

## THE CATHEDRAL SCHOOL CONSTITUTION ORDINANCE 1997

AN ORDINANCE to provide for the constitution of the Cathedral School Council and matters incidental thereto.

### PREAMBLE

WHEREAS it is desirable that a Council be constituted for the said Cathedral School and a Constitution be provided for the good government and management of the said School.

AND WHEREAS by the provisions of the Anglican Church of Australia (Bodies Corporate) Act and the Bodies Corporate (Delegation of Powers) Ordinance 1988 the Bishop-in-Council is empowered during the recess of Synod to exercise certain powers and such recess now exists;

THEREFORE the Bishop-in-Council in pursuance of such powers and in the name of the Synod hereby ordains declares directs and rules as follows:

### CONSTITUTION OF THE CATHEDRAL SCHOOL

1. It is expedient for the purpose of managing, governing and controlling the said Cathedral School that the persons who are named in the First Schedule shall be for the time being the members of the Cathedral School Council.  
The affairs of the School shall be conducted in accordance with the Constitution contained in the Second Schedule hereunder.

### SHORT TITLE

3. This Ordinance may be cited as the Cathedral School Constitution Ordinance 1997.
4. This Ordinance shall come into effect upon receiving the assent of the Bishop.

### FIRST SCHEDULE

Appointed under Section 3.1.

The Right Reverend Bruce Schultz

Appointed under Section 3.2.

The Very Reverend Dr Peter Catt

Appointed under Section 3.3.

Three year term - Mr P O'Connor  
Mrs A Moorhead

Two year term - Dr C Jambor  
Mr V Branson

One year term - Mrs S Chevalley  
Mr R Wells  
The Reverend Canon B Hughes

Appointed under Section 3.4.

Mr Barrie Ross

## SECOND SCHEDULE

### THE CATHEDRAL SCHOOL. GRAFTON

#### CONSTITUTION

In this Constitution the singular includes the plural and vice versa, and the masculine includes the feminine and vice versa, unless the context otherwise requires or indicates.

#### 1 - DEFINITIONS

- 1.1 "Act" means the Anglican Church of Australia (Bodies Corporate) Act 1938 as amended.
- 1.2 "Annual General Meeting" means a meeting of Council held between 1st February and 31 March (inclusive) in each year.
- 1.3 "Appointed member" means a member of the Council appointed pursuant to Sections 3.4 and 3.5 of this Constitution.
- 1.4 "Bishop" means the Bishop of the Diocese of Grafton or his Commissary if he be absent from the State or the Administrator of the Diocese if the See be vacant.
- 1.5 "Bishop-in-Council" means the Bishop acting with the advice and consent of the Council of the Diocese.
- 1.6 "Body Corporate" means the Body Corporate incorporated under the Act for The Cathedral School.
- 1.7 "Council" means The Cathedral School Council as constituted hereunder.
- 1.8 "Dean" means the Dean of Christ Church Cathedral, Grafton, or whoever is acting in the position.
- 1.9 "Financial Year" means the year from 1 January to 31 December.
- 1.10 "Member of the Church" means a baptised person who attends the public worship of the Anglican Church and who declares that he is a member of that Church and is not a member of any other church.
- 1.11 "Ordinance" means an ordinance of the Diocese of Grafton.
- 1.12 "Principal" means the teacher appointed as Head of the School by the Council or such other teacher authorised by Council to act in that capacity.
- 1.13 "School" means The Cathedral School.
- 1.14 "Synod" means the Synod of the Diocese of Grafton.

#### 2 - AIMS OF THE SCHOOL

The aims of the School are:

- 2.1 To establish a co-educational school to be administered on Christian principles in the Anglican tradition;
- 2.2 To foster among pupils, staff and parents a Christian lifestyle according to the teachings and traditions of the Anglican Church of Australia;
- 2.3 To develop within the School a community of faith based on a belief in God and the Christian way of life;
- 2.4 To foster genuine human relationships among students, staff, parents and others associated with the School;
- 2.5 To cultivate intellectual values, promoting in the students integrity, respect for the truth and other scholarly virtues;

- 2.6 To encourage students to become critical thinkers capable of making reasoned and informed judgements;
- 2.7 To provide the students with a mastery of the basic subjects and skills while guiding individuals towards their own level of achievement;
- 2.8 To provide opportunities for the students to develop skills and values necessary for living in contemporary society;
- 2.9 To assist students to be socially aware and tolerant of the needs of other members of the community;
- 2.10 To recognise the role of parents in education and the desirability of high correlation between home and school values;
- 2.11 To continually re-evaluate the structures and processes of the School and of the School's relationship with parents, the community and Christian education at large, so as to ensure that there is consonance between the Christian values expressed by the School and its actual practice.

### **3 - COUNCIL MEMBERSHIP**

The Council shall consist of the following members, each of whom must be aged 18 years or above:-

- 3.1 The Bishop, who shall be the President of the Council;
- 3.2 The Dean;
- 3.3 Seven persons all of whom support the aims of the School of whom not less than two-thirds are communicant members of the Anglican Church;
- 3.4 One person appointed by the Bishop.

### **4 - APPOINTMENT OF FIRST MEMBERS OF COUNCIL**

- 4.1 Following the passing of an ordinance approving the Constitution of the School and its Council, Bishop-in-Council shall appoint the first members of the Council as required under Section 3.3.
- 4.2 The Bishop-in-Council shall by resolution determine which third of the first appointed members under Section 3.3 shall retire after one year, two years and three years respectively.

### **5 - APPOINTMENT OF COUNCIL**

- 5.1 At the Annual General Meeting of the Council which shall be held between 1st February and 31 March in each year, including 1998, qualified persons who have been nominated under Section 5.2 shall be selected for recommendation to Bishop-in-Council for any members of Council required to be appointed under Sections 3.3.
- 5.2 Qualified persons shall be nominated in writing by members of the Council to fill vacancies under Section 3.3 prior to the Annual General Meeting.
- 5.3 Council may recommend sufficient persons to fill any casual vacancies.
- 5.4 Bishop-in-Council shall appoint the members of the Council and may, without giving reasons therefore, decline to appoint any person nominated.
- 5.5 The terms of appointed members shall commence on the date of their appointment by Bishop-in-Council.

- 5.6 The term of a member appointed shall be three years.
- 5.7 A retiring appointed member shall be eligible for re-appointment and notwithstanding anything contained in this Constitution shall remain a member of Council and continue to hold any office to which the member may have been elected or appointed until the vacancy caused by the member's retiring has been filled.

#### 6 - CASUAL VACANCIES

- 6.1 A casual vacancy shall occur if a member of the Council other than the Bishop; or the Dean; or the Bishop's nominee:-
- (a) dies;
  - (b) resigns in writing addressed to the Chairperson, or in the case of the Chairperson in writing addressed to the President and in such case shall unless the writer specifies a later date be deemed to be effective when the Chairperson or President (as the case may be) receives the written resignation;
  - (c) becomes bankrupt within the meaning of the law in force for the time being relating to bankrupts or if the member's affairs are compounded with creditors;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is absent without leave of Council from three consecutive meetings of Council;
  - (f) attains the age of seventy years;
  - (g) is removed by the Bishop-in-Council and Bishop-in-Council may remove any member without assigning any reason therefore.
- 6.2 The Bishop-in-Council upon request from the Council that the office of an appointed member be declared vacant may:-
- (a) inform the member of the requested declaration of vacancy and the grounds on which it will be proposed;
  - (b) give the member reasonable opportunity at the next meeting of Bishop-in-Council to make a written submission showing cause why the office should not be declared vacant.
- 6.3 After considering the request of Council and the submission from the member the Bishop-in-Council shall determine whether or not to declare the office vacant.
- 6.4 A casual vacancy shall be filled by the nomination of a new person by the Council to the Bishop-in-Council for appointment.
- 6.5 A person who fills a casual vacancy shall hold office until the day on which the person whose vacancy was filled would have retired had the vacancy not occurred.

#### 7 - COUNCIL MEETINGS

- 7.1 The Council shall hold Ordinary Meetings at least four times each year at intervals not exceeding three months.
- 7.2 Meetings of the Council may be convened by either the President or the Chairperson, who shall cause at least fourteen days written notice to be given to each member.
- 7.3 The President, if present, may preside at meetings of Council.

- 7.4 In the absence of both the President and the Chairperson, the Council shall elect one of the members of the Council then present to be Chairperson at that meeting.
- 7.5 The person presiding at a meeting of Council shall have both a deliberative and a casting vote at that meeting.
- 7.6 At meetings of the Council six members shall constitute a quorum.
- 7.7 Subject to the concurrence of the Chairperson the Council may invite a person not a member of Council to be present for the whole or part of a meeting of Council and to speak thereat, but that person shall not be entitled to vote.

#### **8 - SPECIAL MEETINGS**

- 8.1 A Special Meeting of the Council may be held to consider a specific item of business. At least 14 days written notice shall be given to each member specifying the date, time and place of meeting and the business to be discussed.
- 8.2 Decisions of a Special Meeting shall be in the form of a Special Resolution for which at least 7 members of the Council, present at the meeting, have voted in the affirmative.

#### **9 - ANNUAL GENERAL MEETING**

- 9.1 The Agenda for Annual General Meetings shall include the following:-
  - a) Confirmation of the minutes of any preceding Annual General Meeting and attending to any business arising therefrom;
  - b) Presentation of report by the Chairperson;
  - c) Presentation of report by the Principal;
  - d) Presentation of financial statements;
  - e) Nomination of members of Council followed by election of:
    - (1) Chairperson
    - (2) Treasurer
    - (3) Secretary

The Council may appoint a non-member to fulfil the positions of Treasurer and or Secretary;

  - f) Election of auditor;
  - g) Any other business of which Council has been given written notice of at least 14 days.
- 9.2 Any election hereunder shall be deemed to have been passed if approved by a majority vote of those present and entitled to vote.

#### **10 - DUTIES AND POWERS OF COUNCIL**

- 10.1 The Council as constituted by Ordinance and this Constitution shall be constituted as a Body Corporate under the Act by an enabling ordinance and shall enjoy and exercise the powers pertaining to a Body Corporate.
- 10.2 The Council shall manage and conduct the affairs of the School in accordance with the provisions of any relevant Act of parliament and this Constitution.
- 10.3 The Council shall pursue the aims of the School as stated in part 2 of this constitution.

- 10.4 The Council, subject to the provisions hereof, may regulate its own proceedings including the administrative and management structure of the School and for that purpose it shall have power to make rescind or alter regulations or by-laws not inconsistent with this Constitution.
- 10.5 The Council may authorise, in writing, any person or persons to do any specified act on its behalf and may prescribe conditions for the exercise of the authorisation.
- 10.6 The Council shall determine the School policy on any matter thing or issue whatsoever and may delegate the administration of any policy to the Principal of the School.
- 10.7 (a) The Council may appoint sub-committees either specifically or generally and co-opt non-council members to such sub-committees;
- (b) Such sub-committees shall perform such tasks as are specified by the Council;
- (c) The Council from time to time shall determine the legal structure and composition of such sub-committees and the basis and guidelines on which such sub-committees shall operate.
- 10.8 The Council shall manage the assets of the School.
- 10.9 The Council may maintain improve extend and add to the lands premises and other property of any kind held occupied or used directly or indirectly by the School and may from time to time purchase additional lands to develop additional schools whether as an extension of the original school or otherwise.
- 10.10 The Council may solicit and accept real or personal property of any kind by way of gift subsidy or subvention as the Council may think fit.
- 10.11 The Council may purchase take on lease or hire any real or personal property or any rights or privileges which the Council may think fit.

#### 11 - MANAGEMENT OF FINANCES

- 11.1 The Council shall make financial and other arrangements and decisions for the present and future conduct of the School whether at the original site or at any other site acquired for School use.
- 11.2 The Council shall determine the scale or scales of fees to be paid in respect of any enrolment. The Council may determine, or may delegate in writing to an employee the power to determine, any allowances or subsidies which may be granted to parents or other persons responsible for payments of fees.
- 11.3 The Council may borrow or raise money and secure the repayment thereof with or without interest in such manner as the Council may think fit and to secure the sums or the repayment of performance of any debt contract guarantee or other liability incurred or entered into by the Council in any way and in particular by charging all or any of the lands premises or other property of any kind both present and future owned by the Body Corporate or the Council occupied or used directly or indirectly by it in connection with the School.
- 11.4 The Council may invest and deal with money in accordance with the provisions of the Church Trust Property Ordinance 1934, as amended, or any such other forms of investments as shall be approved by resolution of the Bishop-in-Council at the request of the Council provided that no such approval shall be effective for a period in excess of three years. The School may also invest funds in any authorised trustee investment.

- 11.5 The Council may enter into contracts of any kind (including contracts of guarantee and indemnity) and draw make accept endorse discount execute and issue cheques and other negotiable or transferable instruments.
- 11.6 Notwithstanding Clause 11.5 the School may lend and advance money or give credit to any person or company whether on security or not and take such security (if any) as the School may think fit for money lent or advanced or credit given by it.
- 11.7 All funds received by the School shall be deposited without deduction in a financial institution approved by Council. Accounts shall be opened and closed only with the authority of Council, which shall determine the names and styles of accounts.
- 11.8 Any funds not required to be disbursed immediately may be invested in the name of the School in any form of investment authorised under the Church Trust Property Ordinance for trust funds.
- 11.9 All cheques or withdrawal forms drawn on any account in the name of the School shall be signed by 2 persons authorised by Council. Such persons so authorised may be a member of Council, the Principal of the School (or in the absence of the Principal a deputy or assistant Principal) or the Bursar.

## 12 - LIABILITIES OF COUNCIL

- 12.1 The Council shall not execute or deliver any mortgage, charge, debenture, guarantee indemnity or promissory note unless the following clause is included therein:-

"Notwithstanding anything contained herein to the contrary each of the parties hereto acknowledge and agree that The Cathedral School Council shall not be liable to any express or implied obligation beyond such amount (if any) as The Cathedral School Council may be able to pay to that party in the event of the Council being wound up."

and such clause shall not be made subject to any qualification.

- 12.2 The Council shall be solely responsible for all liabilities incurred by it or on its behalf.
- 12.3 The Council and its members and each of them shall not represent to any person or persons or corporation that the Bishop of Grafton or the Synod of the Diocese of Grafton 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 of Australia in the Diocese of Grafton or any other corporate body constituted by or pursuant to the Act (other than the Body Corporate as herein defined) shall or may meet or discharge all or any part of any liability which has been or may or will be incurred wholly or partly by or on behalf of the Council.
- 12.4 Every member of the Council shall be indemnified out of the property of the School the Council and or the Body Corporate 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.

## 13 - ACCOUNTS

- 13.1 The Council shall:-
- (a) prepare an annual budget of income and expenditure;
  - (b) cause to be kept such accounting records as correctly record and explain the transactions and financial position of the School;
  - (c) cause its accounting records to be audited annually in accordance with this constitution;

- (d) cause all records to be kept for at least 7 years after the end of the financial year to which they relate, and
- (e) notify immediately the Secretary of Bishop-in-Council if in its opinion any circumstances have arisen that may affect the ability of the School to meet its liabilities as and when they fall due.

13.2 At least once in every year the Council shall present a report on its proceedings and the progress and condition of the School to the Synod and the Bishop-in-Council and shall furnish such other information as may be required from time to time by resolution of Synod or Bishop-in-Council.

#### 14 - AUDIT

14.1 The Council shall:-

- (a) appoint, as the auditor of the School, a person or persons registered as a company auditor under the Corporation Law of the Commonwealth of Australia or any person who is not so registered but who is a member of the Institute of Chartered Accounts in Australia or the Australian Society of Certified Practising Accountants;
- (b) upon the resignation or retirement of any person so appointed, appoint another person or persons; and,
- (c) notify the Bishop-in-Council of the name and address of every person or persons so appointed.

14.2 It shall be a condition of the appointment of every auditor appointed pursuant to this constitution that the auditor will promptly notify the Secretary of the Bishop-in-Council:-

- (a) if the auditor is of the opinion that communication with the Council is inadequate regarding deficiencies in internal control, qualification of the auditor's report or any other matter; or
- (b) if the auditor has not signed a report on accounts prepared pursuant to this Constitution within six (6) months of the end of the financial year of the School.

#### 15 - INSURANCE

15.1 The Council shall effect insurance cover through the Diocese of Grafton Master Insurance Policies for the following risks and for cover approved by the Bishop-in-Council from time to time:-

- (a) Workers Compensation;
- (b) Public Risk;
- (c) Property;
- (d) Voluntary Workers;
- (e) Pupils for any liability accruing to the School.

15.2 The Council shall effect insurance against such other risks and cover as may be required by Bishop-in-Council and may insure against such other risks as it sees fit.



## 16 - COMMON SEAL

The Common Seal of the School shall be in the custody of a person determined by resolution of Council. The Common Seal shall only be affixed to a document if so resolved by Council. The Common Seal shall be attested by the signature of either the Chairman of the Council or by two members of the Council specified in such resolution and shall be countersigned by the Bursar, or other person authorised by the Council. A Register of the use of the Common Seal shall be kept by the person having custody of the Common Seal.

## 17 - CERTIFICATION OF SCHOOL

The Council shall ensure that the facilities, administration, curriculum and educational practices of the School meet the standards required for certification by the Department of Education or any other relevant statutory authority.

## 18 - CUSTODY OF SCHOOL RECORDS

- 18.1 The Principal shall have custody of all educational records of the School and the Bursar shall have custody of all other administrative and financial records.
- 18.2 The following shall form part of the permanent educational records of the School and shall not be disposed of:
- (a) Admission Register;
  - (b) Staff Meeting Record;
  - (c) Equipment Register;
  - (d) Manual of Policies and Procedures;
  - (e) Class Rolls;
  - (f) Visitors Book;
  - (g) Pupil Record Cards;
  - (h) Assessment Records;
  - (i) Attendance Records;
  - (j) Variation of Routine Register;
  - (k) Teaching Programs.
- 18.3 The following shall form part of the permanent administrative and financial records of the School and shall not be disposed of:
- (a) Minutes of Council and sub-committees;
  - (b) Audited Annual financial statements;
  - (c) Reports of auditors;
  - (d) Record of contracts;
  - (e) Deeds of conveyance of land;
  - (f) Certificates of title;
  - (g) Lease or mortgage documents;

- (h) Contracts of sale;
- (i) Declarations of trust.

18.4 Any other records may be disposed of if Council so determines after they have been kept for seven years.

#### **19 - SCHOOL STAFF**

The staff of the School shall include a Principal and such other staff as determined by Council.

#### **20 - THE PRINCIPAL**

- 20.1 The Principal shall be a person of Christian faith in the Anglican tradition and character who is committed to furthering and capable of furthering the cause of Christian education in the Anglican tradition in the School.
- 20.2 The Principal may be a priest or lay communicant of the Anglican Church in Australia.
- 20.3 The Principal shall be appointed by the Council on such terms and conditions as the Council sees fit.
- 20.4 Subject to the constitution and the directions of the Council, the Principal shall be responsible for the conduct and the management of the School.
- 20.5 The Principal shall ensure the proper attention of pupils to their studies and to any exercises required of them out of school hours and may make rules and regulations for any such purpose subject to any School policy.
- 20.6 The Principal subject to any School policy may suspend any pupil for misconduct and shall report the suspension and the cause thereof to the next ordinary meeting of the Council or to a special meeting called for such purpose.
- 20.7 The appointment and dismissal of all members of the staff other than the Deputy Principal or the Bursar shall rest with the Principal, provided that the terms of their appointment and dismissal shall conform to this Constitution and with any directions of Council in that regard.
- 20.8 The Principal shall attend all ordinary meetings of Council and shall submit to meetings of Council any proposal to change any existing policy in respect of:-
  - (a) any proposal to change any existing policy in respect of the conduct and management of the School;
  - (b) reports on the progress of the School and the state of education therein;
  - (c) any changes in the membership of the staff;
  - (d) any proposal for the appointment and dismissal of teachers; and
  - (e) any other matter which appears to the Principal or the Council to require consideration by the Council.

#### **21 - DEPUTY PRINCIPAL**

- 21.1 A Deputy Principal may be appointed in writing and such appointment and any subsequent dismissal shall be made by the Principal in consultation with the Council.
- 21.2 During the Principal's absence from the School or suspension or inability to act the Deputy Principal or such person as appointed by the Council, may exercise the powers and duties of the Principal and shall be subject to all provisions of this Constitution in respect of the Principal.

## 22 - BURSAR

- 22.1 A Bursar may be appointed in writing and such appointment and any subsequent dismissal shall be made by the Principal in consultation with the Council.
- 22.2 The Bursar may be Secretary to the Council and shall perform such other duties as are determined by Council.
- 22.3 The Bursar may, at the discretion of the Council, be the Treasurer of the School.

## 23- POLICIES RELATING TO STAFF

Council shall develop in writing and shall implement policies regarding the appointment and dismissal of staff, duties of staff, the welfare of staff, procedures for the evaluation of staff and procedures for resolving grievances of staff.

## 24 - WINDING UP THE SCHOOL

- 24.1 If a proposal is made to wind up the School, a Special Meeting of the Council shall be convened to discuss the matter. If a Special Resolution to wind up the School is passed, the Bishop-in-Council shall be requested to consent to the winding up.
- 24.2 If the Bishop-in-Council so consents, after all proper debts and liabilities have been discharged, the residue of all property of the School shall be distributed as follows:
  - (a) The net proceeds from the sale of Land and Buildings, together with the School Building Fund and the School Library Fund, be transferred to the Building Fund of another Diocesan School or College which has objects substantially similar to the School and is approved under sub-paragraph 78(1) (a) of the Income Tax Assessment Act.
  - (b) As to the balance of such property, to the Corporate Trustees of the Diocese of Grafton.
- 24.3 The Bishop-in-Council shall then enact a Variation of Trust Ordinance to determine the disposition of the said property.

## 25 - AMENDMENT OF THE CONSTITUTION

This Constitution may be amended from time to time by Bishop-in-Council, either at the request of the Council or at the initiative of the Bishop-in-Council.

## 26 - SCHOOL BUILDING FUND

- 26.1 The Council shall establish a School Building Fund which shall be applied and used exclusively for providing money for the acquisition, construction or maintenance of a building or buildings used, or to be used, by the School for educational purposes.
- 26.2 The assets and income of the Building Fund shall be applied solely in furtherance of the objectives specified in clause 26.1, and no portion shall be distributed directly or indirectly to the members of the Council except as bona fide compensation for services rendered or expenses incurred on behalf of the Building Fund.
- 26.3 The Building Fund may invest and deal with moneys in accordance with clause 11.4.
- 26.4 The Council shall open and maintain in the name of The Cathedral School Building Fund an account or accounts at such bank or banks as the Council may from time to time determine and the Council shall pay into such account or accounts all moneys which come into its hands and which form part of the Building Fund.

- 26.5 The Council shall cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Building Fund, and such records shall be audited at least once a year by the Council Auditor appointed under clause 14.1.
- 26.6 Upon the winding up or dissolution of the Building Fund, the amount which remains after the satisfaction of all debts and liabilities shall be paid and applied by Council in accordance with clause 24.2(a).

I hereby certify that the Ordinance as printed is in accordance with the Ordinance as passed.

  
.....  
Chairman of Committees

I certify that this Ordinance was passed by Bishop-in-Council on the twenty eighth day of August, 1997.

  
.....  
Registrar

I assent to this Ordinance.

  
.....  
Bishop.