



COBRAM ANGLICAN GRAMMAR SCHOOL

A school of The Anglican Schools Commission Inc.

CHARTER

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1. Title and Authority

Cobram Anglican Grammar School (**School**) is an entity of the Commission, is operated by the Commission and is not to be taken to be an association independent of the Commission.

2. Definitions and Interpretation

2.1. Definitions

In this Charter:

Anglican Identity means the distinctive aspects of an Anglican school, with reference to matters of faith, reason, worship, inclusion, character and service.

Board means the board of directors of the Commission as constituted from time to time.

CEO means the chief executive officer of the Commission from time to time.

the Church means the Anglican Church of Australia.

the Commission means The Anglican Schools Commission Incorporated and its successors being:

- (a) an association governed by its Constitution and regulated by the *Associations Incorporation Act 2015 (WA)*; and
- (b) a Registrable Australian Body under Part 5B.2 (Division 1) of the *Corporations Act 2001 (Cth)*.

Communicant means a person who:

- (a) has been confirmed in the Church or is ready and desirous of being so confirmed;
or
- (b) has been received into the Church or is ready and desirous of being so received;
or
- (c) is a communicant member of a church that is in full communion with the Church;
and
- (d) receives communion regularly in a school or parish including normally at Christmas and Easter; and
- (e) regularly attends the public worship of the Church in a school or parish.

the Council means the council delegated authority by the Commission to conduct the School on the Commission's behalf.

Diocesan Bishop means the:

- (a) Archbishop of Perth or their commissary while acting pursuant to the Archbishop's Statute 2016 or the administrator for the time being acting pursuant to that statute;
- (b) Bishop of Wangaratta or their commissary while acting pursuant to section 13 and 14 of the Wangaratta Bishopric Act 1904-1997; or
- (c) Bishop of Bunbury or their commissary while acting pursuant to the Bunbury Diocesan Administration Statute of the Diocese of Bunbury.

Diocese means the Anglican Church of Australia in the Diocese of Perth, Bunbury or Wangaratta (as applicable to the school location).

Diocesan Council means the Diocesan Council of the Diocese of Perth, Bunbury or Wangaratta (as applicable to the school location).

Ex-officio Members means the members of the Council nominated or elected as provided in clause 7.2(1)(a), (b), (c), (d) and (e) of this Charter.

Month means calendar month.

Policies means any policies rules regulations guidelines, procedures and directions made by the Commission from time to time and **Policy** shall have a corresponding meaning.

Principal means the principal of the School for the time being.

Synod means the Synod of the Anglican Church of Australia in the Diocese of Perth, the Diocese of Bunbury or the Diocese of Wangaratta (as applicable to the school location).

Visitor means the Diocesan Bishop.

2.2. Rules for Interpreting this Charter

This clause 2.2 specifies the rules for interpreting this Charter, except where the context makes it clear that a rule is not intended to apply.

- (1) The table of contents and headings are for convenience only and do not affect the interpretation of this Charter.
- (2) A reference to:
 - (a) a document (including this Charter or any Policy), or a provision of a document (including a provision of this Charter or any Policy), is to that document or provision as amended or replaced;
 - (b) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;

- (c) property includes real, personal and intangible property;
 - (d) any body or agency, if that body or agency ceases to exist, is renamed, reconstituted, replaced or has its powers or functions removed (**Defunct Body**), means the agency or body which succeeds to the Defunct Body's powers or functions, or performs most closely the functions of the Defunct Body.
- (3) The singular includes the plural, and vice versa.
 - (4) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (5) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

3. Previous Constitution Replaced

This Charter replaces the Constitution of the School which was taken to be the School's Constitution in force immediately before the adoption of this Charter.

4. Transitional

- 4.1** Everything properly done under any previous Constitution of the School remains valid after the adoption of this Charter as if properly done under this Charter.
- 4.2** If there is wording in any previous Constitution of the School that differs to or conflicts with wording in this Charter, the wording in this Charter will apply.
- 4.3** Without limitation, every Council member including the offices of Chair, Deputy Chair, Treasurer and Secretary in office immediately before the adoption of this Charter is taken to have been appointed and shall continue in office under this Charter upon the terms of this Charter.
- 4.4** For the avoidance of any doubt no Council member's term of office commences or re-commences on the date this Charter comes into effect.

5. Aims and Objects of the School Council

5.1. Objects

As an agent of the Commission, the Council is established to:

- (1) conduct the School on behalf of the Commission in accordance with the Christian faith as taught by the Church and as a low fee co-educational school;
- (2) conduct the School on behalf of the Commission in accordance with the objects for which it was established and in such a manner as is in accordance with this Charter, any Policies as may be prescribed by the Commission from time to time; and

- (3) act consistently with:
 - (a) the general aims and objects of the School Council in clauses 5.1 and 5.2; and
 - (b) any Strategic Plan of the Commission.

The Council will, from time to time, formulate, adopt, amend, rescind and publish statements of the vision, purpose, mission, values, aims and objectives of the School (by whatever name called). The Commission may provide direction to the Council on any or all these matters from time to time. The School Strategic Plan shall align with the Commission Strategic Plan.

6. Council Authority, Powers and Duties

6.1. Council Authority

- (1) The Council is a committee of the Commission and, subject to the Policies, it is responsible to the Commission for the governance and stewardship of the School.
- (2) The Council is responsible for the strategy, oversight and operations of the School, always being subject to authority limits set down by the Commission through Policy from time to time.

6.2. Council Powers

The Council shall have such powers as are necessary to implement the objects of this Charter. In particular the Council has the power to:

- (1) comply with any direction issued by the Commission to the School;
- (2) recommend to the Commission the appointment or dismissal of the Principal, the appointment being subject to the approval of the Diocesan Bishop;
- (3) supervise the Principal on behalf of the Commission;
- (4) conduct the School on behalf of the Commission;
- (5) manage the finances of the School, subject to this Charter;
- (6) repair and maintain the grounds, buildings and other improvements, equipment and facilities of the School;
- (7) appoint a Deputy Principal (that is, the person who deputises for the Principal in their absence) in consultation with the Principal in accordance with Policy, to assist the Principal in the administration of the School;
- (8) appoint a Business Manager in consultation with the Principal in accordance with Policy, and other such officers as it shall think fit, to assist the Council and the Principal in the administration of the School; and

- (9) invest monies of the School under its control upon such securities and in such manner as may be authorised by any law of the State of Western Australia, New South Wales or Victoria relating to the investment of funds as may be approved by the Commission.

6.3. Council Responsibilities

Subject to the Policies, the Council shall be responsible for the governance, strategy and oversight of the business and operations of the School and ensure the procuring of all things necessary for and incidental to the general conduct and welfare of the School as a Commission entity and generally for the advancement of its purposes including:

- (1) ensuring the School's Anglican Identity is promoted and aligned with the published statements of the vision, purpose, mission, values, aims and objectives of the Commission (by whatever name called);
- (2) overseeing the liturgical and religious life of the School in accordance with the powers and prerogatives of the Diocesan Bishop and relevant Policies;
- (3) ensuring the School complies with all Policies;
- (4) developing and implementing strategies, school-based policies and practices for the good governance of the School, which align with the Commission's Strategic Plan and Policies;
- (5) approving School strategic and operational plans;
- (6) providing oversight and monitoring the Principal's management of all aspects of the operations of the School through prudent and adequate reporting systems and critical assessment of reports and other information;
- (7) implementing any Policies relating to the appointment or dismissal of the Principal or any Council member;
- (8) reporting to the Commission each year showing the activities of the School since the last report;
- (9) overseeing the risk management of the School;
- (10) ensuring funds are available to remunerate all employees and contractors, advisors, consultants or other persons providing services to the School;
- (11) monitoring the financial performance and position of the School through the regular receipt of financial and operational reports, and reporting to the Commission on these matters in accordance with Policy;
- (12) ensuring policy is in place to support appropriate philanthropy and fundraising for the benefit of the School;
- (13) opening and operating bank accounts in accordance with Policy and as approved by the Commission;

- (14) approving through budgets and other means, and ensuring funds are available for purchasing equipment, supplies, information, communication, travel and other services in accordance with Policy; and
- (15) maintaining and protecting all property (as referenced at 2.2(2)(c) in the possession of the School and used in the operation of the School.

6.4. Council to be Accountable

6.4.1 The Council shall be accountable to the Commission for all actions undertaken in the exercise of its powers and responsibilities. The Council shall:

- (1) report to the Commission at such times as the Commission shall direct;
- (2) include in such reports the details and particulars that the Commission may direct from time to time; and
- (3) promptly provide to the Commission such information regarding the School as the Commission requires.

6.4.2 If the Council ceases to function in accordance with this Charter, or if the Commission deems it in the best interest of the Commission and/or the School, the Commission may suspend the Council and govern the School as the Board may determine.

6.5. Income and Property

- (1) The land, buildings and other improvements including all property and any other assets comprising the School shall be vested solely in the Commission.
- (2) Any property derived by the Council from the management or conduct of the School shall be held by the Council on behalf of the Commission and applied for the promotion of the Council's objects in accordance with the Charter or as directed by the Commission from time to time.

6.6. Delegation

- (1) In carrying out any of its powers and responsibilities, the Council may (subject to the Commission's role as the owner and operator of the School, and to Policy) delegate the exercise of powers or responsibilities to:
 - (a) a subcommittee of the Council; or
 - (b) the Chair of Council, Acting Chair of Council or Deputy Chair of Council; or
 - (c) the Principal, Acting Principal, Business Manager or Acting Business Manager.
- (2) All delegations are subject to Policy and shall be in accordance with Policy at all times.

- (3) All delegations must be recorded in the minutes of the meeting at which the delegation was made.
- (4) The delegate must exercise the powers delegated in accordance with any directions of the Council.
- (5) The exercise of the power by the delegate is as effective as if the Council had exercised it.
- (6) If the Council delegates a power or responsibility, the Council is responsible for the exercise of the power by the delegate as if the power had been exercised by the Council itself.

6.7. Subcommittees

- (1) The Council is empowered to appoint such subcommittees as it deems necessary. As a minimum each School must have a Finance and Audit Committee (or similar) chaired by the Treasurer, and an Executive Committee (comprising the Chair, Deputy Chair and Treasurer of Council).

The Council may also establish other subcommittees such as:

- (a) Building and Grounds;
 - (b) Governance and Nominations;
 - (c) Risk and Compliance; and
 - (d) Attraction and Retention.
- (2) Membership of subcommittees is not confined to Council members. However, at least one Council member is required to serve on each subcommittee.
 - (3) Subcommittees shall be chaired by a Council member.
 - (4) The duties of any subcommittee shall be informed by Policy, clearly defined by the Council through Terms of Reference and where appropriate a specific date shall be set for the completion of the tasks assigned to the subcommittee.
 - (5) In all cases except the appointment of a Principal (for which special procedures prescribed by the Commission apply) the subcommittee makes its recommendations to the Council.

7. The Council

7.1. Cardinal Principles of Membership

It is a cardinal principle that at all times, so far as practicable, the Council members should have between them as broad a range of interests, talents and experience as will assist them to collectively discharge their responsibilities to the best advantage of the School as an entity of the Commission as the owner and operator of the School, and

having regard to the interests of students, parents and staff. So far as practicable, a majority of Council members shall reside within the local community.

7.2. Council Membership

7.2.1 The membership of the Council shall comprise a minimum of seven (7) members and a maximum of eleven (11) members, the composition to be as follows:

- (a) one (1) member appointed by the Diocesan Bishop who shall hold office for three (3) years;
- (b) the CEO (or their nominee); and
- (c) remaining members appointed by the Commission who shall hold office for three (3) years.

7.2.2 The majority of members must be Communicants of the Church.

7.2.3 No more than two (2) members can be current parents or legal guardians of students at the School, unless prior written approval is received from the Commission for this number to be increased to three (3) members (noting that ideally at least one (1) member be a current parent or legal guardian).

7.2.4 At least one (1) member must be a clergyperson of the Church holding a license in the Diocese in which the School is located.

7.2.5 So far as practicable, the Diocesan Bishop and Commission will consult with Councils prior to or as a vacancy arises.

7.2.6 School Councils may nominate to the Commission suitable candidates for appointment to membership of the Council, in accordance with this Charter and Policy.

7.3. Appointment of Council members

(1) Except for the appointment referred to in clause 7.2.1(b):

- (a) each vacancy caused by the expiration of time shall be filled by the Diocesan Bishop or the Commission as the case may be and the Council member so appointed shall hold office for a period of three (3) years provided that the appointing body may prior to any appointment referred to in clause 7.2 specify that the Council member appointed shall hold office for some lesser period;
- (b) a Council member shall not hold office for a period greater than nine (9) consecutive years. Notwithstanding the above a member of the Council may serve a further term of three (3) years at the end of the nine (9) years if a resolution is passed by a majority of Council members and written approval to do so is given by the Commission;

- (c) after not serving as a Council member for at least three (3) years, a Council member may serve further terms in accordance with clauses 7.3(1) (a and b); and
- (d) a Council member appointed under the previous Constitution of the School whose term of appointment was not subject to a limit of nine (9) consecutive years may hold office for a period no greater than six (6) consecutive years from 1 January 2023, subject to 7.3(1)(a).

7.4. Requirements for Council Membership

Each Council member shall reside in a state or territory of Australia in which a Commission school operates, be actively engaged in the work of the Council, be willing to do their utmost to extend its work, shall be a Communicant of the Church and sign the relevant form of declaration in the Schedule, provided that the Diocesan Bishop or the Commission may where they deem it desirable waive the necessity of a Council member being a Communicant.

7.5. Vacating Office

The office of a Council member shall become vacant if the Council member:

- (1) resigns; or
- (2) dies; or
- (3) becomes physically or mentally ill to a point that in the opinion of the Commission or a majority of Council members interferes with that Council member's ability to continue to carry out their function as a Council member; or
- (4) becomes bankrupt or enters into an arrangement with creditors under the Bankruptcy Act; or
- (5) is convicted of any indictable offence; or
- (6) ceases to hold a current *Working With Children Check (if eligible)* or any replacement system whereby any adult person who works with children is required to be issued with any form of authority or consent to enable them to do so or it would otherwise be unlawful for that person to continue in office; or
- (7) ceases to hold a nationally coordinated criminal history certificate, and renew every three (3) years; or
- (8) is absent, without prior leave granted by the Council, from three (3) consecutive Council meetings of which due notice was given; or
- (9) being a Council member appointed by the Diocesan Bishop under clause 7.2.1(a), is removed from office by the Diocesan Bishop; or
- (10) having been appointed by the Commission under clause 7.2.1(c), is removed from office by the Commission; or

- (11) ceases to reside in a State or Territory of Australia in which a Commission school operates; or
- (12) becomes an employee of the School.

7.6. *Casual Vacancy of Council Members*

- (1) Any casual vacancy of the Council shall be appointed by the Commission except for the appointment by the Diocesan Bishop.
- (2) The Council may act notwithstanding any original or subsequent vacancies in its numbers, so long as the Council comprises at least seven (7) members, unless written approval from the Commission permits Council to act with less than seven (7) members for a period of time defined by the Commission.
- (3) Any member appointed or elected to a casual vacancy in the Council shall hold office for the balance of the term of the Council member whose seat on the Council has become vacant or as the Commission determines.

7.7. *Council meetings*

- (1) The Council shall meet at such places, at such times and at such intervals as it may decide, but not less frequently than six (6) times each year.
- (2) At least seven (7) days' notice of all Council meetings shall be forwarded to each Council member. The Chair, the Principal or the CEO may call an ad hoc meeting of the Council at any time provided that at least forty eight (48) hours prior notice is given to each Council member and that papers are distributed at least twenty four (24) hours before the meeting. In extraordinary circumstances, the Commission or Council can waive the notice requirements.
- (3) The Chair shall convene a meeting upon written request to do so by three or more Council members or at the written direction of the Commission.
- (4) The number of Council members required to form a quorum at any meeting of the Council shall be the next whole number above half of all the voting Council members.
- (5) Subject to clause 7.11(9), the Chair will act as the chair of each Council meeting attended by the Chair. The Deputy Chair will act as chair of each meeting not attended by the Chair and which would otherwise have been chaired by the Chair, or in the absence of the Deputy Chair, one of the Council members elected by the Council will chair such a meeting.
- (6) Subject to this Charter, questions arising at any meeting of the Council and business requiring resolution or determination shall be decided by consensus. When consensus is not reached, a majority of votes of Council members present and entitled to vote and any such decision shall be deemed a determination of the Council.

- (7) The Council members shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Council members shall respect the confidentiality of Council deliberations.
- (8) The Council shall cause minutes of the proceedings of its meetings to be completed within fourteen (14) days after the date of the meeting and the name of those present at such meetings to be recorded in the minutes. The minutes of any meeting signed by the Chair of the meeting at the succeeding meeting, shall be prima facie evidence of the transactions recorded in such minutes. A copy of the minutes shall be provided to the Commission once signed. A draft copy of the minutes must be sent to the Commission within fourteen (14) days of the meeting being held.
- (9) All acts otherwise properly done by any Council meeting or by any person acting as a Council member shall be valid even if it is afterwards discovered that there was some defect in the appointment of any Council member or person so acting, or that they or any of them were disqualified.
- (10) Council meetings may be conducted by telephone, audio-visual link up or any other technological means consented to by all Council members provided that all Council members are able to hear and be heard by all others attending the meeting.
- (11) A Council member participating in a meeting in accordance with clause 7.7(10) is deemed to be present, including for the purposes of constituting a quorum and, except for the Principal and Business Manager, is entitled to vote at the meeting.
- (12) A meeting conducted by telephone, audio-visual link up or other technological means is to be treated as held at the place recorded in the minutes of that meeting.
- (13) An original document, or a photocopy or electronic copy which is in the possession of or has been seen by all Council members attending the Council meeting prior to, or at the time of that meeting may be treated as a document tabled at that meeting.
- (14) Where practicable, Council meeting agenda and papers should be distributed at least four (4) business days before the scheduled meeting.
- (15) Circular Resolution
 - (a) The Council may pass a resolution without a Council meeting being held if a majority of Council members entitled to vote on the resolution sign a statement that they are in favour of the resolution provided that the Council members were given a written copy of the proposed resolution at least twenty four (24) hours prior to considering the proposed resolution.
 - (b) For the purposes of sub-clause (a) above:
 - (i) separate copies of a document containing a statement may be used for signing by the Council if the wording of the resolution and the statement are identical; and

- (ii) a facsimile or an electronic transmission may be used.
- (c) At the next Council meeting the resolution must be put to the Council for recording in the minutes.

7.8. Meetings with the Commission

- (1) The Council shall meet with the Commission whenever requested to do so. , The Council will report on matters as the Commission deems appropriate from time to time and /or in accordance with Policy. The Council will report on and provide the following:
 - (a) An annual report containing strategic and operational achievements and issues facing the Council and addressed in the prior year and being addressed in the School's current Strategic Plan. This will inform the Commission's Report to Diocesan Synods. Schools will not report directly to Synod;
 - (b) Whenever requested by the Commission or in accordance with Policy or need on:
 - (i) matters or circumstances that have arisen that have significantly affected, or may significantly affect the School's operations or state of affairs, in the current and next financial year; and
 - (ii) significant changes to the School during the year.
 - (c) Present the annual Budget and Ten-Year Plan for approval in accordance with Policy;
 - (d) Details of likely developments in the School's operations or affairs in future financial years and the expected results of those developments;
 - (e) any other information requested by the Commission as may be reasonably available to the School or the Council; and
 - (f) the School's annual audited accounts for the last completed financial year, as undertaken by the Commission's auditor.

7.9. Officers of the Council

- (1) The Chair of the Council:
 - (a) must be a communicant of the Church;
 - (b) must be a Council member;
 - (c) shall be appointed as Chair by the Commission after consulting with the Council; and
 - (d) may be removed from the office of Chair by the Commission.

(2) Role of the Chair

The Chair (or Council member acting as Chair) and the Principal are the only persons who are authorised to speak on behalf of the Council, unless (in the case of the Principal) the Commission, the Chair or the Council otherwise determines.

The Chair's role is to provide leadership to the Council. The Chair should guide and assist Council members and when appropriate speak on behalf of the Council.

Key tasks of a Chair include, but are not limited to:

- (a) ensuring that all members study and apply the Charter, and if there is any difficulty in this regard and the matter cannot be rectified locally the Chair should consult the Commission;
- (b) being aware of the confidentiality of Council discussion and ensure members are similarly appreciative of the need not to breach confidentiality. This applies to all Council members;
- (c) encouraging members to approach the appointment to the Council as independent of any personal interests they may have;
- (d) helping other office-bearers to discharge their responsibilities and generally to supervise the Council operation;
- (e) taking particular care that all communications pass through the hands of the Secretary or Principal. It is necessary to ensure that all relevant information, financial or other, which any Council member has is shared with all others. Likewise the Chair should ensure that good communications are established and maintained between the Council and other individuals and groups interested in the welfare of the School;
- (f) publicly supporting all decisions of the Council; and
- (g) maintaining regular contact with the Principal between Council meetings to ensure the Council is appropriately informed if important matters emerge.

(3) Where the office of Chair is vacant or is about to become vacant the:

- (a) Council must notify the Commission in writing of the vacancy, or impending vacancy;
- (b) Commission will consult with the Council and Principal to discuss the appointment of a new Chair; and
- (c) Commission shall appoint the new Chair of the Council in accordance with this Charter.

(4) The appointment of the Chair shall be for an initial term which is the lesser of three (3) years and the balance of the term for which the Chair was last appointed a Council member.

- (5) At the end of the initial term as Chair, and the end of each subsequent term as Chair, the Chair shall be eligible to be re-appointed as Chair for successive further terms of three (3) years.
- (6) Subject to clause 7.2.1, a Deputy Chair and Treasurer shall hold office for two years and shall be elected by the Council from the Council members at the final Council meeting of the relevant year or at another meeting when required. These officers may be re-elected after their first and subsequent two year terms, in accordance with the limits set in 7.3(1).
- (7) The Chair and Deputy Chair of the Council at the time this Charter is adopted shall be the Chair and Deputy Chair respectively of the Council as and from the adoption of this Charter (even if they are not Communicants of the Church). For the purposes of clause 7.9(3), the term of the Chair is deemed to have commenced when they were last appointed to the position under any rules or other governance document preceding the adoption of this Charter.
- (8) The office of Chair shall become vacant if the Chair:
 - (a) ceases to be a Communicant of the Church (subject to clause 7.9 (7));
 - (b) ceases to be a Council member;
 - (c) resigns from the office by giving written notice of resignation to the Commission and the Council; or
 - (d) is removed from the office by the Commission.
- (9) The office of the Deputy Chair shall become vacant if the Deputy Chair:
 - (a) ceases to be a Council member; or
 - (b) resigns from the office by giving written notice of resignation to the Council; or
 - (c) is removed from the office by a simple majority vote of Council members; or
 - (d) their two year term as Deputy Chair concludes.
- (10) The Council will appoint the School's Business Manager or another person to act as Secretary to the Council upon such terms and conditions as the Council thinks fit and in accordance with Policy.
- (11) The Secretary of the Council:
 - (a) shall be required to undertake all necessary duties as directed by the Council; and
 - (b) need not be a Council member.

- (12) The responsibilities and duties of the Secretary are to:
- (a) make the necessary preparations for the holding of Council meetings including the preparation and circulation of agendas and minutes;
 - (b) ensure that the minutes of Council meetings are accurately taken and properly preserved;
 - (c) share with other Council members all information relevant to the Council's operation;
 - (d) manage correspondence;
 - (e) record all incoming and outgoing correspondence;
 - (f) prioritise items as urgent attention of the Chair; circulate to Council members the agenda items for the next Council meeting; or information to relevant members;
 - (g) have correspondence available at Council meetings;
 - (h) prepare letters or documents as required by Council;
 - (i) keep a record of each member's term of office, including casual vacancies, in a register provided by the Commission; and
 - (j) send all relevant information to the Commission including e. Council minutes, Council register, and other updates.
- (13) The Council or Secretary may appoint an administration officer to carry out some of the duties in clause 7.9(12).
- (14) The Council will appoint a person from among the Council members to act as Treasurer to the Council upon such terms and conditions as the Council think fit. The Treasurer of the Council shall be required to undertake all necessary duties as directed by the Council and in accordance with Policy.
- (15) It is the Treasurer's responsibility to advise the Council, so that the Council can ensure that:
- (a) the finances of the School are properly managed;
 - (b) books of account are kept in a manner and to a standard required by the Commission;
 - (c) financial returns are made by the appointed time to the Commission, government agencies and others as required;
 - (d) a draft Financial Statement for the calendar year and a budget for the ensuing year are prepared and presented to the Commission in accordance with Policy;

- (e) the School bank accounts are correctly prescribed and operated in the manner specified in the Charter; and
- (f) all relevant financial information is shared with other Council members. The books of account are to be available at any time to all Council members.

The Treasurer should be a practising or retired accountant. In the absence of such a person, any Council member who has the skills necessary to discharge the duties referred to above is eligible for election by the Council to the position of Treasurer.

7.10. Exercise of Powers and Responsibilities by all Council members

- (1) In exercising their powers and responsibilities pursuant to this Charter, Council members must:
 - (a) do so with the degree of care and diligence that a reasonable person would exercise in their position;
 - (b) do so in good faith and in the best interests of the School and of the Commission as the owner and operator of the School in accordance with Commission's objects, mission, purpose, values and strategic direction;
 - (c) do so for a proper purpose;
 - (d) not improperly use their position so as to gain an advantage for themselves, or someone else, or cause detriment to the School or the Commission; and
 - (e) not improperly use information they have obtained as a result of their position to gain an advantage for themselves, or someone else, or cause detriment to the School or the Commission.
- (2) A Council member has a continuous obligation to disclose to and notify the Council of any:
 - (a) matter that has the potential to cause financial and/or reputational harm to the School and/or the Commission arising from time to time, including all potential legal matters; and
 - (b) material personal interest in any matter that relates to the affairs of the School.

7.11. Conflict of Interest

- (1) Any Council member or ex-officio who has a material personal interest in a matter that is being considered at a Council or Subcommittee meeting has a duty to give the other Council or Subcommittee members and ex-officios notice of that interest that details the nature and extent of the interest and the relation of the interest to the affairs of the School.

- (2) The Council is responsible for:
 - (a) disclosing and managing conflicts of interest; and
 - (b) monitoring and reviewing compliance with the conflict of interest policy determined by the Commission from time to time.
- (3) Council or Subcommittee members or ex-officios must:
 - (a) disclose a conflict of interest as soon as practicable to the Chair of the Council or Subcommittee;
 - (b) be absent from the Council or Subcommittee meeting while the matter is being considered (if requested by the Council, Subcommittee or Chair).
- (4) A Conflicts of Interest Register shall be maintained by the Secretary in accordance with the Conflicts Policy.
- (5) All disclosures must be recorded in the minutes of the Council meeting, and Subcommittee minutes where relevant.
- (6) Access to disclosures of conflicts of interests shall be restricted to the Chair, Secretary and Principal.

In exceptional circumstances, where a conflict is of such significant or likely to prevent a Council or Subcommittee member or ex-officio from regularly participating in discussions, the Council or Subcommittee shall consider if it is appropriate for the conflicted member to resign (or be removed in accordance with this Charter) from the Council or Subcommittee.

- (7) If a person suspects that a Council or Subcommittee member or ex-officio has failed to disclose a conflict of interest, they should notify the Chair or the CEO.
- (8) The Chair shall vacate the chair of each Council or Subcommittee meeting and shall ask another Council member to chair the meeting during the consideration of any matter in which the Chair has disclosed a material personal interest.

7.12. Notice of Council Meeting

- (1) A notice of a Council meeting shall specify the place, the day and the hour of the meeting and shall state the general nature of the business to be transacted at the meeting.
- (2) A notice may be served on a Council member in any of the following ways:
 - (a) by giving it to the Council member;
 - (b) by leaving it at the Council member's address;
 - (c) by post, that is, by sending it by pre-paid post addressed to the Council member at the Council member's address;

- (d) by email, that is, by sending it by email to the Council member at the Council member's email address; and
- (e) in any other way the law provides for service on the Council member.

7.13. Right of Access

- (1) A Council member may inspect the books and financial records of the School at all reasonable times for any purpose connected with the role of Council member for the purposes of a legal proceeding:
 - (a) to which the Council member is a party; or
 - (b) that the Council member proposes in good faith to bring; or
 - (c) that the Council member has reason to believe will be brought against them.
- (2) A person who has ceased to be a Council member may inspect the books and financial records of the School at all reasonable times for the purposes of a legal proceeding:
 - (a) to which the Council member is a party; or
 - (b) that the Council member proposes in good faith to bring; or
 - (c) that the Council member has reason to believe will be brought against them.

This right continues for seven (7) years after the person ceased to be a Council member.
- (3) A person authorised to inspect books under this clause for the purpose of legal proceedings may make copies of the books for the purpose of those proceedings at their cost.
- (4) The Council member or person inspecting or copying records and documents must maintain the confidentiality of confidential information in such records or documents, must comply with any requirements of privacy laws to which the School and Commission are subject and must not prevent the Commission from maintaining claims of legal professional privilege over documents.

8. Leadership

8.1. The Principal

- (1) The Principal shall be a Communicant of the Church.
- (2) The Principal shall be appointed in accordance with the Commission's Principal Employment Agreement and other relevant Policies.
- (3) Subject to the general supervision of the Council, the Principal shall conduct and control the organisation, instruction and discipline of the School. The Commission

is at all times the employer of the Principal and the Principal is at all times the employee of the Commission for all purposes under the law and this Charter.

- (4) Subject to the Policies enunciated from time to time by the Commission, the Principal shall appoint the lay teaching and support staff required for the operation of the School.
- (5) The Principal may dismiss any of the staff appointed by the Principal subject to Policy, relevant employment agreements and contracts. The Principal shall report on the dismissal to the Council at the next meeting.
- (6) A Chaplain or Chaplains shall be appointed by the Principal after consultation with and approval of the Diocesan Bishop on the basis that the appointment terms and conditions be determined by the Council with the approval of the Diocesan Bishop and in accordance with Policy.
- (7) Notwithstanding any provision in this Charter, the Commission may in its sole discretion after consulting with the Diocesan Bishop and advising the Council:
 - (a) suspend or altogether withdraw the Council's powers to supervise the Principal under clauses 6.2(3) and 8.1(3); and
 - (b) implement the provisions of clauses 6.2(2), 6.2(3) and 8.1(3) directly with and in relation to the Principal.

8.2. Powers and Duties of the Principal

The Principal shall be responsible to the Commission and the Council for the leadership, day-to-day management and welfare of the School. Accordingly, the Principal shall:

- (1) diligently pursue the aims and objects of the School and the Commission as owner and operator of the School as detailed in clause 5 of this Charter;
- (2) be responsible for implementing Policies;
- (3) be responsible for implementing strategies of the Council including applicable school-based policies;
- (4) subject to the Policies laid down from time to time by the Commission, be responsible for the day-to-day management of the School including, without limitation:
 - (a) employing and dismissing staff;
 - (b) maintaining teaching standards;
 - (c) maintaining staff and student conduct, safety and wellbeing in accordance with relevant Policies;
 - (d) the care of and proper accounting for the property both real and personal, owned, leased, hired or otherwise used by the School; and

- (e) compliance by the School with all laws, and Policies.
- (5) prepare written reports to the Council and/or the Commission on any matters relating to the management of the School as the Council and/or Commission may from time to time require.

8.3. *Appointment of Acting Principal or Interim Principal*

When the School is without a Principal prior to the appointment of a new Principal, or during any period when the Principal is absent on leave or during any period of incapacity, and subject to any Policies, the Commission, in consultation with the Council, may appoint a suitably qualified person as Acting Principal or Interim Principal on such terms and conditions as the Commission determines.

8.4. *Principal May Authorise Expenditure*

The Principal may authorise such expenditure as is necessary for the proper management of the School in accordance with:

- (a) the budget adopted by Council and approved by the Commission; or
- (b) the relevant authorisation levels set by the Council and approved by the Commission; or
- (c) in the absence of any budget adopted by or authorisation levels set by the Council, the authorisation levels set by the Commission from time to time.

8.5. *Principal's Attendance at Council Meetings*

The Principal must attend Council meetings except when directed not to do so by the Chair or the Council or the Commission.

9. Donations

- 9.1 The Council may apply the proceeds (in whole or in part) of any donation received by the School for any purpose in support of the aims and objectives of the School as it determines from time to time, including, but not limited to, the establishment of any bursary or scholarship.
- 9.2 In applying the proceeds of any donation, the Council shall consider the request of the donor and shall not unreasonably deny such a request.
- 9.3 The source of donation should not harm the reputation of the School or Commission.

10 Financial Management

- (1) The Council is responsible to the Commission for the financial administration of the School, and as such the Council is required to account for and administer all income, recurrent and capital, from whatever source, and all expenditure for the School.

- (2) The Council does not have the authority to undertake any financial commitment in any financial year involving expenditure beyond the limits of its estimated annual income from all sources for that financial year without the approval of the Commission.
- (3) With the prior written approval of the Commission, the Council may cause funds to be borrowed from sources approved by the Commission.
- (4) Regarding recurrent expenditure, the Council is required to manage expenditure to allow the School to operate within or exceed its budgeted surplus position, which must be established and approved by the Commission prior to commencement of each calendar year. At the commencement of each budget cycle, the Commission issues standard key performance indicators and parameters for the estimation of recurrent income and expenditure.
- (5) The Commission may give directions to the Council from time to time concerning priorities and limits of expenditure, whether recurrent or capital.
- (6) The Council has the responsibility for setting and collecting tuition fees in accordance with relevant Policies. The Commission sets the parameters annually for tuition fee adjustments. The Council may move outside these parameters only with the Commission's written approval.
- (7) Adequate funds must be made available to the Principal by the Council for the day to day operations of the School.
- (8) The Council is responsible for paying from the School funds all rates, taxes, insurance premiums, interest or other outgoings relating to the buildings and improvements of the School, and for the maintenance and upkeep of School buildings, grounds, equipment and furniture, and improvements for alterations to the School of a structural or capital nature.
- (9) The auditors of the School shall be the Commission's auditors. They shall hold office as auditors of the School in accordance with the auditor's appointment as the Commission's auditors.
- (10) The auditors shall audit the accounts and records of the School and shall report thereon annually to the Commission. These reports shall include comment as to whether the:
 - (a) accounts and records have been properly kept;
 - (b) statement of income and expenditure sets out a true and fair view of the operations of the School; and
 - (c) balance sheet discloses a true and fair view of the financial position of the School at the date thereon.
- (11) The Council shall cause to be prepared each year a balance sheet and statement of income and expenditure and the auditor's report thereon to be delivered to the Commission. The Commission will present to the Synod a consolidated statement

together with a report in writing on behalf of Commission schools on their operations for the previous year.

- (12) Financial returns, as required by the Commission and government agencies, must be made by the Council by the appointed date.
- (13) A bank account or bank accounts shall be maintained by the Council for all income and expenditure relating to the management and conduct of the School.
- (14) All payments shall be made by cheque or electronic funds transfer where practicable. Any two of the following shall be joint signatories to cheques or electronic funds transfer payments: the Treasurer, the Principal, the Business Manager and two other persons appointed by the Council.
- (15) The Commission shall indemnify and hold harmless the Council and each Council member in respect of any personal liability incurred by them or any of them in the course of or arising out of or in connection with the proper performance of the duties of their office otherwise than by reason of their wilful default, negligence or fraud.

11 Business Manager

11.1 Responsibilities

The Council shall appoint a Business Manager in consultation with the Principal and Commission. The Business Manager shall be responsible to the Council for the financial and business administration of the School as prescribed by the Council and Policy and shall be responsible to the Principal for the day to day financial and business affairs of the School. The Council may dismiss the Business Manager.

11.2 To Comply with Directions

In the execution of their duties, the Business Manager shall comply with any direction given to them by the Commission, the Council or the Principal.

11.3 Business Manager May Attend Council Meetings

The Business Manager must attend Council meetings except when directed not to do so by the Chair or the Council or the Commission.

12 Honorary Members

The Council may elect and appoint any person as an honorary member of the Council for life in recognition of their service to the School provided there shall not be more than four (4) honorary members at any one time. An honorary member shall have no rights or duties but may advise or consult with the Council on any occasion upon which the Council shall invite them to do so. The Council may revoke a person's honorary membership at any time.

13 Visitor

The Diocesan Bishop shall be the Visitor to the School and as such shall have and may:

- (a) exercise all the powers which customarily appertain to that office;
- (b) have power to grant at the Visitor's sole discretion dispensation in all spiritual matters together with power to inspect the School and the accounts of the Council and report thereon to Synod, the Commission, the Council or the Principal as the case may require; and
- (c) make such recommendations to Synod, the Commission, the Council or the Principal as the Visitor shall deem fit.

In accordance with Policy, the Commission's appointment of the Principal shall be subject to the approval of the Diocesan Bishop.

14 Amendment of Charter and Dissolution

- (1) This Charter may not be amended except by the Commission which shall review this Charter in accordance with Policy, or as the need arises from time to time or when requested to do so by the Council.
- (2) If the Council ceases to function in accordance with this Charter, or if the Commission deems it in the best interest of the Commission and/or the School, the Commission may assume the management and conduct of the School from the Council until the Commission is satisfied that the Council is able to function in accordance with this Charter.
- (3) After consultation with the Visitor, the Commission may dissolve the Council and cease the conduct of the School and if it does so the Commission shall advise the Australian Charities and Not-for-profits Commission and any other relevant statutory authority of that occurrence. If upon dissolution of the Council and cessation of the School's operation under this Charter there remains after the satisfaction of all debts or liabilities any profits and assets whatsoever they shall not be paid or distributed amongst the Council members for their personal profit or gain but shall be given or transferred to the Commission to be applied to another Commission school having similar objects as may be determined by the Commission at the meeting at which the dissolution and cessation of operation was resolved.

15 Disputes

Any disputes involving Council members shall be resolved in accordance with the dispute resolution policies prescribed by the Commission from time to time.

16 Indemnity

- (1) The Commission may put in place and pay for a suitable insurance policy for directors' and officers' covering Council members, the Principal and any other employees of the School as the Commission considers appropriate.

- (2) Every Council member, subcommittee member, Principal and employee of the School shall be indemnified out of the funds of the School against losses and expenses which he or she may incur or become liable for by reason of any contract or agreement entered into, or any personal injury or property damage done or caused by him or her in his or her capacity as a Council member, subcommittee member, Principal or employee in the proper discharge of his or her duties.
- (3) No Council member, subcommittee member, Principal or employee shall be liable for the acts, neglects or defaults of any other Council member, subcommittee member, employee or any other person or legal entity or for any loss, damage or expense whatsoever that occurs in the proper execution of his or her duties, or in relation thereto unless the same occurs from his or her own fraudulent act or omission.

DECLARATION FOR COMMUNICANTS

The undersigned having been appointed to the office of member of Cobram Anglican Grammar School Council DO SOLEMNLY DECLARE that I will faithfully perform all duties of the said office and I accept and solemnly promise to observe the policies and directions of the Commission and the Cobram Anglican Grammar School Charter.

I do further solemnly declare that I am a communicant of the Church.

SIGNED AND DATED by Council member

DECLARATION FOR NON-COMMUNICANTS

The undersigned having been appointed to the office of member of Cobram Anglican Grammar School Council DO SOLEMNLY DECLARE that I will faithfully perform all duties of the said office and I accept and solemnly promise to observe the policies and directions of the Commission and the Cobram Anglican Grammar School Charter.

SIGNED AND DATED by Council member