

<p>S 9.2 METHODIST LADIES COLLEGE</p>
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Methodist Ladies' College

Preamble to Constitution

- i. In keeping with its Basis of Union, the Uniting Church in Australia understands its call as being to serve God's passion for a better world.
- ii. The shared educational purpose of the Uniting Church in Australia with Methodist Ladies' College is founded in the love of God. God creates the world in love and enables fullness of life in every person. Education is the purposeful activity of love whereby people are raised up to the unique fullness of their being: emotional, intellectual, social, physical and spiritual. All who participate in education embrace that love to enhance the completeness and peace of the world.
- iii. Founded in 1907, Methodist Ladies' College remains one of the oldest, most recognised and influential independent girls' schools in Western Australia providing high quality, non-selective education based on Christian beliefs and practice to day and boarding students.

The Vision, Mission and Values of Methodist Ladies' College align with the Uniting Church in Australia's National Educational Charter (2002) within the specific context of all girls' education, from Kindergarten through to Year 12, and are used as defining statements to complement all strategic goals and objectives. With the Vision being "Per Ardua Ad Alta" (through striving to the heights) and a Mission to provide challenging and holistic educational experiences, Methodist Ladies' College inspires individual excellence and global citizenship. Methodist Ladies' College is a fully inclusive community and highly respectful of its diversity. Through an academically focused curriculum, enriched by challenge and choice, Methodist Ladies' College recognises and enables the potential of girls to be agents of change both for themselves and others. Through this, Methodist Ladies' College is acknowledged as a leader in education.

- iv. Methodist Ladies' College and the members of its governing body, the Council, will at all times conduct the affairs of Methodist Ladies' College so as to address and act in accordance with the matters specified in the Uniting Church in Australia's National Education Charter (2002) as amended from time to time.
- v. It is the responsibility of the Council as a whole and in particular the Chairperson, the Principal and the Moderator as Visitor, to ensure that Methodist Ladies' College remains faithful to this call, purpose, tradition and objectives.
- vi. In enacting this constitution it is the understanding of the Synod that effective contemporary governance of Methodist Ladies' College, a school of the Uniting Church in Western Australia, is best served by a Council comprised of members with a suitable mix of skills and experience each one of whom is supportive of and accountable to the shared purposes of Synod and Methodist Ladies' College and underpinned by a close relationship between the senior officers of the Synod and Methodist Ladies' College.

Methodist Ladies' College

Constitution

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Methodist Ladies' College

Constitution

1. Name

The name of the instrumentality is "METHODIST LADIES' COLLEGE", a body corporate incorporated under the provisions of the Uniting Church in Australia Act 1976 of Western Australia.

2. Definitions and Interpretation

2.1 In this Constitution, unless the context requires otherwise:

"Act" means the Uniting Church in Australia Act 1976 of Western Australia;

"Chairperson" means the Chairperson of the Council referred to in Clause 5.1;

"Church" means the Uniting Church in Australia;

"College" means Methodist Ladies' College;

"Council" means the Council of the College referred to in Clause 4;

"Deputy Chairperson" means the Deputy Chairperson of the Council referred to in Clause 8.1;

"Executive Committee" means the Executive Committee of Council referred to in Clause 8.4;

"Moderator" means the Moderator as appointed by the Synod;

"Principal" means the Principal of the College for the time being appointed in accordance with Clause 15;

"Secretary" means the Secretary of the Council referred to in Clause 8.2;

"Synod" means the Synod of Western Australia of the Church and includes any standing committee empowered to act on behalf of the Synod of Western Australia of the Church between its meetings; and

"Treasurer" means the Treasurer of the Council referred to in Clause 8.2.

2.2 In this Constitution, unless inconsistent with its context:

(a) words importing the singular include the plural and vice versa;

(b) headings are for reference only and do not affect the interpretation of this Constitution;

(c) references to Clauses are references to clauses of this Constitution;

(d) a reference to a "notice" includes a notice given by fax or electronic transmission or any other form of written communication;

(e) "including" and similar expressions are not words of limitation; and

(f) a reference to any legislation includes any amendment to it or re-enactment of it for the time being in force and all by-laws and regulations made under it for the time being in force.

3. Object

The object of the College is to conduct and carry on a school for girls providing a broad and balanced high quality education in an environment consistent with the values and ethos of the Church.

4. Governance Council

The control and management of the business and affairs of the College is vested in a Council appointed by the Synod in accordance with Clause 5.

5. Membership of the Council

5.1 Subject to Clause 5.5, the Council will consist of not more than thirteen persons, including:

- (a) a Chairperson, who will be a member of the Church or a confirmed member of some other Christian denomination willing to participate in the life of the Church;
- (b) a member of the Church, who will be the designated Council member responsible to both the Synod and the College;
- (c) a former student;
- (d) a current parent.

5.2 All new members of the Council, including the Chairperson, will be appointed on the recommendation of the Council and approval by the Synod.

5.3 All members of the Council must be persons who have expertise, qualifications or experience appropriate to the needs of the College and the oversight of the business and affairs of the College and have a general working knowledge of the compliance requirements to be met by the College and the Council.

5.4 A member of the staff of the College is not eligible to be a member of the Council.

5.5 The Council may co-opt up to two additional persons to the membership of the Council who have particular skills or expertise needed by the Council, for terms not exceeding twelve months at a time.

5.6 All members of the Council will comply with this Constitution, uphold the values of the College and act in accordance with the call, purpose, tradition and objectives of the College as set out in the Preamble to this Constitution.

6. Term of Office

6.1 Members of the Council will be appointed by the Synod for a term of three years.

6.2 Subject to Clause 6.3, members of the Council may be re-appointed by the Synod on the recommendation of the Council.

6.3 Members of the Council may not serve for consecutive terms of office exceeding ten years without specific Synod approval of service beyond ten consecutive years.

7. Vacation of Office and Vacancies

7.1 A casual vacancy occurs if a member of the Council:

- (a) dies;
- (b) resigns by notice delivered to the Chairperson;
- (c) is convicted of an indictable offence or becomes bankrupt;
- (d) suffers any mental or physical incapacity which inhibits or prevents the member from continuing to act as a member of the Council;
- (e) unless excused by the Council, fails to attend three consecutive meetings of the Council without leave or fails to attend at least 3 of the meetings of the Council in any calendar year; or

(f) is removed from office by a resolution of the Synod.

7.2 If a casual vacancy in the membership of the Council occurs, the Council may appoint a person to fill that casual vacancy for the period until the next meeting of Synod or until the vacancy is filled by Synod, at which time that person is eligible for appointment by Synod in accordance with this Constitution.

8. Executive Committee of Council

8.1 The Council will appoint a member of the Council to be Deputy Chairperson, who will act as Chairperson and assume the powers and responsibilities of the Chairperson in the Chairperson's absence or where the Chairperson is unable for any reason to exercise or carry out those powers and responsibilities.

8.2 The Council will appoint a member of Council to be Secretary and a member of Council to be Treasurer. The duties of the Secretary and the Treasurer will be as determined from time to time by resolution of the Council.

8.3 The persons appointed to the office of Deputy Chairperson, Secretary and Treasurer will each continue in their respective offices for so long as they remain members of the Council or until they resign from or are removed by a resolution of a duly constituted meeting of the Council from their respective offices.

8.4 The Executive Committee of the Council will be comprised of the Chairperson, the Deputy Chairperson, the Secretary and the Treasurer.

8.5 The Executive Committee has the power to act between Council meetings in order to implement the decisions of the Council and will report its actions to the next meeting of the Council.

8.6 In a matter considered to be urgent, the Executive Committee has the power to act between Council meetings on any matter usually dealt with by the Council, provided that action on any matter not remitted to it by the Council requires:

- (a) the approval of the Chairperson (or if the Chairperson is unavailable for any reason, the Deputy Chairperson) and at least one other member of the Executive Committee;
- (b) a full report of the action to the Council as soon as is possible and by no later than the next meeting of the Council; and
- (c) ratification of the action by way of a resolution of the Council.

9. Proceedings of Council

9.1 The Council will meet at least six times each year at the time and place as the Council may determine.

9.2 The Chairperson may convene a special meeting at any time the Chairperson considers necessary and will convene a special meeting if a request specifying the purpose for the special meeting is received by the Chairperson in writing or by email from the Synod, the General Council of Synod or three members of the Council.

9.3 At least three days notice of every Council meeting will be given to all members of the Council, but if the Chairperson considers an emergency exists a special meeting of Council may be convened on shorter notice.

9.4 The non-receipt by any Council member of a notice of meeting sent or provided to that member will not invalidate the meeting.

9.5 The Chairperson will preside at all meetings of the Council, unless for any reason the Chairperson is absent from a meeting, in which case the Deputy Chair will preside at the meeting. If the Deputy Chair is also absent, the Council members present at the meeting will elect one of their number to preside at the meeting.

9.6 The Council has the power to invite any person to attend and speak at a Council meeting.

10. Quorum

A quorum for a Council meeting is not less than six members and the Chairperson may be included in that number.

11. Voting

11.1 Subject to Clause 12, each Council member has and may exercise one vote and in the case of an equality of votes the Chairperson may have a second or casting vote.

11.2 Except where otherwise expressly provided in this Constitution, questions arising at any Council meeting will be decided by a majority of votes.

11.3 Except where otherwise expressly provided in this Constitution and subject to Clause 12, the Council may make decisions by a circular or electronic poll of all the members of the Council. A decision of such a poll becomes effective upon the receipt of the affirmative votes of a number one greater than the quorum for a Council meeting, provided that there have been no dissenting votes received.

12. Conflict of Interest

The Council will create and implement a policy to manage any conflict of interest that may arise from time to time between the personal or business interests of any member of the Council and the affairs of the College.

13. Minutes

The Secretary, or an assistant to the Council to whom this duty is delegated, will take and retain in a file to be maintained for the purpose, minutes of all meetings of the Council. Minutes taken will be confirmed by the next succeeding meeting of the Council and will be signed by the person presiding as chair of that succeeding meeting.

14. Committees

14.1 The Council may from time to time delegate all or any of its powers or authorities to a committee or sub-committee and may:

- (a) determine the manner in which the committee or sub-committee will conduct its proceedings;
- (b) dissolve the committee or sub-committee or suspend or withdraw any powers or authorities of the committee or sub-committee as the Council thinks fit;
- (c) remove from office any member of a committee or sub-committee.

14.2 With respect to all committees and sub-committees of the Council (other than the Executive Committee, which is specifically dealt with in Clause 8):

- (a) the Chairperson and the Principal will be ex-officio members;
- (b) a member of the Council will be the chairperson;
- (c) membership may include persons other than members of the Council and may include staff of the College; and
- (d) reports to the Council will be made periodically or as requested by the Council.

15. Appointment of Principal

- 15.1 The Principal will be appointed or re-appointed by the Council and will be a member of the Church or a confirmed member of some other Christian denomination who is willing to participate in the life of the Church.
- 15.2 The Principal will be appointed or re-appointed by the Council for the period determined by the Council and upon such terms and conditions as the Council thinks fit.
- 15.3 The Principal's appointment is terminable at any time by the Council:
- (a) in the event of the serious illness or incapacity of the Principal;
 - (b) for good cause; or
 - (c) in accordance with any employment contract between the College and the Principal,
- provided that no termination by the Council will be effective unless it is pursuant to a resolution of a duly constituted meeting of the Council and:
- (d) notice of the proposal for termination is given in the notice convening the meeting at which it is intended to consider and resolve the proposal for termination; and
 - (e) the motion is passed by at least two-thirds of the votes cast on the motion at the meeting.
- 15.4 If the office of Principal is vacant or the Principal is unable for any reason to undertake the responsibilities and functions of office, the Council may appoint an acting Principal with all the powers and responsibilities of the Principal on such terms and conditions as the Council thinks fit.

16. Role of Principal

- 16.1 The Principal is the chief executive officer of the College and is accountable to the Council for leading the activities and programmes of the College.
- 16.2 Subject to this Constitution and to the oversight of the Council, the Principal has the power to direct the day to day operations of the College and without limiting this power has:
- (a) the duty to determine the course of instruction at the College;
 - (b) the responsibility for the selection of staff;
 - (c) the direction of the teaching and organisation of the College; and
 - (d) the power to take any reasonable action, consistent with the object of the College and established Council guidelines, to ensure that the College achieves satisfactory outcomes in all areas of management and operation.
- 16.3 The Principal may for good cause:
- (a) suspend any student of the College; and
 - (b) wherever possible with the concurrence of the Chairperson, expel any student of the College.
- 16.4 Unless excused by the Council, the Principal:
- (a) will attend all meetings of the Council but does not have the right to vote;
 - (b) will submit to each ordinary meeting of Council a report on the implementation of the Council's policies and strategies and the activities of the College; and

- (c) will retire from any Council meeting while matters concerning the Principal's own interests are under discussion or otherwise at the request of the Chairperson.

16.5 The Council will establish performance criteria for the Principal and will ensure appropriate support and review processes are implemented.

17. Chaplain

17.1 The Council may appoint a chaplain after consultation with the Principal and the Synod, who will be employed by the College and settled full time or part time in accordance with the regulations of the Church for the time being in force.

17.2 The chaplain will be a minister of the Church or with the approval of the Synod in any specific case a minister of another Christian denomination willing to participate in the life of the Church.

18. Moderator

The Moderator shall be the official visitor to the college, may as such attend and participate in any meeting of the Council, and shall in relation to the college fulfil the duties and responsibilities of both the Moderator and the official visitor as defined in the Regulations of the Uniting Church in Australia.

19. Real and Personal Property

19.1 The Council will be responsible for the management and administration of the College's real and personal property.

19.2 Without in any way prejudicing, limiting or affecting Clause 19.1 or any power contained in the Act, the College may:

- (a) buy, take on lease, exchange, hire or otherwise acquire and maintain any real or personal property and any rights or privileges in relation thereto;
- (b) erect, improve, repair, demolish and rebuild buildings and other structures;
- (c) sell, exchange, mortgage, lease, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the College;
- (d) borrow or raise or secure the payment of money, issue debentures, grant mortgages, charges or any other class of security upon any or all of the real or personal property of the College and repay, redeem or pay off any security;
- (e) invest and deal with any moneys of the College not immediately required for the purposes of the College in such manner as may be from time to time determined; and
- (f) amalgamate, co-operate or affiliate with, subscribe, make donations to, acquire shares in and enter into reciprocal arrangements with any other body having objects wholly or in part similar to those of the College.

20. Auditor

The Council will annually appoint an auditor to audit the accounts of the College and present to the Council a report on the audit and on the accounts and records examined by the auditor.

21. Annual Report to Synod

The Council will present to the Synod each year in time for consideration at the Annual Synod:

- (a) a report by the Council on the activities and affairs of the College during the year together with any recommendations which the Council desires to submit for consideration of the Synod, including regarding the appointment of Council members and the Chairperson; and
- (b) the most recent audited financial statements and auditor's report in respect of the College, which documents shall be received and treated by the Synod as confidential documents.

22. Common Seal

- 22.1 The College will have a common seal in the form determined by the Council.
- 22.2 The Chairperson will have responsibility for the custody of the common seal, but may delegate physical custody of the common seal to an assistant to the Council.
- 22.3 Any deed, document or writing relating to any property held by the College or relating to any matter which, if made or executed by an individual could be or would be required to be in writing and under seal, may be made or executed under the common seal of the College.
- 22.4 The Common Seal will only be affixed to any deed, document or writing after a resolution to that effect has been passed by the Council and any such deed, document or writing will also be signed by:
 - (a) the Chairperson and one other member of the Executive Committee; or
 - (b) if the Chairperson is absent or unable for any reason to sign, the Deputy Chairperson and one other member of the Executive Committee.

23. Indemnity

Any person acting under the express or implied authority of the College (including, without limitation, members of the Council, the Principal and any employee of the College) and who is not an independent contractor shall be indemnified against all expenses and liability for any matter or thing so done or liability thereby incurred except in the case of fraud, criminal act, gross negligence or wilful misconduct. The Council, in addition to the general powers conferred upon it by this Constitution and the provisions of the Act, may effect policies of insurance to ensure that the indemnity given by this clause is effective.

24. Exercise of the Rights of the Synod

Except where this Constitution requires a matter to be dealt with by a particular type of meeting of the Synod, the rights and duties of the Synod under this Constitution may be dealt with by any meeting of the Synod which by the terms of the notice convening the meeting or otherwise, is competent and authorised to deal with the matter.

25. Amendments to this Constitution

- 25.1 The Council may submit a request to the Synod for the amendment of this Constitution by way of a resolution passed by at least two-thirds of the votes cast at a duly constituted meeting of the Council.
- 25.2 This Constitution may be amended by the Synod in accordance with the Act:
 - (a) pursuant to and in accordance with a request submitted by the Council pursuant to Clause 25.1; or

- (b) after consultation with and the agreement of the Council (by way of a resolution passed by at least two-thirds of the votes cast at a duly constituted meeting of the Council).

25.3 A certificate purporting to be signed by the Secretary for the time being to the Synod is conclusive evidence that the Synod has made and approved an amendment to the Constitution pursuant to Clause 25.2 in the manner certified in the certificate.

26. Transitional Provisions

26.1 The Chairperson and every member of the Council holding office immediately before this Constitution is adopted continues in office subject to and is taken to have been appointed under this Constitution.

26.2 Unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved or created by or under the constitution of the College in force before this Constitution is adopted, continue to have the same status, operation and effect after this Constitution is adopted.

MLC Council - 2 July 2013