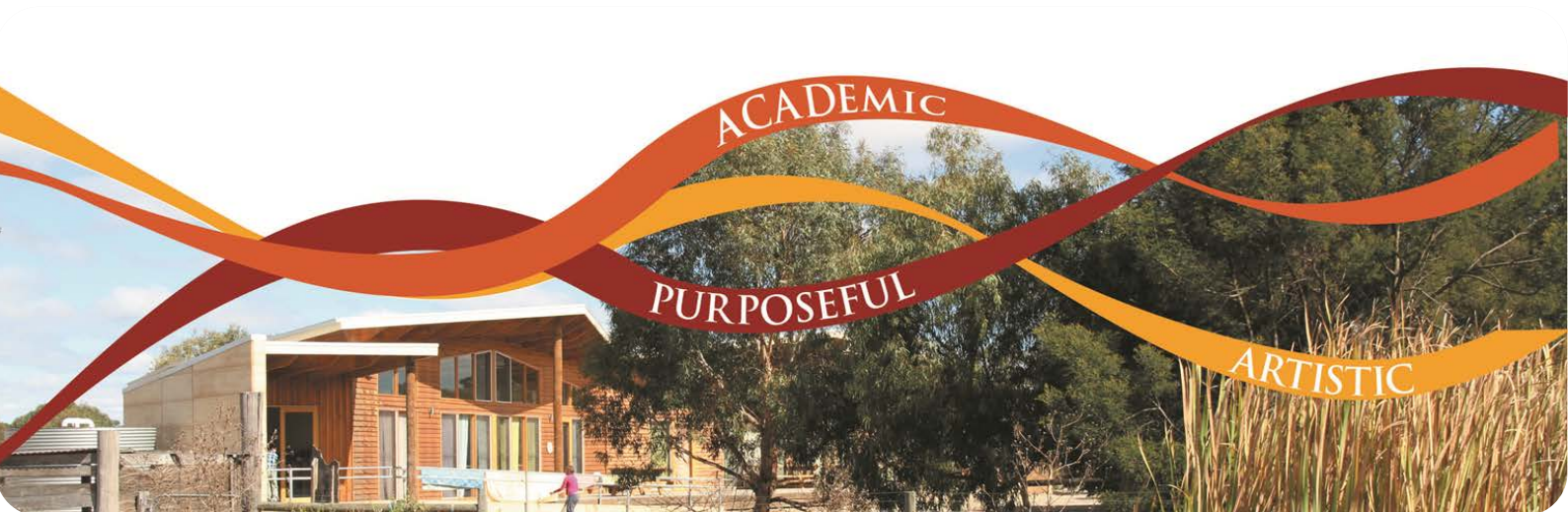


RULES OF THE ASSOCIATION OF

# FRESHWATER CREEK STEINER SCHOOL INC

IN ACCORDANCE WITH THE ASSOCIATIONS INCORPORATION REFORM ACT 2012



# FRESHWATER CREEK STEINER SCHOOL

## RULES OF THE ASSOCIATION

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**1 Name**

The name of the incorporated association is Freshwater Creek Steiner School Incorporated, hereafter referred to in these Rules as FWCSS.

**2 Purposes**

The purposes of FWCSS are:

- a. To provide excellent, non-denominational, not-for-profit, co-educational and child-centred education in light of Dr Rudolf Steiner’s philosophy of pedagogy;
- b. To support the School’s College of Teachers to educate children holistically, realising a contemporary understanding of the wisdom of Steiner via a balanced curriculum, in a safe and nurturing environment which fosters clarity of thinking, depth of feeling and strength of will, so that as adults they will be able to fully participate in society as creative, ethical and responsible citizens;
- c. To actively work towards an accepting, caring and supportive environment, which is founded in a harmonious union between school, home, and the wider community;
- d. To be a vehicle for Steiner philosophy, education and discussion and to encourage life-long learning for all;
- e. To develop and foster the Steiner community in the Geelong/Barwon region;
- f. To serve educational and cultural aims as an Association, without pursuing any particular religious or political goals. The school will uphold equity of access regardless of religious or cultural background.

**3 Financial year**

The financial year of FWCSS is each period of 12 months ending on 31 December.

**4 Definitions**

In these Rules—

**absolute majority**, of the School Council, means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);

**Chairperson**, of a general meeting or School Council meeting, means the person chairing the meeting

**School Council** means the Committee having management of the business of the Association;

**School Council meeting** means a meeting of the School Council held in accordance with these Rules;

**Council member** means a member of the School Council elected or appointed under Part 5;

**disciplinary appeal meeting** means a meeting of the members of FWCSS convened under rule 22(3);

**disciplinary meeting** means a meeting of the School Council convened for the purposes of rule 21;

**disciplinary subcommittee** means the subcommittee appointed under rule 19;

**FWCSS** means Freshwater Creek Steiner School & Kindergarten Association Incorporated

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the members of FWCSS convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association (FWCSS);

**member entitled to vote** means a member who is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;

**the Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, FWCSS has power to do all things incidental or conducive to achieve its purposes.
- (2) FWCSS may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit organisation

- (1) FWCSS must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent FWCSS from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### MEMBERSHIP

#### 7 Minimum number of members

The Association must have at least 5 members.

#### 8 Who is eligible to be a member

- (a) All parents and guardians of currently enrolled pupils of Freshwater Creek Steiner School, Kindergarten &/or Playgroup, for whom the FWCSS Administration has been provided contact details.
- (b) Such other persons as the School Council admits to Membership.

#### 9 Admission of members

- (1) Persons referred to in Rule 8(a) are automatically admitted as members of FWCSS upon successful enrolment of a child in the FWCSS School, Kindergarten, or Playgroup.
- (2) A person referred to under Rule 8(a) may decline membership of FWCSS by notifying the Secretary in writing.
- (3) Persons referred to in rule 8(a) who accept membership to FWCSS agree to:
  - (a) Be bound by these Rules
  - (b) Support the purposes of FWCSS as defined by these Rules.
- (4) Where a person no longer has, or has never had a child enrolled in the Freshwater Creek Steiner School, Kindergarten or Playgroup, he or she must complete a *Membership Application Form – Special Consideration* (Appendix 1) and submit it to the Secretary.

#### 10 Consideration of application

- (1) For persons referred to in Rule 8(b):
  - (a) As soon as practicable after an application for membership is received, the School Council must decide by resolution whether to accept or reject the application.
  - (b) The School Council must notify the applicant in writing of their decision as soon as practicable after the decision is made.

- (2) The School Council has full discretion as to the admission to Membership of FWCSS of any person. In no case shall the School Council be required to give any reason for the rejection of any applicant.

#### **11 New membership**

- (1) If an application for membership applied for under Rule 8(b) is approved by the School Council—
  - (a) the resolution to accept the membership must be recorded in the minutes of the School Council meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

#### **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, FWCSS must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
  - (c) the annual subscription is the relevant amount set out in Appendix 2.

#### **13 General rights of members**

- (1) A member of FWCSS who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of FWCSS as provided under rule 73; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) more than 10 days have passed since he or she became a member of FWCSS; and
  - (b) the member's membership rights are not suspended for any reason.

#### **14 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

#### **15 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If every child of a parent or guardian ceases to be enrolled at the school, then each parent or guardian is deemed to be no longer a member of FWCSS, but he or she shall



be free to re-apply for membership of FWCSS subject to the provisions of Rules 8-11.

- (3) If a person ceases to be a member of FWCSS, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **16 Resigning as a member**

A member may resign by notice in writing given to the Secretary.

## **17 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) any other information determined by the School Council; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **DISCIPLINARY ACTION**

### **18 Grounds for taking disciplinary action**

The School Council may take disciplinary action against a member of FWCSS in accordance with this Division if it is determined that the member—

- (a) has breached these Rules; or
- (b) refuses to support the purposes of the FWCSS; or
- (c) has engaged in conduct prejudicial to the interests of the FWCSS.

### **19 Disciplinary subcommittee**

- (1) If the School Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the School Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be School Council members, members of FWCSS or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **20 Notice to member**

- (1) Before disciplinary action is taken against a member, the Council Secretary must give written notice to the member—
  - (a) stating that FWCSS proposes to take disciplinary action against the member; and

- (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, but no later than 7 days, before the disciplinary meeting is to be held.

## **21 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association (FWCSS).
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association (FWCSS) under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the School Council as soon as practicable, but in any event not later than

21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of FWCSS who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the School Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **GRIEVANCE PROCEDURE**

### **24 Application**

- (1) The grievance procedure set out in this Division applies to all issues/disputes between staff, parents, students, the general community, and FWCSS.
- (2) A party to a dispute must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **25 Parties must attempt to resolve the dispute**

The parties involved in a dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties involved.

## **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves, or if a party fails to attend the meeting within the time required by rule 25, the parties must within 10 days—
  - (a) write to the School Council and any other people affected to notify them of the dispute, explaining the unresolved issue; and
  - (b) agree to or request the appointment of an unbiased mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
  
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) in the case of a dispute between parties listed in rule 24 (1) —a person may be appointed by the School Council; or
    - (ii) in the case of a dispute between a party as listed in rule 24 (1) and the School Council or the Association (FWCSS)—a person appointed or employed by the Dispute Settlement Centre of Victoria. (Department of Justice).
  
- (3) A mediator appointed by the School Council may be a member or former member of FWCSS but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
  
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, then an un-biased decision-maker must determine the outcome of the dispute. The unbiased decision-maker can be the same person

as the mediator, but does not have to be. The parties may still seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF FWCSS**

### **29 Annual general meetings**

- (1) The School Council must convene an annual general meeting of FWCSS to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The School Council may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the School Council on the activities of FWCSS during the preceding financial year; and
    - (ii) the financial statements of FWCSS for the preceding financial year submitted by the School Council in accordance with Part 7 of the Act;
  - (c) to elect the members of the School Council;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30 Special general meetings**

- (1) Any general meeting of FWCSS, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The School Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### **31 Special general meeting held at request of members**

- (1) The School Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the School Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) FWCSS must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **+32 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of FWCSS—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
- (3) This rule does not apply to a disciplinary appeal meeting.

### **33 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **34 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 33) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **35 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **36 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

### **37 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### **38 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.



### **39 Minutes of general meeting**

- (1) The School Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - (c) the certificate signed by two School Council members certifying that the financial statements give a true and fair view of the financial position and performance of FWCSS; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—SCHOOL COUNCIL**

### **POWERS OF SCHOOL COUNCIL**

#### **40 Role and powers**

- (1) The business of FWCSS must be managed by or under the direction of a School Council.
- (2) The School Council may exercise all the powers of FWCSS except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The School Council may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **41 Delegation**

- (1) The School Council may delegate to a member of the School Council, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the School Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the School Council considers appropriate.
- (3) The School Council may, in writing, revoke a delegation wholly or in part.

## COMPOSITION OF SCHOOL COUNCIL AND DUTIES OF MEMBERS

### 42 Composition of School Council

The School Council consists of—

- a. a President; and
- b. a Vice-President; and
- c. a Secretary; and
- d. a Treasurer; and
- e. ordinary members (if any) elected under rule 51.

### 43 General Duties

- (1) As soon as practicable after being elected or appointed to the School Council, each School Council member must become familiar with these Rules and the Act.
- (2) The School Council is collectively responsible for ensuring that FWCSS complies with the Act and that individual members of the School Council comply with these Rules.
- (3) School Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) School Council members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of FWCSS; and
  - (b) for a proper purpose.
- (5) School Council members and former School Council members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to FWCSS or any other person.
- (6) In addition to any duties imposed by these Rules, a School Council member must perform any other duties imposed from time to time by resolution at a general meeting.

### 44 President and Vice-President

- (1) The Chair of School Council meetings is the President. The President may delegate the role of Meeting Chair to another School Council Member. In the absence of the President, the Council Members can choose who will be Chair for that meeting.
- (2) In the case of a general meeting, if the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be a member elected by the other members present.

#### **45 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 17; and
  - (b) keep custody of the common seal of FWCSS and, except for the financial records referred to in rule 69(1), all books, documents and securities of FWCSS in accordance with rules 70 and 73; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **46 Treasurer**

- (1) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the School Council prior to their submission to the annual general meeting of the Association.
- (2) The Treasurer must ensure that at least one other School Council member has access to the accounts and financial records of the Association.

### **ELECTION OF SCHOOL COUNCIL MEMBERS AND TENURE OF OFFICE**

#### **47 Who is eligible to be a School Council member**

A member is eligible to be elected or appointed as a School Council member if the member—

- (a) is 18 years or over
- (b) is entitled to vote at a general meeting; and
- (c) is not a current employee of FWCSS.

#### **48 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of FWCSS after its incorporation; or
  - (b) any subsequent annual general meeting of FWCSS, after the annual report and financial statements of FWCSS have been received.

- (2) The Chairperson of the meeting must declare all positions on the School Council vacant and hold elections for those positions in accordance with rules 49 to 52.

#### **49 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position. The School Council may determine to arrange the nomination and election of Council members such that renewal of School Council members is staggered to facilitate Council succession planning.
- (2) An eligible member of FWCSS may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **50 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 52.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **51 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the School Council (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary School Council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

## **52 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **53 Term of office**

- (1) Subject to subrule (3) and rule 54, a School Council member holds office until the positions of the School Council are declared vacant at the next annual general meeting.

The School Council may determine to arrange the nomination and election of Council members such that the renewal of Council members is staggered to facilitate School Council succession planning.

- (2) A School Council member may be re-elected.
- (3) A general meeting of FWCSS may—
  - (a) by special resolution remove a School Council member from office; and
  - (b) elect an eligible member of FWCSS to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of FWCSS (not exceeding a reasonable length) and may request that the representations be provided to the members of FWCSS.
- (5) The Secretary or the President may give a copy of the representations to each member of FWCSS or, if they are not so given, the member may request that they be read out at the meeting at which the special resolution is to be proposed.

#### **54 Vacation of office**

- (1) A School Council member may resign from the School Council by written notice addressed to the School Council.
- (2) A person ceases to be a School Council member if he or she—
  - (a) ceases to be a member of FWCSS; or
  - (b) fails to attend 3 consecutive School Council meetings (other than special or urgent School Council meetings) without leave of absence under rule 65; or
  - (c) otherwise ceases to be a School Council member by operation of section 78 of the Act.

#### **55 Filling casual vacancies**

- (1) The School Council may appoint an eligible member of FWCSS to fill a position on the School Council that—
  - (a) has become vacant under rule 54; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the School Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any School Council member appointed by the School Council under subrule (1) or (2).

- (4) The School Council may continue to act despite any vacancy in its membership.

## **MEETINGS OF SCHOOL COUNCIL**

### **56 Meetings of School Council**

- (1) The School Council must meet at least 4 times in each year at the dates, times and places determined by the School Council.
- (2) The date, time and place of the first School Council meeting must be determined by the members of the School Council as soon as practicable after the annual general meeting of FWCSS at which the members of the School Council were elected.
- (3) Special School Council meetings may be convened by the President or by any 4 members of the School Council.

### **57 Notice of meetings**

- (1) Notice of each School Council meeting must be given to each School Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one School Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special School Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **58 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each School Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the School Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **59 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a School Council must be determined from time to time by the School Council.

- (2) The order of business may be determined by the members present at the meeting.

## **60 Use of technology**

- (1) A School Council member who is not physically present at a School Council meeting may participate in the meeting by the use of technology that allows that School Council member and the School Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a School Council member participating in a School Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **61 Quorum**

- (1) No business may be conducted at a School Council meeting unless a quorum is present.
- (2) The quorum for a School Council meeting is the presence (in person or as allowed under rule 60) of a majority of the School Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a School Council meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 57.

## **62 Voting**

- (1) On any question arising at a School Council meeting, each School Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of School Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the School Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **63 Conflict of interest**

- (1) A School Council member who has a material personal interest in a matter being considered at a School Council meeting must disclose the nature and extent of that



interest to the School Council.

- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit FWCSS is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### **64 Minutes of meeting**

- (1) The School Council must ensure that minutes are taken and kept of each School Council meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 63.

#### **65 Leave of absence**

- (1) The School Council may grant a School Council member leave of absence from School Council meetings for a period not exceeding 3 months.
- (2) The School Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the School Council member to seek the leave in advance.

### **PART 6—FINANCIAL MATTERS**

#### **66 Source of funds**

The funds of FWCSS may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the School Council.

#### **67 Management of funds**

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two School Council members, or by such other person as the School Council may delegate for that purpose.
- (2) FWCSS must open an account with a financial institution from which all expenditure of FWCSS is made, and into which all of FWCSS's revenue is deposited no later than 5

working days after receipt.

- (3) The School Council may authorise the Treasurer to expend funds on behalf of FWCSS (including by electronic transfer) up to a specified limit without requiring approval from the School Council for each item on which the funds are expended.
- (4) Subject to any restrictions imposed by a general meeting of FWCSS, the School Council may approve expenditure on behalf of FWCSS.

## **68 Management of Financial records**

- (1) The School Council shall ensure that general records, accounting books and true records of all monetary receipts and expenditure connected with the operation and business of FWCSS and of the assets and liabilities of FWCSS are faithfully kept in such form and manner as the School Council may direct and in accordance with relevant Australian accounting standards.
  - (a) Books of account shall be kept at the registered office of FWCSS or such other place as the members see fit.
  - (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Secretary or in his or her absence by such other person as the School Council may delegate for that purpose and shall be countersigned by a School Council member or by any other staff member or members determined by resolution of the School Council.
- (2) FWCSS must retain the financial records for 7 years after the transactions covered by the records are completed.

## **69 Financial statements**

- (1) For each financial year, the School Council must ensure that the requirements under the Act relating to the financial statements of FWCSS are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the School Council;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**70 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the School Council and the sealing must be witnessed by the signatures of two School Council members;
  - (c) the common seal must be kept in the custody of the Secretary.

**71 Registered address**

The registered address of FWCSS is—

- (a) the address determined from time to time by resolution of the School Council; or
- (b) if the School Council has not determined an address to be the registered address—  
the postal address of the Secretary.

**72 Notice requirements**

- (1) Any notice required to be given to a member or a School Council member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to FWCSS or the School Council may be given—
  - (a) by handing the notice to a member of the School Council; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the School Council determines that it is appropriate in the circumstances—
    - (i) by email to the email address of FWCSS or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of FWCSS.

**73 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;

- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of FWCSS.
- (2) The School Council may refuse to permit a member to inspect records of FWCSS that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of FWCSS.
- (3) The School Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of FWCSS referred to in this rule and FWCSS may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of FWCSS and includes the following—
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of FWCSS.

Relevant documents does not include School Council meeting papers or minutes of School Council meetings.

#### **74 Winding up and cancellation**

- (1) FWCSS may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of FWCSS, the surplus assets of FWCSS must not be distributed to any members or former members of FWCSS.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall be given or transferred to any one or more institutions having purposes substantially similar to those of FWCSS and if effect cannot be given to the aforesaid provision, then to some charitable purpose.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

#### **75 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of FWCSS.



# Freshwater Creek Steiner School Inc

ABN: 32 925 426 918

School #: 1988 – Children’s Services License#: 10527

## APPLICATION FOR MEMBERSHIP - SPECIAL CONSIDERATION

*(for use if an applicant does not have a child currently enrolled at Freshwater Creek Steiner School, Kindergarten or Playgroup)*

I, \_\_\_\_\_  
*(full name)*

of \_\_\_\_\_  
*(street/postal address)*

\_\_\_\_\_  
*(phone number/s)*

\_\_\_\_\_  
*(email address)*

desire to become a member of the **FRESHWATER CREEK STEINER SCHOOL ASSOCIATION INCORPORATED (FWCSS)**.

Please provide your reason/s for wishing to become a member of FWCSS (attach additional pages as required)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

In the event of my admission as a member, I agree to be bound by the Rules of the Association and to support the purposes of the Association as defined in these Rules.

\_\_\_\_\_  
(Signature of Applicant)

\_\_\_\_\_  
(Date)

I, \_\_\_\_\_,  
a current member of FWCSS, nominate the applicant,  
who is personally known to me for Membership of the  
Association.

\_\_\_\_\_  
*Signature of the Proposer/Date*

I, \_\_\_\_\_,  
a member of FWCSS, second the nomination of the  
applicant, who is personally known to me for  
Membership of the Association.

\_\_\_\_\_  
*Signature of the Seconder/Date*



# Freshwater Creek Steiner School Inc

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## SCHEDULE OF FEES

Entrance fee per annum	\$ nil
Membership fee per annum	\$ nil
Annual fee per annum	\$ nil