8.4 The Association may charge a reasonable fee for inspection of records where permitted by the Associations Act.

12.8.5 Members must not make improper use of the information about a person obtained from the register of members.

## 12.9 **Service of notices**

12.9.1 Notices must be in writing and may be given by the Association to any Member:

- (a) in person;
- (b) by sending it by post to the Member at the Member's registered address; or
- (c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.

12.9.2 A notice sent by post is deemed to have been given 6 Business Days after it was posted. A notice sent by electronic means is deemed to have been given on the next business day after it was sent.

## 12.10 **Indemnity of officers**

12.10.1 The Association indemnifies current and former Directors (**Indemnified Officer**) out of its assets against any Liability incurred by the Indemnified Officer in or arising out of:

- (a) the conduct of the Association's affairs or business; or
- (b) the discharge of the Indemnified Officer's duties.

but only to the extent that:

- (c) the Indemnified Officer has acted in good faith and is not otherwise entitled or actually indemnified by a third party;
- (d) the Association is not precluded by Law from doing so; and
- (e) the Liability is not a cost or expense for an unsuccessful application to a Court for relief under the Associations Act, or the defence of civil or criminal proceedings where judgement is given against the Indemnified Officer or in which the Indemnified Officer is not acquitted.

12.10.2 The Association may execute any deed in favour of any Indemnified Officer to confirm the indemnities conferred by clause 12.10.1 in relation to that person.

12.10.3 Clause 12.10.1 applies whether or not any deed is executed under clause 12.10.2.

## 12.11 Insurance

12.11.1 The Association may pay or agree to pay premiums for directors and officers insurance to insure Indemnified Officers against any Liability incurred by the Indemnified Officer referred to in clause 12.10.

12.11.2 The Association may execute any deed in favour of any Indemnified Officer to take out insurance referred to in clause 12.11.1, on such terms as the Board considers appropriate.

## 12.12 Seal

12.12.1 The Board will determine whether or not the Association is to have a seal (known as the common seal) and, if so, will provide for the safe custody of such seal.

12.12.2 The seal, if any, of the Association may only be affixed to any instrument with the Board's authority.

12.12.3 The affixing of the seal must be attested by the signatures of persons authorised by the Board for that purpose.

## 12.13 Definitions

In this Constitution:

**Association** means the association named in clause 1.1 of this Constitution.

**Associations Act** means the *Associations Incorporation Act 1981* (Qld).

**Board** means the board of Directors of the Association with a quorum to transact business, being the management committee for the purposes of the Associations Act.

**Business Day** means a weekday which is not a public holiday in Queensland.

**Constitution** means this constitution of the Association.

**Deputy President** means a person elected as Deputy President under clause 8.7.2.

**Director** means a person for the time being who performs the role of director of the Association, being a member of the management committee for the purposes of the Associations Act.

**Electronic Voting** means an electronic vote of members (including voting using electronic means, computer-mediated voting and voting via electronic mail) conducted in accordance with this Constitution and the Regulations from time to time.

**Hybrid Meeting** means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar technology.

**Indemnified Officer** has the meaning given in clause 12.10.

**Law** includes statute, regulation, legislative instrument, rules, standards, proclamation, ordinance or by-law which, by or under statute, bind a person from time to time.

**Liability** includes cost, charge, loss, damage, expense or penalty.

**Member** means a person who is a member of the Association pursuant to clauses 3 and 4.

**President** means a person who is elected as president and Director under clause 8.2.

**Purpose** has the meaning given in clause 1.2.

**Registrar** means the Registrar of incorporated associations under the Associations Act.

**Regulations** means regulations made by the Board under clause 9.6.

**Relevant Document** means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes a membership record, a financial statement, a financial record and any other record or document relating to transactions, dealings, business or property of the Association.

**Relevant Laws** means Laws regulating the registration, reporting or governance obligations of the Association and includes:

- (a) *Australian Charities and Not-for-profits Commission Act 2012 (Cth), Income Tax Assessment Act 1997 (Cth), Taxation Administration Act 2001 (Qld), and the Charities Act 2013 (Cth); and*
- (b) *Education (Accreditation of Non-State Schools) Act 2017 (Qld) and Education (Accreditation of Non-State Schools) Regulation 2017 (Qld).*

**Representative** of a Member means:

- (a) a proxy appointed in accordance with clause 7.9;
- (b) an attorney of the Member, whose instrument of appointment has been provided to the Association;
- (c) a representative appointed by the body corporate Member in accordance with the Associations Act,

and includes a Representative appointed on a standing basis.

**School** means the registered school operated by the Association known as Enkindle Village School.

**Secretary** or **Secretary of the Association** means the secretary required to be appointed under the Associations Act and appointed under clause 9.5.

**Treasurer** means the person elected as treasurer and Director under clause 8.2.

**Unacceptable Conduct** means conduct of a Member occurring on or after the date the Member applied for admission which, in the reasonable opinion of the Board:

- (a) is, has been or will be prejudicial to the Association's interests;
- (b) is conduct which threatens the good order or integrity of the Association;
- (c) is not that of a fit and proper person or a person of good fame and character;
- (d) is conduct which creates conflicts or is contrary to the Association's Purpose, vision or values, or otherwise lacks honesty, integrity, ethics or professionalism;

- (e) is misleading or deceptive;
- (f) is unbecoming of Members; and
- (g) is conduct similar to the above which is set out in the Regulations.

**Year**, in relation to a Director's term of office, means the period of approximately one calendar year from the end of an annual general meeting until the end of the next annual general meeting.

#### 12.14 **Interpretation rules**

Unless the contrary intention appears in this Constitution:

- 12.14.1 words importing the singular include the plural, and words importing the plural include the singular;
- 12.14.2 words importing a gender include every other gender;
- 12.14.3 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 12.14.4 headings and bold text are for convenience only and do not affect its interpretation; and
- 12.14.5 a Member is to be taken to be present at a general meeting if the Member is present in person, or by technology or by Representative.

#### 12.15 **Interpretation subject to Relevant Laws**

- 12.15.1 This Constitution is to be interpreted subject to Relevant Laws. If there is any inconsistency, Relevant Laws prevail.
- 12.15.2 To the extent that Relevant Laws require this Constitution to include provisions so that the Association can hold a registration or exemption status, those provisions are taken to form part of this Constitution.
- 12.15.3 The model rules under the Associations Act are excluded, and section 47(1) of the Associations Act does not apply to the Constitution of the Association.