

**S 9.8 TRANBY COLLEGE**

April 3<sup>rd</sup> 2013



## TRANBY 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 Tranby 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 world.
- iii) Tranby College, a body corporate, incorporated under the provisions of the Uniting Church Act of 1976 opened in 1997 with 221 students from kindergarten to Year 8 and has progressed to being a college providing education opportunities for students from Kindergarten to Year 12. The college's core purpose is to be an accessible and inclusive community in which student learning and wellbeing are the responsibilities of all members of our school community.  
The values that guide our practices are governed by the ethos of the Uniting Church and as set out in the Mission statement of the College.
- iv) The educational purpose is expressed in principle/values originating in the Uniting Church in Australia National Education Charter (2002) or as revised and the Board will at all times conduct the affairs of the College so as to address and act in accordance with the Uniting Church in Australia National Education Charter (2002) or as revised:
- v) It is the responsibility of the governing body (The Board) as a whole, and in particular the Chairperson and the Moderator as Visitor, to ensure that Tranby 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/**board** 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 the 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 'TRANBY COLLEGE', a body corporate, incorporated under the provisions of the Uniting Church in Australia Act of 1976.

## 2. Objects

- a) Within an overall Christian framework and philosophy the College will:
  - i) provide high quality instruction in a caring environment.
  - ii) encourage the pursuit of personal and corporate academic excellence.
  - iii) seek to develop in each student the highest standards of personal conduct.
  
- b) In carrying out its educational task the College will:
  - i) be a part of the Christian witness of the Church in the community.
  - ii) provide a caring Christian community within which students can develop towards their full potential.
  - iii) encourage students to develop respect for themselves and others.
  - iv) foster the development of a personal faith in God.
  - v) build an individual and corporate sense of responsibility expressed in caring service to others and good management of the world we share.

## 3. Definitions

- a) **Board** means the Board referred to in Clause 4
- b) **Chairperson** and **secretary** shall mean the officers of the Board appointed as provided for in 4.3 i).
- c) **Church** means the Uniting Church in Australia
- d) **College** means Tranby College
- e) **College Governance Charter** means the College Governance Charter which has been approved by the Board and which from time to time may be amended by Board resolution.
- f) **Confirmed Member** means a member 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 as sharing the right and responsibility of participation in the work and government of the Church, and whose name is recorded on the roll of confirmed members of the Uniting Church. (Constitution of UCA para 6; Regulation 1.3)
- g) **Minister** means Minister of the Word, Deacon, Deaconess or youth worker ordained and in good standing within the Uniting Church in Australia, recognised as a minister in the Uniting Church in Australia.
- h) **Mission Statement** means the College Mission Statement as approved by the Board and which from time to time may be amended by Board resolution.
- i) **Moderator** means the moderator as appointed by the Synod.
- j) **Parent** means a mother, father or legal guardian of a student currently enrolled in the College.
- k) **Staff** means those persons, other than the Principal, currently employed by the college in full-time or part-time positions in whatever capacity.
- l) **Synod** means the Uniting Church in Australia Synod of Western Australia.

- m) **Voting Member** means a person whose name is recorded on a Board roll of members accorded voting rights.

#### 4. **Governance by a Board**

Governance of the College is vested in a Board.

##### 4.1 **Powers and duties of the Board**

The responsibility of the Board is to manage the business and affairs of the College (including setting the tuition fees) and to ensure that the ethos of the Uniting Church is maintained throughout the College.

In managing the business and affairs of the College the Board shall not knowingly do any act or thing which is contrary to the law of the Church and known to the Board at the time of its doing such act or thing, provided that with respect to any dealings with any real or personal property of the college no person or corporation being a purchaser, vendor, borrower, lessor, lessee, or otherwise dealing with the Board shall be concerned to see the observance of the provisions of this paragraph or be affected by notice of non-observance thereof.

##### 4.2 **Reporting**

It shall be the duty of the Board to present annually

- a) to the Synod in time for consideration at the Annual Synod, a report from the Board on the activities and affairs of the College during the year together with any recommendations which it may desire to submit for consideration of the Synod, including the appointment of Board members referred to in Clause 7. This report should bear witness to the governance of the College both operational and Spiritual.
- b) to the Accounts Committee of Review, audited financial reports. These documents shall be treated as confidential.

##### 4.3 **Membership of the Board**

- a) The Synod shall appoint the Board comprising of the following members:
  - i) A chairperson, recommended by Board resolution and appointed by the Synod for a term of office up to three years and who shall be preferably a confirmed member of the Church or alternately of another Christian denomination.
  - ii) Up to 11 other members at least two of whom shall be parents of students at the College.
  - iii) The Principal, unless granted leave by the Chairperson of the Board, shall attend all meetings of the Board, but without voting rights.
  - iv) Paid employees of the College are not eligible to be members of the Board.

- b) Nominations for all members under paragraph i) and ii) of sub-clause a) of this clause shall give priority to confirmed Members of the Church should they have the skills required to fill the vacant positions.

In addition the persons mentioned in paragraphs i) and ii) of sub-clause a) of this clause shall include at least ONE confirmed member of the Church who may be the College representative at the Annual Synod.

#### **4.4 Term of Office**

##### Members

- a) Shall each be elected to office by a resolution of the Synod and shall hold office in rotation for a period of up to three years from the first day of January following the meeting of the Synod at which they are appointed, with no more than three such persons leaving office in any one year.
- b) Shall be so appointed as to provide, as far as practicable, for the participation of parents, former students and the presbytery in the governance of the College.
- c) No Board member shall serve for more than 2 rotations i.e. 6 consecutive years but after a period of a further 3 years may hold office again.

#### **4.5 Vacation of office and vacancies**

- a) The office of any Member of the Board (including the Chairperson thereof) shall be vacated if that member:
  - i) By written notice to the Board resigns her or his position as a member of the Board.
  - ii) Dies.
  - iii) Is removed from office by a resolution of the Synod, it being expressly declared that the Synod shall not be required to state any reason for such resolution.
  - iv) Is convicted of a criminal offence.
  - v) Becomes a paid employee of the College.
- b) If any vacancy occurs for any reason under the immediately preceding sub clause a) then the Board may by resolution fill any such vacancy, such nomination to be put to the Synod for ratification at the earliest opportunity.

#### **5. Proceedings of the Board**

The Board shall meet monthly (February through November) at such time and place as may be determined from time to time by its own resolution. The Chairperson may at any time she or he thinks it necessary, and shall whenever requested in writing so to do, by no fewer than three Board members (which written request shall specify the purpose for which the meeting is convened) convene or authorise the Secretary to convene a special meeting of the Board. At least three days' written notice of every Board meeting shall be

given to all members of the Board, but if the Chairperson considers an urgent matter exists then upon her or his authority a Special Board meeting may be convened on shorter notice. The non-receipt by any Board member of a notice of meeting shall not invalidate any such meeting.

### **5.1 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.

### **5.2 Quorum**

A quorum for a Board meeting shall be not less than six members present either personally or by electronic link and the Chairperson shall be included in such number.

### **5.3 Meeting Procedures**

- a) Each Board member shall have one vote and in the case of an equality of votes the Chairperson shall have a casting vote. Except where otherwise expressly provided, resolutions arising at any Board meeting shall be decided by a majority of votes.
- b) Circulating Resolutions
  - i) The Board or a sub-committee may make decisions by a circular or electronic poll of all members entitled to vote, provided that no decision of such a poll is binding unless there are no dissenting votes. The resolution is passed when the last member signifies agreement.
  - ii) A Board or sub-committee member is not entitled to vote on a circulating resolution if she or he has a conflict of interest unless it has been disclosed and dealt with in accordance with these By-Laws and procedures set down by the Commission.

### **5.4 Conflict of Interest**

A member of the Board or of any committee of the Board who has any direct or indirect pecuniary or beneficial interest, or whose unfettered or independent judgement is or could be perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the College or Board must, as soon as the member becomes aware of that interest or relationship, disclose to the Board the nature and extent of that interest or relationship. The Board or committee of the Board then determines whether the extent of the interest or relationship disclosed is such that the member should not participate in, vote on, or be present during any debate on that matter. The Board or committee of the Board will minute its decision.

## 5.5 Minutes

Minutes of all meetings of the Board shall be kept by the secretary in a minute book to be provided for that purpose and the minutes shall be confirmed by the next succeeding meeting of the Board and shall be signed by the Chairperson of that succeeding meeting.

## 6. Committees

- a) The Board may delegate all or any of its powers or authorities to any committee from time to time and may determine the manner in which any such committee shall conduct its proceedings. Each committee or shall be given terms of reference and levels of authority approved by the Board and the Board may suspend or withdraw the authority of any such committee as the Board thinks fit or may remove from office any member of such committee.
- b) The Chairperson may be ex-officio member of all such committees. The Principal or his/her nominee shall also be a member of all such committees but without voting rights.
- c) The committee Convenor will be a member of the Board.
- d) Minutes of all committee meetings shall be kept and a report of all meetings shall be presented to the subsequent Board meeting.
- e) Leave is given to the Convenor of the committee, after consultation with the Chairperson, to co-opt members of staff or other non-Board members with relevant skills to be members of the committee.

## 7. Officers of the Board

- a) The Board shall by resolution appoint and may remunerate out of the funds of the College a Secretary, who may be a member of the Board, upon such terms and conditions as the Board thinks fit. The duties of the Secretary shall be defined from time to time by resolution of the Board. The Secretary shall be under the control of the Board.
- b) The College shall have a Business Manager who shall be appointed by the Board after consultation with the Principal. The Business Manager shall advise the Board and its committees (as may be appropriate) on the financial affairs of the College. The Business Manager is directly responsible to the Board through the Convenor of the Finance Committee and in consultation with the Principal.
- c) The Board may also appoint one of its members as the Deputy Chairperson who will chair Board meetings and attend committee meetings in the absence of the Chairperson.

## 8. Principal and Staff

- a) The Board shall appoint the Principal.

- b) The Principal shall have delegated authority, under the general control of the Board, for the day to day leadership and management of the College and its operations, including but not limited to, the selection and employment of staff, and full direction of the teaching and organisation of the College in accordance with the College's Mission.
- c) The appointment of all staff other than the Principal may be terminated at any time in accordance with the relevant industrial awards or agreements in force from time to time.
- d) The Principal shall submit to each ordinary meeting of the Board a report on the activities of the College.
- e) The Board shall on recommendation of the Principal determine the course of instruction of the College.

## **9. Auditors**

An Auditor or Auditors shall be appointed annually By the Board and shall audit the accounts of the College and shall present to the Board a report upon such audit and on the accounts and records examined by them. No office bearers of the Board or members of the Board or any partner or employee of such person shall be eligible to act as Auditor.

## **10. Holding of Real and Personal Property**

- a) Subject to the particular requirements of the Uniting Church in Australia Act 176 (WA), the Board of the College shall carry out responsibilities of the management and administration of the College's real and personal property.
- b) Without in any way prejudicing, limiting or affecting the provisions of paragraph a) of this clause 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 the Board may from time to time consider to be in the interests of the College with power to the Board from time to time by resolution to vary any such investment.

## **11. Common Seal**

The College shall have a Common Seal and it shall be held by the Chairperson or (at his or her discretion) by the Secretary and shall only be affixed to any deed, document or writing after a resolution to that effect has been passed by the Board and every such deed, document or writing shall be signed by the Chairperson and the Secretary. In the event of the Chairperson being absent from any such meeting the acting Chairperson may sign in her or his place. If necessary an acting secretary may sign in the place of the Secretary.

## **12. Alterations to Name, Objects or Regulations**

No alteration shall be made except by resolution of the Synod and after consultation with the Board in respect of:

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

## **13. Indemnity Clause**

Any person acting under the express or implied authority of the College (including, without limitation, members of the Board, the Principal and any employee of the College) shall be indemnified against all expenses and liability for any matter or thing done or liability incurred except in the case of fraud, criminal act, negligence or wilful misconduct. The Board, 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.