



**GOLDFIELDS BAPTIST COLLEGE
CONSTITUTION
2019**

Constitution of Goldfields Baptist College Association Inc.

Table of Contents

Preamble 5

Preliminary 5

 1. Name of the Association 5

 2. Definitions 5

 3. Financial year 5

Christian Character 6

 4. Statement of Faith 6

 5. Statement of Life and Conduct 7

 6. Final Authority for Matters of Belief and Conduct 7

Charitable Purposes and Powers 8

 7. Objects of the Association 8

 8. Not-for-profit body 8

 9. Powers of the Association 9

Membership of the Association 9

 10. Eligibility for membership 9

 11. Applying for membership 9

 12. Dealing with membership applications 9

 13. Becoming a member 10

 14. Types of membership 10

 15. When membership ceases 10

 16. Resignation 10

 17. Rights not transferable 11

 18. Membership fees 11

 19. Register of members 11

 20. Suspension or expulsion 11

 21. Consequences of suspension 12

Dispute Resolution and Disciplinary Procedures 13

 22. Disputes between Members or between Members and the Association 13

 23. Determination of dispute by the Board 13

 24. Appointment of mediator 14

 25. Mediation process 14

 26. Mediation results in decision to suspend or expel being revoked 15

The Association’s Governing Body (The Board) 15

 27. The Board 15

| | |
|---|----|
| 28. Board members..... | 15 |
| 29. Chairperson and Deputy Chairperson | 16 |
| 30. Secretary | 16 |
| 31. Treasurer | 16 |
| 32. Principal..... | 17 |
| 33. How members become Board members | 18 |
| 34. Nomination of Board members | 18 |
| 35. Election of ordinary Board members | 18 |
| 36. Election of office holders | 18 |
| 37. Term of office..... | 19 |
| 38. Resignation and removal from office..... | 19 |
| 39. When membership of Board ceases | 19 |
| 40. Filling casual vacancies..... | 20 |
| 41. Validity of acts..... | 20 |
| 42. Board meetings | 20 |
| 43. Notice of Board meetings | 21 |
| 44. Procedure and order of business | 21 |
| 45. Use of technology to be present at Board meetings..... | 21 |
| 46. Quorum for Board meetings | 21 |
| 47. Voting at Board meetings..... | 22 |
| 48. Minutes and Records of Board meetings | 22 |
| 49. Function of the Board | 23 |
| 50. Duties of the Board | 23 |
| 51. Subcommittee and subsidiary offices | 23 |
| 52. Delegation to subcommittee and holders of subsidiary offices..... | 24 |
| 53. Annual general meeting..... | 24 |
| 54. Special general meetings | 25 |
| 55. Notice of Association general meetings..... | 25 |
| 56. Presiding member and quorum for Association general meetings..... | 26 |
| 57. Voting at general meeting..... | 26 |
| 58. When special resolutions are required | 27 |
| 59. Determining whether resolution carried | 27 |
| 60. Minutes of general meeting..... | 28 |
| 61. Source of funds | 29 |
| 62. Control of funds | 29 |
| 63. Financial statements and financial reports | 29 |
| 64. By-laws | 30 |

| | |
|---|----|
| 65. Executing documents and common seal..... | 30 |
| 66. Giving notices to Association members | 30 |
| 67. Custody of books and securities..... | 31 |
| 68. Record of office holders | 31 |
| 69. Inspection of records and documents..... | 31 |
| 70. Publication by Board members of statements about Association business prohibited..... | 32 |
| 71. Distribution of surplus property on cancellation of incorporation or winding up | 32 |
| 72. Alteration of rules | 32 |
| Appendix 1 Statement of Mutual Understanding and Respect | 32 |
| Background | 32 |
| Purpose of this statement..... | 33 |
| Roles of the Church and College | 33 |
| Key principles | 33 |
| Key expectations | 33 |
| Appendix 2 Statement of Life and Conduct | 34 |
| Assumptions and Principles | 34 |
| Behavioural Standards | 36 |
| Appendix 3 - Definitions..... | 37 |

Preamble

This preamble records the basis of understanding between Kalgoorlie Baptist Church and the College community for the ministry known as the Goldfields Baptist College.

It is acknowledged that the commencement of this ministry in 2000, was a response by the Church to a direct leading by God. As a ministry of the Kalgoorlie Baptist Church, Goldfields Baptist College operates under the spiritual guidance of the Kalgoorlie Baptist Church.

Both Kalgoorlie Baptist Church and Goldfields Baptist College acknowledge that God has given to parents the prime responsibility for the nurture and education of their children. Similarly, parents should acknowledge that God has given the Church a teaching and discipling role. The College therefore ministers in partnership with both parents and the Church. As a consequence, the College will seek to support and not to usurp the role of parents or the Church in their respective areas of ministry. Likewise, the Church accepts the College's competency to operate within its sphere of responsibility, as should the parents.

The Church and College are committed to work cooperatively together in Christian community to achieve the Vision and Mission of both the Church the College. Both seek to share the gospel, build up the kingdom of God and provide unity of purpose in discipling followers of Jesus, being sensitive to their respective needs in ministry. In doing so both acknowledge that relationships are more important than structures. Should conflict arise, this will be resolved in ways consistent with Biblical principles and reflecting God's love and grace.

See Appendix 1. Statement of Mutual Understanding & Respect.

Preliminary

1. Name of the Association

The name of the Association is Goldfields Baptist College Inc.

2. Definitions

In this constitution, words and phrases have the meaning set out in Appendix 3.

3. Financial year

The financial year of the Association will be the 12 months period from 1 January to 31 December each year.

Christian Character

4. Statement of Faith

We believe in:

(1) God

There is one true eternal God, the Creator of Heaven and the universe, who is infinite in power, wisdom, holiness and love, and exists outside of time and space. He is triune in nature, existing in three distinct persons – God the Father, Jesus the Son, and the Holy Spirit, all being equal in power and glory. God is all-knowing, all-powerful and ever-present, the everlasting God who does not change.

- a. God the Father: The Father is the first Person of the Godhead, eternally co-existing with Jesus the Son and the Holy Spirit. By His Son, He freely and supernaturally created the world from nothing. His plans and purposes cannot be thwarted. He is faithful to every promise, and in His unfathomable grace, He gave His Son, Jesus Christ, for mankind's redemption.
- b. Jesus: Jesus is the second Person of the Godhead, eternally one with God the Father and the exact expression of His glory. He is the one and only Saviour, the sole way for humanity to approach God. Jesus became human through being conceived of the Holy Spirit and born of the virgin Mary, perfectly uniting the nature of God and the nature of humanity within one Person – wholly God and wholly man. He lived a perfect and sinless life, voluntarily dying on the cross as a substitutionary sacrifice to bring atonement for sinners, being bodily resurrected and ascending back into Heaven.
- c. The Holy Spirit: The Holy Spirit is the third Person of the Godhead, eternally one with the Father and the Son, and sent into the world to convict people of their sin and to achieve God's purposes within the world and the Church, sanctifying, sealing and filling all who trust in Jesus Christ. The Holy Spirit convinces sinners of their sinfulness, leads them to personal faith in Jesus Christ, and works within the lives of all believers to make real the presence of Christ, lead them into truth, bestow spiritual gifts for ministry and service, and produce spiritual fruit for holy living.

(2) Scripture

The Scriptures, consisting of the sixty-six books of the Old and New Testaments, are divinely inspired – written by humans but authored by God – and without error or fault as originally given. They are supreme in authority for faith and conduct, and reveal God's will and purpose for humanity.

(3) The Devil

Satan, the devil, is an angel created by God who became His enemy through his own pride and rebellion, taking other corrupted angels with him. Known as the 'god of this age', 'Prince of Darkness' and 'Father of Lies', the devil seeks continually to frustrate God's purposes and to ensnare humanity, separating mankind from God. His defeat was accomplished at the Cross of Christ and he will face his ultimate doom at the end of time, being cast into the lake of fire for eternity.

(4) Sinfulness of Humanity

Humans were created in the image of God, male and female, for fellowship with Him. Rebellion and disobedience caused humanity to fall from communion with God, corrupting their very nature and making all people sinful both by nature and by choice. As a consequence, all humans are spiritually dead, under the dominion of Satan and subject to God's wrath and condemned to eternal punishment. We are both helpless and hopeless apart from God's grace.

(5) Salvation

Jesus took the form of a man and, although sinless, died a sacrificial death to atone for the sins of humanity and to bring redemption from the guilt, penalty and power of sin. He was raised from the dead, demonstrating God's acceptance of Christ's atoning death. This atonement is sufficient for the entire world but effective only for those who receive it through confession of Christ's Lordship, belief in his resurrection, and repentance from sin. A sinner can only be justified and reconciled to God based on God's gracious gift of salvation through Christ Jesus, received through faith – there is no way to personally merit or earn salvation. The ministry of the Holy Spirit is necessary for the acceptance of God's gift of eternal salvation.

(6) Eternity

The human soul exists from conception into eternity. Those who have received God's gift of salvation will spend eternity in the presence of God. Those who, through unbelief, have never been reconciled to God through Jesus Christ will be subject to eternal punishment.

(7) The Church

The Church is the Bride of Christ, separated from the world through faith in Jesus Christ as Lord and Saviour and under the Lordship of Christ. The Church is the united Body of Christ, formed into local congregations where two or more individual believers meet together for worship, fellowship and service under scriptural principles.

(8) Baptism and the Lord's Supper

Jesus Christ gave only two ordinances for the Church to follow: Baptism and the Lord's Supper. These ordinances are both given as an obligation on all believers.

- a. Baptism is the full immersion of believers in the name of the Father, the Son and the Holy Spirit upon profession of their faith, and is symbolic of faith in and identification with the crucifixion, burial and resurrection of Jesus Christ.
- b. The Lord's Supper is a commemoration, until Christ's return, of the sacrifice of the body and blood of Jesus, to be observed by believers only.

(9) Marriage

Humans are created in the image of God, male and female, equal in value but different and complementary to one another. Marriage is the God-ordained union of one man and one woman to the exclusion of all others, voluntarily entered into for life

5. Statement of Life and Conduct

The Association has adopted the Statement of Life and Conduct (see Appendix 2) to expand upon and clarify the values, beliefs and doctrines of the College community. This Statement shall be consistent with the Statement of Faith of the Association and must be read in conjunction therewith.

6. Final Authority for Matters of Belief and Conduct

- (1) The Statement of Faith does not exhaust the extent of the beliefs of the Association and its members. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality and the proper conduct of mankind, is the sole and final source of all that the GBC Association and its members believe.
- (2) Final interpretive authority on the Bible's meaning and application for the purposes of the GBC Association's faith, doctrine, practice, policy and discipline shall lie with the members in a general meeting, provided that any such interpretation is consistent with the

- (a) Statement of Faith of the College and the Church.
- (b) Doctrines and beliefs of the Church
- (c) Statement of Faith of the Baptist Churches of Western Australia (BCWA)

Charitable Purposes and Powers

7. Objects of the Association

(1) The Objects of the Association are:

- (a) To operate a College called Goldfields Baptist College.
- (b) To provide a holistic Christian education program that meets the Australian Curriculum and other legislative requirements, and seeks to be faithful to biblical foundations and a worldview exemplified by Jesus.
- (c) To partner with parents, caregivers, other educators, churches and the broader community to encourage, enhance and enrich student learning outcomes, enabling each individual to achieve to their highest potential, both academically and in practical life skills and attitudes.
- (d) To ensure the College's resources are managed with wisdom and good stewardship, ensuring the ongoing viability and sustainability of the College.
- (e) To ensure staff are recruited and their leadership skills developed in an environment that is positive and provides opportunities for commitment to the education of the students.
- (f) To advance the Kingdom of God through the teaching of Biblical truth, in accordance with the Statement of Faith, strengthening the church of Jesus Christ and ensuring the gospel message of salvation is accessible to the whole College community.

8. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association 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 Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

9. Powers of the Association

- (1) The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —
 - (a) acquire, hold, deal with, and dispose of any real or personal property; and
 - (b) open and operate bank accounts; and
 - (c) invest its money —
 - (i) as trust funds may be invested under the Trustees Act 1962 Part III; or
 - (ii) in any other manner authorised by the rules of the Association; and
 - (d) borrow money upon such terms and conditions as the Association thinks fit; and
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
 - (f) appoint agents to transact any business of the Association on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (2) The Association may, unless these rules otherwise provide, act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

Membership of the Association

10. Eligibility for membership

The following people are eligible to apply for membership to the Association if they have accepted in writing the Constitution of the Association. A copy will be provided in either digital or printed format upon expression of interest in applying for membership. The Constitution will also be posted on the College website.

- (1) Any person over 18 years of age (other than students at the College), that is involved in or interested in the good of the College, actively complies with the Statement of Faith and Statement of Life and Conduct, supports the objects or purposes of the Association, and is committed to the Vision and Values of the College;
- (2) Current staff members are ineligible to be members of the Association.

11. Applying for membership

- (1) A person may apply to become a member of the GBC Association by completing an application form stating that they want to become a member
- (2) supporting the purposes of the Association and agreeing to comply with the Constitution
- (3) securing a current member's nomination and signature on the application form
- (4) signing the application form
- (5) lodging the application form with the Secretary of the Association. (See Rule 28 (3))

12. Dealing with membership applications

- (1) The Board will consider each application for membership of the Association and recommend that the Association accept or reject the application by a vote.

- (2) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (3) The Association will vote to accept or reject the membership application.
- (4) The Board must notify the applicant of the Association's decision to accept or reject the application within a reasonable time after making the decision.
- (5) If the Association rejects the application, the Board and/or the Association is not required to give the applicant reasons for doing so. The Association may choose to not approve an application if the applicant does not fulfil rule 10.

13. Becoming a member

An applicant for membership of the Association becomes a member when the Association accepts the application and their details are entered on the membership list.

(The inaugural GBC Association members, following the acceptance of this Constitution, will consist of members on the 2018/19 list, except current staff members.)

14. Types of membership

- (1) The Association consists of ordinary members, which includes members of the Board.
- (2) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the governing body.

15. When membership ceases

- (1) A person immediately stops being a member if they:
 - (a) die
 - (b) resign, in writing, to the secretary, under rule 16
 - (c) are expelled from the Association under rule 20
 - (d) have not responded within 3 months to a written request from the secretary asking them to confirm in writing that they want to remain a member
 - (e) are employed by Goldfields Baptist College.
- (2) 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.

16. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —

- (a) when the secretary receives the notice; or
- (b) if a later time is stated in the notice, at that later time.

17. Rights not transferable

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

18. Membership fees

No fees are payable by members of the Association.

19. Register of members

(1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association within 28 days of the change.

The register of members must include each member's name and

- residential address; or
- postal address; or
- email address; or
- information by means of which contact can be made with the member.

(2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the type of membership to which each member belongs and the date on which each member becomes a member.

(3) The register of members must be kept in a secure location at the College.

(4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements. The member may inspect the register and make a copy or take an extract from the register, but may not remove the register from the College for that purpose.

(5) If —

- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association. The Board may charge a reasonable fee for providing a copy of the register.

20. Suspension or expulsion

(1) The Board may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules, including the Statement of Faith & Statement of Life and Conduct;
- (b) the member acts detrimentally to the interests of the Association; or

- (c) the member becomes an employee of Goldfields Baptist College.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under Rule 24.
- (8) If notice is given under subrule (7), the member who gives the notice and the governing body are the parties to the mediation.

21. Consequences of suspension

- (1) During the period a member's membership is suspended, the member loses any rights (including voting rights) arising as a result of membership.
- (2) When a member's membership is suspended, the secretary must record in the register of members
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.

- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Dispute Resolution and Disciplinary Procedures

22. Disputes between Members or between Members and the Association

Parties to attempt to resolve dispute

- (1) The parties to a dispute relating to the Association must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (1), any party to the dispute may start the grievance procedure by giving written notice to the secretary of
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (3) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (4) The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (5) The notice given to each party to the dispute must state
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (6) If
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 24; the Board must not determine the dispute.

23. Determination of dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written submissions to the Board about the dispute and conduct interviews with the parties if further clarification is required;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 24.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

24. Appointment of mediator

- (1) The mediator must be a person chosen
 - (a) by agreement between the Member and the Board if the appointment of a mediator was requested by a member; or
 - (b) by agreement between the parties to the dispute, if the appointment of a mediator was requested by a party to a dispute.
- (2) If there is no agreement over the appointment of the mediator, the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who has experience as a mediator and may be a member or former member of the Association but must not
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

25. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

- (7) If the dispute has not been resolved by following the procedure set out in rules 19 to 25 an application can be made to the Baptist Churches of Western Australia to have a dispute determined.

26. Mediation results in decision to suspend or expel being revoked

If

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 25(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

The Association's Governing Body (The Board)

27. The Board

- (1) The Board members are the persons who, as the governance Board of the Association, have the power to oversee the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper governance of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

28. Board members

- (1) The Board members consist of —
 - (a) the office holders of the Board (Chair, Deputy Chair, Secretary & Treasurer), as elected in rule 36(1); and
 - (b) the Principal as an ex-officio non-voting member; and
 - (c) the Senior Pastor (or their representative) of the Church as an ex-officio voting member, providing spiritual oversight to the College; and
 - (d) not more than 4 other persons as ordinary Board members; and
 - (e) any other persons appointed under rule 40(1)
- (2) The Church member representatives on the Board will be at least the Chairperson and the Senior Pastor.
- (3) The following Board members are also the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (4) A person may be a Board member if the person is —
 - (a) an individual who has reached 18 years of age, and who is not a student at the College;

- (b) a member of the Association; and
 - (c) a fit and proper person to operate a college in accordance with the requirements outlined in the Board manual and having regard to the prior conduct, whether in Western Australia or elsewhere, of the member, or any person who, as described in subsection 160(5) of the WA School Education Act 1999, is related to the member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time, unless the Board determines that this is necessary, pending the appointment of new Board members.
- (7) Board members are to conduct themselves in a manner consistent with sections 44, 45, 46 and 47 of the Act and in accordance with the Statement of Faith and Statement of Life & Conduct as outlined in this Constitution.

29. Chairperson and Deputy Chairperson

- (1) It is the duty of the chairperson to consult with the principal and secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- (3) In the absence of the chairperson the deputy chairperson will conduct the business of the Association as described in subrule (1)

30. Secretary

The secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting of the Association;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings; and
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

31. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) As a tier 3 Association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (h) carrying out any other duty given to the treasurer under these rules or by the Board.

32. Principal

The Principal:

- (a) is delegated the day to day management of the College;
- (b) is answerable to the Board for providing educational leadership in the College, the day to day running of the College and for other general responsibilities associated with running a College;
- (c) must:
 - (i) implement the educational plans and College policies;
 - (ii) provide accurate timely reports, information and advice relevant to the Board's accountabilities and functions as and when required;
 - (iii) provide an up to date report of the College's financial position at each Board meeting;
 - (iv) report on learning, care, training and participation outcomes;
 - (v) oversee the preparation of the timetable and all rosters.
 - (vi) supervise and promote the development of staff employed by the Association;
 - (vii) assume responsibility for the financial, physical and human resource management of the College;
 - (viii) contribute to the formulation of the agenda of Board meetings;
- (d) is an ex-officio member of the Board with no voting rights;
- (e) is responsible for the recruitment, engagement, performance management, discipline and dismissal of all College staff;
- (f) must operate the College budget within the constraints set from time to time by the Board;
- (g) will engage contractors as necessary to complete budgeted works or repairs according to the expenditure policy. Larger, non-budgeted items will require approval from the Finance Committee or the Board;
- (h) will ensure the College facilities are maintained in good order;
- (i) will ensure staff receive appropriate and regular professional development;
- (j) will promptly report all critical incidents to the chair of the Board and to the Department of Education Services within the timeframe required by the Department of Education Services;
- (k) is responsible for the pastoral care and spiritual accountability of all staff.

33. How members become Board members

A member becomes a Board member if the member

- (a) is elected to the Board at a general meeting of the Association; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 40.

34. Nomination of Board members

- (1) The Board will identify needs required within the Board according to their skills matrix and succession planning and the number and diversity of Board members needed to fill vacancies according to Rule 28.
- (2) At least 42 days before a general meeting, the secretary must send written notice to all the members of the Association and the Pastors of the Christian Churches who are members of the Goldfields Ministers Network,
 - (a) calling for applications for nomination to the Board, stating the skills and character required; and
 - (b) stating the date by which applications must be received by the secretary to comply with subrule (3).
- (3) Applications in writing for the position of ordinary Board member will be received by the secretary a minimum of 35 days prior to the general meeting.
- (4) The written application must include a statement by another Association member or church pastor in support of the applicant.
- (5) The Board will review the application in line with the selection criteria and the applicant will be interviewed by 2 Board members to ascertain the applicant's suitability. The Board will be notified of the outcome.
- (6) The Board will recommend the nomination of suitable Board member/s for election. The secretary will
 - (a) Notify the applicant/s of the Board's nomination
 - (b) provide the names and proposed term of office, to the Association members, with 21 days written notice, prior to the general meeting.

35. Election of ordinary Board members

- (1) Members will vote by secret ballot to elect the Board member/s.
- (2) Election will be by 60%.
- (3) A member who has nominated for the position of ordinary Board member may vote in accordance with that nomination.

36. Election of office holders

- (1) At the first Board meeting after the annual general meeting, an election must be held for each position of office holder of the Board.

- (3) The interim chairperson of the meeting will call for nominations from the Board members at the meeting for each position of office holder.
- (4) On the member's election, the new chairperson of the Board will take over as the chairperson of the meeting.
- (5) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (6) If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to the position. Election will be by 60%.
- (7) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (8) A member who has nominated for the position may vote for himself or herself.

37. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is elected at a general meeting of the Association; or
 - (b) is appointed to fill a casual vacancy under rule 40.
- (2) Subject to rule 39 and 40, a Board member holds office for a period of usually two years. One or three year terms may be approved to allow for the staggering of terms to ensure continuity of governance.
- (3) A Board member may be re-elected at the general meeting closest to when their term expires, as long as they are still eligible under rule 28(4).

38. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution
 - (a) remove a Board member from office; and
 - (b) elect a member who is eligible under rule 28(4), rule 28(6) and 28(7) to fill the vacant position.

39. When membership of Board ceases

- A person ceases to be a Board member if the person —
- (a) dies or otherwise ceases to be a member; or

- (b) resigns from the Board or is removed from office under rule 38; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes incapacitated by mental or physical ill health for a period exceeding 6 consecutive months;
- (e) is no longer a member of the Association;
- (f) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend; or
- g) is removed from office under rule 28(6) and or rule 28(7).
- h) ceases to live consistently with the Statement of Faith and Statement of Life & Conduct

40. Filling casual vacancies

- (1) The Board may appoint an Association member who is eligible under rule 28(4), rule 28(6) and rule 28(7) to fill a position on the Board that —
 - (a) has become vacant under rule 39; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 38(3)(b).

- (2) An Association member appointed to a casual vacancy will only hold office until the next annual general meeting.

- (4) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 28(4), rule 28(6) and 28(7) to fill the position within 14 days after the vacancy arises.

- (4) Subject to the requirement for a quorum under rule 46, the Board may continue to act despite any vacancy in its membership.

- (5) If there are fewer Board members than required for a quorum, the Board may act only for the purpose of
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

41. Validity of acts

The acts of a Board or subcommittee body, or of a Board member or member of a subcommittee body, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a subcommittee body.

42. Board meetings

- (1) The Board will decide the dates, times and location of the Board meetings, ensuring the frequency is sufficient to have an excellent grasp of all governance aspects of the College.

- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.

- (3) Special Board meetings may be convened by the chairperson or any 2 Board members.

43. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Items additional to those on the notice may be discussed at the discretion of the Board members in attendance.

44. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson are absent, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting is usually determined by the agenda but can be altered by consensus of the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a governing body meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

45. Use of technology to be present at Board meetings

- (1) If a Board member is unavailable to attend a meeting in person, they may use any technology as agreed to by Board members to participate in the business of the meeting.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

46. Quorum for Board meetings

- (1) 50% of voting members, with a minimum of 3, constitutes a quorum.
- (2) No business is to be conducted at a Board meeting unless a quorum is present.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting the meeting will be reconvened at a time suitable to the majority of the Board members.

47. Voting at Board meetings

- (1) Each Board member present at a Board meeting, excluding ex officio non-voting members, has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the matter must continue to be discussed until the motion can be passed by a majority of Board members.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- (6) Resolutions (such as approving minutes of the previous meeting as a true and correct record will be passed by consensus (greater than 50% of Board members in agreement).

48. Minutes and Records of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting and distributed to Board members within 2 weeks of the Board meeting being held.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting, those absent and those whose apologies have been received;
 - (b) the name of any person attending the meeting under rule 44(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
 - (e) details of any declaration of a conflict of interest
- (4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct.
- (5) When the minutes of a Board meeting have been signed as correct they are evidence that
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

49. Function of the Board

- (1) The Board oversees the provision of facilities and services to ensure the education, development and wellbeing of staff and students
- (2) The Board may raise money for College related purposes.
- (3) The Board may do all those acts and things incidental to the exercise of these functions.
- (4) The Board's functions must be exercised in accordance with legislation, administrative instructions and this constitution.

50. Duties of the Board

- (1) The Board is accountable for:
 - (a) the development and implementation of a strategic plan for the College;
 - (b) the development and implementation of effective processes for planning, monitoring and achieving improvements in student learning;
 - (c) the regular and ongoing risk assessment of the level of care provided in the College in terms of student safety, welfare and wellbeing;
 - (d) maintaining a satisfactory standard of education and level of care for students;
 - (e) the quality of the educational programs of the College;
 - (f) determining the application of the total financial resources available to the College including the regular review of the budget;
 - (g) risk management of the College; (e.g. financial, operational, reputational, student welfare and wellbeing);
 - (h) legal compliance by the College;
 - (i) determining and implementing all expenditure on capital projects;
 - (j) overseeing the proper care and maintenance of any property owned by the Association;
 - (k) ensuring that the policies of the College including policies for the safety, welfare and discipline of students are developed and enforced; and
 - (l) fostering positive relationships and encouraging involvement with key stakeholders including parents and students.
- (2) The Board is responsible for the employment, performance management and dismissal of the Principal, according to spiritual and educational policies of the College.
- (3) The Board is required to:
 - (a) engage in professional learning
 - (b) conduct an annual review of its own performance
- (4) The Board will ensure that the accounts of the College are audited by a registered accountant qualified to audit such accounts and the auditor's report is made available to the Association at the annual general meeting.

51. Subcommittee and subsidiary offices

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.

- (2) A subcommittee may consist of the number of people, whether Association members or not, that the Board considers appropriate. At least one Board member must be on the subcommittee.
- (3) A person may be appointed to a subsidiary office whether or not the person is an Association member.
- (4) Subject to any directions given by the Board
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate, while maintaining accountability to the Board.

52. Delegation to subcommittee and holders of subsidiary offices

- (1) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee body or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee body or holder in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (6) The Board may, in writing, amend or revoke the delegation.

53. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting and give at least 21 days' notice to the Association members.
- (2) The annual general meeting must be held within 6 months after the end of the financial year (which aligns with the calendar year).
- (3) 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 if the minutes of that meeting have not yet been confirmed;

- (b) to receive and consider —
 - (i) the Board’s annual report on the Association’s activities during the preceding financial year; and
 - (ii) as a tier 3 association, the financial report of the Association for the preceding financial year will be presented under Part 5 of the Act;
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
 - (c) to elect the Board members who have been nominated as ordinary Board members;
 - (d) if applicable, to appoint or remove an auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

54. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the Association members require a special general meeting to be convened.
- (3) The Association members requiring a special general meeting to be convened must
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 21 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5)
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.

55. Notice of Association general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 54(5), the Association members convening the meeting, must give to each member
 - (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) include the names of the Association members who have nominated for election to the Board under rule 34(2); and
 - (d) if a special resolution is proposed
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (iii) state that the resolution is intended to be proposed as a special resolution
- (3) The Association auditor will be sent all notices and communication regarding general meetings that a member is entitled to receive.

56. Presiding member and quorum for Association general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent from the meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) A quorum shall be 25% of the members of the Association
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to the same time, day and place in the following week
- (6) If
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
 - (b) at least 10% of ordinary members, or a minimum of 3 are present at the meeting, those members present are taken to constitute a quorum.

57. Voting at general meeting

- (1) Each member has one vote
- (2) A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting. The chairperson must decide if that person may vote or not. The chairperson's decision is final.
- (3) Voting must be conducted and decided by
 - (a) a show of hands
 - (b) a vote in writing
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

- (4) A motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
 - (a) If voting to confirm the minutes of the previous meeting, only those members present at that meeting may vote.
 - (b) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote. The number or proportion of votes recorded in favour or against the motion on a show of hands does not need to be stated by the chairperson or in the minutes.
- (6) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by
 - (a) at least five members present
 - (b) the chairpersonAnd will be directed by the chairperson. A demand for a vote in writing may be withdrawn.

58. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
 - (c) to alter the Association rules, including changing the name of the Association (section 30(1) of the Act);
 - (d) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1) of the Act);
 - (e) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4) of the Act);
 - (f) to be wound up voluntarily (section 121(2) of the Act) or by the Supreme Court (section 124(a) and Schedule 4 item 9 of the Act);
 - (g) to cancel its incorporation (section 129 of the Act).
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

59. Determining whether resolution carried

- (1) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by 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.
- (2) If the resolution is a special resolution, the declaration under subrule (1) must identify the resolution as a special resolution.

- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson, the poll must be taken immediately.
- (5) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under subrule (1) or (3) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.
- (7) A general resolution will be passed with a 60% majority in favour of the resolution. A special resolution is passed if not less than 75% of the members present, cast an eligible vote in favour of the resolution.

60. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board, must take and keep minutes 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 record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(ii); and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Association's records within 14 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

61. Source of funds

The funds of the Association may be derived from entrance fees, enrolment fees, tuition fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

62. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (2) The Board may authorise the treasurer or his/her delegate to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes, electronic transactions and other negotiable instruments of the Association must be signed by one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt or kept securely in the safe until appropriate business hours.

63. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. That is the Board must keep financial records that;
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (2) Without limiting subrule (1), those requirements include
 - (a) the preparation of the financial report (as a tier 3 Association); and
 - (c) the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- (3) All financial records must be kept for at least 7 years after the transactions covered by the records are completed.

64. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may
 - (a) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - (b) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

65. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by
 - (a) 2 Board members; or
 - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the safe at Goldfields Baptist College.

66. Giving notices to Association members

A notice or other document that is to be given to an Association member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by email to the email address provided by the member.

67. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least 7 years.

68. Record of office holders

- (1) The Association shall keep a register of the names and addresses of all office holders in the Association.
- (2) The Association shall keep a record of the name and address of all those authorised to use the common seal of the Association.
- (3) The Association shall keep a record of the name and address of any person who is appointed or acts as a trustee on behalf of the Association.

69. Inspection of records and documents

- (1) Subrule (2) applies to an Association member who wants to inspect
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

70. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless

- (a) the Board member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

71. Distribution of surplus property on cancellation of incorporation or winding up

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

72. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution, by endorsement by the Diaconate of The Church and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Changes made by special resolution to this constitution must be notified to the Commissioner within one month of the special resolution being passed.

Appendix 1 Statement of Mutual Understanding and Respect

Background

The preamble in the Constitution of Goldfields Baptist College records the basis of understanding between the Church community and the College community for the ministry known as Goldfields Baptist College.

It is acknowledged that the commencement of the College was a response by the Church to a direct leading by God. As a ministry of the Kalgoorlie Baptist Church, the College operates under the spiritual guidance of the Church. The College is accountable to the Church, through the GBC Association, to operate in a way that is consistent with the vision and mission of the Church.

In operating the College, the Church acknowledges that God has given to parents the prime responsibility for the nurture and education of their children. Similarly, parents should acknowledge that God has given the Church a teaching and discipling role. The College therefore ministers in partnership with both parents and the Church. As a consequence, the College will seek to support and not to usurp the role of parents or the Church in their respective areas of ministry. Likewise, the Church accepts the College's competency to operate within its sphere of responsibility, as should the parents.

The preamble acknowledges that GBC will seek not to impinge on church activities nor have a negative impact upon other aspects of Church life. Rather it will seek to work as a co-operative part of the Church community. Kalgoorlie Baptist Church equally commits to encouraging the College to be involved in other areas of Church life and ministry.

The Church and College are committed to working together to achieve the Vision and Mission of the Church. The Church and College will seek to be sensitive to their respective needs in ministry. In doing so

both acknowledge that relationships are more important than structures. Should conflict arise, this will be resolved in ways consistent with Biblical principles and reflecting God's love and grace.

Purpose of this statement

This Statement sets out the fundamental principles and expectations underpinning the relationship between the Church and the College, building upon the understandings outlined above.

Roles of the Church and College

Kalgoorlie Baptist Church has played a key role in the establishment of GBC and continues to play a role in their ongoing lives. The Church is expected by its own and the broader community to take an active part in ensuring the good governance of the College. The Church does so through the involvement of the Church Community in the membership of the GBC Association and their appointment of the Board.

In order to ensure that the reputation of the Church is not adversely affected the Board is to ensure good governance of the College and the maintenance of high levels of accountability for that good governance to the Church and other stakeholders of the College.

The College is expected to communicate openly with the Church about matters that are relevant to the Church, through reporting and other agreed means of communication.

Key principles

The Board is expected to recognise the role of the Church in the life and operations of the College and in doing so:

- uphold and pursue the Statement of Faith and doctrines, tenets and beliefs of the Church;
- be transparent and timely in reporting of information, reports and other information as is reasonably requested by the Church;
- determine and implement policies and procedures that are aligned with the Church and BCWA;
- take responsibility for the students and families the College;
- work with the Church in a spirit of co-operation and respect
- develop strong mutually beneficial working relationship with the personnel of the Church

Key expectations

Specifically, in order to give effect to the mutual intent expressed in this Statement of Mutual Understanding and Respect, it is expected that the College will work in a spirit of cooperation with the Church to do each of the following, namely:

- to strive for legislatively compliant policies and procedures;
- to comply promptly with reasonable requests from the Church to provide information including but not limited to:
 - compliance documentation regarding safety of students and staff (eg. Child protection screening compliance and critical incident reports); and
 - copies of specified policies and procedures of the College; and
- to report proactively and in a timely manner events giving rise to potential financial or reputational exposure to the College or the Church; and

- to liaise with the Church prior to the release of public statements and media releases surrounding major issues, likely to impact on the reputation or financial position of the College or the Church; and
- to provide reasonable reporting in a form and at intervals agreed from time to time with the Church relating to matters likely to impact on the reputation or financial position of the College or the Church.

Appendix 2 Statement of Life and Conduct

Goldfields Baptist College is a Christian learning community. As a Christian community it seeks to maintain itself by fostering those ideals and standards that are consistent with a Christian worldview. These ideals and standards are broadly moral; they would be characteristic of any community that was self-consciously Christian. This document is an attempt to specify those ideals and standards in accordance with the Statement of Faith of the School.

This Statement of Life and Conduct at Goldfields Baptist College seeks to set forth:

Assumptions and Principles: those assumptions and principles which should guide the conduct of responsible Christians which are foundational as Goldfields Baptist College strives to maintain its identity as a Christian learning community.

Behavioural Standards: In light of the above assumptions and biblical principles of Christian conduct, the specific expectations which seem most likely to require explicit statement in a community such as Goldfields Baptist College and are established for students, parents and staff of Goldfields Baptist College.

Assumptions and Principles

Basic Assumptions—Goldfields Baptist College strives to maintain its identity as a Christian learning community. The College expects that all members of the College community will accept that the School:

- (1) Recognises the Bible to be the Word of God and hence fully authoritative in matters of faith and conduct.
- (2) Has a sincere desire for that commitment to mature both in insight and behaviour.
- (3) Understands that all Board members, staff and those in leadership roles will call themselves Christian by virtue of the grace of God and their personal commitment to Jesus Christ

Biblical Principles—The community recognises that biblical principles are foundational for corporate life and individual behaviour. Those principles which seem most pertinent are the following:

- (1) Life within a Christian community must be lived to the glory of God, daily conforming ourselves to the image of Christ and recognising the Lordship of Christ in every activity (Matthew 22:36–38, 1 Corinthians 10:31, Colossians 3:9, 10, 17).
- (2) Love for and accountability to God should motivate Christian conduct (Deuteronomy 6:5, 2 Corinthians 5:10).

- (3) Consistent with the example and command of Jesus Christ, love and justice must be the determinative factors in the relationships of Christians with others (John 15:12–17, I John 4:7–12).
- (4) Christians bear responsibility for service to others. They are responsible to serve their neighbours and be involved in the process of alleviating such pressing worldwide problems as poverty, hunger, disease, illiteracy and racism (Matthew 7:12, 25:31–46, Galatians 5:14, 6:10).
- (5) The actions of Christians within a community are not solely a private matter. Accordingly, members of the College community must hold their Christian neighbours accountable for the implications of their conduct when it directly affects the welfare of the wider College community (Matthew 18:15–17).
- (6) The community collectively, and members individually, are responsible for the effective stewardship of abilities, opportunities and institutional resources (Luke 19:11–27, Corinthians 4:2).
- (7) Attaining common goals and ensuring orderly community life may necessitate the subordination of some individual prerogatives. Specifically, as servants of Christ we are called to practice forbearance. Christian freedom includes the option of not doing some things in order to contribute to the good of the larger community (I Corinthians 8:9–13, 9:19–23, 10:23–33).
- (8) Certain actions are expressly prohibited in Scripture and are, therefore, wrong. Christians are responsible to avoid those practices which are called sinful in Scripture. Similarly, Scripture commends some actions which are, therefore, right. There are other actions which are matters of individual conviction based on the given situation. In this latter area care must be exercised so as not to judge one another or to cause another to stumble or ourselves to fall (Matthew 7:1, Romans 14:1–23).
- (9) Christians are not asked to live the Christian life simply on the basis of their own moral character and strength. God has provided the authoritative Word of Holy Scripture, the guiding power of the indwelling Holy Spirit and the counsel of the Church—the body of believers both past and present. Christians are expected to study and obey the Scriptures, to cultivate a heart attitude which allows for the guidance of the indwelling Holy Spirit and to give serious consideration to the counsel of the people of God (II Timothy 3:16, II Peter 1:19–21, I John 2:27, I Peter 5:1–6).
- (10) Important to an understanding of all behavioural standards is the obligation of Christians to separate themselves from worldliness (Romans 12:2, I John 2:15). Worldliness is a subtle issue involving uncritical conformity to the prevailing spirit of the age. One's disposition concerning such matters as materialism, secularism, isolationism, security, success, injustice, hedonism and moral relativism must stand in perpetual review.

General Principles—We acknowledge that it is impossible to create a community whose behavioural norms will be totally acceptable to every Christian. Nonetheless, we believe it is imperative for us to specify certain behavioural patterns which must be sustained in order that the objectives of the College can be met. Therefore, it is assumed that individuals who have voluntarily joined the Christian learning community at the College and are striving to exhibit the behaviour characteristic of a mature person of their age will:

- (1) Understand that they have become part of an evangelical Christian tradition, which is to be respected and valued, but which is continuously subject to review and evaluation. They also have freedom to offer constructive criticism of this tradition.

- (2) Explore the broad range of human opinion and ideas without necessarily engaging in the whole range of human behaviour.
- (3) Strive to exemplify those positive elements of Christian behaviour that are taught in Scripture (Romans 12:6–21, Galatians 5:22, 23, Colossians 3:12–17, II Peter 1:5–9).
- (4) Be concerned about the welfare of other individuals within the community and of the community as a whole.
- (5) Assume responsibility for their own behaviour as it reflects upon their Lord, their community and themselves, particularly in the area of personal freedom, where discretion, moderation and restraint must be practiced.
- (6) Continually assess themselves, their personal growth and their place within the community.

Behavioural Standards

In light of the above assumptions and biblical principles of Christian conduct, the specific expectations which follow are established for Board members, staff and other leaders within the College. These expectations will also underpin the teaching program for students within the College in an age appropriate form.

It will be noted that these behavioural standards distinguish between practices governed by Scripture and practices governed by consent of the community for its common good. The latter, which are established to enhance the quality of community living, are not to be confused with specific God-given directives, which are required of all Christians.

Practices Governed by Scripture—The following behavioural expectations are binding on the Board, staff and leaders within the College community.

- (1) Members of the community will live in moderation and with concerns for the poor and marginalised of the community (Micah 6:8, Matthew 25: 31 – 46)
- (2) Those words and actions which are expressly forbidden in Scripture, including but not limited to blasphemy, profanity, dishonesty, theft, drunkenness, sexual relations outside marriage between a man and a woman, will not be accepted, either on or off campus.
- (3) Members of the community will strive to overcome pride, covetousness, jealousy, lust, immodesty, as all are destructive to the unity of the Body of Christ. Instead, each member of the community will enable and help others to nurture the fruit of the Spirit—love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control.
- (4) Recognising the Christian obligation to submit to governing authorities (Romans 13:1, I Peter 2:13), individuals related to College are expected to uphold the laws of the local community, the State or Territory and Commonwealth in accordance with the teaching and principles of Scripture.

Practices Governed by Consent of the Community for Its Common Good—In addition to behavioural obligations set forth in Scripture, Board members, staff and other leaders within this community choose to impose upon themselves the following rules for behaviour out of the conviction that they serve both the long-range interests of this institution and the immediate good of its individual members. Violations,

therefore, must be regarded as serious breaches of integrity with this community to which each member has voluntarily chosen to associate.

- (1) The principle of resting one day in seven was instituted by God for the benefit of the creatures made in God's image. Because Jesus declared Himself to be Lord of the Sabbath and because the Church celebrates His resurrection on Sunday, the College will avoid business as usual on Sunday, particularly in terms of scheduling events and the use of facilities during the Sunday morning worship hours, unless necessary. Likewise, the College will not promote community activities that would clash with Sunday morning worship hours.
- (2) The College is smoke-free. Members of the community will not use tobacco products on campus, on adjacent properties or while attending College-related events or on College-related business. This standard is in keeping with the findings of medical authorities concerning the danger to one's health in the use of tobacco products. Further, it recognises that Christians are responsible to be stewards of their bodies and considerate of the rights of others.
- (3) The College has a strict alcohol policy. At no time will the illegal use or abuse of alcohol be tolerated by members of the community. The Board, staff and parents will demonstrate responsible use of alcohol at any events where no students are present and alcohol is served.
- (4) Members of the community are not to use or possess drugs illegally. This includes the use of those drugs prohibited by law and the abuse of those drugs controlled by law.

Appendix 3 - Definitions

Act means the Associations Incorporation Act 2015;

Association means Goldfields Baptist College Association Inc.;

Board means the Board of the Association;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

Books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;
- (e) meeting minutes

By laws means by-laws made by the Association under rule 65;

Chairperson means the Board member holding office as the chairperson of the Association;

Church means Kalgoorlie Baptist Church;

College means Goldfields Baptist College;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Ex-officio means a person who is a member of the Board by right of the position they hold.

Financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial report, of a tier 3 Association, has the meaning given in section 63 of the Act;

Financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial year, of the Association, has the meaning given in rule 3;

General meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend and to vote at;

Grievance procedure means the procedures set out in rules 22 to 26;

Member means a person who is an ordinary member or an associate member of the Association;

Non-delegable duty means a duty imposed on the Board by the Act or another written law;

Ordinary Board member means a Board member who is not an office holder of the Association under rule 28(3);

Ordinary member means a member with the rights referred to in rule 14(2);

Party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute;

Poll means the process of voting in relation to a matter that is conducted in writing;

Register of members means the register of members referred to in section 53 of the Act;

Rules means these rules of the Association, as in force for the time being;

Secretary means the Board member holding office as the secretary of the Association;

Special general meeting means a general meeting of the Association other than the annual general meeting;

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

Subcommittee means a subcommittee appointed by the Board under rule 51(1);

Surplus property, in relation to the Association, means property remaining after satisfaction of

- (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- but does not include books relating to the management of the Association;

Tier 3 Association means an incorporated Association to which section 64(3) of the Act applies;

Treasurer means the Board member holding office as the treasurer of the Association.