

**THE EMMANUEL ANGLICAN COLLEGE CONSTITUTION ORDINANCE 1997
AMENDING ORDINANCE 2016
Ordinance No. 7 of 2016**

An ordinance to amend the Constitution of The Emmanuel Anglican College with regards to the role of the Bishop and the not-for-profit status of the school.

PREAMBLE

Whereas the Constitution of the Emmanuel Anglican College is contained in the Schedule of The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2012; and

Whereas it is desirable to have the Constitution amended to clarify the school's not-for-profit status and the role of the Bishop of Grafton;

Therefore, the Bishop-in-Council in pursuance of powers provided in clause 48.2 of the Diocesan Governance Ordinance 2008 hereby decrees and enacts as follows:

AMENDMENTS

Role of the Bishop

1. Amend clause 2 of the Constitution such that "**Bishop** means the present Bishop of Grafton, his successors in office and any person formally appointed to exercise the powers of the Bishop during any vacancy or absence from the Diocese." is replaced with "**Bishop** means the present Bishop of Grafton, his or her successors in office and any person formally appointed to exercise the powers of the Bishop during any vacancy or absence from the Diocese."
2. Amend clause 2 of the Constitution such that "**President** means the Bishop" is deleted.
3. Amend clause 6.2 of the Constitution such that 6.2.1 a) is deleted and subsequent sub-clauses are renumbered.
4. Amend sub-clause 6.6.2 of the Constitution replacing "President" with "Bishop".
5. Amend sub-clause 6.6.3 of the Constitution by replacing the existing sub-clause with "At least 7 days' written notice must be given to the Bishop and to each Member specifying the date, time and place of meeting and the business to be transacted."
6. Amend sub-clause 6.6.4 of the Constitution by replacing the existing sub-clause with "The Bishop, at his or her discretion, may attend meetings of the Council and, if present, may assume the chair at meetings of the Council."
7. Amend sub-clause 6.6.5 of the Constitution by replacing "The person presiding at meetings of Council" with "Subject to clause 6.6.10, the person chairing a meeting of the Council".
8. Insert a new sub-clause 6.6.10 in the Constitution with the words "The Bishop will not have a right to vote at a meeting of the Council regardless of the capacity in which the Bishop attends the meeting."

Not-For-Profit

9. Insert a new sub-clause at 5.5.1 with the following words and with the renumbering of subsequent sub-clauses:

“5.5.1 The School must be conducted as a not-for-profit organisation. The assets and income of the School shall be applied solely to furthering the aims and objectives of the School set out in this Constitution and no portion thereof shall be paid directly or indirectly by any means whatsoever by way of profit to any person or body provided that nothing in this Constitution shall prevent the payment to a person or body as bona fide compensation for a legitimate expense incurred on behalf of the School or a legitimate service rendered to the School.”

Winding Up

10. Replace clause 15 Winding Up with the following words:

“15. Winding Up

If the School ceases to operate or is wound up, the net assets remaining after all liabilities have been satisfied shall be transferred to a body which has purposes similar to the aims and objectives of the School which are not carried on for the profit or gain of its individual members, such net assets are to be used solely for those similar purposes and such body to be identified in the following order of priority:

- (a) an Anglican school in the Diocese; or
- (b) if there is no such school willing or able to accept the transfer, then an Anglican school in another diocese of the Anglican Church; or
- (c) if there is no such school willing and able to accept the transfer, then a school conducted by another Christian denomination within the Commonwealth of Australia; or
- (d) if there is no such school willing or able to accept the transfer, then a body within the Commonwealth of Australia.”

Amendment History

11. Replace clause 16 Amendment to the Constitution with the following words and sub-clauses:

“16. Amendment to the Constitution

- 16.1 This Constitution may be amended from time to time by the Bishop-in-Council, either at the request of the Commission, the Council, or the initiative of the Bishop-in-Council.
- 16.2 This Constitution took effect on 9th August 2012 pursuant to The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2012.
- 16.3 This Constitution was amended by The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2016 which took effect on 4th May 2016.”

COMMENCEMENT

12. This Ordinance shall come into effect upon receiving the assent of the Bishop.

SHORT TITLE

13. This Ordinance may be cited as the Emmanuel Anglican College Constitution Amending Ordinance 2016.

ASSENT

We hereby certify that this Ordinance was passed by Bishop-in-Council on the Fourth day of May, 2016 and that the Ordinance as printed is in accordance with the Ordinance as passed.



Chairman of Committees

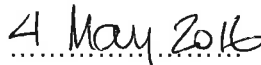


Registrar

I assent to this Ordinance.



Bishop



Date

DIOCESE OF GRAFTON
THE EMMANUEL ANGLICAN COLLEGE CONSTITUTION
As amended 4 May 2016

1. Title

This is the constitution for Emmanuel Anglican College

2. Definitions

Anglican Church means the Anglican Church of Australia

Bishop means the present Bishop of Grafton, his or her successors in office and any person formally appointed to exercise the powers of the Bishop during any vacancy or absence from the Diocese.

Bishop-in-Council means the Council appointed to assist and advise the Bishop in the conduct of the Synod business or any body delegated by the Bishop-in-Council to exercise some or all of its rights and powers under this constitution.

Bodies Corporate Act means the Anglican Church of Australia (Bodies Corporate) Act 1938 as amended

Body Corporate means the body corporate incorporated for the School under the Bodies Corporate Act

Business Manager means the Business Manager appointed by the Council.

Chair means the person holding the office of the Chairperson of the Council

Chaplain means the person appointed to the position of Chaplain of the School and licensed to that office by the Bishop

Church Trust Property means property managed by the Council in accordance with the Anglican Church of Australia Trust Property Act 1917 (as amended).

Commission means the Grafton Anglican Schools Commission.

Corporate Trustees means The Corporate Trustees of the Diocese of Grafton.

Council means the Council established in accordance with this constitution.

Deputy Chair means the person holding the office of the Deputy Chair of the Council.

Diocese means the region identified as the Diocese of Grafton by the Anglican Church.

Diocesan Policy means a requirement, restriction, policy or procedure applicable to schools in the Diocese which is either (a) set out in, or approved in accordance with, an ordinance adopted by the Synod, or (b) approved by the Bishop-in-Council.

Financial Year means the year from 1 January to 31 December.

Member means a person who is a member of the Council

Member of the Anglican Church means a baptised person who attends the public worship of the Church and who declares membership of the Church and is not a member of any other church.

Member School means a school which is a member of the Commission.

Ordinance means any ordinance adopted by the Synod.

Principal means the person occupying the position of Principal from time to time of the School

School means Emmanuel Anglican College.

Schools Commission Ordinance means the ordinance constituting the Commission as in force from time to time, adopted by the Synod.

Secretary means the person holding the office of Secretary of the Council.

Synod means the Synod of the Diocese.

3. Transitional

- 3.1. This constitution replaces the constitution of the School which was in force immediately before the adoption of this constitution.
- 3.2. Any action undertaken in accordance with the requirements of the previous constitution continues to be in effect following the adoption of this constitution as if properly done in accordance with this constitution
- 3.3. Every person holding office as a Member, Chair and Deputy Chair before the adoption of this constitution will continue in office under the terms of this constitution on the following basis:
 - a) each Member that has served less than three years on the Council will be considered to be commencing their first term of membership at the expiration of their current term,
 - b) each Member that has served more than three but less than six years on the Council will be considered to be commencing their second term of membership at the expiration of their current term, and
 - c) each Member that has served more than six years on the Council will be considered to be commencing their third term of membership at the expiration of their current term.
- 3.4. In the case of a Member under subclause 3.3(c), the Council may nominate the Member for reappointment for one additional term with the approval of the Bishop-in-Council.
- 3.5. Any required reduction in Members, in accordance with this constitution, shall be achieved through natural attrition and the Bishop-in-Council will consider the requirement to comply with clause 6.2.2 when considering submissions for the reappointment of Members.

4. Aims and Objectives of the School

4.1. Aims

- 4.1.1. The School is a co-educational centre of learning established for the purpose of developing a community of faith based on a Christian belief in God and a Christian way of life according to the principle and traditions of the Anglican Church.
- 4.1.2. Without limiting clause 4.1.1., the School will reflect the vision and values of the Diocese

4.2. Objectives

The objectives of the School are to promote and facilitate student development in the areas of:

a) Christian and Spiritual Awareness

- To develop a school community which draws together pupils, staff and parents in a Christian environment.
- To foster among pupils, staff and parents an understanding of and commitment to a Christian way of life

b) Educational outcomes

- To cater for the individual educational needs of each child by developing self-confidence, high self-esteem and respect for others.
- To equip students to become self-disciplined, motivated and expressive individuals.
- To provide the students with a mastery of the basic subjects and skills while guiding individuals towards their own level of achievement.

c) Personal Growth

- To expose students to a well balanced program and challenge them to develop their unique potential through extensive participation in intellectual, spiritual, cultural, aesthetic and physical pursuits.
- To encourage students to become critical thinkers capable of making reasoned and informed judgements.
- To foster genuine human relationships among students, staff, parents and other associated with the School

d) Service

- To develop students so that they are socially aware and understand the needs of other members of the community.
- To provide the opportunity for students to develop the skills and values necessary to contribute to contemporary society.

5. Council Authority, Powers and Duties

5.1. Council Powers

- 5.1.1. The Council is constituted as a Body Corporate under the Bodies Corporate Act and subject to this constitution shall exercise the powers of a body corporate constituted under the Bodies Corporate Act.
- 5.1.2. The Council shall govern, control and supervise the School's business and affairs in accordance with the provisions of any relevant Act of Parliament, Diocesan Policy and this constitution
- 5.1.3. In exercising powers and duties under this constitution, Members must act in good faith and in the best interests of the School.

- 5.1.4. In addition, Members are authorised to act in the best interests of the Diocese and are taken to be acting in good faith and in the best interests of the School in doing so, provided the School is not insolvent at the time and does not become insolvent as a result.
- 5.1.5. The Bishop-in-Council may determine whether a particular act will be taken to be, or not to be, in the best interests of Diocese.

5.2. Council Accountability

- 5.2.1. The Council shall be accountable to the Synod and the Bishop-in-Council for the governance and stewardship of the School.
- 5.2.2. Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council is entitled to have access to, and take copies of, all financial reports or financial records, Council papers and reports, registers and other information and records maintained by the School.
- 5.2.3. The Council will provide Synod with an annual report on the progress and condition of the School and shall provide other information as requested by resolution of the Bishop in Council from time to time.
- 5.2.4. The School will be a Member School of the Commission and the Council will be accountable to the Commission in accordance with the responsibilities of a Member School and will comply with the provisions of the School's Commission Ordinance
- 5.2.5. The Council shall report to the Synod or the Bishop-in-Council as required by Diocesan Ordinance or Diocesan Policies and shall provide other information as requested by resolution of the Bishop-in-Council from time to time.

5.3. Council Responsibilities

The Council shall

- a) pursue the aims and objectives of the School as stated in this constitution;
- b) govern, control and oversee the management of the School as a centre of education and student development and as a ministry of the Anglican Church;
- c) ensure that the facilities, administration, curriculum and educational practices of the School meet the standards required for certification as a school by any relevant statutory authority;
- d) provide oversight and monitor the performance of all aspects of the operations of the School;
- e) ensure compliance by the School with all laws and Diocesan Ordinances; and
- f) comply with Diocesan Policies in regard to the operation of the School.

5.4. Property Management

- 5.4.1. The Council shall maintain and oversee the management of the assets of the School, as church trust property.
- 5.4.2. The Council may improve the property and premises utilised by the School.
- 5.4.3. The Council may purchase property as church trust property or lease property and premises for the purposes of the School.
- 5.4.4. The Council will seek the approval of the Bishop-In-Council to sell, mortgage, exchange, lease or dispose of church trust property owned or utilised by the School.

5.5. Financial Management

- 5.5.1. The School must be conducted as a not-for-profit organisation. The assets and income of the School shall be applied solely to furthering the aims and objectives of the School set out in this Constitution and no portion thereof shall be paid directly or indirectly by any means whatsoever by way of profit to any person or body provided that nothing in this Constitution shall prevent the payment to a person or body as bona fide compensation for a legitimate expense incurred on behalf of the School or a legitimate service rendered to the School.
- 5.5.2. The Council shall make financial arrangements and decisions for the present and future operation of the School, subject to Diocesan Policies.
- 5.5.3. The Council may borrow funds and provide security for the borrowed funds subject to the requirement to seek the approval of the Bishop-in-Council to mortgage church trust property. .
- 5.5.4. The Council may invest money in accordance with the provisions of the *Church Trust Property Ordinance 1934 (as amended)* or any resolution or policies of the Bishop-In-Council.
- 5.5.5. The Council may enter into contracts of any kind subject to any restriction set out in any Diocesan Policy.
- 5.5.6. The Council may lend and advance money or give credit to any person or body.
- 5.5.7. The Council may open and operate bank accounts subject to Diocesan Policies.
- 5.5.8. The Council may determine financial delegations and levels of authority to sign on the School's behalf, subject to any Diocesan Policies.
- 5.5.9. The Council may receive donations and apply the proceeds for any purpose in support of the aims and objectives of the School, taking into account any request of the donor.
- 5.5.10. The Council may approve fundraising strategies and structures for the benefit of the School.

5.6. Delegation

- 5.6.1. The Council may delegate a function or power of the Council to a person or another body.
- 5.6.2. A delegation by the Council –
 - a) is subject to any condition or limitation specified by the Council; and
 - b) is revocable at will by the Council; and
 - c) does not prevent the Council from acting in any particular matter itself.

5.7. Committees

- 5.7.1. The Council may appoint subcommittees and Members to chair those subcommittees.
- 5.7.2. The Council may co-opt non Members to serve on subcommittees.

6. Council membership

6.1. Principles of membership

- 6.1.1. The Members should have between them a broad range of interests, talents and experience to assist them to meet their responsibilities to the best advantage of the School as a centre of education and student development and as a ministry of the Anglican Church.
- 6.1.2. No person employed by the School may be a Member.

6.2. Council membership

6.2.1. The Council shall comprise of Members in the following categories:

- a) Two (2) persons appointed by the Bishop; and
- b) Up to nine (9) persons, nominated by the Council and approved by the Bishop-in-Council

6.2.2. At least 70% of the membership of the Council should be constituted by persons who are members of the Anglican Church.

6.3. Appointment of Members

6.3.1. At the time of nomination for appointment or reappointment to the Council, all prospective Members must declare their support for the aims and objectives of the School and the vision and values of the Diocese, in a format determined from time to time by the Bishop-in-Council.

6.4. Term of Council membership

6.4.1. A term of membership of the Council shall be 3 years

6.4.2. All Members are eligible for reappointment to a maximum of 3 terms or 9 years served in total, subject to transition clause 3.3.

6.4.3. Initial terms of appointment may be varied by determination of the Council to ensure that not all positions become vacant at the same time. Subsequent terms of appointment shall be 3 years.

6.5. Casual Vacancies

6.5.1. A casual vacancy occurs when a Member

- a) resigns; or
- b) dies; or
- c) becomes physically or mentally ill to a point that in the opinion of a majority of Members interferes when that Members ability to continue to carry out the function, or
- d) becomes bankrupt; or
- e) is convicted of an indictable offence; or
- f) if appointed by the Bishop, is removed from office by the Bishop; or
- g) is ineligible to hold office in the Anglican Church arising from a professional standards determination; or
- h) is absent without leave of Council from three consecutive meetings of Council.

6.5.2. A person who fills a casual vacancy shall hold office for the remainder of the term of the person whose vacancy was filled.

6.6. Meetings of Council

6.6.1. The Council will hold ordinary meetings at least four (4) times a year.

6.6.2. The meeting will be convened by either the Bishop or the Chair.

6.6.3. At least 7 days' written notice must be given to the Bishop and to each Member specifying the date, time and place of a meeting and the business to be transacted.

6.6.4. The Bishop, at his or her discretion, may attend meetings of the Council and, if present, may assume the chair at meetings of the Council.

- 6.6.5. Subject to clause 6.6.10, the person chairing a meeting of the Council shall have a deliberative vote only and in the case of an equality of votes the motion will be considered to have been lost.
- 6.6.6. At meetings of the Council a majority of Members appointed under sections 6.2.1(b) and (c) shall constitute a quorum.
- 6.6.7. A special meeting of Council may be convened to consider a specific item of business.
- 6.6.8. At least 7 days' written notice shall be given to each Member specifying the date, time and place of meeting and the business to be discussed.
- 6.6.9. The Principal of the School may attend and participate in all meetings of the Council but may not vote. When a confidential matter is being discussed the Principal may be excluded by resolution of the Council.
- 6.6.10. The Bishop will not have a right to vote at a meeting of the Council regardless of the capacity in which the Bishop attends the meeting.

7. Annual General Meeting

- 7.1. The Agenda for the Annual General Meeting shall include the following:
- a) Confirmation of the Minutes of the preceding AGM;
 - b) Report by the Principal;
 - c) Report by the Chair;
 - d) Presentation of financial statements for the previous financial year;
 - e) Election of Auditor; and
 - f) Any other business of which Council has been given notice.
- 7.2. Chair and Deputy Chair and other officers of the Council
- 7.2.1. The Chair of the Council must be a Member and shall be appointed as Chair by the Bishop, following consultation with the Council.
- 7.2.2. The Chair may be removed from the office of Chair by the Bishop, following consultation with the Council.
- 7.2.3. The Chair will initially be appointed to hold office for the balance of their term as a Member. The Bishop may reappoint the Chair, subject to their continuing appointment as a Member.
- 7.2.4. The Council shall elect a Deputy Chair from the Members to hold office for the balance of their term as a Member. The Deputy Chair is eligible for re-election, subject to their continuing appointment as a Member.
- 7.2.5. The Council may appoint a person to act as Secretary.

8. The Principal

- 8.1. Selection and Appointment of the Principal
- 8.1.1. The Principal shall be a person of Christian faith and character and a member of the Anglican Church, or of any other Christian denomination if so approved by the Bishop.
- 8.1.2. The Council may determine the selection process for the appointment of a new Principal, subject to any Diocesan Policies.
- 8.1.3. No offer of appointment may be made to a person selected by the Council for appointment as Principal without the approval of the Bishop.
- 8.1.4. The Principal shall be appointed by the Council, with the approval of the Bishop, on such terms and conditions determined by the Council, subject to any Diocesan Policies.

8.1.5. The Council may suspend or terminate the employment of the Principal following consultation with the Bishop.

8.2. Responsibilities of the Principal

8.2.1. The Principal shall be responsible to the Council for the leadership, day to day management and welfare of the School.

8.2.2. The Principal will

- a) pursue the aims and objectives of the School as a centre of education and student development and as a ministry of the Anglican church
- b) implement Council policies and strategies and Diocesan Policies
- c) prepare reports for and advise the Council on matters pertaining to the management of the School
- d) be responsible for
 - employing and dismissing staff;
 - the quality of teaching;
 - maintaining discipline among staff and students;
 - the care of property utilised by the School subject to any policy or direction of the Council; and
 - compliance by the School with all laws and Diocesan Policies

8.3. Appointment of Acting Principal

During a period of vacancy or when the Principal is on leave or absent from the School for a period of time the Council may appoint an Acting Principal who shall be subject to all the provisions of this constitution in respect of the Principal.

8.4. Principal may authorise expenditure

The Principal may authorise expenditure for the proper management of the School within the budget adopted by the Council and the relevant authorisation levels set by the Council.

9. The Chaplain

- 9.1. To be eligible for appointment as Chaplain a person must be able to be licensed in the Anglican Church.
- 9.2. The Council will determine the selection process for the Chaplain in consultation with the Bishop.
- 9.3. The Chaplain shall be appointed by the Principal, subject to consultation with the Bishop and the Bishop's approval.
- 9.4. The Bishop shall be engaged in the selection process, to such extent as the Bishop thinks fit, and no offer may be made to a preferred candidate without the Bishop's agreement to licence the candidate to the role.
- 9.5. The Chaplain is responsible to the Bishop as a licensed person in the Diocese.
- 9.6. Subject to clause 9.5, the Chaplain shall report to the Principal in regard to the Chaplain's duties and responsibilities within the School as a centre of education and student development and a ministry of the Anglican Church.
- 9.7. The Chaplain's duties and responsibilities will be determined by the Diocesan policy for Chaplains in Anglican Schools in the Diocese.

10. The Business Manager

- 10.1. The Council shall appoint an appropriately qualified Business Manager in consultation with the Principal.
- 10.2. The Business Manager will be responsible to both the Principal and the Council for the financial and business administration of the School.
- 10.3. The Business Manager shall execute his or her duties under the direction of the Council and Principal and in accordance with Diocesan Policies.

11. Accounts, Audit and Reporting

- 11.1. The Council shall comply with the requirements of any Diocesan Policy outlining the obligations of a Diocesan entity in regard to the preparation of annual budgets of income and expenditure, the keeping of accounts, the appointment of an auditor and reporting to the Synod and the Bishop-in-Council.
- 11.2. In general the Council will:
 - a) prepare an annual budget of income and expenditure,
 - b) ensure true accounts are kept in accordance with the relevant Australian Accounting Standards and other relevant professional reporting standards,
 - c) appoint a qualified auditor of the School,
 - d) provide timely and regular financial reports to the Diocese, and-
 - e) prepare and approve a business plan including financial forecasts.
- 11.3. Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council may require the School to furnish additional information on its affairs.

12. Insurance

- 12.1. The Council shall arrange appropriate insurance cover through the Diocesan Master Insurance Policies, in accordance with Diocesan Policies.

13. Common Seal

- 13.1. The Common Seal of the School shall only be affixed to a document if so resolved by Council.

14. Liabilities of Council

- 14.1. The School shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, debenture, guarantee or indemnity unless the following clause is included therein -

"Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledge and agree that neither the School nor the Council shall be liable to express or implied obligation beyond such amount (if any) as the School may be able to pay to that party in the event of the School being wound up."
- 14.2. The Council shall remain and continue to be solely responsible for all liabilities incurred by it or on its behalf.
- 14.3. The Council and its Members and each of them shall not represent to any person or persons or corporation that the Bishop, the Synod or the Bishop-in-Council thereof or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church in the Diocese or any other corporate body constituted by or pursuant to the Bodies Corporate

Act shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council.

- 14.4. Members shall be indemnified for any loss or liability properly incurred by the Council for which they may become personally liable in so far as such liability was not incurred by reason of their misconduct or wilful default.

15. Winding Up

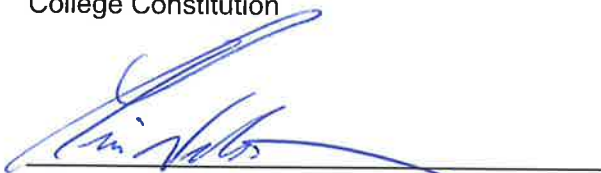
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- (a) an Anglican school in the Diocese; or
- (b) if there is no such school willing or able to accept the transfer, then an Anglican school in another diocese of the Anglican Church; or
- (c) if there is no such school willing and able to accept the transfer, then a school conducted by another Christian denomination within the Commonwealth of Australia; or
- (d) if there is no such school willing or able to accept the transfer, then a body within the Commonwealth of Australia.

16. Amendment to the Constitution

- 16.1 This Constitution may be amended from time to time by the Bishop-in-Council, either at the request of the Commission, the Council, or the initiative of the Bishop-in-Council.
- 16.2 This Constitution took effect on 9th August 2012 pursuant to The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2012.
- 16.3 This Constitution was amended by The Emmanuel Anglican College Constitution Ordinance 1997 Amending Ordinance 2016 which took effect on 4th May 2016.

This document is confirmed as a true and current version of The Emmanuel Anglican College Constitution



Christopher Nelson, Registrar – Anglican Diocese of Grafton