

S 9.7 WESLEY COLLEGE

WESLEY COLLEGE
CONSTITUTION

PREAMBLE

- i. In keeping with its Basis of Union, the Uniting Church in Australia understands its call as being to serve God's passion for a better world.
- ii. The shared educational purpose of the Uniting Church with Wesley 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. Wesley College opened in 1923 as the first Methodist school for boys in Western Australia, and became a member of the Public Schools Association (PSA) in 1952. The traditions of Wesley College draw on its foundations, its history and the shared experiences and contributions of its students, staff, alumni, parents and broader religious, educational and local communities. Recognising the importance of the early years of learning, primary level coeducation schooling commenced in 1978. The College has subsequently grown to operate as a day and boarding campus from Pre-Kindergarten to Year 12 and provides opportunities for wider educational, cultural, spiritual and active experiences. Throughout its history, the themes of academic excellence, citizenship, service and community have remained central to the ethos of the College. Students are encouraged to achieve their full potential within a broad, balanced and holistic educational offering. College graduates have excelled in academic, business, community, sporting and arts fields, and our alumni remain an important part of the College community.
- iv. Wesley College and the members of its Council will at all times conduct the affairs of Wesley College so as to address and act in accordance with the matters specified in the Uniting Church in Australia National Education Charter (2002) and as revised.
- v. It is the responsibility of the governing body as a whole, and in particular the Chair and the Head and the Moderator as Visitor, to ensure that Wesley College remains faithful to this call, purpose, tradition and objectives.
- vi. In enacting this Constitution it is the understanding of the Synod that good contemporary governance of the schools of the Uniting Church in Western Australia

is best served by a 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 schools and underpinned by a close relationship between the senior officers of the Synod and the school.

1. NAME

The name of the instrumentality shall be “Wesley College”, a body corporate, incorporated under the provisions of the Uniting Church in Australia Act 1976 (W.A.).

2. OBJECTS

- (a) The objects of the College shall be:
- (i) to provide a sound educational programme according to the College's official statement of its Aims and Objectives;
 - (ii) to carry on all business, commercial and investment operations necessary and prudent to ensure the continuing operation of the College in accordance with its Aims and Objectives, including the conduct of a boarding establishment.
- (b) The College shall have all powers which are necessary or conducive in order to enable the College to properly implement the abovementioned objects including (without limitation) the power to borrow and invest monies.

3. DEFINITIONS

- (a) “Aims and Objectives” means the aims and objectives published by the College from time to time and which shall be subject to annual review by the Council in accordance with procedures determined by the Council.
- (b) “Chair” means the chair of the Council from time to time and includes any acting chair from time to time appointed under this Constitution.
- (c) “Chair of Finance” means the chair of the Finance Committee from time to time appointed under Clause 8.

- (d) "Church" means the Uniting Church in Australia.
- (e) "College" means Wesley College in existence at the date of its incorporation and (unless the context otherwise requires) includes all Colleges established and conducted by the Council after the date of its incorporation.
- (f) "College Policy" means a policy or policies as determined from time to time by the College or the Council or both.
- (g) "Committee" means a committee of Council.
- (h) "Committee Chair" means the chair of a Committee from time to time as appointed under Clause 8.
- (i) "Confirmed Member" means a member of the Church who is recognised as having affirmed the faith, accepted the responsibilities of membership by actively participating in the fellowship of the Church and supporting its work, and whose name is recorded on the roll of confirmed members of the Church. (Constitution of UCA para 6; Regulation 1.3)
- (j) "Constitution" means this constitution of the College.
- (k) "Council" means the Council referred to in Clause 4(a).
- (l) "Deputy Chair" means the deputy chair of the Council from time to time appointed under Clause 8 and includes any acting deputy chair from time to time appointed by Council.
- (m) "Executive Committee" means the Committee mentioned in Clause 11.
- (n) "Head" means the individual appointed and employed by the Council from time to time, including any acting head from time to time appointed by Council, and to whom is delegated by Council responsibility for the executive management of the College.
- (o) "Moderator" means the Moderator as appointed by the Synod.

- (p) "Prescribed Period" means a period of not more than six (6) years unless by Special Resolution of the Council the term is increased.
- (q) "Regulations" means the Regulations of the Church and the Uniting Church in Western Australia By Laws and Rules.
- (r) "Special Resolution" means a resolution that is passed by a majority of not less than three quarters of those Council members present and voting at the relevant Council meeting of which notice specifying the intention to propose the resolution as a special resolution has been given under this Constitution.
- (s) "Synod" means the Uniting Church in Australia Synod of Western Australia.

4. COUNCIL

- (a) The management of the business and affairs of the College shall be vested in a Council consisting of:
 - (i) the Chair recommended by Council by Council resolution and appointed by Synod;
 - (ii) the Head; and
 - (iii) not more than nine (9) members recommended by Council by Council resolution and appointed by Synod, including at least one former student and at least one current parent.
- (b) Each member of Council shall have the expertise, qualifications and experience appropriate to the needs of the College and the management of the business and affairs of the College and shall substantially satisfy the skills, competencies and any other eligibility requirements set out in Council Policy.
- (c) At least one member of Council shall be a Confirmed Member of the Church who is able to be elected by Council to membership of the Synod.

- (d) Each member of Council must comply with this Constitution and College Policies, uphold the Aims and Objectives of the College, and at all times act in accordance with the call, purpose, tradition and objectives of the College as set out in the Preamble
- (e) Each member of Council must conform with any College Policy, governance rules and codes of conduct as developed by the Council and the College from time to time.

5. TERM OF OFFICE

- (a) The Chair shall hold office for a term of five (5) years, commencing on the date of appointment by Synod, and is eligible, with the approval of Council and Synod, to extend the term for a further period of up to five (5) years.
- (b) The persons mentioned in Clause 4(a)(iii) shall hold office for three (3) years and be eligible, with the approval of Council and Synod, for reappointment for a further term of three (3) years until the Prescribed Period has been served or the Prescribed Period is extended by Special Resolution of Council. The term of office shall commence on the 1st of January in the year next following the appointment.

6. VACATION OF OFFICE AND VACANCIES

- (a) The Chair and a Council member shall vacate his or her office:
 - (i) by written notice of resignation to Council;
 - (ii) if that person dies;
 - (iii) if removed from office by a resolution of Synod, it being expressly declared that Synod shall not be required to state any reason for such resolution; or
 - (iv) if that person no longer satisfies the eligibility requirements set out in Council Policy.

- (b) Subject to Clauses 4(b) and 4(c), Council may fill any casual vacancy caused by operation of Clause 6(a), but so that the member so appointed shall hold office until (and including) 31st of December in the year of the appointment by Council, but is then eligible for appointment by Synod to hold office in accordance with Clause 5, unless he or she has served the Prescribed Period.
- (c) If an ordinary vacancy exists because Synod failed to appoint any or all of the recommended members of the Council, then Synod may appoint on the further recommendation of Council, persons to fill any or all of the ordinary vacancies, provided the requirements of Clauses 4(b) and 4(c) are satisfied.

7. VISITOR

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.

8. OFFICERS

Deputy Chair

Council may by resolution appoint a Deputy Chair from among the members of Council.

Chair of Finance

Council shall by resolution appoint a Chair of Finance from among the members of Council.

It shall be the duty of the Chair of Finance to have prepared and submit to Council in such form as it desires financial statements for the College and once a year to submit to Council a duly audited balance sheet and accounts of the College in a form to be approved by Council.

Committee Chair

Council shall by resolution appoint, from among the members of Council, a Chair for each Committee established by Council under Clause 9(a).

9. COMMITTEES

The Council may:

- (a) appoint Committees from time to time to report on or carry out any particular duties or undertake any particular function;
- (b) delegate to a Committee such of Council's powers and authorities as Council may think fit;
- (c) determine the manner in which any Committee shall conduct its proceedings; and
- (d) at any time dissolve any Committee, suspend or withdraw the authority of any Committee or rescind any delegation of powers made to a Committee.

The Chair and Head shall be ex-officio members of each Committee, and otherwise, subject to Clause 8, membership of a Committee shall not be restricted to members of Council.

Members of Committees shall be appointed annually by resolution of Council.

Council may remove from office any member of a Committee and appoint another person in their place.

10. PROCEEDINGS OF COUNCIL

- 10.1 Council shall meet at such time and place as may be determined from time to time by its own resolution but so that there shall be at least one meeting of Council during each School term. The Chair may at any time thought necessary, and shall whenever requested in writing so to do by not less than three (3) Council members (which writing shall specify the purpose for which the meeting is to be convened), convene or authorise the Head to convene a Special Meeting of Council.

- 10.2 At least three (3) days' written notice of every Council meeting shall be given to all members of Council but if the Chair considers an urgency exists, then upon his or her authority a Special Council meeting may be convened on shorter notice. The non-receipt by any Council member of a notice of meeting shall not invalidate such a meeting. The Chair shall preside at all meetings of Council but if for any reason the Chair shall be absent from any meeting, the Deputy Chair, or in their absence another Council member elected by the Council members present at the meeting, shall be acting Chair during the absence of the Chair.
- 10.3 A quorum for a Council meeting shall be not less than six (6) members present, including the Chair and, unless otherwise agreed by Council on each occasion, the Head.
- 10.4 Council meetings may take place:
- (a) where members of Council are physically present together; or
 - (b) using any technology consented to by a majority of the members of Council, in such circumstances as permitted by the Chair from time to time. A member of Council who participates in a Council meeting as set out in this Clause 10.4(b):
 - (i) is deemed to be present at the Council meeting; and
 - (ii) continues to be present at the Council meeting for the purposes of establishing a quorum, until the member of Council notifies the other Council members that they are no longer taking part in the Council meeting.
- 10.5 Each Council member shall have one vote and in the case of an equality of votes, the Chair shall have a casting vote. Except as may be otherwise determined by Council or as specified in this Constitution, questions arising at any Council meeting shall be decided by a majority of votes.
- 10.6 Minutes of all meetings of Council shall be kept by a person appointed by the Chair of Council in a Minute Book to be provided for that purpose. The minutes shall be confirmed by the next succeeding meeting of Council and shall be signed by the Chair of the succeeding meeting.

- 10.7 The rules and procedures for the conduct of meetings of Council and its Committees shall be determined by Council from time to time. Any such rules and procedures may be amended or varied from time to time by a decision of Council which is approved by Special Resolution.
- 10.8 The Director of Finance and the Head of Senior School may attend such meetings of Council and its Committees and may have the right to vote at such meetings if so determined by Council.
- 10.9 Circular resolutions:
- (a) A resolution in writing passed by all of the members of Council entitled to receive notice of a Council meeting and vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
 - (b) Any resolution passed under Clause 10.9(a) may consist of several documents in the same form each signed by one or more member of Council.
 - (c) If the documents referred to under Clause 10.9(b) are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a member of Council unless the document, by its terms, is said to take effect from an earlier date.
 - (d) For the purpose of Clause 10.9(c), a facsimile transmission or other document produced by electronic means under the name of a member of Council, with the member of Council's authority, will be considered to be a document in writing signed by the member of Council.

11. EXECUTIVE COMMITTEE

- 11.1 There shall be an Executive Committee which shall comprise the Chair, the Deputy Chair, Head, and each Committee Chair. The Director of Finance shall attend by invitation of the Chair.
- (a) The Executive Committee shall be responsible for the implementation of Council's decisions, and shall have power to act between Council meetings on any matter usually dealt with by Council, provided that action on any

matter not remitted to it by Council shall require ratification by a majority decision of Council at a Council meeting at which four-fifths of the members of Council are present.

- (b) The Executive Committee shall report its decisions to the next meeting of Council.
- (c) Council may delegate such matters as it considers fit to the Executive Committee.
- (d) Council may determine the manner in which the Executive Committee shall conduct its proceedings.

11.2 The Executive Committee shall meet at such times and in such manner as deemed appropriate and necessary by the Chair for the proper conduct of Council's affairs. The business for such meetings may include:

- (a) matters delegated to it by Council;
- (b) matters for implementation of Council's decisions;
- (c) resolutions for ratification at the next most appropriate meeting of Council;
- (d) resolutions for matters to be placed upon the agenda for the next most appropriate meeting of Council.

11.3 The Head shall act as secretary of the Executive Committee.

12. RESCISSION

No resolution passed at any meeting of Council shall be rescinded at any subsequent Council meeting unless seven (7) days notice of the intention to propose such rescission shall have been given in the circular convening the meeting and unless such rescission shall have been determined by two-thirds of the votes cast at the subsequent Council meeting.

13. THE HEAD AND STAFF

- 13.1 Council shall appoint the Head who shall be a Confirmed Member of the Church, or with the approval of the Synod in any specific case, a member of some other Christian denomination, willing to participate in the life of the Church. The Head's appointment shall in the first instance be for such a period as Council determines. The Head's appointment shall be terminable at any time by Council in the event of the serious illness or incapacity of the Head or for other good cause. No termination by Council shall be effective unless notice of intention to move such termination is given in the notice convening the Council meeting at which it is intended to propose such motion and unless such motion is passed by two-thirds of the votes cast by members of Council (which shall not include the Head) on that motion at that Council meeting. Council may give the Head an opportunity to be heard on that motion at that Council meeting. Council may request the Head to leave a meeting of Council whilst the remaining members of Council discuss the Head's tenure of appointment.
- 13.2 The Head shall have, under the general control of Council, the responsibility for the full management of the College, including the curriculum, selection of all staff and the supervision of every boarding establishment associated therewith. The Head may delegate such roles and responsibilities for the management of the College as the Head sees fit, subject to the general control of Council and any Council Policy. The appointment of all employees shall be consistent with all laws and relevant industrial awards in force from time to time. The Head may for good cause suspend any employee and, limited to the circumstances set out in Council Policy, terminate the employment of certain employees, but otherwise in respect of all other employees, the Head may only dismiss them with the prior approval of the Chair.
- 13.3 The Head may for good cause suspend, or provided he has the concurrence of the Chair, expel any pupil of any College under his control.

14. HEAD'S REPORT

The Head shall submit to each ordinary meeting of Council a report on the activities of the College.

15. CHAPLAIN

The College shall appoint one or more chaplains.

The chaplain will be appointed by Council in consultation with Synod.

Every such chaplain shall be a specified minister of the Church as defined in the Regulations or, with the approval of Synod in any specific case, a minister of another Christian denomination willing to participate in the life of the Church and may be appointed and/or placed full time or part time in accordance with the Regulations.

A chaplain may be dismissed by resolution of Council only after consultation with Synod. Any meeting at which Council considers the dismissal of a chaplain must include the Chair and Head.

16. INDEMNITY CLAUSE

Any person acting under the express or implied authority of the College (including, without limitation, members of the Council, the Head and any employee of the College) (**indemnified person**) shall be indemnified against all expenses and liability for any matter or thing done or liability incurred except if the liability arises out of or is incurred as a result of the indemnified person's fraud, criminal act, negligence or wilful misconduct. The Council, in addition to the general powers conferred upon it by this Constitution and the provisions of the Uniting Church in Australia Act 1976 (WA), may effect policies of insurance to ensure that the indemnity given by this clause is effective.

17. AUDITOR

An auditor or auditors shall be appointed and remunerated by Council annually and shall audit the accounts of the College and shall present to Council a report upon such audit and on the accounts and records examined by her/him or them. Council shall present to Synod annually a signed copy of such auditor's report along with Council's Annual Report to Synod which is referred to in Clause 18 hereof. No employee or member of Council or any partner or employee of any such person shall be eligible to act as auditor.

18. ANNUAL REPORT TO SYNOD

It shall be the duty of Council to present annually to Synod in time for consideration at the Annual Synod:

- (a) a report by Council on the activities and affairs of the College since the last Synod together with any recommendations which it may desire to submit for consideration of Synod including the appointment of Council members and of the Chair;
- (b) an audited balance sheet or balance sheets thereof and all usual accounts in support thereof;
- (c) the signed copy of the auditors' report.

The documents referred to in Clauses 18(b) and (c) shall be treated as confidential documents.

19. HOLDING OF REAL AND PERSONAL PROPERTY

- (1) Council shall for the purpose of the Regulations carry out the responsibilities of the management and administration of the College's real and personal property.
- (2) Without in any way prejudicing limiting or affecting the provisions of Clause 19(1), any power now or hereafter contained in the Uniting Church in Australia Act 1976 (WA) or any amendment or re-enactment thereof it is hereby declared that any moneys of the College requiring investment may be invested in the name of the College in any real or personal property or in such form of investment as Council may from time to time consider to be in the interests of the College with power to Council from time to time by resolution to vary any such investment.

20. COMMON SEAL

The common seal of the College shall be held by such person who may be nominated by Council for that purpose from time to time and shall, unless otherwise

agreed by Council, only be affixed to any deed, document or writing after a resolution to that effect has been passed by Council and every such deed, document or writing to which the common seal is required to be affixed shall be signed by the Chair and the Deputy Chair. In the event of the Chair or Deputy Chair being absent from any such meeting, any member of the Executive Committee of Council may sign in his/her place.

21. POWER OF ATTORNEY

- (a) The Council may, by writing under the common seal of the College, empower any two (2) persons, either generally or in respect of a specified matter, as its agent or attorney to execute instruments (including deeds):
 - (i) for any period specified in the instrument conferring the authority; or
 - (ii) if no period is specified, until notice of the revocation or termination of their authority has been given to the person dealing with them.
- (b) An instrument signed by two (2) agents or attorneys on behalf of the College is binding on the College and has the same effect as if it were executed under the common seal of the College.

22. EXERCISE OF THE RIGHTS OF SYNOD

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

23. ALTERATIONS TO NAME AND CONSTITUTION

No alteration shall be made except by resolution of Synod pursuant to a recommendation of a duly constituted meeting of Council in respect of:

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

24. CERTIFICATE OF EVIDENCE OF ALTERATION TO NAME AND CONSTITUTION

A certificate purporting to be signed by the Secretary for the time being to Synod shall be conclusive evidence that any such resolution of Synod has been passed in a manner certified in such certificate.