

Constitution of Hensman Street Pre-School Group Incorporated

Version 9.0 – October 2019

Hensman Street Elementary
Address: 46 Hensman Street
South Perth WA 6151
office@hensmanstreet.wa.edu.au
www.hensmanstreet.wa.edu.au

Table of Contents

1.	Title	3
2.	Definitions and Interpretations.....	3
3.	Objects	4
4.	Powers of the School	4
5.	Membership.....	5
6.	Board.....	6
7.	Positions on the Board	8
8.	Meetings	10
9.	Voting at School Meetings	12
10.	Auxiliary Positions.....	12
11.	Grievance Procedure.....	12
12.	Process for Altering or Adding to the Constitution.....	13
13.	Dissolution.....	13

1. Title

The full name of the Association shall be **Hensman Street Pre-School Group Incorporated** situated at 46 Hensman Street, South Perth in the State of Western Australia ('School').

2. Definitions and Interpretations

2.1 In these rules, unless the contrary intention appears -

- 'Auxiliary Committee'** is a sub-committee formed for a specific purpose as defined by the Board. The members of this Committee have no voting rights;
- 'Board'** is comprised of the President, Vice President, Treasurer, Secretary, Grants Coordinator, Compliance Director, Curriculum Director and School Development Manager. All positions (excluding ex-officio members) are elected from within the Board;
- 'Board meeting'** means a meeting of the Board to discuss the business, direction and on-going viability of the School;
- 'Book Club and Catalogue Coordinator'** means the person responsible for organising the catalogue distribution and ordering on a regular basis;
- 'Compliance Director'** means the person responsible for coordinating policy and procedural changes with final approval from the Board;
- 'Curriculum Director'** means an employee of the School appointed by the Board. The Curriculum Director is responsible for the overall school curriculum and providing educational leadership;
- 'Ex-officio'** means a member of the Board who is part of it by virtue of holding an office in the School and not by election or appointment at a General Meeting;
- 'Financial year'** means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the School and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December of the same year;
- 'General Meeting'** means an Annual General Meeting or a Special Meeting;
- 'Grants Coordinator'** means the person responsible for composing and submitting appropriate grant applications on behalf of the Board and School;
- 'Grievance Officer'** means a person whom is nominated by the Board, responsible for actioning grievances.
- 'Grounds/Maintenance Coordinator'** means the person responsible for organising busy bees, and general maintenance for the School;
- 'Member'** means a financial member of the School;
- 'President'** means the President of the Board, who will also act as Chairperson;
- 'Secretary'** means the person responsible for the record keeping of the Board meetings and functions;
- 'School'** means the association of Hensman Street Pre-School Group Incorporated, also known as Hensman Street Elementary;
- 'School Development Manager'** means an employee of the School appointed by the Board. The School Development Manager is responsible for the day-to-day administration and operations of the School;
- 'Special General Meeting'** means a general meeting other than the Annual General Meeting;
- 'Special resolution'** is a resolution that is passed by a majority of not less than three quarters (75%) of the members who are present at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given;
- 'The Act'** means the Associations Incorporation Act 2015;
- 'Treasurer'** means the person responsible to administer the financial assets and liabilities of the Association;
- 'Vice President'** means the Vice President of the Board, who will also act as Vice Chairperson;

A reference to **'notice'**, **'writing'** or **'printing'** shall unless the contrary intention appears, be construed as including references to lithography, photography and other modes of representing or reproducing words or notices in a visible form, including messages or notices sent by electronic mail, electronic networking forums and mobile phone texting.

2.2 In this Constitution:

- a) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- b) words importing the singular include the plural and vice versa;
- c) words importing any gender include the other genders;
- d) references to persons include corporations and bodies politic;
- e) references to a person include the legal personal representatives, successors and permitted assigns of that person;

- f)** a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- g)** a reference to 'notice', 'writing' or 'printing' shall, unless the contrary intention appears, be construed as including references to lithography, photography and other modes of representing or reproducing words or notices in a visible form, including messages or notices sent by electronic mail, electronic networking forums and mobile phone texting;
- h)** Where there is any inconsistency between this Constitution or other rules or policies of the School, this Constitution shall take priority.

2.3 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution.

2.4 The interpretation of this Constitution is always subject to the Act.

3. Objects

- 3.1 The School Philosophy is 'Our community school is a rich and creative environment where children have the time and space to play, learn and thrive'.
- 3.2 The School mission statement is 'Coming together today, to enrich learning for tomorrow'.
- 3.3 The objects and purposes of the School are as follows –
- a) to operate a not for profit organisation known as Hensman Street Elementary;
 - b) to provide an Early Childhood Program and primary school education in accordance with funding guidelines and Government regulations;
 - c) to promote the well-being and care of children and families;
 - d) to provide and maintain suitable grounds, buildings and equipment for such purposes; and
 - e) to do all such other things as may be incidental to the attainment of such objects.
- 3.4 No portion of that property or income may be paid, transferred or otherwise distributed, directly or indirectly, to a member of the School, except in good faith in the promotion of those objects or purposes. Nothing herein shall prevent the fair and appropriate payment of remuneration to any employee of the School, any other person or member of the School in return for the required services rendered to the School.
- 3.5 The property and income of the School must be applied solely towards the promotion of the objects or purposes of the School and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the School, except in good faith in the promotion of those objects or purposes.
- 3.6 A payment may be made to a member out of the funds of the School only if it is authorised under subrule (3).
- 3.7 A payment to a member out of the funds of the School is authorised if it is:
- a) the payment in good faith to the member as reasonable remuneration for any services provided to the School, or for goods supplied to the School, in the ordinary course of business; or
 - b) the payment of interest, on money borrowed by the School from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) the payment of reasonable rent to the member for premises leased by the member to the School; or
 - d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the School.

4. Powers of the School

The School may do all things necessary or convenient for carrying out the objects and purposes, and in particular, may -

- 4.1 acquire, hold and deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest, borrow and deal with its funds;

- 4.4 spend recurrent funding and grants in accordance with state and commonwealth guidelines
- 4.5 enter into contracts it considers necessary or desirable;
- 4.6 employ , performance manage or dismiss staff in line with work agreement obligations; and
- 4.7 enter into any other contract or do any other thing that the School considers necessary or desirable, which is incidental for the attainment of the objects or purposes of the School.

5. Membership

- 5.1 Membership of the School shall be divided into three categories –
 - a) **Current Members** – those parents or guardians whose children are enrolled and attending the School in the current financial year;
 - b) **Community Members** – those who have an interest in the school; may include past and future parents, local council or community members; and
 - c) **Life time Members** – those who have served on the Board for a period of no less than five years, does not need to be concurrent. Life time membership will be issued at the discretion of the Board.

All Members are required to be financial at all times and membership fees will be determined from time to time by the Board;
- 5.2 All members are encouraged to read this Constitution prior to the Annual General Meeting;
- 5.3 All staff are ex-officio members of the School;
- 5.4 Membership may be terminated at the end of the financial year or by four (4) weeks written notice;
- 5.5 Membership will not be available to persons whose conduct is considered detrimental to the interests of the School or to persons who bring the School into disrepute;
- 5.6 Each ordinary member of the School has one vote at a general meeting of the School. In the case of a custody order, the member listed as Parent/Guardian 1 receives the vote.
- 5.7 Each Member shall be:
 - a) bound by the Constitution, rules, codes of conduct and policies of the School;
 - b) liable for such fees, charges, fines and subscriptions as may be fixed by the School from time to time;
 - c) entitled to all advantages and privileges of membership; and
 - d) entitled to hold office in the School.
- 5.8 The liability of the Members of the School is limited.
- 5.9 Any Member who has not paid all monies due and payable by that Member to the School shall (subject to the Board’s discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board’s discretion. In the meantime, the Member shall have no automatic obligation to resign from the School, and shall be dealt with in the Board’s discretion, which includes the right to expel, suspend, disqualify, fine or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.
- 5.10 The Secretary must keep a record, for at least one year after a person ceases to be a member, of –
 - a) the date on which the person ceased to be a member; and
 - b) the reason why the person ceased to be a member.
- 5.11 The rights of a member are not transferable and end when membership ceases.

6. Board

6.1 The School Board shall consist of

- President
- Vice President
- Treasurer
- Secretary
- Grants Coordinator
- Compliance Director
- Curriculum Director
- School Development Manager

all of whom must be members of the School.

6.2 Election of members to the Board

- a) Members are elected to the Board at the Annual General Meeting or at a Special General Meeting by a simple majority of those present and entitled to vote. Votes may also be received prior to the meeting via email;
- b) Incoming members can nominate for a position prior to or at the Annual General Meeting;
- c) Board members generally serve for two (2) years, however in the first year following acceptance of this Constitution, positions will be selected for one (1) or two (2) year terms.
- d) All members of the Board must be considered fit and proper, and must in any event hold a current National Police Clearance certificate;
- e) All members have a duty to:
 - a) Care and diligence;
 - b) Act in the best interests of the association and for a proper purpose; and
 - c) Not misuse their position or information
- f) A nominated member may be ineligible from sitting on the Board whereby they:
 - a) Are an undischarged bankrupt or whose affairs are under insolvency law;
 - b) Have been convicted with an offence involving fraud or dishonesty punishable on conviction by three months or more imprisonment; and
 - c) Have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties under law.
- g) A member of the Board may be removed from the Board if the conduct of that member is considered detrimental to the School and a vote of no confidence is reached by means of a majority vote by the School Board. In the case of an even vote, the Chairperson or the elected Chairperson has the casting vote. The member will be given written notice detailing the conduct and reason for removal from the Board.
- h) A member cannot serve on the Board if, as a result of prior service on the Board, an adverse legal finding has resulted from decisions or actions taken by that Board;
- i) Resignation from the Board must be made in writing to the President or Vice President and it will be at the Board's discretion whether the vacated position will be re-filled;
- j) No person shall hold more than one position or office on the Board at any one time.

6.3 Powers of the Board

In addition to the powers conferred under the Act, the Board shall have the power to:

- a) employ persons as members of the staff of the School on terms and conditions approved by the Board;
- b) administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- c) fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- d) enter into contracts on behalf of the School;
- e) adjudicate on all matters brought before it which in any way affect the School;
- f) make, amend and rescind rulings and policies;
- g) establish and appoint any sub-committee as required for specific purposes;
- h) construct any building or structure for the benefit of the School or make any improvements to the premises or grounds of the School facility, with the approval of the Board;
- i) purchase or take a lease or licence of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities;
- j) establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students; and
- k) do all those acts and things incidental to the exercise of these powers.
- l) The Board's powers must be exercised in accordance with the requirements of the Act and this Constitution.

6.4 Functions of the Board

In the context of the Board's responsibility for the governance and strategic planning of the School, the Board will perform the following functions -

- a) Involve the School community in the governance of the School by:
 - providing a focus and a forum for the involvement of parents and the School community;
 - ascertaining the educational needs of the local community and the attitude of the local community to educational developments within the School;
 - ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified;
- b) Set the broad direction and vision of the School;
- c) Ensure the maintenance of a satisfactory standard of education;
- d) Strategic planning for the School including –
 - developing, monitoring and reviewing the objectives and targets of the strategic plan;
 - considering, guiding and monitoring human resource and asset management plans.
- e) Determine policies for the School including policies for the safety, welfare and discipline of students;
- f) Determine the application of the total financial resources available to the School including the regular review of the budget;
- g) Be responsible for the financial management of the School;
- h) Determine and implement all expenditure on capital projects; and
- i) Report to the School community on:
 - the strategic plan;
 - the finances of the School;
 - the Board's operations.

- j) The Board is responsible for the employment, performance management and dismissal of the Curriculum Director and delegates the development and writing of the school curriculum to the Curriculum Director, in accordance with the functions outlined in rule 7.6 of this Constitution.
- k) The Board is responsible for the employment, performance management and dismissal of the School Development Manager and delegates the day-to-day administration and operations of the School to the School Development Manager, in accordance with the functions outlined in rule 7.7 of this Constitution.
- l) The Board is responsible for overseeing the proper care and maintenance of any property owned by the School.
- m) 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 children and students.
- n) The Board may raise money for School related purposes.
- o) The Board may do all those acts and things incidental to the exercise of these functions.
- p) The Board's functions must be exercised in accordance with legislation, administrative instructions and this constitution.

6.5 Administration of the Board

a) Audited Accounts and Records

The School accounts shall be maintained on a regular basis and reported to the Board at each Board Meeting. The School must prepare financial reports that give a true and fair view of the financial position of the association in accordance with Australian Accounting Standards.

The accounts will be audited annually by a registered auditor. The auditor should be a member of a professional accounting body and should not be related to the Treasurer nor be a current member of the School.

b) Maintaining a Register of Members

The School shall also keep and maintain a register of members of the School in accordance with the Act.

As per the requirements of the Associations Incorporation Act 2015, the School must provide a copy of the members to any financial member who requests it. However, prior to the release of such information, the School requires a signed statutory declaration, setting out the purpose for which the copy of the Register of members is required. If a member requests that the School provide them with a copy of the Register, the School is permitted to charge the member a reasonable amount, as determined by the Board.

c) Common Seal

The School shall have a common seal, on which its corporate name appears in legible characters. The common seal shall remain in the custody of the Secretary and must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book.

The common seal shall not be affixed to any deed or other document except by instruction from the Board, and then in the presence of the President and/or Vice President. All deeds, instruments or documents to which the common seal of the School is to be affixed shall be signed by the President and/or Vice President and countersigned by the Secretary and recorded in the common seal register.

7. Positions on the Board

7.1 President and Vice President

The offices of President and Vice president shall be for two (2) year voluntary terms

- a) The President must preside at all General Meetings and Board meetings.
- b) In the event of the absence from a General Meeting or Board meeting of both the President and the Vice President, a member elected by the other members present at the General Meeting or Board meeting (as the case may be), may take the chair.

- c) The President or the Vice President, or a Board member elected by the other Board members present to chair the Board meeting (as the case may be), must ensure the Board assumes the following functions -
- The School is adhering to the National Quality Standards;
 - oversee the Registration process with the Department of Education Services with the Compliance Director and School Development Manager;
 - Oversee all Human Resource aspects with the Curriculum Director and School Development Manager; and
 - Oversee, implement and develop the School's strategic plan.

7.2 Treasurer

The office of Treasurer shall be a two (2) year voluntary term

The Treasurer shall -

- a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of the School and must issue receipts and pay all monies into an account or accounts of the School as the Board may from time to time direct;
- b) make payments from the funds of the School with the authority of a General Meeting or the School and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as authorised by the Board;
- c) comply on behalf of the Act with respect to the accounting records of the School by -
 - maintaining such accounting records to correctly record and explain the financial transactions and financial position of the School;
 - maintaining its accounting records in such a manner as will enable true and fair accounts of the School to be prepared from time to time;
 - maintaining its accounting records in such a manner to enable true and fair accounts of the School to be conveniently and properly audited;
 - submitting to members at each annual general meeting of the School, the accounts of the board showing the financial position as at the end of the immediately preceding financial year;
 - whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the School; and
 - perform such other duties as are imposed by these rules or the Board on the Treasurer.

7.3 Secretary

The office of Secretary shall be a two (2) year voluntary term

The Secretary shall -

- a) co-ordinate the correspondence of the Board;
- b) keep full and correct minutes of the proceedings of the Board ;
- c) comply on behalf of the Act with respect to the register of members of the Board;
- d) comply on behalf of the Act by keeping and maintaining in an up-to-date condition, the rules of the Board and, upon the request of a member of the Board, must make available those rules for the inspection of the member. The member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose;
- e) comply on behalf of the Act by maintaining a record of –

- the names and residential or postal addresses of the persons who hold the offices of the School provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Board;
- the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Board;
- the Secretary must, upon the request of a member of the Board, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Board, to be kept and maintained by, or in the custody of, the Secretary; and
- perform such other duties as are imposed by these rules on the Secretary.

7.4 Grants Coordinator

The office of Grants Coordinator is a two (2) year voluntary term

The Grants Coordinator shall –

- a) work closely with the School Development Manager and Curriculum Director to develop an annual plan for Grant applications;
- b) complete and submit all necessary applications for grant monies; and
- c) comply with all grant conditions and submit the acquittal on behalf of the Board.

7.5 Compliance Director

The office of Compliance Director is a two (2) year voluntary term

The Compliance Director shall –

- a) be responsible for the maintenance and development of School policies in conjunction with the Curriculum Director and School Development Manager;
- b) oversee the Registration process with the Department of Education Services with the President and School Development Manager;
- c) perform, request or inspect periodic audits of the compliance with the School policies and procedures by all involved parties.

7.6 Functions of the Curriculum Director

- a) The Curriculum Director is employed and answerable to the Board for providing educational leadership and curriculum development in the School, and for other general responsibilities as required by the School Board.
- b) The Curriculum Director is an ex-officio member of the Board with voting rights.

7.7 Functions of the School Development Manager

- a) The School Development Manager is employed and answerable to the Board for the daily administration and operations of the School, and for other general responsibilities as required by the School Board.
- b) The School Development Manager is an ex-officio member of the Board with voting rights.

8. Meetings

8.1 Annual General Meeting

- a) The Annual General Meeting shall be held within four (4) months after the end of the financial year. Incoming members will be notified via email no less than twenty one (21) calendar days prior to the Annual General Meeting. All financial members are requested to attend the Annual General Meeting, which shall be chaired by the President or (in his or her absence), the Vice President.
- b) The quorum for the AGM, shall be a minimum of twenty (20) Members.
- c) If, at the end of 30 minutes after the scheduled commencement time, there is no quorum, then the meeting shall be adjourned (at the discretion of the chairman of that meeting) for between seven (7) and fourteen (14) days. If at such adjourned meeting there is again no quorum, those Members present shall be competent to discharge the business of the meeting.
- d) The business at the AGM shall be:
 - Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of President's Report
 - Adoption of President's Report
 - Presentation of Financial Statements and Auditor's, Reviewer's or Independent Reviewer's Report for the Financial Year (as the case may be);
 - Adoption of Financial Statements, Auditor's, Reviewer's or Independent Reviewer's Report for the Financial Year (as the case may be);
 - Curriculum Director's report on the current year's program outline;
 - Notices of Motion (if any, including any proposed changes to the Constitution)
 - Election of Board members as required;
 - The appointment of an Auditor;
 - General business;
 - Closure;

8.2 General Meetings

- a) General Meetings may be called by the School Board or at the request of the President and Secretary or on the written request of at least five percent (5%) of all Members of the School, where such request clearly sets out the business for which the meeting is required to be called.
- b) The Secretary shall give at least seven (7) days notice in writing to all Members of the date of any General Meeting. The Notice of General Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
- c) All financial Members may attend a General Meeting, which shall be chaired by the President or (in his or her absence) the Vice President.
- d) The quorum at a General Meeting shall be a minimum of twenty (20) Members.

8.3 Board Meetings

- a) Board Meetings are to be held as often as required, on a regular basis and no less than eight (8) times per year. Board Meetings shall be held to discuss the operation of the School as well as planning for the future. A quorum of the Board shall be four (4) of its members. The Secretary shall take proper minutes of all proceedings of all general meetings and Board Meetings to be taken and entered in the minute book. The minutes of all General Meetings and Board Meetings must be accepted as true and correct at the next succeeding General Meeting or Board meeting.
- b) Any member may request that an item be added to the agenda of a Board Meeting and it is the responsibility of the Board to address the request and report the outcome to the member.
- c) The President or two (2) members of the Board may call a meeting of the Board. Notice of the meeting shall be given at the previous Board Meeting or by giving seven (7) days written notice or in an emergency such shorter notice as deemed practical.

9. Voting at School Meetings

Voting powers at the Annual General Meeting and General Meetings

- 9.1 Unless otherwise required in this Constitution, all decisions at Annual General Meetings and General Meetings will be made by a simple majority vote on a show of hands.
- 9.2 Subject to Rule 9.4, at Annual General Meetings and General Meetings, each individual financial Member present shall have one (1) vote per ordinary child enrolment.
- 9.3 At Annual General Meetings, General Meetings and Board Meetings, the President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 9.4 The School Board may adopt and use a proxy form for use by Members for any Annual General Meeting or General Meeting (but not Board meetings). Any such proxy form shall be in such form as the School Board may determine and, if used, must be sent to Members with the Notice of Meeting. Proxies may be returned by post, email or fax and shall be collated and counted just prior to the commencement of the meeting.

Voting powers at Board Meetings

- 9.5 Unless otherwise required in this Constitution, all decisions at School Board Meetings will be made by a simple majority vote on a show of hands.
- 9.6 At Board meetings, each individual committee member present shall have one (1) vote.
- 9.7 At School Board meetings, the President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

10. Auxiliary Positions

The School may be assisted by auxiliary roles, all of whom must be members of the school. Members are voted in at the Annual General Meeting, at a General Meeting or appointed by the Board and may be requested to attend Board meetings. These positions may consist of –

- Grounds/Maintenance Coordinator
- Class Representatives
- IT Support Person
- Other positions may be appointed as required

11. Grievance Procedure

11.1 Grievance by a Member

Where a Member of the School has a grievance with another Member or with the School or with a Board Member of the School (but not being any of the grounds set out in Rules 5 and 6.2.7) and that Member considers the grievance warrants investigation and action by the School, the Member shall follow the procedure set out in this Rule.

11.2 Grievance by a Member

The Member shall contact the Registrar regarding the grievance and ask that it be formally dealt with under this Rule. The Registrar will ask that person to put the grievance in writing and forward it to the School Board. The School Board will, on receipt of the written grievance, refer the grievance to the School's grievances officer ('Grievances Officer'), who shall be appointed by the School Board. The identity of the nominated Grievances Officer will be communicated to the relevant Member.

11.3 Action by Grievances Officer

Where a grievance has been received by the Grievances Officer, he or she shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.

- a) Whereby the Grievances Officer determines the grievance is legitimate, he or she shall take all reasonable steps to resolve the grievance.

- b) Whereby the Grievances Officer determines the grievance is not legitimate, he or she shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination, they may take whatever further action they consider necessary or appropriate.
- c) Whereby the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature, the Grievances officer shall report the grievance to the School Board for further action.
The parties involved will be directed to a mutually agreed independent third party for arbitration.
- d) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation, shall be confidential and may be communicated only to the School Board, unless further action is needed to resolve the matter, whereupon such information will only be disclosed on a 'need to know' basis.

12 Process for Altering or Adding to the Constitution

- 12.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting or a General Meeting called for that purpose. Notices of all motions to alter, repeal or add to the Constitution (hereafter referred to as 'Constitution Change Motions') shall be given to Members at least twenty one (21) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 12.2 The Secretary shall forward all Constitution Change Motions to each member of the Board at least twenty one (21) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 12.3 Constitution Change Motions, or any part thereof, shall be of no effect unless passed by a special resolution being seventy five percent (75%) majority of those present and entitled to a vote at the Annual General Meeting or General Meeting, as the case may be.
- 12.4 Within one (1) month of the passing of a Constitution Change Motion, the Secretary shall notify the relevant government department of the amendment to the Constitution.
- 12.5 Alterations to the School's policies may be made at Board meetings, provided that at least seven (7) days written notice of the proposed alterations have been duly notified to members of the Board prior to the meeting. Any such alterations shall be notified in writing to Members as soon as practicable.

13 Dissolution

13.6 Process for Winding up the School

- a) The School may be wound up voluntarily if it is solvent and resolves by Special Resolution that it be wound up voluntarily.
- b) If, on the winding up of the School, any property of the School that remains after satisfaction of the debts and liabilities of the School and the costs, charges and expenses of that winding up, shall be distributed:
 - i. to another incorporated association having objects similar to those of the School;
 - ii. for charitable purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board to prepare a distribution plan for the distribution of the surplus property of the School;
 - iii. an incorporated association;
 - iv. an organisation that holds a current licence under the Charitable Collections Act 1946;
 - v. an organisation that is a member or former member of the School and whose rules prevent the distribution of property to its members; or
 - vi. a non-distributing cooperative registered under the Cooperatives Act 2009.
- 13.7 The School shall not be dissolved except by Special Resolution passed by three quarters (75%) of members present and entitled to vote at the general meeting called for that purpose. No less than 28 days written notice including notice of the proposed dissolution must be given to all members.