

St Peter's Woodlands **CONSTITUTION**



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1. Name

- 1.1 The name of the Association is "St. Peter's Woodlands Grammar School Incorporated" "**the School**").
- 1.2 Any public document issued by the School must include the by-line: "A Co-educational, Anglican Primary School". For the purposes of this Clause, the term "public document" carries a corresponding meaning to that used in Section 88A of the *Corporations Act 2001*.
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2. Objectives

- 2.1 The objectives of the School are:
- (a) to conduct a school;
 - (b) to encourage a desire to serve God and humanity, a respect for truth and a lasting set of moral values, the greatest possible understanding of oneself and of the worth of each individual's contribution to society;
 - (c) to provide a sound and liberal Christian education, to teach basic skills in a comprehensive range of subjects and to provide opportunities for all children to develop according to their potential;
 - (d) to encourage the development and maintenance of physical, mental, spiritual and social health; and
 - (e) to encourage an aesthetic appreciation including the development of creative skills in the arts, sciences and the environment.
- 2.2 To further the above objectives the School shall (in so far as its resources shall permit):
- (a) admit as a student any child regardless of his or her religious faith, race, culture or disability, so long as that child and the family of that child are supportive of the ethos and philosophy of this Anglican School;
 - (b) provide an extension to the family and to community living; and
 - (c) provide opportunities for all students to take part in worship and religious instruction in accordance with the rites, ceremonies and teachings of the Anglican Church of Australia.

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3. Powers

The School shall have the powers set out in this clause. These powers are in addition to and do not limit the effect of any other power herein expressed, or implied, or which arises under, or by virtue of the provisions of the Associations Incorporation Act 1985 as amended ("**the Act**"), or which arises otherwise by operation of law. The powers are:

- (a) to receive, hold and apply funds for the establishment and maintenance of the School for the implementation of the objectives of the School and for the exercise of any of its powers;
- (b) to acquire, hold, dispose of, or otherwise deal with as owner, trustee, agent, attorney, nominee, or in any other capacity, any real or personal property of any kind whatsoever and any interest or right therein, and including, and without limiting the generality of the foregoing land, buildings, mortgages, charges, leases, licences, annuities, deeds, shares, stock, debentures, debenture stock, bond, obligations, notes, securities, book debts, insurance policies, choses in action, and any reversionary or contingent interest in real or personal property;
- (c) to undertake and execute any trust, whether gratuitously or otherwise, and on such terms as to payment indemnification or otherwise as it may think fit, and in the carrying out of any of its objectives, or the carrying out of any other activity it may properly perform, to act as trustees or nominee for any other person, corporation or body;
- (d) to borrow and raise money in such manner, and on such security, whether by way of mortgage, charge, or other encumbrance whatsoever, over any real or personal property of the School as it may think fit;
- (e) to lend money on such terms as it may think fit;
- (f) to sell, lease, exchange, transfer, or in any manner whatsoever dispose of and deal with any land or buildings, and any interest in and any rights over or connected with any land or buildings and develop and turn the same to account;
- (g) to build or erect any building or structure on any land, and do and perform any other works upon, or in connection with, any building or structure;
- (h) to give any guarantee, indemnity or undertaking with security, and to enter into any bond or security, and without limiting the generality of the foregoing to guarantee with security the performance of any contract, agreement, or obligation by any person, firm, company, or body of, or in relation to, or in any other way arising out of, or in connection with, the operation of the School;
- (i) to employ and terminate the employment of the Principal on such terms and conditions as it may from time to time determine;
- (j) to become a member of, or affiliate with, any association, institution, society, or body having objectives similar to the objectives of the School, or whose

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objectives are, in the opinion of the School Council, conducive to pursuing the objectives of the School;

- (k) to determine the hours, terms, holidays, fees, and all other matters which it may from time to time consider necessary or appropriate in respect of its education program; and
- (l) to do or perform all such acts, matters, or things as the School Council may consider to be incidental or conducive to:
 - (1) the attainment of all or any of the objectives of the School, or
 - (2) the exercise of all or any of the powers of the School.

4. School Council

- 4.1 Subject to this Constitution, the control and management of the School, and of all the property of, or vested in, or held by the School, and the exercise of all or any of its powers shall be vested in the School Council, as constituted hereunder ("**the Council**")
- 4.2 The Council shall consist of up to 11 people comprising:
 - (a) one person nominated by the Bishop of the Diocese of Adelaide of the Anglican Church of Australia ("**the Bishop**");
 - (b) the Rector for the time being of the Anglican Parish of Glenelg ("**the Rector**");

in the event of the position of Rector being vacant, a person nominated by the Bishop shall substitute for the Rector;
 - (c) one person nominated by the Parish Council of the Anglican Parish of Glenelg;
 - (d) one person nominated at Annual General Meeting of St. Peter's Woodlands Grammar School Incorporated Parents and Friends Association;
 - (e) five persons appointed by the members of the Council holding office from time to time; and
 - (f) one person nominated by the St Peter's Woodlands Old Scholars Association Incorporated to consult with the old scholars of each of Woodlands School previously carried on at the Woodlands Campus, St Peter's Parish School and St Peter's Woodlands and to represent the views of the old scholars of each of these schools.
 - (g) the immediate Past Chair (for a period of 1 year only) at the invitation of Council.
- 4.3 All nominations to the Council and associated Committees must be approved by the Council or a delegated Nominations Committee of the Council.
- 4.4 The Principal and Business Manager must not be members of Council, but shall attend and report to meetings of the Council.

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4.5 Membership of Council

- (a) At all times, not less than half the members of the Council must be communicant members of the Anglican Church of Australia.
- (b) Members of Council must not be employees of the School, nor spouses of employees.

4.6 Subject to Clause 5.6, all persons appointed to the Council other than the Rector shall hold office for a term of 3 years commencing on the 1st day of January of the year in which they are appointed, unless appointed as otherwise provided for in this Constitution.

4.7 If any person appointed to the Council who holds an official position and is appointed to the Council by virtue of that official position, ceases to hold that official position then they shall also cease to be a member of the Council.

4.8 Any person appointed to the Council under any of subparagraphs (a), (c), (d), (e), or (f) of Clause 4.2 shall be eligible to offer themselves for re-appointment at the expiration of their term except that such members may only serve two three year terms, in total, on the Council except where re-elected for a further term by an unanimous secret ballot of all members of Council.

4.9 (a) The Council must elect a Chair who shall hold office for a three year term. The Chair may stand for re-election for one more term of 3 years. Clause 4.8 ceases to apply once a person is elected as Chair.

(b) Any member of the Council shall be eligible for election or re-election as Chair.

(c) The Council may elect a Deputy Chair who shall hold office for a one year term.

(d) The Deputy Chair shall chair meetings in the absence of the Chair and shall have such duties and powers as Council determines.

4.10 The Chair shall be Chair of all meetings of the Council.

In the absence from the meeting of the Chair and the Deputy Chair, the Council members present must elect another member to be Chair of that meeting.

4.11 At the first meeting of the Council held in the new year, the Council must appoint a Finance Committee which will prepare the Annual Budget with the Principal and Business Manager and have general oversight of the financial affairs of the School. The Finance Committee shall consist of such members of the Council and such other persons as the Council may determine.

4.12 The Chair of the Finance Committee must be appointed by the Council from members of Council and must report to the Council on financial matters on behalf of the Finance Committee.

4.13 The Council must meet no less than twice per term on such dates and at such times as it shall determine.

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- 4.14 The Council may appoint, at the first meeting in the new year, other committees for any purpose deemed expedient by the Council, consisting of such members of the Council and such other persons as the Council may determine and on terms and conditions defined by the Council.
- 4.15 The Quorum of the Council shall be half the membership plus one of those entitled to vote, but the Council may if it sees fit, deliberate but not pass resolutions if at least five members are present.

5. Appointment of the School Council

- 5.1 In a year in which Council positions become vacant, the appointment of members of the Council must be completed by the 31st day of December of the previous year.
- 5.2 Casual vacancies arising in the Council must be filled by the body or person by whom the member of the Council whose place is to be filled was nominated (pursuant to clause 4.2). In the event of such a body or person failing to nominate a member of Council to fill the casual vacancy within 60 days of the date of the first Council meeting at which the vacancy is notified, the vacancy may be filled by the Council.
- 5.3 A member of the Council appointed to fill a casual vacancy, shall hold office for the remainder of the term of office of the member of Council creating such vacancy.
- 5.4 A member of Council may retire at any time by giving written notice to the Chair.
- 5.5 In addition to any conduct or status disqualifying membership of the Council under the Act, a member of the Council shall be disqualified from holding office as a member of Council should that member:
- (a) be declared bankrupt or enter into a scheme of arrangement or composition with his or her creditors;
 - (b) be guilty of a felony or the commission of such other serious criminal offence (whether committed before or after appointment as a member of the Council) as in the opinion of the Council (exclusive of that member) renders such member of Council unfit to hold that office;
 - (c) be insane or declared a mental defective within the meaning of the appropriate legislation;
 - (d) be guilty of neglect or refusal to perform the duties as a member of the Council of which neglect or refusal the Council, by an absolute majority of all its members, shall be the sole judge; or
 - (e) be absent from the State of South Australia for a continuous period of 4 months without special leave of absence granted by the Council.
- 5.6 The Council may disqualify from office any member of the Council absent from 3 consecutive meetings of the Council without special leave of absence granted by the Council.

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6. Standing orders of the Council

- 6.1 The procedure of all meetings of the Council shall be in accordance with such standing orders as the Council may from time to time prescribe.
- 6.2 The standing orders of the Council may be prescribed or varied at any meeting of the Council by a motion carried by at least $\frac{3}{4}$ of all of the members of the Council entitled to vote at that meeting. Notice of any such motion shall be given in writing to the Secretary at least 28 days prior to the date of the meeting at which such motion is considered and shall be forwarded by the Secretary to all members of the Council at least 21 days before such meeting.
- 6.3 Standing orders of the Council may be suspended at any meeting of the Council for that meeting by a motion carried by a majority of those members present.
- 6.4 Unless and until the Council prescribes otherwise the standing orders set out in and comprising the Schedule to this Constitution shall be the standing orders of the Council.
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7. Woodlands Trust Board

- 7.1 The control and management of the Woodlands Scholarship Fund (defined in Annexure A) and the monitoring of the observance by the School of the terms of any Trusts (defined in Annexure A) over the Woodlands Campus (defined in Annexure A) or any part thereof shall be vested in the Woodlands Trust Board ("**the Board**"). For the avoidance of doubt this Constitution does not empower the Board to sanction any breach of trust.
- 7.2 The Board shall comprise the following members:
- (a) Two persons appointed by the Bishop;
 - (b) A person appointed by the remaining members of the Board from time to time to represent the views of and to consult with the old scholars of the Woodlands School previously carried on at the Woodlands Campus;
 - (c) The Law-Smith Family Representative (defined in Annexure A);
 - (d) Two persons nominated by the Council, to represent the Council on the Board;
 - (e) The Principal and Business Manager must not be members of the Board, but shall attend and report to meetings of the Council.
- 7.3 The functions of the Board are as follows:
- (a) to approve or disapprove of any proposal by the Council to dispose of or use the Woodlands Campus or any material part thereof for any purpose inconsistent with the conduct of an independent school for the education of students in the Anglican ethos;
 - (b) to provide from the Fund scholarships for students to attend the School;
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- (c) to manage and control investments of the Fund;
- (d) to approve or disapprove of any proposal to effect any Material Alteration to a Historic Area (defined in Annexure A) important to the maintenance of the Woodlands tradition in a manner consistent with the uses needed to operate the School;
- (e) to monitor the observance by the School of its obligations under clause 8;
- (f) to exercise all rights of ownership, control, access and possession in relation to the Woodlands Records (defined in Annexure A). No person, including a member of the Board shall have access to the Woodlands Records unless the Board has, by resolution, approved access to such person and on such terms and conditions as it sees fit;
- (g) to monitor the observance by the School of its obligations to maintain insurance policies to protect past officers of the defunct incorporated associations Woodlands Incorporated and St. Peter's Glenelg Anglican Grammar School Incorporated.

7.4 The Board will operate in accordance with the Rules of the Board set out in Annexure A as amended from time to time by the Board.

7.5 **Dispute Resolution**

If a deadlock or disagreement between the Council and the Board arises as a result of the exercise of any power or duty provided for under this Constitution either the Board or the Council may request that the Visitor attempt to resolve the dispute through the exercise of the Visitor's office. If the Visitor fails to resolve the dispute either the Council or the Board shall be entitled to require the appointment of an independent arbitrator to do so. The independent arbitrator shall be a person agreed by both the Council and the Board, or in the case of disagreement, a person nominated by the President for the time being of the Law Society of South Australia. The independent arbitrator shall be empowered:

- (a) to determine how the arbitration is to be conducted; and
- (b) to exercise the arbitrator's own discretion and judgement in place of either the Council or the Board;

and the arbitrator's decision shall be final and binding. All reasonable costs and expenses relating to the conduct of the arbitration shall be borne by the School.

7.6 Nothing in this clause shall be construed as limiting or abrogating the jurisdiction of a Court to hear, determine or resolve any question, matter or issue relating to the supervision, administration, performance or breach of any public charitable trust attaching to the property vested in or held by the School.

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8. Obligations of the School

- 8.1 The School must make available a room at the School premises for the use of the St Peter's Woodlands' Old Scholars Association Incorporated where that body (or any successor body to it) requests the School to do so.
- 8.2 The School must permit old scholars of Woodlands Incorporated to use the Chapel by appointment for weddings, baptisms, funerals or other Anglican religious celebrations. The School shall not require payment in connection with any such use of the Chapel except reasonable service fees for maintenance, staff and the Chaplain.
- 8.3 The School must permit old scholars of Woodlands Incorporated to use the Baddams Building by appointment.
- 8.4 The School must maintain the Historic Area and the Historic Buildings in a state of good condition and repair (normal wear and tear excepted), and the requisite maintenance and repair work shall be carried out at the direction of and shall be the responsibility of the Council.
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9. The Principal

- 9.1 The Principal, must be a communicant member of the Anglican Church whose appointment by the Council has been approved by the Bishop.

The Principal shall be responsible for the day to day management of the School in accordance with the terms and conditions in the Principal's contract of employment and shall:

- (a) implement the policy of the Council in all matters relating to the management of the School;
 - (b) determine the curriculum of study;
 - (c) determine term dates and holidays in accordance with guidelines provided by the Independent Schools Board of South Australia;
 - (d) appoint and dismiss all staff and providers of ancillary services;
 - (e) supervise and administer the teaching and other staff;
 - (f) supervise and control through the teaching staff the tuition of students;
 - (g) be responsible for the care and control of the property of the School including buildings plant and grounds;
 - (h) assist the Finance Committee in the preparation of the annual budget and any other financial statement which may be required by the Council and furnish to the Committee such information as may be required as to the finances of the School;
 - (i) adhere to and implement whatever budget may be drawn up and approved by the Council and ensure as far as is practicable that all expenditure shall be
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confined to such amounts and for such purposes as may be provided for in any such budget;

- (j) be present at and report to the regular meetings of the Council and committees unless otherwise requested by the Council; and
- (k) assume such other responsibilities as determined by the Council from time to time.

9.2 The Principal shall draw up and ensure the implementation of such rules as he or she may from time to time determine regarding the conduct, discipline, behaviour and dress of students, including the prescription of a distinctive uniform to be worn by students. The Principal is expected to seek School Council approval prior to any significant change to the school uniform.

9.3 During the absence of the Principal or for any period during which the Principal shall be unfit by reason of illness or other cause to perform the duties of office, the Principal will appoint an Assistant Principal who shall exercise all of the powers and be subject to all of the duties and responsibilities of the Principal. Should the Principal be unable to do so, the Chair of Council will consult with the Assistant Principals in relation to the appointment of an Acting Principal, and the Chair shall then decide who will be so appointed.

9.4 The Principal may be removed from the position of Principal during the term of his or her contract of employment subject to the approval of the Bishop on any of the following grounds namely:

- (a) scandalous conduct or gross neglect of duty determined in the discretion of the Council;
- (b) any ground that would, pursuant to clause 6.5 hereof, operate to disqualify a member of Council from holding office;
- (c) any other ground or grounds set out in the Principal's contract of employment.

And the contract of employment of the Principal must so provide but no such removal shall take place except with the concurrence of all members of the Council present at a meeting of the Council held to consider any such removal. Notice of any such meeting shall be given to all members of the Council at least 7 days prior to the date of the meeting. Removal of the Principal is also subject to the approval of the Visitor in accordance with clause 11.2(e).

10. Christian Education

10.1 The Principal in consultation with the Rector may appoint a suitable person as Chaplain, subject to licensing by the Bishop, to lead the spiritual and liturgical life of the School. If appointed, this person will be considered to be a staff member of St Peter's Woodlands.

10.2 The Principal in consultation with the Rector may appoint one or more members of staff (whether members of the clergy or not) subject to licensing by the Bishop, with

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sufficient experience to assist in the implementation of Christian education within the School.

- 10.3 The Principal in consultation with the Rector will encourage the Parish clergy to be involved in the spiritual and liturgical life of the School.

11. Visitor

- 11.1 The Bishop for the time being will be the Visitor to the School (herein referred to as "**the Visitor**").

- 11.2 The Visitor shall have the following powers and responsibilities (and no others):

- (a) to attend meetings of the Council or any of its Committees;
- (b) to require from the Council an explanation of any matter concerning the activities, business or accounts of the School;
- (c) to grant at his sole discretion dispensation in all spiritual matters;
- (d) to approve or otherwise the appointment of the Principal under clause 9.1;
- (e) to approve or otherwise the removal of the Principal under clause 9.4; and
- (f) to exercise any other powers expressly conferred upon the Visitor by this Constitution.
- (g) To nominate a replacement, should he be absent, in accordance with the Constitution of the Synod of the Diocese of Adelaide.

12. Business Manager

The Principal shall appoint a Business Manager who shall:

- (a) be accountable directly to the Principal for their performance in accordance with the terms and conditions of their employment;
- (b) keep and maintain the books of account of the School and all its financial records;
- (c) collect all fees and other income of the School;
- (d) disburse all moneys as may be necessary and proper to be disbursed in the operation of the School;
- (e) prepare and submit to the Council such financial statements as directed by the Principal;
- (f) in conjunction with the Principal and the Finance Committee prepare an annual budget;

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- (g) make available to the Council such information as may be required for the efficient management of the School; and
- (h) carry out such other duties as the Principal may from time to time direct.

13. Secretary to the Council

- 13.1 At the first meeting of the Council in the new year, the Council must appoint a Secretary, who shall perform such duties upon such terms and conditions as the Council may from time to time direct. The Secretary need not be a member of the Council.
- 13.2 The Secretary must keep and maintain a minute book in which a record of all the proceedings of the Council shall be entered.
- 13.3 In the absence of the Secretary the Council may appoint an acting Secretary who shall perform the duties of the Secretary.

14. Accounts

- 14.1 The Council must cause true and fair accounts of the School to be kept including the sums of money received and expended by the School and the matter in respect of which such receipt and expenditure takes place and of the assets and liabilities of the School and those accounts must be kept in such manner as complies with the Act.
- 14.2 The financial year of the School shall commence on the 1st day of January each year and finish on the 31st day of December that year.

15. Audit

- 15.1 The Council must appoint a person or firm qualifying for the purposes of the Act to audit the annual accounts of the School and to report to the Council in respect of those accounts in the manner prescribed by the Act from time to time.
- 15.2 The auditor shall be appointed by, and be subject to removal or dismissal by, the Council.

16. Public Officer

Unless the Council shall otherwise determine the Business Manager shall be the Public Officer of the School for the purposes of the Act or any other statutory enactment requiring such appointment.

17. The seal

- 17.1 The School shall have a common seal upon which its corporate name shall appear in legible characters.

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- 17.2 The seal must not be used without the express authorisation of the Council. Every use of the seal must be recorded in the minute book of the Council.
- 17.3 All documents to which the seal is affixed must be signed by 2 members of the Council.
- 17.4 The seal must be kept in the custody of the Business Manager or such person as the Council may from time to time decide.
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18. Indemnity

Subject to the Act and to the extent permitted thereby, every member of the Council, Secretary, Public Officer, other officer, Principal, Business Manager and other employee of the School shall be indemnified by the School against all liabilities, costs, losses, charges and expenses which he or she incurs or becomes liable for by reason of any contract entered into, or act or deed done by him or her as such member, Secretary, Public Officer, other officer, Principal, Business Manager, or employee in the bona fide discharge of her or her duties in accordance with this Constitution.

19. Amendment of the Constitution

- 19.1 This Constitution can only be amended by resolution of a special meeting of the Council called for that purpose by notice given at least 21 days prior to the date given for the meeting and stating the terms of the proposed alteration.
- 19.2 No resolution providing for the amendment of the Constitution can be passed unless with a vote of at least $\frac{3}{4}$ of the members of the Council present in support thereof.
- 19.3 No amendment of this Constitution can take effect unless approved by the Bishop, and a simple majority of the Vestry of the Anglican Parish of Glenelg, and a simple majority of the parents of current students attending a Special General Meeting called by the Council. Notice must be given at least 14 days prior to the date given for the meeting, and stating the terms of the proposed amendment.
- 19.4 No alteration to Clauses 1, 7 and Annexure A shall take effect until approved by three-quarters of the Board members holding office at the time. A proxy person attending a Board meeting may not vote on matters concerning amendment to the Constitution.
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20. Dissolution or winding up

In the event that the School should be dissolved or wound up the net proceeds therefrom subject to the terms of any trust attaching to any assets of the school and including any property remaining after the payment of debts and liabilities of the School must be paid:

- (a) as to 80% – to the Synod of the Diocese of Adelaide of the Anglican Church of Australia; and
- (b) as to 20% – to the Vestry of the Anglican Parish of Glenelg;
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provided that all net proceeds applied in the above manner must be applied by the Synod and the Vestry for Anglican educational purposes. If upon such dissolution or winding up such debts and liabilities shall exceed the value of any such property then the said Synod and Vestry shall not be responsible for such debts and liabilities whatsoever.

21. Other matters

If any matter or circumstance shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Council shall have power to determine what action may be taken to best give effect to the objectives of the School and ensure its efficient administration and every act of the Council or act authorised by its being a bona fide exercise of its power pursuant to this Clause shall be as valid and effectual as if specifically authorised herein.

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Schedule 1 – Standing Orders of the Council

Unless otherwise determined by the Council from time to time:

1. Ordinary Meetings

- 1.1. Ordinary meetings of the Council shall be held at the School twice each term. The proposed dates of the meetings shall be provided to all members of Council by Week 3 of Term 1, or as soon after as practicable.
- 1.2. The agenda, accompanied where practicable with the supporting documents, must be provided by the Secretary to all members of the Council at least 3 business days before the meeting. Such notice must specify the business to be dealt with at the meeting. Notice may be given by email.

2. Special Meetings

- 2.1. Special meetings of the Council must be called by the Secretary on the request of the Chair (in the absence of the Chair, the Deputy Chair) or at the request in writing of not less than 5 members of the Council or by resolution of the Council. A special meeting shall consider only the business for which the meeting was convened.
- 2.2. Except where the Chair (or Deputy Chair where applicable) is of the view that the business is urgent (where notice is to be given as soon as practicable), notice of the meeting, the agenda and supporting documents must be provided by the Secretary to all members of the Council at least 5 business days before the meeting.

3. Quorum

- 3.1. Six voting members of the Council shall constitute a quorum.

4. Notice of Motions

- 4.1. Notice of motion must be given in writing to the Secretary at least 10 days prior to the date of the meeting and must be forwarded by the Secretary to the members of the Council with the notice of the meeting.

5. Decision Making

- 5.1. Council members should aim to reach decisions by consensus. Unless the motion requires expenditure of more than \$10,000 not provided for in the budget or a request is made by a member present at the meeting, there is no requirement for a motion to be moved or seconded or voted on in any formal manner. A member may request their dissent to be recorded in the minutes.

6. Procedures at Meeting

- 6.1. At any ordinary or special meeting the Council may consider any item of business whether on notice or not if a majority of those members of the Council

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present declares that the matter requires immediate attention or is a matter of urgency.

- 6.2. The Chair of the meeting shall have a deliberative and casting vote.
- 6.3. The Chair may with the consent of any 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 unfinished at the meeting from which the adjournment took place.
- 6.4. A member of the Council shall be entitled to appoint in writing or by email notice to the Secretary another member of the Council to be his or her proxy and vote at any meeting of the Council

7. Minutes

- 7.1. The minutes must be signed by the Chair of the meeting at which the proceedings took place or by the Chair at the next succeeding meeting. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all resolutions passed at the meeting were validly passed and that all appointments made at the meeting were valid.

Schedule 2 – Transitional Arrangement Following Amendment of Constitution Made on 1 March 2007.

Notwithstanding Clause 4.8, all persons (other than the Rector) currently appointed to the Council as of 1 March 2007 will have a term of office that expires on 31 December 2009 and will then be eligible for reappointment for a further term of 3 years commencing on 1 January 2010.

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Annexure A – Rules of the Woodlands Trust Board

1. All persons appointed to the Board shall hold office for a term of 3 years commencing on the 1st day of April of the year in which they are appointed except as otherwise provided for under this Constitution.
 - 1.1 At the first meeting of the Board held no later than July each year the Board must elect a Chair who shall hold office for the ensuing year.
 - 1.2 Any member of the Board shall be eligible for election or re-election as Chair.
 - 1.3 The Chair shall be chair of all meetings of the Board. In the absence from the meeting of the Chair the Board members present must elect another member to be Chair of that meeting.
2. Retiring members of the Board must be eligible for re-appointment.
3. Casual vacancies arising in the Board must be filled by the body or person by whom the member of the Board whose place is to be filled was appointed (pursuant to clause 7 of this Constitution). In the event of such a body failing to appoint a member of the Board to fill the casual vacancy within 60 days of the date of the first Board meeting at which the vacancy is notified, the vacancy may be filled by the Board.
4. A member of the Board appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the Board member creating such vacancy.
5. A member of the Board may retire at any time by giving written notice to the Chair.
6. In addition to any conduct or status disqualifying membership of the Board under the Act, a member of the Board shall be disqualified from holding office as a member of the Board should that member:
 - (a) be declared bankrupt or enter into a scheme of arrangement or composition with his or her creditors;
 - (b) be guilty of a felony or the commission of such other serious criminal offence (whether committed before or after appointment as a member of the Board) as in the opinion of the Board (exclusive of that member) renders such member of the Board unfit to hold that office;
 - (c) be insane or declare a mental defective within the meaning of the appropriate legislation;
 - (d) be guilty of neglect or refusal to perform the duties as a member of the Board of which neglect or refusal of the Board, by an absolute majority of all its members, shall be the sole judge; or
 - (e) be absent from the State of South Australia for a continuous period of 4 months without special leave of absence granted by the Board.

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7. At the first meeting of the Board each year the Board must appoint a Treasurer and a Secretary. Both positions may be held by the same person.
8. The procedure of all meetings of the Board shall be in accordance with such Standing Orders as the Board may from time to time prescribe and when necessary suspend.
9. The Board must meet no less than once per year on such dates and at such times as it shall determine.
10. The Secretary/Treasurer must:
 - 10.1 keep and maintain the books of account of the Fund and all its financial records;
 - 10.2 collect all fees and other income of the Fund;
 - 10.3 disburse all moneys as may be necessary and proper to be disbursed in the operation of the Fund;
 - 10.4 prepare and submit to the Board and the Council such financial statements as are required by law and as directed by the Board.
 - 10.5 prepare an annual budget;
 - 10.6 make available to the Board such information as may be required for the efficient management of the Fund;
 - 10.7 carry out such other duties as the Board may from time to time direct upon such terms and conditions as the Board may from time to time direct;
 - 10.8 keep and maintain a minute book in which a record of all the proceedings of the Board are entered.
11. In the absence of the Secretary or Treasurer the Board may appoint an acting Secretary or Treasurer.
12. The Board must cause true and fair accounts of the Fund to be kept including the sums of money received and expended by the Fund and the matter in respect of which such receipt and expenditure takes place and of the assets and liabilities of the Fund and those accounts shall be kept in such manner as complies with the Act.
13. The Board must appoint a person or firm qualifying for the purposes of the Act to audit the annual accounts of the Fund and to report to the Board and to the Council in respect of those accounts in the manner prescribed by the Act from time to time.

The auditor shall be appointed by, and be subject to removal or dismissal by, the Board.
14. The quorum for meetings of the Board shall be 4 members.
15. At least 14 days' notice in writing of all meetings of the Board must be given by the Secretary to all members of the Board. Such notice must specify the business to be dealt with at the meeting.

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16. Special meetings of the Board must be called by the Secretary on request of the Chair or at the request in writing of not less than two members of the Board or by resolution of the Board. A special meeting shall consider only the business for which the meeting was convened.
17. Each member of the Board has the right to nominate a person to attend a meeting of the Board and act as their representative for that meeting. A representative shall have the same voting rights as the member they are representing, with the exception as stated in Clause 19.4 relating to Amendment of the Constitution.
18. Subject to the Act and to the extent permitted thereby, every member of the Board, Secretary/Treasurer, officer or employee of the Board shall be indemnified out of the assets of the Fund against all liabilities, costs, losses, charges and expenses which he or she incurs or becomes liable for by reason of any contract entered into, or act or deed done by him or her as such member, Secretary/Treasurer, other office or employee in the bona fide discharge of his or her duties, in accordance with this Constitution.
19. The Board may give any approval subject to conditions.
20. The Board shall be empowered of its own volition to bring proceedings in the name of the School as trustee to obtain directions in relation to or enforce adherence to the terms of any relevant trusts.
21. The Board may draw upon, pay or reimburse from the Fund any proper and reasonable expenses associated with the exercise of the Board's powers and the performance of the Board's functions other than expenses for which provision is made in the School budget or agreed by the Council.
22. In this Constitution:
 - 22.1 **"the Law-Smith Family Representative"** means initially Mr. Richard Law-Smith and after he ceases to be a member of the Board for any reason means a person appointed to that office to represent the views of and to consult with the descendants of the original benefactors who settled Woodlands House and surrounding land on trust for Anglican educational purposes in 1923 by him or by his legal personal representatives by instrument in writing and after that successor ceases to be a member of the Board for any reason shall be the person appointed to that office by any subsequent outgoing Law-Smith Family Representative or the legal personal representatives of the outgoing Law-Smith Family Representative.
 - 22.2 **"Material Alteration to a Historic Area"** means the following activities to the listed areas of and structures upon the Woodlands Campus:
 - (a) Any of the following activities:
 - (1) demolition;
 - (2) material alterations to the exterior facade; and
 - (3) material alterations to the internal structure which, for the avoidance of doubt, excludes reasonable maintenance and redecoration;

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in relation to any of the following buildings:

- (1) the Chapel;
 - (2) Law-Smith;
 - (3) Baddams;
 - (4) Nutter Thomas;
 - (5) Gillam;
 - (6) Thorpe; and
 - (7) Cudmore.
- (b) The sale or lease of part of all of the land at the Woodlands Campus comprising both land subject and not subject to the Trust but not including land which has been identified for sale or sub-division at the time of incorporation of the School.
- (c) The renaming of any of the following buildings:
- (1) the Chapel;
 - (2) Law-Smith;
 - (3) Baddams;
 - (4) Nutter Thomas;
 - (5) Gillam; and
 - (6) Cudmore.

22.3 "**Historic Area**" means the land referred to in subparagraph (b) of Clause 22.2

22.4 "**Historic Buildings**" means the buildings referred to in sub-paragraph (a) of Clause 22.2.

22.5 "**The Trusts**" means any trusts over the Woodlands Campus existing prior to the incorporation of the School.

22.6 "**the Woodland Campus**" means the area shown in the map in the Appendix to this Constitution.

22.7 "**The Woodlands Records**" means all the books and records of the defunct incorporated association Woodlands Incorporated other than those concerning the financial position, assets, liabilities and property of Woodlands Incorporated or the School and for the avoidance of doubt includes all personal staff and student records and academic records of Woodlands Incorporated.

22.8 "**Woodlands Scholarship Fund**" and "**Fund**" means a fund established with the sum of \$500,000 from the proceeds of sale of surplus land.

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23. **Other Matters**

These Rules are to be interpreted in ways consistent with the Constitution of which they form a part.