

VILLAGE SCHOOL ASSOCIATION (INC) CONSTITUTION

NAME

- 1.a. The name of the body formed by this constitution shall be the VILLAGE SCHOOL ASSOCIATION (INC) hereinafter referred to as the "Association".

- b. The name of the school managed by the Association shall be known as PIONEER VILLAGE SCHOOL hereinafter referred to as the "School".

DEFINITIONS

- 2.a. CAREGIVER: The legal guardian of children enrolled at Pioneer Village School.

- b. ASSOCIATION: The Village School Association (Inc.)

- c. BOARD: The governing body of the Association.

- d. COMMITTEE: A committee established by the Board.

- e. MEMBER: A member of the Association.

- f. EX OFFICIO: Holding a position or membership due to the power or influence of one's office, and not by election or appointment.

- g. YEAR / FINANCIAL YEAR: Calendar year extending from 1 January to 31 December.

- h. SCHOOL: Pioneer Village School.

- i. PRINCIPAL: The salaried Chief Executive Officer appointed by the Board on behalf of the Association to oversee, direct, manage and evaluate the operations and curriculum delivery of the School.

- j. STAFF: Full time or part time staff who are associated with the school on a regular, on-going, probationary or temporary basis and who have entered into signed contractual agreements with the Principal of the School, but excluding outsourced/external contracting companies, cleaning companies, and employed members of the Board not otherwise associated with the School.

- k. GENERAL MEETING: A meeting of the Association includes an Annual General Meeting. All members of the Association, with or without voting rights, are given notice of General Meetings.

OBJECTS

- 3. a. The objects of the Association are:
 - i. to operate the School known as 'Pioneer Village School'. The School will provide learning programs in compliance with government regulations.
 - ii. to provide an environment that fosters and develops an educational framework to provide students with the opportunity to reach their full educational potential.
 - iii. to involve the School community in the governance of the School.
 - iv. to support and foster a non-denominational ethos.

- b. The income and property of the Association shall be applied solely towards the promotion of the objects or purposes of the Association. No portion of the income or property of the Association shall be paid, transferred or otherwise distributed directly or indirectly to any member of the Association except in good faith in the promotion of those objects or purposes. Provided that nothing in this Constitution shall prevent the fair and appropriate payment of remuneration to any employee of the Association or any other person or Member of the Association in return for the required services rendered to the Association.

MEMBERSHIP

- 4. a. Membership of the Association shall be conferred as a right upon the following persons:
 - i. Staff of the School.
 - ii. Caregivers of students attending the School.

- b. A register of Members comprising Caregivers and Staff is held at the School and is available for all Members to view by appointment with the School Principal.

- c. A Member shall cease to be a Member of the Association:
 - i. Upon termination of their child's placement.
 - ii. Upon termination of a Staff member's contract.

BOARD

5. a. The Association shall be governed and administered by a Board.
- b. No more than one Caregiver of a family attending the School can serve as a Board member at any given time.
- c. A Member shall not be eligible to hold a position as a member of the Board, other than in an ex-officio capacity, if they are a Staff member. This exclusion includes those Staff members who may also be a Caregiver.
- d. Board members comprise:
 - i. A minimum of five (5) and a maximum of twelve (12) Association Members with voting rights elected at the Annual General Meeting. All elected Board members have a tenure of two (2) years. Board roles include:
 - a) Chairperson.
 - b) Vice Chairperson.
 - c) Secretary.
 - d) Treasurer, unless appointed ex-officio by the Board.
 - e) Additional Association Board members.
 - ii. Ex-officio members of the Board with no voting rights:
 - a) The Principal of the School.
 - b) Treasurer, if not elected at the AGM.
 - iii. Up to two (2) co-opted Association Members and two (2) co-opted Non-Association Members:
 - a) Co-opted Association Members have voting rights.
 - b) Co-opted Non-Association Members do not have voting rights.
 - c) Members may be co-opted for a period specified by the Board, but not exceeding the standard Board Member tenure of two (2) years.
 - d) Co-opted Non-Association Members may be remunerated at the Board's discretion.
 - iv. The Board may decide to elect two (2) Chairpersons and a Vice Chairperson from the Board members. In this circumstance, the Chairpersons will be referred to as "Co-Chairpersons" and will have joint responsibility for the Chairperson role. Following

their election, the Co-Chairpersons will jointly decide how the Chairperson role is to be divided between them, and this will be clearly communicated to the Board.

- e. Any Board member may be dismissed from the Board if he/she:
 - i. fails to attend three (3) consecutive Board meetings without approval of the Board.
 - ii. fails to comply with the Board Handbook.
 - iii. acts inappropriately as a member of the School community.
 - iv. fails to pay School fees in accordance with the School's fee paying procedures.
 - v. is found to have a criminal record, and after Board deliberation, is deemed not to be a fit and proper person to carry out the duties of a Board member.
 - vi. fails a Working with Children Check, if one is required to be undertaken by law.

- f. Board members who wish to challenge a Board dismissal may do so in accordance with the School's Grievance Policy.

- g. The Board shall hold at least six (6) meetings each year.
 - i. Ordinary Board Meetings are to be held on a monthly basis during School terms.
 - ii. Extraordinary Board meetings may be called by the Chairperson or three (3) Board Members if required.
 - iii. Agenda items are to be forwarded to the Chairperson at least one (1) week before the scheduled meeting.
 - iv. The agenda and supporting papers will be circulated by the Board Secretary to Board Members at least seven (7) days prior to the meeting either by email or hard copy. All reports and relevant documents will also be forwarded to Board members at least seven (7) days prior to the meeting.
 - v. Minutes of all meetings of the Board are to be taken by the Board Secretary and signed by the Chairperson upon acceptance of these minutes. The original signed minutes shall be given to the Principal for insertion in the School file for auditing purposes. A further hard copy of the signed original shall be inserted in the Board Secretary's file which shall be passed to the successor in office. The minutes of any meeting are to be made available for viewing by Association members upon request but are not available for photocopying or removal.

- vi. The minutes of the Board meeting will be circulated by the Secretary to all Board Members either by email or hard copy within one (1) week of the Board meeting being held.
- vii. All written communication from the Board shall be effected through the Chairperson.
- h. The quorum for Board meetings shall be one half ($\frac{1}{2}$) of the current members of the Board with voting rights (rounded to the highest number), or 5 (five), whichever is the higher number.
- i. Any person who is employed by the School may not fill the role of Chairperson or Vice Chairperson.
- j. The role of Treasurer may be filled by:
 - i. election at the first Board meeting following an Annual General Meeting
 - ii. Board appointment, in consultation with the Principal, of the School Bursar in an ex-officio, non-voting capacity, or
 - iii. Board appointment, in consultation with the Principal, of a co-opted Non-Association Member who may be remunerated at the discretion of the Board.

COMMITTEES OF THE BOARD:

- 6. a. The Board may appoint such Committees as deemed necessary.
- b. One (1) Board member is required to chair each Committee.
- c. The duties of any Committee shall be clearly defined by the Board and where appropriate a specific date shall be set for the reporting of tasks assigned to the Committee.
- d. In all cases, the Committee makes its recommendations to the Board and shall have no power to make decisions for, or act on behalf of the Board or the Association.

POWERS OF THE BOARD

- 7. a. To acquire real and personal property to be used for carrying out the objects of the Association including facilities for educational purposes and in that connection without limiting the generality of this power, to purchase or otherwise acquire land both

improved and unimproved and to build, construct or establish, alter, rebuild, renovate, reconstruct and maintain buildings for the objects of the Association.

- b. To acquire any property real or personal by purchase, exchange, gift, devise, lease or by any other means whatsoever whether subject to any special or other condition or conditions or not and subject to the purposes of the Association and to sell all or any of the real or personal property of the Association and to let, mortgage, exchange or otherwise dispose of and execute conveyances, transfers, mortgages and assurances thereof.
- c. To act as owners and to administer all lands, funds and properties acquired by the Association and to acquire or raise funds by whatever means the members consider fit for the purposes of the Association and to invest any or all of the funds of the Association on any security for the time being authorised by law for the investment of trust funds and from time to time to vary such investments.
- d. To employ, manage the performance of, and dismiss the Principal.
- e. To borrow money on mortgage on the security of the whole or any portion of the real and personal property of the Association with or without security for the same and on such terms and conditions as the Board shall consider fit.
- f. To establish, assist or support, or aid in the establishing or support of any institution or association established or to be established having identical or similar powers to the Association and in that regard to transfer any of the property or assets of the Association whether real or personal and whether by sale, gift or otherwise to any such institution or association.
- g. To make or institute by-laws, rules or regulations and other procedures for the due maintenance and welfare of the Association and for regulating the duties, control and conduct of persons in the employ of the Association.
- h. To do all such lawful things as may be incidental to or be deemed to be conducive to the attainment or execution of any of the foregoing and generally to manage the property of the Association.

- i. To open and operate bank and credit accounts in the name of the Association.
- j. To enter into contracts in the name of the Association.
- k. To co-opt up to two (2) additional Association Members as it thinks fit. Co-opted Association Members have voting rights on the Board.
- l. To co-opt up to two (2) additional Non-Association Members as it thinks fit. Co-opted Non-Association Members do not have voting rights on the Board.

FUNCTIONS OF THE BOARD

- 8.a.
 - i. Involve the School community in the governance of the School by:
 - a) providing a focus and a forum for the involvement of parents and the School community.
 - b) ascertaining the educational needs of the School community and the attitude of the School community to educational developments within the School.
 - c) ensuring that the cultural and social diversity of the School and wider community is considered and particular needs are appropriately identified.
 - d) enabling the School community to evaluate the Board, the Principal and the School by means of an annual School Satisfaction Survey.
 - ii. Set the broad direction and vision of the School.
 - iii. Set School fees.
 - iv. Strategic planning for the School including:
 - a) developing, monitoring and reviewing the objectives and targets of the strategic plan; and
 - b) considering, approving and monitoring human resource and asset management plans.
 - c) reviewing the development of policies for the School.
 - v. Determine the application of the total financial resources available to the School including the regular review of the budget.
 - vi. Review and approve expenditure on capital projects in accordance with agreed expenditure limits as set by the Board.
 - vii. Report to the School community on:

- a) the strategic plan;
 - b) the finances of the School;
 - c) the Board's operations.
- b. The Board is responsible for the employment, performance management and dismissal of the Principal.
 - c. The Board may perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of students.
 - d. The Board may raise money for school related purposes.
 - e. The Board may do all those acts and things incidental to the exercise of these functions.
 - f. The Board's functions must be exercised in accordance with legislation, administrative instructions and this constitution.

FUNCTIONS OF THE PRINCIPAL

- 9.a. The Principal is responsible for the day to day management of the school.
- b. The Principal is responsible for the recruitment, engagement, performance management, discipline and dismissal of all School Staff.
- c. The Principal is answerable to the Board for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a school.
- d. The Principal **must**:
 - i. implement the educational plans and School policies;
 - ii. provide accurate and timely reports, information and advice relevant to the Board's functions;
 - iii. provide an up-to-date report of the School's financial position at each Board meeting;
 - iv. report on learning, care, training and participation outcomes;
 - v. supervise and promote the professional development of Staff employed by the Association;

- vi. be responsible for the financial, physical and human resource management of the School;
- vii. contribute to the formulation of the agenda of Board meetings.
- viii. work to agreed expenditure limits as set by the Board.

MEETINGS OF THE ASSOCIATION

10. a. There shall be at least one (1) General Meeting of all Members of the Association each year which may be the Annual General Meeting. The Annual General Meeting will be convened in every calendar year within four (4) months after the end of the Association's financial year. Notice of date, time and venue of any General Meeting shall be given in writing to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting if a special resolution is proposed.
- b. Items to be presented at an Annual General Meeting include, but are not limited to:
- i. Minutes of the previous Annual General Meeting which are to be made available to the community within two (2) weeks of the Annual General Meeting.
 - ii. Election of Board members with nominations to the Board Secretary two (2) weeks before the Annual General Meeting.
 - iii. Reports from the Chairperson, Principal, Treasurer, P&F Chairperson and other pre-arranged presentations
 - iv. Motions which are to be received by the Board Secretary twenty-one (21) days prior to the Annual General Meeting.
 - v. General business which is to be received by the Board Secretary twenty-one (21) days prior to the Annual General Meeting.
- c. The Board may call a General Meeting of the Association.
- d. A General Meeting of the Association may be called by 30% of Association members.
- e. A quorum for any General Meeting shall require at least thirty (30) Association Members being present. If a quorum is not reached after thirty (30) minutes, the meeting is to be adjourned and rescheduled to take place within four (4) weeks of the original date. All Members shall be notified of the time and place of the rescheduled meeting.

- f. If after thirty (30) minutes a quorum is not present at the reconvened meeting then the meeting, other than an Annual General Meeting, may continue as if a quorum was present and, other than a special resolution, may conduct such business as the meeting would normally deal with. A special resolution can only be dealt with at a meeting at which a quorum is present.

VOTING

11. a. General Meetings

- i. Voting on all matters at all General Meetings of the Association, other than those specifically stated in this Constitution, shall be by simple majority.
- ii. Each Association Member is entitled to one (1) vote.
- iii. Non-Association Members do not have voting rights.
- iv. Co-opted Non-Association Board Members do not have voting rights.
- v. Proxy votes shall be allowed, provided they are received in writing and presented to the Chairperson prior to the start of the meeting and declared by the Chairperson prior to the vote being taken.

b. Board Meetings

- i. Voting on all matters shall be by simple majority.
- ii. Each Association Board Member, other than Ex-officio non-voting Members and co-opted Non-Association Board Members, is entitled to one (1) vote.
- iii. Co-opted Association Board Members have voting rights.
- iv. Co-opted Non-Association Board Members do not have voting rights.
- v. Staff members do not have voting rights.
- vi. The Chairperson shall abstain from voting except in the event of a tie, in which case the Chairperson will have the casting vote.
- vii. In the event where there are two (2) Co-Chairpersons, the Co-Chairperson declared at the start of the meeting as the meeting Chair shall abstain from voting except in the event of a tie, in which case they will have the casting vote. The Co-Chairperson not chairing the meeting shall have normal voting rights.
- viii. Proxy votes shall be allowed, provided they are received in writing and presented to the Chairperson prior to the start of the meeting and declared by the Chairperson prior to the vote being taken.

NOMINATIONS AND ELECTION OF OFFICE BEARERS AND BOARD MEMBERS

- 12.a. Board Members shall be elected for a term of two (2) years at the Annual General Meeting and retiring Board Members shall be eligible for re-election. The Board may fill casual vacancies until the next Annual General Meeting.
- b. Members are eligible to be nominated for election to the Board provided the following conditions are all met.
 - i. A Member has nominated for election with a written notice signed by a nominator and seconder, both of whom must be Association Members, and the nominee signifies his/her willingness to stand for election.
 - ii. Such notice must be presented to the Board Secretary not less than fourteen (14) days before the Annual General Meeting is to be held, requiring calls to the School community for nominations to take place twenty-one (21) days prior to the Annual General Meeting.
 - iii. Nominees, if appointed to the Board, must ensure that they:
 - a) pay fees in accordance with School fee payment procedures
 - b) declare any conflict of interest
 - c) obtain a current National Police Clearance and if legally required, a current Working with Children Check
 - d) are prepared to comply with the School Board Handbook.
- c. The Board, at its first meeting following the Annual General Meeting, will elect Office bearers. Office Bearers are elected for a term of two (2) years. Nominations for Chairperson are open to Association members only if no nominations are received from Board members.
- d. A returning officer for Annual General Meeting elections should be appointed from any members of the Board who are not standing down at the time of the Annual General Meeting.

DUTIES OF OFFICE BEARERS

13. a. The Chairperson shall preside over all meetings of the Association and the Board unless prevented by illness or absence, whereupon the Vice Chairperson shall preside; or the meeting shall elect its own Chairperson.

- b. The Vice Chairperson will assume responsibilities of the Chairperson in his/her absence.
- c. The Secretary shall be responsible for notifying members of all meetings, preparing the agenda, presenting correspondence, notices of motion and taking minutes of all meetings.
- d. The Treasurer is to oversee the financial record keeping of the School and provide a true and accurate up to date report of the School's financial position at each Board meeting.
- e. A balance sheet, income and expenditure statement shall be prepared annually and presented to the Annual General Meeting. All monies received shall be deposited in an account with such financial institutions as the Board shall nominate from time to time. All cheques shall be signed by at least two (2) signatories nominated by the Board.
- f. The Board may nominate any Office Bearer additional duties as it deems fit.

FINANCIAL POLICY

- 14. a. The financial year shall commence on the 1st of January and end on the 31st of December.
- b. The Principal is responsible to the Board for overseeing the financial operations of the School and as such is required to account for and administer all income, recurrent and capital, from whatever source and all expenditure for the School.
- c. The Principal cannot make any financial commitment in any financial year involving expenditure beyond an amount determined by the Board.
- d. The Principal is required to operate the School within its budget.
 - i. A draft budget subject to enrolments at the start of the following year is to be presented to the Board by December of the current year.
 - ii. A final budget for Board endorsement is to be presented at the Board meeting held in February the following year upon enrolments being established.

- e. The Board may give directions from time to time concerning priorities and limits of expenditure, whether recurrent or capital.
- f. Adequate funds must be made available to the Principal by the Board for the day to day operations of the School.

AUDIT

- 15. An independent auditor shall be appointed by the Board to examine the books of accounts and to report upon the Annual Balance Sheet and the Income and Expenditure Statement.

COMMON SEAL

- 16. a. There shall be a Common Seal of the Association that shall be in the custody of the Board Secretary or such other person as the Board shall from time to time determine.
- b. All deeds, instruments and other documents required to be executed by, or for, or on behalf of the Association shall be executed by the Common Seal being affixed thereto by two (2) Office Bearers, or one (1) Office Bearer and the Principal, signing such deed, instrument or document.

AMENDMENTS TO THE CONSTITUTION

- 17. The Constitution shall be amended, repealed or replaced by a new Constitution by special resolution passed by not less than a three quarters ($\frac{3}{4}$) majority of Association Members who are present and eligible to vote, or who vote by proxy, at a properly constituted General Meeting of the Association in respect of which notice has been given at least twenty-one (21) days before relating to the amendment of the Constitution.

DISSOLUTION

- 18. a. A resolution for the dissolution of the Association shall be a special resolution and must be voted on at a General Meeting called for that purpose.
- b. A special resolution shall only be carried by a three quarters ($\frac{3}{4}$) majority of those eligible and present to vote, or who vote by proxy.

- c. In the event of a special resolution being carried to dissolve the Association, the assets thereof shall be realised and the liabilities shall be paid where possible. Any balance remaining will be donated to an incorporated association with aims and values similar to Pioneer Village School.

INSPECTION OF RECORDS

19. A Member may at any reasonable time inspect, without charge, Board minutes and the Association's consolidated financial records. These records may not be copied or removed from the School office.