CONSTITUTION

MARGARET RIVER MONTESSORI SCHOOL (INC)
CONSTITUTION

1 NAME OF SCHOOL

1.1 The name of the School is the Margaret River Montessori School (Inc).

2 DEFINITIONS

2.1 In these rules, unless the contrary intention appears:

“Council Meeting” means meeting referred to in paragraph 17.1

“Council Member” means person referred to in paragraph 10.1.1, 10.1.2, 10.1.3, 10.1.4, 10.1.5, and 10.1.6;

“Financial Year” means the period commencing 1st January and ending 31st December each year;

“General Meeting” means a meeting convened under paragraph 18;

“Member” means member of the Association;

“Ordinary Resolution” means a resolution other than a special resolution;

“Special Resolution” has the meaning given by Section 24 of the Act;

“The Act” means the ‘Associations Incorporations Act 1987’;

“The Chairperson” means:

2.1.1 In relation to the proceedings at a Council meeting or general meeting, the person presiding at the Council meeting or general meeting in accordance with paragraph 13; or

2.1.2 Otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph 10.1.1 or, if that person is unable to perform their functions, the Vice-Chairperson;

“The Council” means the School Council referred to in paragraph 10.1;

“The Secretary” means the Secretary referred to in paragraph 10.1.3;

“The Association” means The Margaret River Montessori School Inc;

“The Treasurer” means the Treasurer referred to in paragraph 10.1.4;

“The Vice-Chairperson” means the Vice-Chairperson referred to in the paragraph 10.1.2.
3 OBJECTS

3.1 The objects of the Association are:

3.1.1 to operate a school known as ‘Margaret River Montessori School (Inc)’

3.1.2 to provide an environment that fosters and develops a Montessori educational framework to provide students with the opportunity to reach their full educational potential; and

3.1.3 to involve the school community in the governance of the school to strengthen and support public education in the community;

3.1.4 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 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 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.

4 POWERS OF THE ASSOCIATION

4.1 In addition to the powers conferred under the Act, the Association may:

4.1.1 Employ persons as members of the staff of the school on terms and conditions approved by the Council;

4.1.2 enter into contracts on behalf of the Association;

4.1.3 construct any building or structure for the benefit of the school or make any improvements to the premises or grounds of the school, with the approval of the Council;

4.1.4 purchase or take a lease or license of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities;

4.1.5 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.

4.1.6 do all those acts and things incidental to the exercise of these powers.
4.2 The Association's powers must be exercised in accordance with the requirements of the Act and this Constitution.

5 QUALIFICATION FOR MEMBER OF THE ASSOCIATION

5.1 The membership of the Association shall comprise of fully paid up, current members of the Association, with a maximum of 2 members per family, and such other persons as may be co-opted from time to time as the Council shall think fit.

6 REGISTER OF MEMBERS OF THE ASSOCIATION

6.1 The Council Secretary shall on behalf of the Association keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at their place of residence.

6.2 The Council Secretary shall cause the name of a person who dies or who ceases to be a member under paragraph 7.3, 8.1 or 9 to be deleted from the register of members referred to in paragraph 6.1.

7 SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION

7.1 The Council may determine from time to time the amount (if any) of the entrance fees and subscriptions payable by members provided that no increase in fees or subscriptions shall be made by the Council unless sanctioned by a general meeting of members.

7.2 Each member shall pay as the initial part of school fees for each year the membership fee. If a member does not have any fee paying students at the school the member can make a payment to the Treasurer, annually on or before 1st January or such other date as the Council from time to time determines, the amount of the subscription determined under paragraph 7.1.

7.3 Subject to paragraph 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under paragraph 7.2 ceases on the expiry of that period to be a member, unless the Council decides otherwise.

7.4 A member is a financial member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under paragraph 7.2 or within 3 months thereafter.

8 RESIGNATION OF MEMBERS OF THE ASSOCIATION

8.1 A member who delivers notice in writing of their resignation from the Association to the Secretary or another Council member ceases on that delivery to be a member.
8.2 A person who ceases to be a member under paragraph 8.1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9 EXPULSION OF MEMBERS OF THE ASSOCIATION

9.1 If the Council considers that a member should be expelled from membership of the Association because of their conduct detrimental to the interests of the Association, the Council shall communicate, either orally or in writing, to the member –

9.1.1 notice of the proposed expulsion and of the time, date and place of the Council meeting at which the question of that expulsion will be decided; and

9.1.2 particulars of that conduct, not less than thirty (30) days before the date of the Council meeting referred to in paragraph 9.1.1.

9.2 At the Council meeting referred to in a notice communicated under paragraph 9.1, the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

9.3 Subject to paragraph 9.5, a member who is expelled under paragraph 9.2 from membership of the Association ceases to be a member fourteen (14) days after the day on which the decision so to expel him or her is communicated to him or her under paragraph 9.2.

9.4 A member who is expelled under paragraph 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of fourteen (14) days referred to in paragraph 9.4.

9.5 When notice is given under paragraph 9.4 –

9.5.1 the Association in a general meeting may, after having afforded the member who have that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Council to expel that member; and

9.5.2 the member who gave that notice does not cease to be a member unless and until the decision of the Council to expel him or her is confirmed under this paragraph.
10 SCHOOL COUNCIL

10.1 The affairs of the Association shall be managed exclusively by a School Council, consisting of –

10.1.1 a Chairperson;

10.1.2 a Vice-Chairperson;

10.1.3 a Secretary;

10.1.4 a Treasurer;

10.1.5 the Principal Teacher of the School ex-officio;

10.1.6 a maximum of two (2) ex-officio representatives from the Margaret River Montessori Parents and Friends Association.

10.1.7 other persons nominated by the General Members of the Association.

All of whom, other than the Principal, shall be members of the Association elected to membership of that Council at the inaugural meeting or at an annual general meeting or appointed under paragraph 10.8.

10.2 At each annual general meeting, the three (3) Council members who have served for longer periods than the other Council members shall cease to be Council members, but shall be eligible for re-election to membership of the Council.

10.3 Subject to paragraph 10.4, a person is not eligible for election to membership of the Council unless a member has nominated them for election by delivering notice in writing of that nominated, signed by –

10.3.1 The nominator; and

10.3.2 The nominee to signify their willingness to stand for election,

To the Secretary not later then 5 pm of the day prior to the general meeting being held.

10.4 Paragraphs 10.3 and 10.6 do not apply to or in relation to a person who is eligible for re-election under paragraph 10.2.

10.5 A person who is eligible for election or re-election under this rule may at the annual general meeting concerned –

10.5.1 Propose or second himself or herself for election or re-election; and

10.5.2 Vote for themselves.
10.6 The Secretary shall ensure that notice of persons seeking election is given to those members of the calling of the annual general meeting at which that election is to be held.

10.7 If the number of persons nominated for election to membership of the Council does not exceed the number of vacancies in that membership to be filled –

10.7.1 The Secretary shall report accordingly to; and

10.7.2 The Chairperson shall declare those persons to be duly elected as members of the Council at,

that annual general meeting.

10.8 When a casual vacancy within the meaning of paragraph 16 occurs in the membership of the Council, the Council may appoint a member to fill out that vacancy.

11 FUNCTIONS OF THE COUNCIL

11.1 In the context of the Council's responsibility for the governance of the school, the Council will perform the following functions:

11.1.1 Involve the school community in the governance of the school by:

11.1.1.1 providing a focus and a forum for the involvement of parents and the school community;

11.1.1.2 ascertaining the educational needs of the local community and the attitude of the local community to educational developments within the school; and

11.1.1.3 ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified.

11.1.2 set the broad direction and vision of the school.

11.1.3 strategic planning for the school including:

11.1.3.1 developing, monitoring and reviewing the objectives and targets of the strategic plan; and

11.1.3.2 considering, approving and monitoring human resource and asset management plans.

11.1.4 determine all policies for the school including policies for the safety, welfare and discipline of students.

11.1.5 determine the application of the total financial resources available to the school including the regular review of the budget.

11.1.6 determine and implement all expenditure on capital projects.
11.1.7 report to the school community on:

11.1.7.1 the strategic plan;
11.1.7.2 the finances of the school;
11.1.7.3 the association’s operational plans and the Council’s operations.

11.2 The Council is responsible for the employment, disciplining and dismissal of the Principal.

11.3 The Council is responsible for overseeing the proper care and maintenance of any property owned by the Association.

11.4 The Council 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

11.5 The Council may raise money for school related purposes.

11.6 The Council may do all those acts and things incidental to the exercise of these functions.

11.7 The Council’s functions must be exercised in accordance with legislation, administrative instructions and this constitution.

12 FUNCTIONS OF THE PRINCIPAL

12.1 The Principal is answerable to the Council 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.

12.2 The Principal must:

12.2.1 implement the educational plans and school policies;
12.2.2 be responsible for the recruitment, engagement, discipline and dismissal of all teaching and administration staff.
12.2.3 provide accurate and timely reports, information and advice relevant to the Council’s functions;
12.2.4 report on learning, care, training and participation outcomes;
12.2.5 supervise and promote the development of staff;
12.2.6 be responsible for the day to day financial, physical and human resource management of the school;
12.2.7 be an ex-officio, non voting member of Council;
13 CHAIRPERSON

13.1 Subject to this rule, the Chairperson shall preside at all general meetings and Council meetings.

13.2 In the event of the absence from –

13.2.1 a general meeting of –

13.2.1.1 the Chairperson, the Vice-Chairperson shall preside

13.2.1.2 both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting;

Or

13.2.2 a Council Meeting of –

13.2.2.1 the Chairperson, the Vice-Chairperson shall preside

13.2.2.2 both the Chairperson and the Vice-Chairperson, a Council member elected by the other Council members present,

Shall preside at the general meeting or Council meeting, as the case requires.

14 SECRETARY

14.1 The Secretary shall –

14.1.1 co-ordinate the correspondence of the Association;

14.1.2 keep full and correct minutes of the proceedings of the Council and of the Association;

14.1.3 comply on behalf of the Association with –

14.1.3.1 Section 27 of the Act in respect of the register of members of the Association;

14.1.3.2 Section 28 of the Act in respect of the rules of the Association; and

14.1.3.3 Section 29 of the Act in respect of the record of the officeholders, and any Trustees, of the Association;

14.1.4 have custody of all books, documents, records and registers of the Association, including those referred to in paragraph 14.1.3, other than those required by paragraph 15 to be kept and maintained by, or in the custody of, the Treasurer; and
14.1.5 person such other duties as are imposed by these rules on the Secretary.

15 TREASURER

15.1 The Treasurer shall –

15.1.1 be responsible for the receipt of all monies paid to, received by, or on behalf of the Association and shall issue receipts for monies in the name of the Association;

15.1.2 pay all moneys referred to in paragraph 15.1.1 into an account the bank account approved by the Council. Cheques drawn on any such account shall be signed by staff approved by the council;

15.1.3 comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the Accounting records of the Association;

15.1.4 whenever directed to do so by the Chairperson, submit to the Council a report, balance sheet or financial statement in accordance with that direction;

15.1.5 have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs 15.1.4 and 15.1.5; and

15.1.6 perform such other duties as are imposed by their rules on the Treasurer.

16 CASUAL VACANCIES IN MEMBERSHIP OF COUNCIL

16.1 A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member –

16.1.1 dies;

16.1.2 resigns by notice in writing delivered to the Chairperson or, if the Council member is the Chair-person, to the Vice-Chairperson;

16.1.3 is convicted of an offence under the Act;

16.1.4 is permanently incapacitated by mental or physical ill-health;

16.1.5 is absent from more than –

16.1.5.1 3 consecutive Council meetings; or

16.1.5.2 3 Council meetings in the same financial year,

Of which he or she has received notice without tending an apology to the person presiding at each of those Council meetings;
17 PROCEEDINGS OF COUNCIL

17.1 The Council shall meeting together for the dispatch of business not less than once in each calendar month, unless agreed by the council, and the Chairperson may at any time convene a meeting of the Council.

17.2 Each Council member, except the ex-officio members, has a deliberative vote.

17.3 A question arising at a Council meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Council meeting shall have a casting vote in addition to their deliberative vote.

17.4 At a Council meeting 4 voting Council members constitute a quorum.

17.5 Subject to these rules, the procedure and order of business to be followed at a Council meeting shall be determined by the Council members present at the Council meeting.

17.6 A Council member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that Section.

18 GENERAL MEETINGS

18.1 The Council shall –

18.1.1 at any time convene a special general meeting;

18.1.2 convene an annual general meeting within the time limits provided for the holding of annual general meetings by Section 23 of the Act; and

18.1.2.1 receiving a request in writing to do so from not less than ten percent (10%) of members, convene a special general meeting for the purpose specified in that request; or

18.1.2.2 the Secretary receiving a notice under paragraph 9.4, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

18.2 The members making a request referred to in paragraph 18.2.1 shall –

18.2.1 state in that request the purpose for which the special general meeting concerned is required; and

18.2.2 sign that request.
18.3 If a special general meeting is not convened within the relevant period of thirty (30) –

18.3.1 the members who, in paragraph 18.2.1, made the request may themselves convene a special general meeting as if they were the Council.

18.4 When a special general meeting is convened under paragraph 18.3.1 or 18.3.2 –

18.4.1 the Council shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and

18.4.2 the Association shall pay the reasonable expenses of convening and holding the special general meeting.

18.5 Subject to paragraph 18.8, the Secretary shall give to all members not less than fourteen (14) days notice of a general meeting and of any motions to be moved at the general meeting. There will be no extra motions put forward. Other than those already under notice.

18.6 A notice given under paragraph 18.5 shall specify –

18.6.1 when and where the general meeting concerned is to be held; and

18.6.2 particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

18.7 In the case of an annual general meeting, the order in which business is to be transacted is –

18.7.1 first, the consideration of the accounts and reports of the Council;

18.7.2 second, the election of Council members to replace outgoing Council members; and

18.7.3 third, any other business requiring consideration by the Association in a general meeting.

18.8 The Secretary shall give to all members not less than twenty one (21) days notice of a general meeting at which a special resolution is to be proposed and other motions to be moved at that general meeting.

18.9 The Secretary may give a notice under paragraph 18.5 or 18.8 by –

18.9.1 serving it on a member personally; or

18.9.2 sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
18.10 When a notice is sent by post under paragraph 18.9.2, sending of the notice shall be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

**19 QUORUM IN PROCEEDING AT GENERAL MEETING**

19.1 At a general meeting six (6) members present in person or by proxy to constitute a quorum.

19.2 If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under paragraph 18.5 or 18.8 –

19.2.1 as a result of a request or notice referred to in paragraph 18.1.3 or as a result of action taken under paragraph 18.3 a quorum is not present, the general meeting lapses; or

19.2.2 otherwise than as a result of a request, notice or action referred to in paragraph 19.2.1, the general meeting stands adjourned to a nominated time and place as determined by the Council.

19.3 If within thirty (30) minutes of the time appointed by paragraph 19.2.2 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

19.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

19.5 The shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

19.6 When a general meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under paragraph 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.

19.7 At a general meeting –

19.7.1 an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

19.7.2 a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
19.8 A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with paragraph 19.9.

19.9 At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded shall be taken in such manner as the Chairperson directs.

19.10 If a poll is demanded and taken under paragraph 19.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

19.11 A poll demanded under paragraph 19.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

20 MINUTES OF MEETING OF THE ASSOCIATION

20.1 The Secretary shall cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Council meeting, as the case requires, in a minute register kept for that purpose.

20.2 The Chairperson shall ensure that the minutes taken of a general meeting or Council meeting under paragraph 20.1 are checked and signed as correct by the Chairperson of the general meeting or Council meeting to which those minutes relate or of the next succeeding general meeting or Council meeting, as the case requires.

20.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –

20.3.1 the general meeting or Council meeting to which they relate (in this subrule called “the meeting”) was duly convened and held;

20.3.2 all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

20.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.
21 VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

21.1 Subject to these rules, each Member present in person or by proxy at a general meeting is entitled to a deliberative vote.

21.2 All votes, other than a change to the constitution of the association, are resolved by a majority vote. Changes to the constitution require a 75% majority.

22 PROXIES OF MEMBERS OF THE ASSOCIATION

22.1 A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

23 RULES OF THE ASSOCIATION

23.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.

23.2 These rules bind every member and the Association to the same extent as if every member and the Association has signed and sealed these rules and agrees to be bound by all their provisions.

24 COMMON SEAL

The School shall have a Common Seal and it shall be held by the Chairperson or (at his or her discretion) by the Secretary and shall only be affixed to any deed, document or writing after a resolution to that effect has been passed by the Council and every such deed, document or writing shall be signed by the Chairperson and the Secretary. In the event of the Chairperson being absent from any such meeting the acting Chairperson may sign in her or his place. If necessary an acting secretary may sign in the place of the Secretary.

25 INSPECTION OF RECORDS, ETC OF THE ASSOCIATION

25.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
26 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

26.1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed –

26.1.1 to another incorporated association having objects similar to those of the Association; or

26.1.2 for charitable purposes,

Which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorizing and directed the Council under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

26.2 The Association will indemnify any member of the Council or any servant or agent of the Association against all claims, demands, proceedings, costs and expenses incurred by them in consequence of carrying out in good faith their duties and obligations to the Association or under this constitution.