

PMSA



Presbyterian and  
Methodist Schools  
Association

A joint mission of the Uniting and Presbyterian Churches

CURRENTLY UNDER REVIEW

# Council Manual

Part A Section 4(a)(ii)

By-Laws of the PMSA





## INDEX

1. Name
2. Objects
3. Appointment, Removal and Remuneration of Councillors
  - 3.1. Number
  - 3.2. Appointment
  - 3.3. Qualification
  - 3.4. Term
  - 3.5. Vacation of Office
  - 3.6. Casual Vacancies
  - 3.7. Retiring Age
  - 3.8. Councillor Induction
  - 3.9. Succession Process
  - 3.10. Removal of Councillors from Office
  - 3.11. Councillor Fees
  - 3.12. Payment of Councillor Expenses
  - 3.13. Payment for Extra Services
  - 3.14. Payments to Former Councillors
4. Powers and Duties of Councillors
  - 4.1. Government
  - 4.2. Office bearers
  - 4.3. Attorneys
  - 4.4. Delegation
  - 4.5. Care and Diligence
  - 4.6. Act in Good Faith

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- 4.7. Reliance on Information Provided by Others
- 4.8. Right of Access to Association Books
- 4.9. Use of Position
- 4.10. Use of Information
- 5. Committees
  - 5.1. Establishment
  - 5.2. Delegation of Powers to a Committee
  - 5.3. Reserve Powers of Council
  - 5.4. Committee Chairmen
  - 5.5. Reporting Requirements
  - 5.6. Liaison and Support Groups
- 6. Meetings
  - 6.1. General Meetings
    - 6.1.1. Convening of Meetings
      - 6.1.1.1. Annual General Meeting
      - 6.1.1.2. General Meetings
    - 6.1.2. Notice of General Meeting
    - 6.1.3. Cancellation of General Meeting
    - 6.1.4. Appointment of Chairman at General Meeting
    - 6.1.5. Appointment of Auditor
    - 6.1.6. Chairman's Powers
    - 6.1.7. Adjournment of General Meeting
    - 6.1.8. Voting at General Meeting
  - 6.2. Meetings of Council
    - 6.2.1. Requirements
    - 6.2.2. Quorum at Meetings



- 6.3. Committee Meetings
- 7. Proceedings of Councillors
  - 7.1. Convening of Ordinary Meetings
  - 7.2. Requisitionists
  - 7.3. Mode of Meeting for Councillors
  - 7.4. Voting at Ordinary Meetings
  - 7.5. Appointment of Chairman of Councillors
  - 7.6. Chairman's Vote at Meetings
  - 7.7. Council to Act
  - 7.8. Disclosure of Councillors' Interests
  - 7.9. Councillor Contracts
  - 7.10. Councillors Holding Office of Profit
  - 7.11. Participation where Councillors Interested
  - 7.12. Minutes
  - 7.13. Resolution without Meeting
  - 7.14. Resolution in Writing
  - 7.15. Form of Resolution in Writing
- 8. Employment
- 9. By-Laws and Rules
  - 9.1. Make, Repeal or Alter
  - 9.2. Continuation
- 10. Retirement Benefits
  - 10.1. Grant of Benefit
- 11. Common Seal
  - 11.1. Custody
  - 11.2. Affixing the Seal



- 12. Association's Interests
  - 12.1. Protecting the Association's Integrity
  - 12.2. Financial Records
  - 12.3. Annual Financial Reports
  - 12.4. Bank Accounts
  - 12.5. Use of Income and Property
  - 12.6. Fund Raising
  - 12.7. Winding Up
- 13. Indemnity
  - 13.1. Liabilities
  - 13.2. Insurance Premiums
- 14. Reports
  - 14.1. Annual Reports
- 15. Definitions



### 1. Name

The name of the body corporate given in Clause 1 of the Constitution is “The Presbyterian and Methodist Schools Association” (the Association).

### 2. Objects

The objects are those given in Clause 2 of the Constitution, namely, to establish and carry on schools where pupils may obtain an education which is in accordance with sound educational principles and which is consistent with basic Christian doctrine.

### 3. Appointment, Removal and Expenses of Councillors

There are three appointors to the Association, the General Assembly of the Presbyterian Church of Queensland, the Queensland Synod of the Uniting Church, and the Association’s Council.

#### 3.1. Number

The number of Councillors shall be the number in total appointed from time to time to the Association’s Council (the Council) by each of the three appointors acting under Clause 4 of the Constitution.

#### 3.2. Appointment

Appointment of Councillors can only be made by either of the three appointors. Qualified persons can offer themselves to the Association for appointment or reappointment only through Council’s Nomination Committee. Appointment of a person as a Councillor cannot be made otherwise.

#### 3.3. Qualification

##### 3.3.1. Councillors must:

- (a) be a member of either the Presbyterian or the Uniting Church; and
- (b) display community leadership; and
- (c) be able to apply sufficient time and effort as to achieve the objectives of the Association; and
- (d) from appropriate experience in committees/associations/boards have an understanding of successful corporate governance practices; and
- (e) have a preparedness to publicly identify with or champion independent Christian-based schools and the Association’s schools.

##### 3.3.2. A person will not be considered for candidacy for an office of Councillor if the person:

- (a) has been convicted, under the Criminal Code of a criminal act; or
- (b) is subject to an order made under Corporations Law; or



(c) under Bankruptcy Law is an undischarged bankrupt, or has executed a deed of arrangement or entered into a composition with creditors and final payment has not been made; or

(d) is not otherwise qualified to be a member of a School Council.

3.3.3. In addition Council on the advice of the Appointment and Remuneration Committee may determine other criteria, skills, knowledge and experience to qualify a candidate as Councillor.

#### 3.4. Term

The term of appointment for a Councillor shall be, if agreed with the Sponsors, three years, or, if agreement cannot be reached, one year. Councillors may, at the end of each term in office, offer themselves for re-election.

#### 3.5. Vacation of Office

3.5.1. A Councillor vacates the office of Councillor if that Councillor ceases to be qualified under Clause 14 of the Constitution.

3.5.2. If a Councillor upon retirement offers himself/herself to the original appointor for reappointment and the Councillor is not renominated by that appointor, the Councillor is deemed to have vacated the office of Councillor.

#### 3.6. Casual Vacancies

Casual vacancies shall be filled on the advice of the Council Nomination Committee to serve until the next Annual General Meeting.

#### 3.7. Retiring Age

There shall be no fixed limit to the total term of office of a Councillor, and retiring Councillors are eligible for reappointment up to the appointment date by which they attain the age of 72 years. A person who has attained the age of 72 years may be appointed or reappointed annually thereafter to serve until the next Annual General Meeting following their appointment.

#### 3.8. Councillor Induction

Council shall determine an induction process for all Councillors to pursue after the date of their first appointment.

#### 3.9. Succession Process

Council shall determine a Succession Process for all Councillors to ensure the succession of qualified persons to positions of office-bearers.

#### 3.10. Removal of Councillors from Office

The Council may remove Council-appointed Councillors from office.



### 3.11. Councillor Fees

No meeting fees may be paid to Councillors for the performance of their duty.

### 3.12. Payment of Councillor Expenses

The Councillors may be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of Council or any Committee, or otherwise in the execution of their duties.

### 3.13. Payment for Extra Services

A Councillor who is called upon by the Association to perform extra services or to make a special exertion or to undertake executive or other work for the Association beyond the Councillor's ordinary duties may be paid as the Council determines for those services, exertions or work.

### 3.14. Payments to Former Councillors

Subject to the Constitution, Councillors may determine that the Association:

- (a) pay a gratuity, pension or allowance, at the time of or following retirement or other vacation of office to a Councillor or a relative of a Councillor; and
- (b) make contributions to any fund or pay any premiums for the purchase or provision of that gratuity, pension or allowance.
- (c) set time limits within which Councillors may not be paid for extra services or work performed following their vacation of office.

## 4. Powers and Duties of Councillors

### 4.1. Government

4.1.1. Subject to the law, the Constitution and these By-Laws, the Council is responsible for the good government of the business of the Association and the attainment and performance of the Association's objects and may exercise all of the powers of the Association except those that are required to be exercised in general meeting.

4.1.2. Council must determine the roles, responsibilities and duties of Councillors.

### 4.2. Office Bearers

In addition to that required by the law, the Council must determine the term, roles, responsibilities and duties of office bearers.

### 4.3. Attorneys

4.3.1. The Council may from time to time by power of attorney appoint a corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Council, to be an attorney or attorneys of the Association.





- 4.3.2. The attorney may be granted all powers, authorities, and discretions (not exceeding those vested in or exercisable by the Council under the Constitution) for the period and subject to the conditions, which the Council thinks fit.
- 4.3.3. A power of attorney may contain any provisions for the protection and convenience of persons dealing with the attorney which the Council thinks fit. It may also authorise the attorney to delegate all or any of the powers, authorities, and discretions vested in him under the power of attorney.
- 4.4. Delegation
- 4.4.1. Where the Council has delegated a power or authority, the exercise of that power or authority is as effective as if exercised by the Council.
- 4.4.2. Prior to making a delegation of a power or authority Council shall satisfy itself that:
- (a) the delegate will exercise the power or authority in conformance with these By-Laws and the Constitution; and
  - (b) the delegate is reliable and competent in relation to the power delegated.
- 4.5. Care and Diligence
- 4.5.1. A Councillor or other officer of the Association must exercise his/her powers and discharge his/her duties with the degree of care and diligence that the churches and the school community could reasonably expect.
- 4.5.2. A Councillor or other officer of the Association who makes a business decision (to take or not to take action in respect of a matter relevant to the business of the Association) is taken to have met the requirements of 4.5.1 above if they:
- (a) make the judgment in good faith for a proper purpose; and
  - (b) do not have a material personal interest in the subject matter of the judgment; and
  - (c) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (d) rationally believe that the judgment is in the best interests of the Association.
- 4.6. Act in Good Faith
- 4.6.1. A Councillor or other officer of the Association must exercise his/her powers and discharge his/her duties:
- (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.



- 4.6.2. A director of a corporation which is a wholly-owned subsidiary of the Association is to be taken to act in good faith in the best interests of the subsidiary if:
- (a) the Constitution of the subsidiary expressly authorises the director to act in the best interests of the Association; and
  - (b) the director acts in good faith in the best interests of the Association; and
  - (c) the subsidiary is not insolvent at the time the director acts and does not become insolvent because of the director's act.

#### 4.7. Reliance on Information Provided by Others

If:

- (a) a Councillor relies on information, or professional or expert advice, given or prepared by:
  - (i) an employee of the Association who is believed on reasonable grounds to be reliable and competent in relation to the matters concerned; or
  - (ii) a professional adviser or expert in relation to matters that the Council believes on reasonable grounds to be within the person's professional or expert competence; or
  - (iii) another Councillor or officer in relation to matters within the Councillor's or officer's authority; or
  - (iv) a committee of Councillors on which the director did not serve in relation to matters within the committee's authority; and
- (b) the reliance was made:
  - (i) in good faith; and
  - (ii) after making an independent assessment of the information or advice having regard to the Councillor's knowledge of the Association and the complexity of its structure and operation; and
- (c) the reasonableness of the Councillor's reliance on the information or advice arises in proceedings brought to determine whether a Councillor has performed a duty under these By-Laws or an equivalent general law duty;
- (d) the Councillor's reliance on the information or advice is taken to be reasonable unless the contrary is proved.

#### 4.8. Right of Access to Association Books

All information and papers prepared by the Council, its Councillors, officers, employees or its contractors in the performance of their duties, are and remain the property of the Council and form part of the Council's books. Council guarantees, by deed poll, Councillor access to the records.



#### 4.9. Use of Position

A Councillor or other officer or employee of the Association must not improperly use his/her position to:

- (a) gain an advantage for themselves or someone else; or
- (b) cause a detriment to the Association.

#### 4.10. Use of Information

A person who obtains information because he/she is, or has been, a Councillor or other officer or employee of the Association must not improperly use the information to:

- (a) gain an advantage for themselves or someone else; or
- (b) cause a detriment to the Association.

### 5. Committees

#### 5.1. Establishment

The Council will exercise effective control of its schools, its business and other ventures through Standing Committees of its Council, namely:

- (i) Council Nomination; and
- (ii) Appointment and Remuneration; and
- (iii) Audit and Finance; and
- (iv) Education and Pastoral Care; and
- (v) Abuse Reference; and
- (vi) School Council Nomination; and
- (vii) Council for each school in which it has an interest; and
- (viii) Such other committees as the Council may appoint from time to time for such terms and purposes as the Council may determine.

#### 5.2. Delegation of Powers to a Committee

5.2.1. In accordance with Clause 11 of the Constitution, Council may delegate its powers to each Standing Committee and other committees through a Committee Charter describing its objectives, composition, term of office, powers and authority, duties and responsibilities, or instrument of delegation.

Council will approve and review the Charter of each Standing Committee annually.



- 5.2.2. Committees may consist of Councillors and other persons thought fit to act in Australia or elsewhere.
- 5.2.3. The exercise of a power by a Committee in accordance with these By-Laws and the delegation of Council is to be regarded as the exercise of that power by the Council.
- 5.2.4. In the exercise of any powers delegated to it, a committee formed by the Councillors must conform to the directions of the Councillors.
- 5.3. Reserve Powers of Council
  - 5.3.1. Council may determine which of its powers will be reserved unto itself.
  - 5.3.2. Each power not specifically mentioned in the instrument of delegation is taken to be reserved unto Council.
- 5.4. Committee Chairmen
  - 5.4.1. Council will appoint a Chairman for each of its Committees for a term as it may decide and must determine the role, responsibilities and duties of each Committee Chairman as it thinks fit.
  - 5.4.2. Each Chairman shall be responsible for the expeditious transaction of the Committee's business.
- 5.5. Reporting Requirements
  - 5.5.1. The Chairman of each Committee shall make a full report to Council at the next Council meeting following each Committee meeting.
  - 5.5.2. Council may determine additional reports that are required of each Committee.
- 5.6. Liaison and Support Groups
  - 5.6.1. Council may establish a Liaison Group and or Support Groups for all or any of its schools and determine the mode of establishment as well as the role, responsibility, and duties as Council thinks fit.
  - 5.6.2. Each School Council may invite to the membership of its Liaison Group those persons it considers will assist it (the School Council) to achieve the aims, objects and business plans.
- 6. Meetings
  - 6.1. General Meetings
    - 6.1.1. Convening of Meetings
      - 6.1.1.1. Annual General Meeting



1. An Annual General Meeting of the Association shall be held in the Month of June each year.
2. Business to be conducted will include:
  - (a) the election of office bearers required under the Constitution and these By-Laws;
  - (b) the election of Councillors and endorsement of Community or Independent Members to School Councils and Committees.
  - (c) The presentation of the Annual Report.
  - (d) The presentation of the Annual Accounts.
  - (e) The fixing of remuneration of Independent Committee members; and
  - (f) Such other business as is generally reserved to the Annual General Meeting.
1. Nominations for vacant office positions of Council shall be made in writing to the Chairman of the Council Nomination Committee.
2. Nominations for membership to School Councils shall be made in writing to the Chairman of the School Council Nomination Committee.
3. All other nominations shall be made by the Chairman of the Appointment and Remuneration Committee.

#### 6.1.1.2. General Meetings

1. The Association may hold an additional meeting each year in which to conduct general business including but not limited to:
  - (a) revision of By-Laws and Constitution;
  - (b) development and review of business strategy;
  - (c) assessment of the Association's performance.
2. In addition Councillors may call a general meeting acting under Clause 10 of the Constitution.

#### 6.1.2. Notice of General Meetings

- 6.1.2.1. A notice of a general meeting including the Annual General Meeting shall specify the place, the day and the hour of meeting and the general nature of the business to be transacted.



- 6.1.2.2. The accidental omission to give notice to, or the non-receipt of a notice by a person entitled to receive notice, does not invalidate a resolution passed at the general meeting.
- 6.1.2.3. It is not necessary for a notice of the Annual General Meeting to state that the business to be transacted at the meeting includes:
- (a) the consideration of accounts and the reports of Council and auditor; or
  - (b) the appointment and fixing the remuneration of the auditor.
- 6.1.2.4. Twenty-one (21) days notice of a general meeting must be given unless otherwise agreed.

#### 6.1.3. Cancellation of a General Meeting

The Chairman may cancel a general meeting by giving to all persons entitled to receive a notice of meeting, a notice of cancellation of meeting not less than two (2) business days prior to the time of meeting as specified in the notice of meeting.

#### 6.1.4. Appointment of Chairman at General Meeting.

- 6.1.4.1. The Association Chairman, if present, shall chair the meeting.
- 6.1.4.2. If the Association Chairman is not present within 15 minutes of the scheduled starting time stated in the notice of meeting, the Deputy Chairman will chair the meeting.
- 6.1.4.3. If the Deputy Chairman is not present or declines the chair, Councillors may elect one of their number to chair the meeting.

#### 6.1.5. Appointment of Auditor

- 6.1.5.1. The appointment of the Association's auditor may only be made at the Annual General Meeting on the recommendation of the Treasurer on behalf of the Audit and Finance Committee.
- 6.1.5.2. If the appointee declines or resigns, an alternate Auditor may be appointed by the Audit and Finance Committee to serve until the next Annual General Meeting.
- 6.1.5.3. The Auditor appointed at an Annual General Meeting shall have a term of three years.

#### 6.1.6. Chairman's Powers

The Chairman of the meeting is responsible for the general conduct of the meeting and for procedures to be adopted at the meeting. The Chairman's rulings on all matters relating to the order of business, procedure and conduct of the general meeting are final.



### 6.1.7. Adjournment of General Meeting

- 6.1.7.1. The Chairman may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to another time and another place.
- 6.1.7.2. The only business that can be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 6.1.7.3. When a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 6.1.7.4. Except when a meeting is adjourned for twenty-one (21) days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.1.7.5. No person other than the Chairman of the meeting may adjourn that meeting.
- 6.1.7.6. A meeting convened under Clause 6.1.1.2(2) or 7.2 of these By-Laws cannot be adjourned.

### 6.1.8. Voting at General Meeting

At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.

If a poll is not duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## 6.2. Meetings of Council

### 6.2.1. Requirements

- (a) Council shall meet six times each year.
- (b) Any person employed by the Association or its Schools and a member of the Council will, at the request of the Chairman, absent himself in matters which, in the opinion of the Chairman, compromise his dual position.
- (c) Meetings of Council and of its School Councils and Committees, shall be opened and closed with prayer and the fact of this having been done will be duly recorded in the minutes of each meeting.

### 6.2.2. Quorum at Meetings



- (a) The quorum at any meeting of Council is that number of Councillors specified in Clause 9 of the Constitution, namely, eight (8) persons who are entitled to vote.
- (b) A quorum for a meeting of Councillors must be present at all times during the meeting.
- (c) Council may determine a greater number for dealing with issues of strategic importance, high risk or having significant financial impact on the Association.

### 6.3. Committee Meetings

- 6.3.1. Committee meetings will be held at such times and places as the Committee Chairman thinks fit to transact its business.
- 6.3.2. The Chairman will determine if a quorum is present and may give leave to a Committee member to transact Committee business in either written, electronic or telephonic form, or in person.
- 6.3.3. The Committee Chairman is responsible for appraising the P.M.S.A. Council Chairman of the performance of Committee members.
- 6.3.4. If Council does not otherwise determine, Committee meetings shall be held:
  - (a) for School Councils: as determined by the School council but at least six times a year.
  - (b) for Education and Pastoral Care Committee: at least five times per year;
  - (c) for Audit and Finance Committee: at least four times per year.
- 6.3.5. Each Committee shall hold one meeting per year in which to assess the effectiveness and contribution of the Committee to delivering the Association's objectives.

## 7. Proceedings of Councillors

### 7.1. Convening of ordinary meetings

The Council shall meet at such times and places as the Chairman sees fit in order to transact its business.

The Chairman will cause the Secretary to circulate a program of each year's Council meetings (including Committee meetings).

Councillors may determine a protocol for giving notice of meetings (including time of notice), the preparation and presentation of the business to be transacted, and the mode of meetings.

### 7.2. Requisitionists

The Chairman must give effect to requests from members acting under Clause 10 of the Constitution and convene a meeting within the prescribed period.





### 7.3. Mode of Meeting for Councillors

The Councillors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

The Councillors are to be regarded as present together when in communication by telephone, closed circuit television or other means of audio or audio-visual communication if each of the Councillors participating in the communication is able to hear each of the other participating Councillors.

The Chairman of the meeting is able, when a meeting is held at more than one place, to determine at which place the meeting was held.

### 7.4. Voting at ordinary meetings

The votes and proceedings of a simple majority at a meeting at which a quorum is present shall be taken and accepted as the votes and proceedings of the Council.

A decision of the majority is for all purposes a decision of Council.

### 7.5. Appointment of Chairman of Councillors

If the persons appointed Chairman and Deputy Chairman are not present within ten (10) minutes of the start of a meeting, the Councillors present may elect a Chairman of the meeting from one of their number.

### 7.6. Chairman's Vote at Meetings

The Chairman does not have a second or casting vote at meetings of Councillors.

### 7.7. Council to Act

In addition to relief given by Clause 8 of the Constitution, all acts done by Council or a Committee of Council are valid even if it is later discovered that there is a defect in the appointment of a person or that any of them were disqualified or not entitled to vote.

### 7.8. Disclosure of Councillors' Interests

7.8.1. A Councillor who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association must declare the nature of the Councillor's interest at a meeting of the Councillors.

7.8.2. The Secretary must record in the minutes of the meeting at which it is made, every declaration of interest.

7.8.3. A Councillor is not to be regarded as interested or to have been at any time interested in a contract or proposed contract merely because:



- (a) where a contract or proposed contract relates to a loan to the Association, the Councillor has guaranteed or joined in guaranteeing the repayment of the loan or a part of the loan; or
- (b) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a body corporate which by virtue of the Law is treated as related to the Association, the Councillor is a Councillor/director of that body corporate.

#### 7.9. Councillor Contracts

Despite a failure by a Councillor to declare the nature of the Councillor's interest as required by these By-Laws:

- (a) a Councillor or intending Councillor is not disqualified by holding office as Councillor from contracting or entering into any arrangement with the Association, whether as vendor, purchaser or otherwise;
- (b) a contract or arrangement entered into by or on behalf of the Association in which a Councillor is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
- (c) a Councillor is not liable to account to the Association for a profit realised from that contract or arrangements by reason of the Councillor holding that office.

A Councillor and a firm in which the Councillor is interested may act in a professional capacity for the Association. The Councillor and that firm are entitled to remuneration for professional services as if the Councillor was not a Councillor of the Association.

#### 7.10. Councillors Holding Office of Profit

Councillors may not hold any other office or place of profit in the Association during their terms in the office of Councillors.

#### 7.11. Participation where Councillors Interested

A Councillor may not vote in respect of a contract or proposed contract with the Association in which the Councillor is directly or indirectly interested.

A Councillor who is directly or indirectly interested may attest the affixing of the Seal to a contract or arrangement entered into by the Councillor or in which the Councillor is, directly or indirectly, interested.

#### 7.12. Minutes

Minutes of all meetings of the Association, its Committees, School Councils and School Liaison and Support Groups shall be prepared and circulated to Councillors and Principals as soon as possible after each meeting.



Councillors may determine a protocol for the keeping and distribution of minutes of proceedings on paper or electronic format.

The official minutes of proceedings, to be relied upon in all circumstances, are the copies in original form signed by the Chairman as having been duly presented and accepted at a meeting of Councillors and kept by the Secretary, or corporate services provider, in safe custody.

#### 7.13. Resolution without Meeting

A resolution in writing signed by all Councillors, excluding Councillors who have been given leave of absence, is to be treated as a determination of the Councillors passed at a meeting of the Councillors duly convened and held and the resolution passed if a majority of Councillors are in favour of the resolution.

#### 7.14. Resolution in Writing

A resolution in writing may consist of two or more documents in like form, each signed by a Councillor and that they are in favour of a resolution if so signed it takes effect on the latest date on which a Councillor signs one of the documents.

#### 7.15. Form of Resolution in Writing

In relation to a resolution in writing:

- (a) a document generated by electronic means which purports to be a facsimile of a resolution of Councillors is to be regarded as a resolution in writing; and
- (b) a document bearing a facsimile of a signature is to be regarded as signed.

### 8. Employment

- 8.1. Each School Principal and School Chaplain is to be appointed or reappointed by the Association Council.
- 8.2. Each School Principal and School Chaplain holds office on terms of appointment determined by the Association Council.
- 8.3. A School Principal or a School Chaplain may resign by giving notice to the Association Chairman.
- 8.4. The Association Council may at any time terminate the appointment of a School Principal or a School Chaplain, but the termination of the appointment does not affect the rights to compensation to which the School Principal or the School Chaplain may have under the relevant terms of appointment.
- 8.5. School Council may engage the employees that it considers necessary to perform its functions, except that the School Council appoints the Business Manager in consultation with PMSA Council.
- 8.6. The School Council may otherwise set terms and conditions for its employees subject to group Operating Policies and Guidelines set by the Association Council and any relevant Act, Award or Industrial Agreement.



## 9. By-Laws and Rules

### 9.1. Make, Repeal or Alter.

When acting under Clause 15 of the Constitution, Council may make, repeal or alter its By-laws provided that the By-laws so made or so altered are not inconsistent with the Constitution and are adopted in general meeting.

### 9.2. Continuation

Proceedings of Council taken under a By-law, which is subsequently altered or repealed continue to have effect.

## 10. Retirement Benefits

### 10.1. Grant of Benefit

Acting under Clause 16 of the Constitution, Council may recognise the service or contribution of any person towards the attainment of the Association's objects.

In addition to the requirements of the Law, Council may establish or contribute to a superannuation fund for its employees.

## 11. Common Seal

### 11.1. Custody

The custody of the Common Seal shall be entrusted in accordance with Clause 17 of the Constitution to the Secretary or a Corporate Services provider.

### 11.2. Affixing the Seal

11.2.1. A document which, if made between two persons is required to be executed under seal, shall be executed under Seal by the Association.

11.2.2. In accordance with the requirements of the Constitution under Clause 17, affixing the Seal must be signed by a Councillor and countersigned by a second councillor.

## 12. Association's Interests

### 12.1. Protecting the Association's Integrity

Councillors shall maintain a high ethical standard while conducting the Association's business and will ensure that processes are established and maintained so as to:

- (a) protect the present and future rights of both individual persons and the Association;
- (b) use the Association's resources economically and efficiently;
- (c) protect the Association's assets and income from foreseeable threats;



- (d) maintain compliance with all relevant Federal and State laws.

## 12.2. Financial Records

12.2.1. Council has an obligation to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited.

12.2.2. The financial records must be retained for seven (7) years after the transactions covered by the records are completed.

12.2.3. The financial records must be kept in English language.

12.2.4. If financial records are kept in electronic format they must be convertible into hard copy to be available within a reasonable time.

12.2.5. A Councillor has right of access to financial records at all reasonable times.

12.2.6. Separate financial records shall be maintained for the Association's Central Administration and for each school so as to enable the preparation of separate financial accounts for each operation and consolidated financial statements for the Association as a whole. The annual balance date shall be 31 December.

12.2.7. Accounts: The annual financial accounts of the Association shall be audited by a registered company auditor and, after acceptance by the Audit and Finance Committee, forwarded to the Council for adoption by the Council at its meeting held in the month of April.

## 12.3. Annual Financial Reports

12.3.1. Councillors must ensure, whether controlled entities are incorporated under Corporations Law or the Associations Incorporation Act, that their reporting obligations are met.

12.3.2. In addition, the Association will prepare annual financial statements in accordance with current Australian Accounting Standards, together with such other information necessary to give a true and fair view. Council will make a declaration that the Association will be able to pay its debts as and when they become payable.

## 12.4. Bank Accounts

12.4.1. Council will determine for all of its controlled entities and support or liaison groups:

- (a) whether an entity is authorised to establish bank account(s);
- (b) the terms and conditions under which the entity may obtain financial services;



- (c) the type of financial services which may be obtained.

12.4.2. Council will delegate the authority to be a signatory to all bank accounts and financial services contracts to appropriate persons to ensure smooth administration of each entity.

#### 12.5. Use of Income and Property

In accordance with clause 20 of the Constitution, the Association has title to all income and property raised by its controlled and related entities to be used in the furtherance of the Association's objects.

#### 12.6. Fund Raising

Council may determine and will approve the fundraising processes and methods to be used by each School Council.

#### 12.7. Winding up

A winding up of the Association or its controlled or related entities can only be done in accordance with Clause 20 of the Constitution.

If Council determines that it or one of its entities must be dissolved, Council must first advise its sponsors, the Presbyterian Church of Queensland and the Uniting Church in Australia.

### 13. Indemnity

#### 13.1. Liabilities

The Association may execute a Deed Poll under clause 21 of the Constitution to indemnify every person who is or has been a Councillor of or an Officer of, or a Volunteer of the Association against a liability to third parties or a liability for debt.

#### 13.2. Insurance Premiums

13.2.1. The Association in accordance with Clause 21 of the Constitution, shall maintain a policy of insurance, insuring persons who are or have been Councillors, Officers and Volunteers of the Association against liabilities defined in Clause 21, except a liability which arises from conduct that involves a wilful or reckless breach of duty or from conduct involving a lack of good faith or which is criminal.

13.2.2. The Association may cease to maintain a policy of insurance, if the Association reasonably determines that:

- (a) the type of coverage is no longer available; and
- (b) the cost of maintaining the policy, whether generally or with respect to a particular Councillor, Officer or Volunteer, would be so prohibitive that it would no longer be in the interests of the Association to maintain the policy.



- 13.2.3. If the Association ceases to maintain a policy of insurance, it must immediately notify a Councillor, Officer or Volunteer.

## 14. Reports

### 14.1. Annual Reports

The Association will deliver an Annual Report to its Sponsors and school communities.

Council may determine the format and content of its Annual Report of its operations, including a financial overview.

## 15. Definitions

### 15.1. For the purposes of By- Law 13, Indemnity:

- (a) 'Councillor' means a person who is or has been a member of the Council of the Association, or, is or has been appointed by the Council as a member of a school council ;
- (b) 'Officer' includes a person who has a role in the day- to- day management or affairs of the Association ;
- (c) 'P&F' means an association of parents and friends approved by the Association;
- (d) 'related body corporate' has the meaning set out in the *Corporations Act 2001*; and
- (e) 'Volunteer' means a person who is or has been a member of a P&F, a P&F committee, a P&F sub-committee, a support group committee that exists from time to time, a member of an accredited past students association, or, is or has acted in a voluntary capacity for the benefit of a P&F, a school or the association for which the person may or may not have received pecuniary consideration.