## GOLDEN HILL STEINER SCHOOL INC. CONSTITUTION

<table>
<thead>
<tr>
<th>Version Number</th>
<th>Date Ratified</th>
<th>Clauses</th>
<th>Summary of Changes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.1</td>
<td>8/12/2008</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.2</td>
<td>10/5/2013</td>
<td>9, 11, 15, 16, 17, 21</td>
<td>Role of School Coordinator and minor changes.</td>
</tr>
<tr>
<td>1.3</td>
<td>25/3/2015</td>
<td>2</td>
<td>Purposes of Property and Income</td>
</tr>
</tbody>
</table>
CONSTITUTION, RULES AND REGULATIONS OF THE
GOLDEN HILL STEINER SCHOOL INC

1. NAME

The Name of the incorporated Association is “GOLDEN HILL STEINER SCHOOL INC.”

2. OBJECTS

a. To provide for and conduct the education of children in accordance with the principles, methods and practices of Steiner Education.

b. To provide and maintain a nurturing and creative environment by means of suitable building grounds and equipment for the purpose of Playgroup, Kindergarten, Pre-primary, Primary and Secondary School.

c. To promote the knowledge and application of Steiner Education in the Denmark area and elsewhere.

3. DEFINITIONS

In these rules the following interpretations shall apply, subject to the context:

"PARENT" means a parent of one or more children enrolled in the Playgroup, Kindergarten and or Primary School and shall include a legal guardian of such child or children.

"TEACHER" means a person appointed as such by Council and who shall be directly responsible for a group of children.

"TEACHING BODY" means the teaching staff of the Playgroup, Kindergarten or Primary School.

"SCHOOL COORDINATOR" means a person appointed as such by Council and who shall be responsible for the day-to-day leadership and management of the Association’s business and affairs.

"COLLEGE OF TEACHERS" means those teachers being at least three (3) in number and including the School Coordinator, who shall act in committee on all matters concerning educational and pedagogical issues.

"COUNCIL" means the governing body of the Association constituted under Rule 14.1-4.

"OFFICE BEARERS" means those accepted to the position of Chairperson, Vice Chairperson, Secretary, Treasurer, and Minutes Secretary.
4. POWERS OF ASSOCIATION

The Association has the power to do all such things as are necessary incidental or conducive to the attainment of the objects of the Association.

5. MEMBERSHIP

a. The members of the Association shall be all financial members of the Association, and include the members of the teaching body for the time being, and such other persons, being parents of the children attending the Association's school, kindergarten or playgroup or other interested persons, as the council or members of the Association shall, upon written application, admit to membership.

b. The rights and privileges of every member shall be personal to that member and shall not in any manner be transferable by his/her own act or through any other person on his/her behalf or by operation of law.

5.1 CESSATION OF MEMBERSHIP

A member shall cease to be a member:

a. upon written resignation to the Association, or

b. if he/she falls into more than three (3) months arrears in payment of the annual subscription fee. Cessation of membership would occur provided that the secretary had sent a reminder notice to the member.

c. if expelled by members at a general meeting, for whatever reason.

5.2 REINSTATEMENT OF MEMBERSHIP

a. Any person having ceased being a member of the Association due to 5.1 a. or b. above may re-apply for membership.

b. Any member having ceased being a member due to expulsion at 5.1 c. above, still has the right of appeal by applying to the Secretary. This appeal should be supported in writing by the signatures of at least two (2) members of the Association. The Secretary shall then in accordance with Rule 11.1 call a Special General Meeting for the purpose of hearing this appeal. An appeal so held for an expelled member, shall not be conducted more than once in any twelve (12) month period.

c. A two thirds (2/3) majority of a General Meeting is required for the reinstatement of an expelled member.
6. SUBSCRIPTIONS

a. The annual subscription payable by members of the Association shall be such amount as the Council shall from time to time prescribe.

b. All annual subscriptions shall become due and payable at such time as the Council shall determine.

7. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name and address and date of entry of each member. The register shall be available for inspection by members.

8. NO PROFIT TO MEMBERS

The income and property of the Association shall be applied solely to the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any other person other than a member, in return for service rendered to the Association.

9. NOTICES

a. Fourteen (14) days written notice of every Annual General Meeting and seven (7) days written notice of every Special General Meeting shall be given to all members except where the meeting is to consider alteration to Rules or Dissolution in which case twenty eight (28) days’ notice shall be given.

b. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his/her address shown in the register.

c. Where a document is properly addressed, pre-paid, and posted or emailed to a member, the document shall be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.

10. ANNUAL GENERAL MEETING

a. The Association shall once in each calendar year and not more than sixteen (16) months after the holding of the last preceding Annual General Meeting, convene an Annual General Meeting of its members.

b. A quorum shall be five (5) members personally present and entitled under these Rules to vote at the Annual General Meeting.
c. The Annual General Meeting shall be held on a day determined by the Council.

d. If within thirty (30) minutes from the appointed starting time for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the appointed starting time, the members present shall be a quorum.

e. The Chairperson and in his/her absence the Vice Chairperson shall preside as Chairperson at every Annual General Meeting of the Association.

f. If there is no such Chairperson or Vice Chairperson or if at any meeting he/she is not present within fifteen (15) minutes after the appointed starting time of the meeting or he/she is unwilling to act as Chairperson the members present shall choose someone of their number to act as Chairperson.

g. The Chairperson of any meeting may with the consent of that meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.1 ORDER OF BUSINESS

The order of business at an Annual General Meeting shall be:

a. To read and confirm the minutes of the last Annual General Meeting and any Special General Meetings held since that date.

b. To present the Council's annual report, the School Coordinator's report, reports from relevant committees, the Treasurer's report with the annual balance sheet of income and expenditure and the auditor's report on the same, and its adoption or otherwise.

c. To appoint an auditor for the ensuing year.

d. To receive nominations for and to hold an election of Office Bearers.

e. to elect committees and the conveners for those committee’s first meetings.

f. Any special business of which notice has been given or which brought forward by Council,

g. General business.

h. At the Annual General Meeting all matters affecting the school may be discussed and recommendations passed thereon provided however that at least seven (7) days written notification, setting out the terms of the proposed recommendation, has been given to the Secretary of the Association.
11. SPECIAL GENERAL MEETINGS

a. Special General Meetings shall be called by:

i. Council whenever it may think fit, or

ii. Written requisition to the Secretary of not less than one fifth (1/5) of the members, stating the objects for which the meeting is desired, or

iii. The Secretary after the consultation with Council, in order to hold an appeal against the expulsion from membership as detailed in 5.3 (b).

b. A quorum shall be five (5) members personally present and entitled under the Rules to vote at the Annual General Meeting.

c. The Chairperson and in his/her absence the Vice Chairperson shall preside as Chairperson at every Special General Meeting of the Association.

d. The Chairperson of any Special general Meeting may with the consent of the meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left un-finished at the meeting from which the adjournment took place.

11.1 ORDER OF BUSINESS

The meeting shall deal with Notices of Motion, Special Business, election of new Office Bearers, expulsion or reinstatement of membership, expulsion or reinstatement of membership, election of new or different Committees, or whatever the business for which the meeting was called.

12. DUTIES OF OFFICE BEARERS

12.1 CHAIRPERSON

a. The Chairperson shall preside at all meetings of the Association and the Council and see that business is conducted in the proper manner. He/she may convene Council and shall generally endeavour to ensure the well-being of the Association and the attainment of its objects and is responsible for the correspondence with official bodies after consultation with the Council.

b. Shall be responsible, together with the Secretary for preparing the agenda for General Meetings.

c. Shall encourage full and balanced participation by all members.
12.2 VICE CHAIRPERSON

The Vice Chairperson shall assist the Chairperson at all meetings of the Association and the Council and in the absence of the Chairperson shall occupy the chair and conduct the business of the meeting. He or she shall perform all the functions of the Chairperson, if the Chairperson, for any reason is unable to perform the same.

12.3 SECRETARY

a. Shall have custody of and cause records to be kept of the business of the Association, including the constitution and any changes thereto, a register of members in which shall be entered the full name and address and date of admission of each member, a list of committees and sub committees, a register of the minutes of meetings and of notices sent.

b. Shall be responsible together with the Chairperson for the preparation of the agenda for General Meetings.

c. Shall be the holder of the common seal.

12.4 TREASURER

a. The Treasurer shall receive all monies for the annual subscription fees and issue official receipts.

b. Shall have custody of and cause correct records to be kept of accounts operated ’in the name of the Association.

c. Shall cause to be prepared and shall present to members an audited income and expenditure statement and balance sheet at the Annual General Meeting.

12.5 MINUTES SECRETARY

Shall be responsible for the taking of minutes at General Meeting and Council Meetings and shall assist the Secretary generally.

12.6 PAID EMPLOYEES

Paid employees of the School are excluded from being Office Bearers.
13. COMMITTEES

a. Committees shall be-determined at General Meetings and a Convener chosen to organise the time and place for the first meeting of that Committee.

b. The first Committee Meeting shall be held within ten (10) days following the General Meeting and shall elect by whatever means, a delegate representative to serve on Council.

c. A Committee may meet and adjourn as it thinks proper however it will remain responsible to Council.

d. Council may give a Committee autonomous decision making power in specified areas according to Rule 14.a

e. Committees may appoint any sub-committees deemed necessary and these shall meet as they see fit in accordance with the instructions of the Committee.

14. DECISION MAKING

a. Resolutions concerning the affairs of the Association shall preferably be determined by consensus of the members present however, at the discretion of the person chairing the meeting, other means of making decisions may be employed.

b. Should voting be used as a means of making decisions then:

i. A member may vote in person or by proxy and on a poll every member present in person or by proxy shall have one vote.

ii. Each member shall be entitled to appoint another member as proxy by notice given to the secretary before the commencement of the meeting in respect of which the proxy is appointed.

iii. The notice appointing the proxy shall be in the form set out in Appendix I.

iv. In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.

v. A member is not entitled to vote at any General Meeting unless all monies due and payable by him/her to the Association have been paid including the annual subscription payable in respect of the current financial year.
15. GOVERNANCE BY COUNCIL

The governance of the business and affairs of the Association shall be vested in a governing body referred to as the Council.

a. The Council shall be composed of not less than four (4) and not more than twelve (12) Councillors.

b. The quorum of any Council Meeting shall be four (4) Councillors.

c. Each Councillor shall be entitled to one vote each.

d. Within fourteen (14) days following the Annual General Meeting the Council shall have its first meeting.

e. The council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it sees fit.

f. The Council may delegate any of its powers to Committees or formed sub-committees consisting of such Councillors and co-opted members as it thinks fit; any Committee or sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Council.

g. A resolution in writing signed by all the Councillors shall be as valid and effectual as a resolution passed by the Council at a meeting of the Council duly called and constituted.

h. The School Coordinator shall be an ex-officio member of Council with no voting rights.

15.1 POWERS OF COUNCIL

The Council may exercise all powers of the Association as are not by these rules required to be exercised by the Association in General Meeting, subject to such resolutions as may be prescribed by the Association in General Meeting and without prejudice to the generality of the forgoing shall have power to deal with all or any of the following things:

a. To pay any servant of the Association any gratuity for faithful and diligent service.

b. To fix from time to time the rate and intervals of subscriptions payable to the Association by the members or in any case to reduce or waive the subscription requirement of any member.

c. To enter into and accept any lease or tenancy of land or premises or of any furniture, goods and effects to enable the activities of the Association to be carried on for such time on such conditions and for such rent as may be deemed expedient.

d. To draw, make, accept, endorse and issue negotiable securities or instruments of whatever kind
or nature and to determine by which persons such negotiable securities or instruments shall be signed or endorsed.

e. To take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary attorneys for any such purpose.

f. To adopt a seal for the Association and to have the custody thereof and at meetings of the Council to authorise the fixing of the same to any deed instrument or document.

g. To purchase or otherwise acquire any books, newspapers or periodicals and to dispose of them as it may think fit.

h. To determine from time to time, the conditions on which, and time when, members or non-members may use the premises or property of the Association or any part or parts thereof.

i. To establish and support or aid in establishing and supporting any fund or trust for the benefit of employees or ex-employees of the Association and their dependents and to grant pensions or allowances to any such persons.

j. To determine salaries, wages and other terms and conditions of employment for all persons employed by the Association.

k. To regulate and control its own meetings and the transaction of business thereat.

l. To borrow or raise money at interest or at none for any purpose that benefits the aims of the Association.

m. To sell, lease, let, mortgage or change any real or personal property belonging to the Association.

n. To construct, maintain and alter any building or works necessary or convenient for the purpose of the Association.

o. To do and perform any other acts matters and things in connection with or relative to the management of the Association as shall not by these rules be required to be done by the Association in General Meeting.

p. To be responsible for the employment, performance management, disciplining and dismissal of the School Coordinator.

15.2 SELECTION OF COUNCILLORS

a. Council shall consist of at least three of the following positions:

i. Chairperson.
ii. Vice Chairperson.

iii. Secretary.

iv. Treasurer.

v. Minutes Secretary.

vi. One member of each of the Committees formed at the Annual General Meeting or Special General Meeting.

vii. Not less than one and not more than two (2) representatives from the College of Teachers.

b. At each Annual General Meeting at least two Office Bearers and all other Councillors shall retire but shall be eligible for re-election.

c. Selection of Councillors at a General Meeting shall be determined by a simple majority vote.

d. An office bearer may not hold a particular office for a period longer than three years without retiring, whereupon he/she shall be eligible for re-election to that office.

15.3 VACATION OF COUNCILLOR POSITIONS

a. The office of any Councillor shall be vacated if the Councillor:

   i. Resigns their position by giving notice in writing to the Secretary.

   ii. Unless he/she has requested and has been granted leave of absence by the Council, does not attend three (3) consecutive meetings of the ordinary meetings of the Council held each year provided that the Secretary shall notify the Councillor of his/her absence over the period and state that under this rule, nonattendance of the next meeting of the Council shall be deemed to be notice of resignation of office.

   iii. Ceases to be a member of the Association.

   iv. Takes leave of absence from Council for a period longer than six (6) months.

   v. Is dismissed as a member of Council by a two thirds (2/3) majority at a Special General Meeting.

b. Once a position on Council becomes vacant, it can,

   i. be left vacant by the Council, or

   ii. by resolution of Council, be filled again by the relevant Committee or by the body originally responsible for electing the vacating representative.
16. SCHOOL COORDINATOR

a. The functions of the School Coordinator are undertaken in the context of the School Coordinator's joint responsibility with the Council for the governance of the school.

b. The School Coordinator is answerable to the School Council for providing educational leadership in the school, the day to day management of the School and for other general responsibilities associated with the management of a school.

c. The School Coordinator shall:

   i. implement the School's educational plans, policies and procedures as approved by the Council;

   ii. provide accurate and timely reports, information and advice relevant to the Council's functions;

   iii. provide an up to date report of the School's financial position at each Council meeting;

   iv. report on learning, care, training and participation outcomes;

   v. supervise and promote the development of staff employed by the Association;

   vi. be responsible for the financial, physical and human resource management of the school;

   vii. be an *ex-officio* member of Council with no voting rights;

   viii. contribute to the formulation of the agenda Council meetings;

   ix. facilitate the development and review of policy in the light of the needs and interests of the school community, in collaboration with the college of Teachers.

d. The School Coordinator is responsible for:

   i. the recruitment, performance management, discipline and dismissal of all School staff in accordance with the policies and procedures of the School as determined by the Council and relevant industrial relations laws.

   ii. supporting all staff in fulfilling their duties in regard to the objects of the Association.

17. COLLEGE OF TEACHERS

a. There shall be a College of Teachers being at least three (3) in number and consisting of teachers working in the School and the School Coordinator.

b. Teachers shall, if willing, be appointed to the College after one year's service or, at the discretion of the College, at an earlier time.
c. The College shall strive to preserve the creative freedom of its members as a pre-condition to the unfolding of initiative, responsibility and imagination.

d. Subject always to the objects of the Association embodied in Clause two, the College shall, acting in consultation with the School Coordinator and in accordance with policies and procedures of the School as determined by the Council and relevant laws, be responsible for all matters concerning educational and pedagogical issues, including the development and provision of an approved curriculum.

e. The College shall develop and review educational policy in the light of the needs and interests of the School community, in consultation with the School Coordinator.

f. The College shall be responsible for the pastoral care of all pupils within the school.

g. The College shall promote the School through open days, public talks, displays, advertising and all such means as present the School to the broader community.

h. The College shall support the School Coordinator in fulfilling his/her duties in regard to the objects of the Association.

18. FINANCES

a. The members of Council shall cause proper accounts to be kept with respect to:

   i. all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;

   ii. The sales and purchases of goods by the Association;

   iii. The assets and liabilities of the Association.

b. The accounts shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Councillors. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the books of the Association or any of them shall be open to the inspection of members other than Councillors.

c. The Council shall from time to time cause to be prepared and to be laid before the Association in General Meeting an income and expenditure statement and balance sheet made up to a date not more than three (3) months before the Meeting and a report of the Council on the affairs of the Association and the Auditor's certificate and report.

19. AUDIT

a. The Association shall at its first Annual General Meeting appoint an Auditor and at each Annual
General Meeting thereafter the Association shall likewise appoint an Auditor who shall in each year audit the accounts of the Association and prepare a report on the accounts for submission to the Annual General Meeting.

b. The Auditor shall be a qualified accountant and may be a member of the Association.

20. COMMON SEAL

a. The Common Seal of the Association shall be kept in the custody of the Secretary.

b. The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be in the presence of the Secretary of the Treasurer and two other members of the Council all of whom shall subscribe their names as witnesses.

21. EXECUTION OF INSTRUMENTS

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) School employees or members of Council as designated by resolution of Council.

22. ALTERATION OF RULES

No Object, Power or Rule of the association shall be repealed or amended and no new Object, Power or Rule shall be adopted nor the name of the Association changed except by special resolution and arrived at by a consensus of no less than 75% of members at a General Meeting of the Association and notice of which shall have set out in extent the proposed repeal, amendment or adoption of Object, Power or Rule or change of name. If recourse to voting is taken a 75% majority decision will be required to adopt recommendation.

23. WINDING UP

The Association may be wound up or dissolved by Recommendation (arrived at by consensus of 75% of members) at a Special General Meeting called for such a purpose. If recourse to voting is taken, a 75% majority decision will be required to adopt the recommendation. If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among members, or former members. The surplus property must be given to or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual members, and which association shall be determined by resolution of the members.
24. INSPECTIONS OF RECORDS ETC OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
APPENDIX 1

NOTICE

I...........................................................................................................................................

Being a member of the Golden Hill Steiner School Inc, hereby appoint:

...........................................................................................................................................

As my proxy to attend the meeting of the above mentioned Association scheduled for the

..................... day of  ......................

Signature ..........................  

Date ..............................