

<p>TRANBY COLLEGE CONSTITUTION</p>



TRANBY COLLEGE 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 Tranby College is founded in 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 world.
- iii) Tranby College, a body corporate, incorporated under the provisions of the Uniting Church Act of 1976 opened in 1997 with 221 students from kindergarten to Year 8 and has progressed to being a college providing education opportunities for students from Kindergarten to Year 12. The College's core purpose is to be an accessible and inclusive community in which student learning and wellbeing are the responsibilities of all members of our school community.
- iv) The values that guide our practices are governed by the ethos of the Uniting Church and as set out in the Mission statement of the College.
- v) The educational purpose is expressed in principle/values originating in the Uniting Church in Australia National Education Charter (2002) or as revised and the Board will at all times conduct the affairs of the College so as to address and act in accordance with the Uniting Church in Australia National Education Charter (2002) or as revised:
- vi) It is the responsibility of the governing body (The Board) as a whole, and in particular the Chairperson and the Moderator as Visitor, to ensure that Tranby College 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 Board 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 the Synod and College and underpinned by a close relationship between the senior officers of the Synod and the school.

1. Name

The name of the instrumentality shall be 'TRANBY COLLEGE', a body corporate, incorporated under the provisions of the Uniting Church in Australia Act of 1976.

2. Objects

- a) Within an overall Christian framework and philosophy, the College shall seek:
 - i) to provide high quality instruction in a caring environment.
 - ii) to encourage the pursuit of personal and corporate academic excellence.
 - iii) to develop in each student the highest standards of personal conduct.

- b) In carrying out its educational task the College will:
 - i) be a part of the Christian witness of the Church in the community.
 - ii) provide a caring Christian community within which students can develop towards their full potential.
 - iii) encourage students to develop respect for themselves and others.
 - iv) provide an environment that fosters and develops an educational framework to provide students with the opportunity to reach their full educational potential.
 - v) involve members of the College community in the governance of the College to strengthen and support public education in the community
 - vi) foster the development of a personal faith in God.
 - vii) build an individual and corporate sense of responsibility expressed in caring service to others and good management of the world we share.

- c) The College shall be and shall continue to be a charitable institution and no part of its property or income shall be paid by way of distribution or dividend to any person, provided that nothing in this clause shall prevent the payment of wages, salaries, emoluments and gratuities nor the awarding of scholarships and bursaries in a manner consistent with the aims and objectives of the College.
 - i) A payment may be made to a Member out of the funds of the College only if it is authorised under sub-rule (c.II).
 - ii) A payment to a Member out of the funds of the College is authorised if it is;
 - a) the payment in good faith to the Member as reasonable remuneration for any services provided to the College, or for goods supplied to the College, in the ordinary course of business; or
 - b) the payment of interest, on money borrowed by the College from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) the payment of reasonable rent to the Member for premises leased by the Member to the College; or
 - d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the College.

3. Definitions

- a) **Board** means the Board referred to in Clause 4
- b) **Chairperson** and **Secretary** shall mean the officers of the Board appointed as provided for in Clause 7).
- c) **Church** means the Uniting Church in Australia
- d) **College** means Tranby College
- e) **College Governance Charter** means the College Governance Charter which has been approved by the Board and which from time to time may be amended by Board resolution.
- f) **Confirmed Member** means a Member of the Board 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 as sharing the right and responsibility of participation in the work and government of the Church, and whose name is recorded on the roll of confirmed members of the Uniting Church. (Constitution of UCA para 6; Regulation 1.3)
- g) **Executive Officer** means a person who is not a Member of the Board but may be a member of the Staff of the College, whose role is to provide administrative support for the Board.
- h) **Member** means those persons approved by the Board and appointed to the Board by the Synod of the Uniting Church of WA
- i) **Minister** means Minister of the Word, Deacon, Deaconess or youth worker ordained and in good standing within the Uniting Church in Australia, recognised as a minister in the Uniting Church in Australia.
- j) **Mission Statement** means the College Mission Statement as approved by the Board and which from time to time may be amended by Board resolution.
- k) **Moderator** means the moderator as appointed by the Synod.
- l) **Visitor** means the Moderator as appointed by the Synod.
- m) **General Secretary** means the General Secretary as appointed by the Synod.
- n) **Parent** means a mother, father or legal guardian of a student currently enrolled in the College.
- o) **Staff** means those persons, other than the Principal, currently employed by the college in full-time or part-time positions in whatever capacity.
- p) **Synod** means the Uniting Church in Australia Synod of Western Australia.
- q) **Principal** means the Principal of the College appointed by the Board.
- r) **Business Manager** means Business Manager appointed by the Board.
- s) **UCA Act** means the Uniting Church in Australia Act of 1976.
- t) **College Community** means school, students, staff, parents and alumni.

4. Governance by a Board

Governance of the College is vested in a Board.

4.1 Powers and duties of the Board

- a) The responsibility of the Board is to manage the business and affairs of the College (including setting the tuition fees) and to ensure that the ethos of the Uniting Church is maintained throughout the College.

- b) In managing the business and affairs of the College the Board shall not knowingly do any act or thing which is contrary to the law of the Church and known to the Board at the time of its doing such act or thing, provided that with respect to any dealings with any real or personal property of the college no person or corporation being a purchaser, vendor, borrower, lessor, lessee, or otherwise dealing with the Board shall be concerned to see the observance of the provisions of this paragraph or be affected by notice of non-observance thereof.
- c) The Board may:
 - i) employ persons as members of the staff of the College on terms and conditions approved by the Board;
 - ii) enter into contracts on behalf of the College;
 - iii) construct any building or structure for the benefit of the school or make any improvements to the premises or grounds of the College
 - iv) purchase or take a lease or licence of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities;
 - v) establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students; and
 - vi) do all those acts and things incidental to the exercise of these powers.
- d) The Board's powers and duties shall be exercised in accordance with the requirements of the UCA Act and this Constitution.

4.2 FUNCTIONS OF THE BOARD

- a) In the context of the Board's responsibility for the governance and strategic planning of the College, the Board will perform the following functions:
 - a.1 involve the school community in the governance of the school by:
 - a.1.1 providing for representation of parents and the College community;
 - a.1.2 ascertaining the educational needs of the local community and the attitude of the local community to educational developments within the College; and
 - a.1.3 ensuring that the cultural and social diversity of the community is considered and that particular needs are appropriately identified.
 - a.2 set the broad direction and vision of the College.
 - a.3 strategic planning for the College including:

- a.3.1 developing, monitoring and reviewing the objectives and targets of the strategic plan; and
- a.3.2 considering, approving and monitoring human resource and asset management plans.
- a.4 determine policies for the College including policies for the safety, welfare and discipline of students.
- a.5 determine the application of the total financial resources available to the College including the regular review of the budget.
- a.6 determine all expenditure on capital projects.
- a.7 report to the College community on:
 - a.7.1 the strategic plan;
 - a.7.2 the finances of the school;
 - a.7.3 operational plans and the Board's operations.
- b) The Board is responsible for the employment, disciplining and dismissal of the Principal and will advise the General Secretary in writing should an event of dismissal occur.
- c) The Board is responsible for the employment, disciplining and dismissal of the Business Manager in consultation with the Principal.
- d) The Board is responsible for overseeing the proper care and maintenance of any property owned by the Board.
- e) The Board may perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of children and students
- f) The Board may raise money for College related purposes.
- g) The Board may do all those acts and things incidental to the exercise of these functions.
- h) The Board's functions shall be exercised in accordance with legislation, administrative instructions and this Constitution.

4.3 Reporting

It shall be the duty of the Board to present annually

- a) to the Synod in time for consideration at the Annual Synod, a report from the Board on the activities and affairs of the College during the year together with any recommendations which it may desire to submit for consideration of the Synod, including the appointment of Board Members. This report should bear witness to the Governance of the College both operationally and spiritually.
- b) to the Accounts Committee of Review, audited financial reports. These documents shall be treated as confidential.

4.4 Membership of the Board

- a) The Synod shall appoint the Board comprising of the following Members:
 - i) A Chairperson, who shall be preferably a Confirmed Member of the Church or alternatively an active member of another Christian denomination who will uphold the ethos of the Church, recommended by Board resolution and appointed by the Synod who shall hold office for a term of four (4) years, commencing on the date of appointment, and is eligible, with the approval of Synod on the recommendation of the Council of Synod, to extend the term for a further period of up to four (4) years.
 - ii) Up to 11 other Board Members at least two of whom shall be parents of students at the College.
 - iii) The Principal, unless granted leave by the Chairperson of the Board, shall attend all meetings of the Board, but without voting rights.
 - iv) Paid employees of the College are not eligible to be Members of the Board.
- b) In assessing nominations for all Board Members under paragraph i) and ii) of sub-clause a) of this clause priority shall be given to Confirmed Members of the Church should they have the skills required to fill the vacant positions.
- c) In addition, the persons mentioned in paragraphs i) and ii) of sub-clause a) of this clause shall include at least one (1) Confirmed Member of the Church who may be the College representative at the Annual Synod.

4.5 Term of Office

Board Members

- a) Persons shall each be appointed to the office of Board Member by a resolution of the Synod and shall hold office of Board Member for four (4) years and be eligible, with the approval of Synod on the recommendation of the Board, for reappointment. The term of office shall commence on the 1st of January in the year next following the appointment.
- b) Board Members shall be appointed so as to provide, as far as practicable, for the participation of parents, former students and the Synod in the governance of the College.
- c) No Board Member shall serve for more than 2 rotations i.e. 8 consecutive years but after a period of a further 1 year may be re-elected to hold office as a Board Member again.

4.6 Vacation of office and vacancies

- a) The office of any Board Member (including the Chairperson thereof) shall be vacated if that Board Member:
 - i) By written notice to the Board resigns her or his position as a Member of the Board.
 - ii) Dies.
 - iii) 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.
 - iv) Is convicted of a criminal offence.
 - v) Becomes a paid employee of the College.
- b) If any vacancy occurs for any reason under the immediately preceding sub clause a) then the Board may by resolution fill any such vacancy, such nomination to be put to the Synod for ratification at the earliest opportunity.

5. Proceedings of the Board

- a) The Board shall meet for a minimum of eight (8) times in each year on the dates and at the times and places determined by the Board.
- b) The Chairperson may at any time she or he thinks it necessary, and shall whenever requested in writing so to do, by no fewer than three Board Members (which written request shall specify the purpose for which the meeting is convened) convene or authorise the Secretary to convene a special meeting of the Board. At least seven (7) days' written notice of every Board meeting shall be given to all Members of the Board, but if the Chairperson considers an urgent matter exists then upon her or his authority, a Special Board meeting may be convened on shorter notice. The non-receipt by any Board Member of a notice of meeting shall not invalidate any such meeting.

5.1 Moderator

The Moderator shall be the Visitor to the College. The Moderator is entitled to attend and participate in any meeting of the Board and to exercise in respect of the College all pastoral and administrative powers and responsibilities as are consistent with the duties of the Moderator as prescribed in the Regulations of the Church.

5.2 Quorum

- a) A quorum for a Board meeting shall be not less than 50 percent (50%) of the current Board Members who are present either personally or by live electronic link, and the Chairperson shall be included in such number.

NOTE – Clause 5.2 b and c which related to Proxy voting have been removed

5.3 Meeting Procedures

- a) Each Board 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, resolutions arising at any Board meeting shall be decided by a majority of votes.
- b) Circulating Resolutions
 - i) The Board or a sub-committee may make decisions by a circular or electronic poll of all Members entitled to vote, provided that no decision of such a poll is binding unless there are no dissenting votes. The resolution is passed when the last member signifies agreement. A Board Member or sub-committee member is not entitled to vote on a circulating resolution if she or he has a conflict of interest unless it has been disclosed and dealt with in accordance with these rules and procedures set down by the Synod of the Uniting Church of WA.
- c) A motion is carried if a majority of the Board Members present and casting a vote, at the meeting vote in favour of the motion.
- d) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- e) If a secret ballot is needed, the Chairperson of the meeting shall decide how the ballot is to be conducted.

5.4 Conflict of Interest

A Member of the Board or a member of any committee of the Board who has any direct or indirect pecuniary or beneficial interest, or whose unfettered or independent judgement is or could be reasonably perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the College or Board shall, as soon as the Board Member or committee member becomes aware of that interest or relationship, disclose to the Board the nature and extent of that interest or relationship. The Board or committee of the Board then determines whether the extent of the interest or relationship disclosed is such that the Board Member or committee member should not participate in, vote on, or be present during any debate on that matter. The Board or committee of the Board will minute its decision.

5.5 Minutes

Minutes of all meetings of the Board 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 Board and shall be signed by the Chairperson of that succeeding meeting.

6. Committees

- a) The Board may delegate all or any of its powers or authorities to any committee from time to time and may determine the manner in which any such committee shall

conduct its proceedings. Each committee shall be given terms of reference and levels of authority approved by the Board and the Board may suspend or withdraw the authority of any such committee as the Board thinks fit or may remove from office any member of such committee.

- b) The Chairperson of the Board may be an ex-officio member, with full voting rights, of all such committees. The Principal or his/her nominee shall also be a member of all such committees but without voting rights.
- c) The Convenor of each committee will be a Member of the Board.
- d) Minutes of all committee meetings shall be kept and a report of all meetings shall be presented to the subsequent Board meeting.
- e) Leave is given to the Convenor of the committee, after consultation with the Chairperson, to co-opt members of staff or other non-Board members with relevant skills to be members of the committee.

7. Officers of the Board

The following are the office holders of the Board —

- a) the Chairperson;
- b) the Deputy Chairperson; and
- c) the Secretary.

a) Chairperson

- i) It is the duty of the Chairperson to consult with the Executive Officer, regarding the business to be conducted at each Board meeting.
- ii) The Chairperson has the powers and duties relating to convening and presiding at Board meetings.

b) Deputy Chairperson

- i) The Board may also appoint one of its Members as the Deputy Chairperson who will chair Board meetings and attend committee meetings in the absence of the Chairperson.

c) Secretary

- i) The Board shall by resolution appoint and may remunerate out of the funds of the College a Secretary, who may be a Member of the Board, upon such terms and conditions as the Board thinks fit. The duties of the Secretary shall be defined from time to time by resolution of the Board. The Secretary shall be under the control of the Board. The Secretary's duties include
 - i) consulting with the Chairperson regarding the business to be conducted at each Board meeting;
 - ii) maintaining on behalf of the Board an up-to-date copy of these rules;

- iii) unless another Member is authorised by the Board to do so, maintaining on behalf of the Board a record of Board Members and other persons authorised to act on behalf of the Board;
- iv) ensuring the safe custody of the books of the College, other than the financial records, financial statements and financial reports, as applicable to the College;
- v) unless another person is authorised by the Board to do so, maintaining full and accurate minutes of Board meetings;
- vi) carrying out any other duty given to the secretary under these rules or by the Board.

8. Principal and Staff

- a) The Board shall appoint the Principal who shall be a Confirmed Member of the Church or, with the approval of the Synod, an active member of another Christian denomination and willing to participate in the life of the Church.
- b) The Principal shall have delegated authority, under the general control of the Board, for the day to day leadership and management of the College and its operations, including but not limited to, providing educational leadership, managing the College finances within the ratified budget, the selection, disciplining and employment or dismissal of staff, (with the exception of the Business Manager) and full direction of the teaching and organisation of the College in accordance with the College Mission Statement.
- c) The Principal's appointment is terminable at any time by the Board in the event of the serious illness or incapacity of the Principal or for good cause and in accordance with any service agreement between the College and the Principal.
- d) The appointment of all staff other than the Principal and Business Manager may be terminated at any time in accordance with the relevant industrial awards or agreements in force from time to time.
- e) The Principal shall submit to each ordinary meeting of the Board a report on the activities of the College.
- f) The Board shall, on recommendation of the Principal, determine the course of instruction of the College.
- g) The Principal shall:
 - i) implement the educational plans and College policies;
 - ii) provide accurate and timely reports, information and advice relevant to the Board's functions;
 - iii) provide an up to date report of the College's financial position at each Board meeting;
 - iv) report on learning, care, occupational safety and health, child protection, training and participation outcomes;

- v) supervise and promote the development of staff employed by the College;
 - vi) be responsible for the financial, physical and human resource management of the College;
 - vii) chair the first meeting of the Board held for the purpose of receiving nominations from Members, the direct appointment of Board Members by the Board and the election of office holders; contribute to the formulation of the agenda of Board meetings.
- h) The Principal is an ex-officio member of the Board with no voting rights.
- i) The Principal may for good cause and after consultation with the Chairperson (or in the absence of the Chairperson, the Deputy-Chairperson), expel any pupil of the College, such action to be reported by the Principal to the Chairperson.

9. Business Manager

- a) The College shall have a Business Manager who shall be appointed by the Board after consultation with the Principal.
- b) The Business Manager, unless granted leave by the Chairperson of the Board, shall attend all meetings of the Board, but without voting rights.
- c) The Business Manager shall advise the Board and its committees (as may be appropriate) on the financial affairs of the College.
- d) The Business Manager is directly responsible to the Board through the Convenor of the Finance Committee and in consultation with the Principal.
- e) The duties of the Business Manager shall be defined from time to time by resolution of the Board. The Business Manager's duties include:
 - i) ensuring the safe custody of the College's financial records, financial statements and financial reports, as applicable to the College;
 - ii) coordinating, in consultation with the Principal and Convenor of the Finance Committee, the preparation of the College's financial reports before their submission to each ordinary meeting of the Board;
 - iii) submitting to each meeting of the Board, a report on the overall financial activities of the College.
 - iv) providing any assistance required by an auditor or reviewer conducting an audit or review of the College's financial statements or financial report; and
 - v) carrying out any other duty given to the Business Manager under these rules or by the Principal and the Board.

10. Auditors

An Auditor or Auditors shall be appointed annually by the Board and shall audit the accounts of the College and shall present to the Board a report upon such audit and on the accounts and records examined by them. No office bearers of the Board or Members of the Board or any partner or employee of such person shall be eligible to act as Auditor.

11. Holding of Real and Personal Property

- a) Subject to the particular requirements of the UCA Act, the Board of the College shall carry out responsibilities of the management and administration of the College's real and personal property.
- 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 UCA Act or any amendment or re-enactment thereof it is hereby declared that any moneys of the College requiring investment may be invested in the name of the College in any real or personal property or in such form of investment as the Board may from time to time consider to be in the interests of the College with power.

12. Common Seal

The College shall have a Common Seal and it shall be held by the Chairperson or (at his or her 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 Board and every such deed, document or writing shall be signed by the Chairperson and the Secretary. In the event of the Chairperson being absent from any such meeting the acting Chairperson may sign in her or his place. If necessary an acting secretary may sign in the place of the Secretary.

13. Alterations to Name, Objects or Regulations

No alteration shall be made except by resolution of the Synod and after consultation with the Board in respect of:

- a) Any change of name of the College.
- b) Any change by way of alteration, variation, rescission or addition to this Constitution.

14. Indemnity Clause

Any person acting under the express or implied authority of the College (including, without limitation, Members of the Board, the Principal and any employee of the College) 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 Board, in addition to the general powers conferred upon it by this constitution and the provisions of the UCA Act may effect policies of insurance to ensure that the indemnity given by this clause is effective.

15. Dispute Resolution

Members of the Board will comply with the Tranby College Governance Charter and processes in the event of that any dispute that may arise is not resolved satisfactorily by personal negotiation between the parties concerned. Nothing in this Clause affects the powers of the Visitor.

16. Dissolution

- a) The College may apply to the Uniting Church in Australia in accordance with the Act for the termination of its incorporation.
- b) Where the incorporation of the College under the Act is terminated and is not concurrently continued under the provisions of any other statute, the College shall cease to be a body corporate in all land and other property held by or belonging to or vested in it, whether in its name or otherwise, shall without conveyance vest in the Trust as specified in the Act, and shall be held in the Trust for the purposes of the College if it has not then dissolved and is still functioning but otherwise for those purposes and upon those trusts as the Synod shall direct.