

THE LAKES COLLEGE

CONSTITUTION

PREAMBLE

The Lakes College was first established in 2005 a joint ecumenical initiative by the Anglican Diocese of Brisbane and the Queensland Synod of the Uniting Church in Australia under the governance arrangements provided by Educang Limited. In 2007 the Anglican Diocese requested the Uniting Church to assume sole responsibility for the College, and in accepting this request the Uniting Church expressed its willingness to continue to honour the ecumenical foundations upon which the College was built.

1. TITLE

This is the Constitution for The Lakes College, a co-educational College operating in accordance with the ecumenical commitment of the Uniting Church in Australia as reflected in the Basis of Union.

2. ESTABLISHMENT

The College is an institution of the Synod established in accordance with Regulation 3.5.34(b)(i) of The Uniting Church in Australia.

3. COMMENCEMENT

- 3.1. This Constitution shall be deemed to have commenced on the first day of January 2008 notwithstanding the date it is adopted by the Board or approved by the Synod.
- 3.2. Any earlier Constitution is hereby repealed and any authority previously given by virtue of an earlier Constitution to any committee or Board for the control and management of the College is hereby revoked.
- 3.3. The validity of any act done by a committee, Board member or the Board shall not be affected by the repeal of an earlier Constitution or by the revocation of any authority given.

4. INTERPRETATION

“Business Manager” means the Business Manager of the College for the time being.

“Board” means the Board of the College for the time being.

“Board member” means a person who for the time being is a member of the Board who is appointed from time to time in accordance with this Constitution.

“Diocese” means the Corporation of the Synod of the Diocese of Brisbane of the Anglican Church in Australia.

“Principal” means the Principal of the College for the time being.

“Synod” means the Queensland Synod of the Uniting Church in Australia.

“**Visitor**” means the Moderator for the time being of The Uniting Church in Australia Queensland Synod or the Moderator’s nominee.

5. OBJECTS OF THE COLLEGE

The objects of the College are to:

- 5.1. operate The Lakes College as a co-educational day College;
- 5.2. operate the College in accordance with the ethos and ecumenical commitment of the Uniting Church in Australia as reflected in the Basis of Union;
- 5.3. foster the development of mutually supportive relationships with other Christian communities in the area served by the College;
- 5.4 foster genuine Christian community among students, staff, parents, past-students and others associated with the College;
- 5.5 seek to provide all students with opportunities to master basic subjects and skills while guiding individual students towards their own optimum levels of achievement;
- 5.6 cultivate intellectual values and promote in students:
 - integrity,
 - respect for truth, and
 - openness to reality and other scholarly virtues
- 5.7 work with parents to achieve mutually supportive home and college values in recognition of the crucial role parents play in education and faith formation;
- 5.8 provide skills and interests for students which will promote physical fitness and which will assist them to make optimum use of their leisure time during their school and later adult life;
- 5.9 communicate, affiliate or enter into other relations, whether formal or informal, with other Boards, Councils, Schools, Colleges, institutes, societies and associations having similar objects and purposes to the College and become a member of or co-operate with any such bodies and procure from and communicate to any such bodies such information as may be likely to further the objectives of the College; and
- 5.10 enter into any arrangements with any government, authority, or professional institution that are incidental or conducive to the attainment of the objects of the College and any rights, privileges and concessions which the College may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

6. NOT-FOR-PROFIT

The College is a not-for-profit organisation and the assets and income of the College are to be applied solely in furtherance of its objects and it shall not carry on any activities for the purpose of profit or gain to its individual Board members and no portion of its income, property, profits and financial surplus may be paid, distributed or transferred, directly, indirectly by way of dividend, property, bonus or otherwise by

way of profit to the Board members or the Board or their relatives except as provided by this Constitution.

7. POWERS AND DUTIES OF THE BOARD

- 7.1. The Board is charged with the control, management and direction of the College and maintenance and protection of its property, subject nevertheless to the provisions of the Assembly Regulations of The Uniting Church in Australia, and the By-Laws and directions of the Synod.
- 7.2. Without in any way limiting the generality of clause 7.1 the specific powers and duties of the Board shall be to:
 - 7.2.1. generally do all things, subject to this Constitution, as are necessary for the proper and efficient administration of the College and for the advancement of its objects;
 - 7.2.2. determine the conditions under which persons shall be admitted as students to the College;
 - 7.2.3. determine the scale of fees to be paid for tuition of students;
 - 7.2.4. establish and administer bursaries;
 - 7.2.5. fix the duration of school terms;
 - 7.2.6. authorise the curriculum of the College;
 - 7.2.7. employ and terminate the employment of the Principal and determine the remuneration payable to the Principal and terms and conditions of the Principal's employment provided that the determination shall consider the remuneration payable to and the terms and conditions of employment of Principals of other Colleges or Schools in Queensland with similar objectives, attaining similar standards and of similar size;
 - 7.2.8. in consultation with the Principal and subject to the terms of the contract that the Board has with the Principal, appoint the Business Manager;
 - 7.2.9. in consultation with the Principal, develop and approve policy guidelines for the operation and control of the College and the conduct of its pupils, teachers and administrative staff, not inconsistent with this Constitution;
 - 7.2.10. invest the funds of the College in accordance with the By-Laws and directions of the Synod;
 - 7.2.11. adopt such means for promoting and making known the objects of the College as may seem expedient and appropriate to the Board;
 - 7.2.12. do all such other things as may be deemed incidental or conducive to the attainment of the objects of the College or any of them;
 - 7.2.13. borrow funds for the furthering of the objects of the College in accordance with the By-Laws and directions of the Synod; and
 - 7.2.14. exercise all powers usually incidental to the operation of Colleges of a like nature.

8. COMPOSITION OF THE BOARD

- 8.1. The number of members of the Board shall be not fewer than five (5) and not more than nine (9).
- 8.2. All members of the Board shall be appointed by the Synod.
- 8.3. The Synod may appoint one person nominated by the Council of the Diocese.
- 8.4. The Synod shall appoint a member of the Board to be Chairperson.

9. BOARD MEMBERS

- 9.1. All members of the Board shall be committed to working within the ethos of the Uniting Church in Australia as reflected in the Basis of Union and in accordance with the Regulations of the Uniting Church in Australia
- 9.2. Neither the Principal nor any other member of the staff of the College shall be a member of the Board.
- 9.3. Each member of the Board shall hold a current positive notice and blue card issued in accordance with the *Commission for Children and Young People and Child Guardian Act 2000* and provide a copy thereof to the Board.
- 9.4. The Synod shall not appoint a disqualified person to be a member of the Board.
- 9.5. A disqualified person is a person who:
 - 9.5.1. is, or within the last five years has been, an insolvent under administration;
 - 9.5.2. has been convicted of an indictable offence, whether or not the person was tried summarily;
 - 9.5.3. is, or within the last five years has been, subject to an order disqualifying the person from managing a corporation;
 - 9.5.4. while a Board member has, without the leave of the Board or reasonable excuse, been absent from three consecutive ordinary meetings of the Board; or
 - 9.5.5. is otherwise disqualified by law from being a member of the Board.

10. TERM OF APPOINTMENT OF BOARD MEMBERS

- 10.1. Persons shall be appointed as members of the Board for a period of up to three (3) years.
- 10.2. At the expiration of their term of appointment and subject to clause 9.4 and clause 10.3, members will be eligible for reappointment.
- 10.3. The Chairperson of the Board may only hold that position for a maximum period of 10 years, whether consecutive years or otherwise, and no person may be a Board member for more than 10 years in any 15 year period. For the purposes of this clause all Board members who are appointed on the Commencement Date will be deemed to have served as Board members (or Chairperson as the case may be) for a period calculated from the Commencement Date.

11. VACANCIES

- 11.1. The office of a Board member shall become vacant if the Board member:
- 11.1.1. dies;
 - 11.1.2. resigns his or her office by notice in writing to the Board, the Chairperson or the Moderator;
 - 11.1.3. becomes a disqualified person;
 - 11.1.4. is absent without prior leave granted by the Board for three (3) consecutive meetings of Board of which due notice was given; or
 - 11.1.5. is removed from the office by the Synod.
- 11.2. If a position on the Board becomes vacant, the Board may fill the position until such time as a replacement is appointed by Synod.

12. TERMINATION

- 12.1. The Synod may terminate the membership of any Board member at any time following consultation with the Board or the Chairperson.
- 12.2. The Board may recommend to the Synod that the membership of any Board member be terminated.
- 12.3. The Synod may terminate the appointment of the Chairperson at any time.

13. MEETINGS AND OPERATION OF THE BOARD

- 13.1. There shall be no fewer than eight General Meetings held each year.
- 13.2. General Meetings of the Board shall be held at such places and at such times and at such intervals as the Board determines.
- 13.3. The Chairperson may convene a special meeting at any time, and shall do so upon written request by not fewer than four (4) Board members or at the written request of the Moderator.
- 13.4. The number next above one half of the number of Board members currently appointed shall be the number of members required to form a quorum at any meeting of Board.
- 13.5. The Principal must attend, and provide information and material for, any meeting of the Board as directed by the Board. The Principal shall not have voting rights.
- 13.6. The Board may invite any members of the staff of the College to attend meetings of the Board. Any person so invited shall not have voting rights.
- 13.7. Questions arising at any meeting of Board shall be decided as far as possible by the application of the consensus model of decision-making of the Uniting Church or, where consensus cannot be achieved, by a majority of votes of Board members present and voting.

- 13.8. In the event of a tie in voting amongst Board members, the Chairperson shall have the casting vote.
- 13.9. The Chairperson shall chair any meeting of the Board.
- 13.10. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members shall elect one of their number to be Chairperson of the meeting.
- 13.11. The Board shall meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. All matters before the Board shall be confidential to the Board unless otherwise determined by the Board.
- 13.12. A Board member who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - 13.12.1. must not vote on the matter; and
 - 13.12.2. must not be present while the matter (or a proposal relating to that matter) is being considered at the meeting.
- 13.13. The Board shall cause to be taken and kept minutes of the proceedings of its meetings and the names of those present at such meetings. The minutes of any meetings signed by the Chairperson of the meeting or the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.
- 13.14. All acts done by any meeting of the Board or by any person acting as a Board member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Board member or person acting as Board member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
- 13.15. Seven (7) days written notice of each meeting shall be forwarded to each Board member, except in the case of matters requiring urgent attention in which case, notice will be given as soon as practicable but not less than forty-eight (48) hours prior to the meeting.
- 13.16. If any matter arises that requires an urgent decision, the Secretary of the Board, with the approval of the Chairperson, may forward a proposal in writing (including by electronic means) to Board members for decision. If a Board member does not respond to the proposal within the time frame specified in the request, then the Board member is deemed to have affirmed the proposal.

14. MEETINGS OF BOARD BY TECHNOLOGICAL MEANS

- 14.1. A meeting or meetings of the Board may be held by telephone or, with the consent of all Board members, using other forms of technology.
- 14.2. A Board member may only withdraw his or her consent to hold a meeting using other forms of technology within a reasonable period before the meeting.
- 14.3. If a meeting of the Board is held using any technology and all the members of the Board take part in the meeting, all members will be deemed to have consented to the use of the technology for that meeting.

- 14.4. The following provisions apply to a meeting held by technological means:
- 14.4.1 Each member of the Board taking part in the meeting must be able to hear and be heard by each of the other members taking part in the meeting; and
 - 14.4.2 At the commencement of the meeting each member of the Board must announce his or her presence to all the other members taking part in the meeting.
- 14.5. A member of the Board may not leave a meeting by disconnecting his or her link to the meeting unless that member has previously notified the chair of the meeting.
- 14.6. A member of the Board is conclusively presumed to have been present and to have formed part of a quorum at all times during the meeting unless that member has previously obtained the express consent of the chair to leave the meeting.

15. ANNUAL REPORTING

- 15.1. At the General Meeting of the Board in April the agenda shall include the following matters in addition to any other items of business:
- 15.1.1. the appointment of the Auditor;
 - 15.1.2. receiving the annual audited financial statements;
 - 15.1.3. approving the *Annual Report to Synod*.
- 15.2. The Board shall report to the Synod or the Synod Schools' Commission on such matters as requested.

16. AUDIT

- 16.1. No member of the Board or spouse of any member of the Board may act as an Auditor of the College.
- 16.2. Auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- 16.3. The auditor must hold a recognised qualification as an auditor.

17. COMMITTEES

- 17.1. The Board may appoint such committees as it may deem necessary or expedient to assist in the performance of its duties. Such committees shall conduct their business in accordance with the directions of the Board and shall periodically report their proceedings to the Board.
- 17.2. Members of Committees of the Board may be members of staff, parents of current students, members of the community with particular skills relevant to the work of the Committee, or any other person considered appropriate by the Board.

18. SECRETARY

- 18.1. Unless otherwise resolved by the Board, the Business Manager shall be the Secretary to the Board.
- 18.2. The Secretary shall be required to undertake all necessary duties as provided for in this Constitution or as directed by the Board.

19. THE PRINCIPAL**19.1. Appointment**

- 19.1.1. The Principal shall be a confirmed participating member of a Christian denomination acceptable to the Uniting Church in Australia as determined by the Council of Synod. The Principal shall be committed to working within the ethos of the Uniting Church in Australia as reflected in the Basis of Union and in accordance with this Constitution and the Uniting Church in Australia Regulations
- 19.1.2. Prior to appointing a Principal, the Board shall appoint a selection committee of not fewer than three (3) and not more than five (5) persons to advise the Board of the suitability of candidates.
- 19.1.3. Any committee appointed by the Board pursuant to the preceding clause shall comprise persons who, in the opinion of the Board, have experience, qualifications or expertise to advise the Board on the most suitable person for appointment as Principal of the College, taking into account the aims and objectives of the College as detailed in this Constitution.
- 19.1.4. After consultation with the Synod Schools' Commission, the Board shall appoint a Principal upon such salary and conditions as the Board may determine from time to time.

19.2. Duties & Powers

- 19.2.1. The Principal shall diligently pursue the objects of the College as detailed in this Constitution.
- 19.2.2. The Principal shall implement the policy decisions made by the Board from time to time.
- 19.2.3. Subject to this Constitution, the policies laid down from time to time by the Board and the Principal's employment contract, the Principal shall be responsible for the day to day management of the College including, without limitation the maintenance of teaching standards and discipline among staff and students and the proper accounting for the property, both real and personal, owned, leased, hired, or otherwise used, by the College.
- 19.2.4. The Principal shall adhere to such other written directions and policies that the Board may from time to time determine.

20. FINANCIAL RECORDS**20.1. Keeping of Financial Records**

- 20.1.1. The financial year of the College shall commence on 1 January and end on 31 December in the same year.
- 20.1.2. The Board shall ensure the relevant accounting standards and auditing requirements of the Synod are duly complied with.
- 20.1.3. The Business Manager shall cause to be prepared for each general meeting a balance sheet, a profit and loss statement and cash flow statement for the College.
- 20.1.4. The Business Manager shall facilitate the work of the Auditor and prepare the relevant reports for the April Meeting of the Board.

20.2. College Budget

- 20.2.1. Prior to the commencement of each school year, detailed income and expenditure operating and capital budgets, and cash flow forecasts for the forthcoming year shall be prepared by the Principal and Business Manager for consideration and approval by the Board.

20.3. Banking of Monies

- 20.3.1. All monies received on account of the College shall be banked in the name of the College in a bank account at such bank as the Board may from time to time direct.

21. INDEMNITY

- 21.1. Every person who is a Board member will be indemnified by the Board against any liability whatsoever to another person or entity incurred by the person in his or her capacity as a Board member except in the case of fraud, criminal act, gross negligence or wilful misconduct.
- 21.2. The College will pay the premiums in respect of a contract insuring a person who is or has been a Board member against liabilities incurred by that person as a Board member.

22. VISITOR

- 22.1. The Visitor has the right to visit the College, attend meetings of the Board or any of its Committees at any time:
 - 22.1.1. to examine the affairs of the Board and any of its Committees and the manner in which the College is being conducted; and
 - 22.1.2. to determine whether this Constitution, the Regulations and policies of the Uniting Church in Australia and by-laws of the Synod are being duly observed and executed;
- 22.2. The Visitor is authorised to interpret the meaning of this Constitution, the Regulations and Bylaws as they relate to the College.

- 22.3. If the Visitor considers that the interests of the Church so require, the Visitor may exercise the powers of Chairperson at any meeting of the Board or at any meetings of a Committee of the Board;
- 22.4. If the Visitor considers that the interests of the Church so require, the Visitor may suspend the Board and appoint other persons to carry out the functions of the Board until otherwise determined by the Synod.

23. DISSOLUTION

- 23.1. The College shall not be dissolved without the prior approval of the Synod.
- 23.2. If a gift fund set up by the College to receive income tax deductible gifts is wound up, or if the relevant endorsement by the Commissioner of Taxation as a deductible gift recipient is revoked, the surplus assets of the gift fund must be transferred to another fund, authority or institution, gifts to which can be deducted under Division 30 of the Income Tax Assessment Act 1997 (or under any substitute provision relating to income tax deductible gifts) which is approved by the Synod.
- 23.3. If the College is dissolved any money or property (other than amounts referred to in clause 23.2) which remain after settlement of all due debts and liabilities must be transferred to one or more organisations or institutions selected by the Synod having purposes similar to those of the College which are not carried on for the profit or gain of their individual members, on condition the organization or institution use the money or property for educational purposes or for another qualifying exempt purpose (within the meaning of s. 415 Duties Act 2001 (Qld) or any substitute provision relating to institutions exempt from duty).

24. AMENDMENT TO THE CONSTITUTION

- 24.1. This Constitution may be amended from time to time by a special meeting of the Board called for the purpose provided that:
 - 24.1.1. notice in writing of the proposed amendments has been given to all members and the Council of Synod not less than fourteen days before the date of the special meeting;
 - 24.1.2. the proposal to amend the Constitution is supported by not less than two-thirds of the members present and voting at the meeting; and
 - 24.1.3. to become effective, the amendments shall require the approval of the Council of Synod.
- 24.2. This Constitution may be amended from time to time at the initiative of the Council of Synod provided that:
 - 24.2.1. advice in writing of the proposed amendments has been given to the Board not less than fourteen days before the date of a meeting of the Board;

24.2.2. the proposal to amend the Constitution is accompanied by an invitation for the Board to provide its response to the proposal; and

24.2.3. the Council of Synod takes into account any Board response and endeavours to reach agreement with the Board prior to any determination of an amendment proposal.

24.3. A record of all amendments to this Constitution shall be recorded in an Appendix 1 attached to this Constitution. The record shall include the dates on which the amendments were approved by the Board and the Council of Synod, and the full text of the amendments made.

25. **CONCLUSION**

25.1. The Secretary of the Board shall be responsible for maintaining this Constitution and recording the details of any approved changes made to it.

25.2. A copy of this Constitution shall be available for perusal by any person at the College Office.
