

# St Peter's Woodlands CONSTITUTION

Adopted by Special Resolution of the  
Council made on

  
Chair



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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.

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## 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;
  - (f) one person nominated by the Old Scholars Association; and
  - (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.
- 4.5 Membership of Council

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- (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 1<sup>st</sup> 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.

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## 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 31<sup>st</sup> 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 Heritage**

- 7.1 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 must be referred to the Synod of the Diocese of Adelaide for prior approval (and, if required, shall also be referred to the Supreme Court of South Australia for its approval).
- 7.2 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.
- 7.3 Without limiting the generality of clause 7.2, any proposal to effect any Material Alteration to a Historic Area must be referred to the Council for approval. In making its decision, the Council shall have regard to the importance of maintaining the Woodlands tradition in a manner consistent with the uses needed to operate the School.
- 7.4 The School must also:
  - (a) exercise all rights of ownership, control, access and possession in relation to the Woodlands Records. No person, shall have access to the Woodlands Records unless the Council has, by resolution, approved access to such person and on such terms and conditions as it sees fit;
  - (b) maintain insurance policies to protect past officers of the defunct incorporated associations Woodlands Incorporated and St. Peter's Glenelg Anglican Grammar School Incorporated.



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## **8. Old Scholars**

- 8.1 The School must make available a room at the School premises for the use of the Old Scholars Association where that body 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.
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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 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
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- (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).

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## 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 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.

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## 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.

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## 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;
- (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.



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## **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.
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## **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 1<sup>st</sup> day of January each year and finish on the 31<sup>st</sup> day of December that year.
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## **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.
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## **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.

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## **17. The seal**

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

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## 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.

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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;

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.

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## 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

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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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## 22. Interpretation

In this Constitution, unless the context otherwise requires:

- (a) **"Historic Area"** means the land referred to in clause 22(c)(ii);
- (b) **"Historic Buildings"** means the buildings referred to in clause 22(c)(i);
- (c) **"Material Alteration to a Historic Area"** means the following activities to the listed areas of and structures upon the Woodlands Campus:
  - (i) any of the following activities:
    - (A) demolition;
    - (B) material alterations to the exterior facade; and
    - (C) material alterations to the internal structure which, for the avoidance of doubt, excludes reasonable maintenance and redecoration;
  - in relation to any of the following buildings:
    - (A) the Chapel;
    - (B) Law-Smith;
    - (C) Baddams;
    - (D) Nutter Thomas;
    - (E) Gillam;
    - (F) Thorpe; and
    - (G) Cudmore;
  - (ii) the sale or lease of part of all of the land at the Woodlands Campus;
  - (iii) the renaming of any of the following buildings:
    - (A) the Chapel;
    - (B) Law-Smith;
    - (C) Baddams;
    - (D) Nutter Thomas;



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- (E) Gillam; and
- (F) Cudmore.
- (d) **"Old Scholars Association"** means St Peter's Woodlands Old Scholars Association Incorporated (or such other body as substantially replaces same);
- (e) **"the Woodland Campus"** means the land occupied by the School;
- (f) **"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.

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## 23. Transitional Provisions

This Constitution will be read and construed in such manner that:

- (a) every member of the Council or holder of an office in the Association immediately before the adoption of this Constitution will continue in office subject to this Constitution;
- (b) any register maintained by the Association immediately before the adoption of this Constitution will be deemed to be a register maintained pursuant to this Constitution;
- (c) any seal adopted by the Association before the adoption of this Constitution will be deemed to be the seal which the Association has under a relevant authority conferred by this Constitution; and
- (d) unless a contrary intention appears in this Constitution, all person, things and circumstances appointed or created by or under the constitution in force before the adoption of this Constitution will continue to have the same status, operation and effect after the adoption of this Constitution.

## **Schedule 1 – Standing Orders of the Council**

Unless otherwise determined by the Council from time to time:

1. Ordinary meetings of the Council shall be held at the School twice each term.
2. Six voting members of the Council shall constitute a quorum.
3. At least 7 days' notice in writing of all meetings of the Council must be given by the Secretary to all members of the Council. Such notice must specify the business to be dealt with at the meeting.
4. Special meetings of the Council must be called by the Secretary on the request of the 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.
5. 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.
6. 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.
7. Notices of motion must be moved and seconded before they are discussed; and if not seconded they shall lapse but may be brought forward again by fresh notice.
8. 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 present declares that the matter requires immediate attention or is a matter of urgency.
9. The Chair shall have a deliberative and casting vote.
10. 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.
11. When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as if that meeting were an original meeting.
12. A member of the Council shall be entitled to appoint in writing another member of the Council to be his or her proxy and vote at any meeting of the Council.