



Illawarra Christian School

Constitution Notes

May 2009



Many months in preparation, the new Constitution of the Illawarra Association for Christian Parent-Controlled Education is ready for first viewing. This note introduces the new Constitution, pointing out what is new and explaining the process for its approval, which is scheduled to take place at our Annual General Meeting in Term 2 this year.

Why do we need a new Constitution?

Our existing Constitution has served us well since the beginnings of our Association 40 years ago. It underwent some revision during the amalgamation with Tongarra Christian School 1993-94, but remains essentially the same.

The three main reasons for changing our Constitution are:

1. The legislation regulating the operation of Australian Public Companies such as our Association has changed significantly over the years. Parts of our existing Constitution no longer comply with the *Corporations Act 2001* (the Act) and we are required by law to bring our Constitution into line.
2. The existing Constitution did not describe in sufficient detail some aspects of the operation of our Association. The new Constitution documents and clarifies those aspects. An example is the right of members to appoint proxies if they are unable to attend a meeting.
3. The existing Constitution was proving to be unworkable in some areas and therefore needed revision in the light of modern trends in membership. An example is the difficulty of achieving a quorum at meetings, which threatens the ability of the Association to conduct its business.

Who has been involved in making and reviewing this new Constitution?

Our parent body, *Christian Education National*, provided a template constitution which was developed by Prolegis, a company which specialises in legal solutions for schools. Prolegis also happens to be our school's legal practice firm and have had ongoing involvement in the development and final review of this new Constitution.

A task force convened by the Board early in 2008 has worked to merge our existing Constitution into the new format. We especially thank Danny Willmott and Mark Edwards for their work in this matter.

What has changed in this new Constitution?

The first thing you will notice is that it is nearly double the size of our existing Constitution! This is partly due to reformatting with plenty of whitespace to make it easier to read. It is also due to the extra detail required to document existing practice.

Some changes are simply changes in terminology to bring it into line with the Act. Examples are:

- Use of the word "Company" instead of "Association", except for our name "Illawarra Association for Christian Parent-Controlled Education" which remains the same.
- Use of the term "Company School" to describe any educational institution owned and operated by the Company, instead of just "school".

There are also some changes which will alter the way we operate. The main changes are:

- Clause 7.1 Cessation of Membership: This clause gives conditions by which membership will automatically cease. These are recommended by Prolegis as standard for many organisations.
- Clause 9.2(a) Quorum at a General Meeting: Due to recent difficulty in achieving a quorum at Association meetings, it has been decided to reduce the minimum number of full members required to be present either in person or by proxy from 25% to the fixed number 25. This was the recommendation by Prolegis. A fixed number is easier to determine than a percentage.
- Clause 9.16 Right to appoint proxy: This brings our Constitution into line with the Act. The Act simply specifies that a member may appoint "a person" as a proxy, without restriction. Therefore we are NOT able to specify that a proxy must be a member, nor can we limit the number of proxies that a single person can hold. The Board plans to manage the appointment of proxies by encouraging and making it easy for members to direct the proxy how to vote.
- Clause 10.1 Number of directors: The clause in our existing Constitution which required at least 2 directors representing each campus has been removed. Instead the Board will develop a "Director Matrix" policy which in addition to campus representation will also list the desired balance of Directors regarding gender, age, skills and other appropriate categories. It will be an intentional, rather than mandatory policy. This was recommended by Prolegis.

What has not changed?

Our Educational Creed, which is the biblical foundation of all that we do, has not changed. It has been moved into a Schedule at the end of the Constitution in line with standard practice, but remains very much a part of our Constitution and is clearly referred to throughout the document.

Clause 37(a) which does not permit changing the Educational Creed or any other clause that refers to it, also remains unchanged in intent from our existing Constitution.

What is the approval process?

A draft Constitution was released during Term 1 to provide plenty of time for association members and other interested people to review it in plenty of time for its scheduled approval at our **Annual General Meeting on 21st May 2009**. The document is available for download, along with our existing Constitution, on our school website (www.ics.nsw.edu.au). Click on the link "Our Governance" on the left-hand side of the home page.

As required by the Act and our existing Constitution, we will need a quorum of 25% (currently around 60) of full, financial members to be present at that meeting, and approval will require a 75% majority in the vote. Please write down the date in your diary. Voting proxy forms are available for those members who can't attend. We will be voting to *replace* the existing Constitution with the new Constitution. Once approved, the new Constitution will be submitted to ASIC and will then become official.

Where can I get more information?

If you have any questions or comments about the new Constitution or the operation of our Association and School, please do not hesitate to contact me or another Board Director.

Regards in Christ,



Ken Bosward, Board Chairman.