



BRISBANE BOYS' COLLEGE



Clayfield College



SUNSHINE COAST
GRAMMAR SCHOOL

By-laws

August 2022



PMSA

PRESBYTERIAN AND METHODIST
SCHOOLS ASSOCIATION

1. Name

The name of the body corporate is “The Presbyterian and Methodist Schools Association” (PMSA).

2. Objects

The objects are those given in Clause 3 of the Constitution.

3. Definitions and interpretation

3.1 Definitions

In these By-laws, unless the context or subject matter otherwise require:

- (1) “Board” means the governing body of the PMSA.
- (2) “Board Member” means any person who is a duly appointed member of the Board and who therefore holds and exercises the office of Councillor for the time being as named in the Letters Patent, 1918.
- (3) “Business Decision” to take or not to take action in respect of a matter relevant to the business of the PMSA.
- (4) “CEO” means the Chief Executive Officer of the PMSA Group.
- (5) “Chaplain” means a Church recognised lay or ordained person whose primary role is in Christian formation of the School community members.
- (6) “Charter” means the terms of reference for Standing Committees Schools Councils and other committees of the Board.
- (7) “Churches” means the religious entities that appoint Board Members to the PMSA namely.
 - (a) Presbyterian Church; and
 - (b) Uniting Church
- (8) “Company Secretary” means that person duly appointed by the Board and so titled, who is responsible for the official documents of the PMSA.
- (9) “Constitution” means those rules for the operation of the PMSA set forth in the PMSA Constitution and as amended, modified or supplemented from time to time.
- (10) “Convicted of an offence” means being found guilty of the offence on a plea of guilty or otherwise, whether or not a conviction is recorded.
- (11) “Corporations Act” means the Corporations Act 2001 (Cth).
- (12) “Educations (Accreditation of Non-State Schools) Act 201” means the Education Accreditation of Non-State Schools) Act 2017.
- (13) “Finance and Audit Committee” means a committee of the Board formed for the purpose of oversight and provision of advice to the Board on financial matters.
- (14) “Nominations and Remuneration Committee” means a committee of the Board formed for the purpose of considering nominations to the Board or committees.
- (15) “NSSAB” means the Non-State Schools Accreditation Board
- (16) “Risk, Child Safeguarding & Assurance Committee” means a committee of the Board formed for the purpose of oversight and provision of advice to the Board on organisational risk and assurance matters.
- (17) “Officer” means
 - (a) a director or secretary of the PMSA, or
 - (b) a person
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business if the PMSA or
 - (ii) who has the capacity to affect significantly the PMSA's financial standing; or in accordance with whose instructions or wishes the directors of the PMSA are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or the PMSA); or

- (c) a receiver, or receiver and manager, of the property of the PMSA; or
- (d) an administrator of the PMSA; or
- (e) an administrator of a deed of company arrangement executed by the PMSA;
- (f) a liquidator of the PMSA; or
- (g) trustee or other person administering a compromise or arrangement made between the PMSA and someone else.

(18) "Person" means a natural person or other body recognised by law.

(19) "Presbyterian Church" means the Presbyterian Church of Queensland ABN 43 015 755 489

(20) "Principal" means that person, however titled, appointed as head of a PMSA School

(21) "PMSA School" means a school which is owned, operated or conducted by PMSA

(22) "Related body corporate" has the meaning set out in the Corporations Act 2001.

(23) "School Advisory Council" a permanent committee of the Board that meets regularly.

(24) "Standing Committee" a permanent committee of the Board that meets regularly.

(25) "Uniting Church" means the Uniting Church in Australia Queensland Synod ABN 25 548 385 225, the statutorily created legal representative of which is the Uniting Church in Australia Property Trust (Q.)

3.2 Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution.

3.3 In the event of any inconsistency between any provision contained in these By-laws and the Constitution, the Constitution will prevail to the extent of such inconsistencies

4. Appointment, removal and expenses Board members

4.1 Appointments, composition and term

(1) Appointments to the Board are made in accordance with Clause 5 (Governance and the Board) of the Constitution.

(a) Number and proportion of Board Members is in accordance with Clause 5.2 (Number and proportion of Board Members) of the Constitution.

(b) Appointment of Board Members is in accordance with Clause 5.4 (Board Members appointed by a Church) and 5.5 (Board Members appointed by the Board) of the Constitution.

(c) The Term of office is in accordance with Clause 5.6 (Term of Office) of the Constitution.

(2) Nominations

Qualified persons can offer themselves to the Board for appointment or reappointment under Clause 5.5 of the Constitution, directly through the Board Chair or CEO. The Board may seek the assistance of the Nominations and Remuneration Committee in relation to any potential appointments.

(3) Qualification

In addition to the requirements of Clause 5.3 (Board Member Qualifications) of the Constitution, Board Members must:

(a) display community leadership;

(b) be able to apply sufficient time and effort as to achieve the objects of the PMSA;

(c) be from appropriate experience in committees/associations/boards with an understanding of successful corporate governance practices; and

(d) have a preparedness to publicly identify with or champion independent Christian-based schools and the PMSA's Schools.

In addition, the Board on the advice of the relevant PMSA committee may determine other criteria, skills, knowledge and experience to qualify a candidate as a Board Member.

The Board will develop a skills matrix outlining the skills and experience as determined and this matrix will be reviewed on an annual basis.

(4) Ineligibility

A person cannot be a Board Member if they:

- (a) have been convicted, under the Criminal Code of a criminal act; or
- (b) are subject to an order made under Corporations Law; or
- (c) are 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) have been disqualified as a member of a PMSA Committee or School Advisory Council.

(5) Removal of Board Members and vacancy of office is in accordance with Clause 5.9 (Removal of Board Members and vacancy of office) of the Constitution.

(6) Casual vacancies shall be filled on the advice of the Nominations and Human Resource Committee to serve until the next General Meeting.

(7) Resignation by a Board Member must be in accordance with Clause 5.10 (Resignation) of the Constitution.

(8) The Board shall provide an induction to all Board Members.

(9) The Board shall determine a process to ensure the succession of qualified persons to the positions of Officers.

(10) Payments to Board Members

- (a) No remuneration is paid to Board Members in accordance with Clause 7.2 (No remuneration) and 10.3 (Effect of interest in contract) of the Constitution.
- (b) Expenses incurred by Board members are reimbursed in accordance with Clause 7.2 (2) (Expenses incurred) of the Constitution.

(11) Board Members may not hold any other office or place of profit in the PMSA during their terms in the office of the Board.

5. Powers and duties of the Board

5.1 Governance

(1) Subject to the law, the Constitution and these By-laws, the Board is responsible for the good governance of the business of the PMSA and the attainment and performance of the PMSA's objects and may exercise all of the powers of the PMSA except those that are required to be exercised in general meeting.

(2) The Board must determine the roles, responsibilities and duties of Board Members.

5.2 Officers

In addition to that required by the law, the Board must determine the term, roles, responsibilities and duties of Officers.

5.3 Attorneys

- (1) The Board 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 Board, to be an attorney or attorneys of the PMSA.
- (2) The attorney may be granted all powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board under the Constitution) for the period and subject to the conditions, which the Board thinks fit.
- (3) A power of attorney may contain any provisions for the protection and convenience of persons dealing with the attorney which the Board thinks fit. The Board may also authorise the attorney to

delegate all or any of the powers, authorities, and discretions vested in him under the power of attorney.

5.4 Delegation

- (1) Where the Board has delegated a power or authority, the exercise of that power or authority is as effective as if exercised by the Board.
- (2) Prior to making a delegation of a power or authority the Board 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.

5.5 Care and diligence

- (1) A Board Member or other Officer of the PMSA must exercise their powers and discharge their duties with the degree of care and diligence that the school community could reasonably expect.
- (2) A Board Member or other Officer of the PMSA who makes a business decision is taken to have met the requirements of the above clause if they:
 - (a) make the judgment in good faith for a proper purpose;
 - (b) do not have a material personal interest in the subject matter of the judgment;
 - (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 PMSA.

5.6 Act in good faith

- (1) A Board Member or other Officer of the PMSA must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the PMSA; and
 - (b) for a proper purpose.
- (2) A director of a corporation which is a wholly-owned subsidiary of the PMSA 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 PMSA; and
 - (b) the director acts in good faith in the best interests of the PMSA; and
 - (c) the subsidiary is not insolvent at the time the director acts and does not become insolvent because of the director's act.

5.7 Reliance on information provided by others

A Board Member may reasonably rely on information or advice unless the contrary is proved, so long as:

- (1) A Board Member relies on information, or professional or expert advice, given or prepared by:
 - (a) an employee of the PMSA who is believed on reasonable grounds to be reliable a competent in relation to the matters concerned; or
 - (b) a professional adviser or expert in relation to matters that the Board believes on reasonable grounds to be within the person's professional or expert competence; or
 - (c) another Board Member or Officer in relation to matters within the Board Member's or Officer's authority; or
 - (d) a committee of Board Members on which the director did not serve in relation to matters within the committee's authority; and
- (2) the reliance was made:
 - (a) in good faith; and

- (b) after making an independent assessment of the information or advice having regard to the Board Member's knowledge of the PMSA and the complexity of the PMSA's structure and operation; and
- (3) the reasonableness of the Board Member's reliance on the information or advice arises in proceedings brought to determine whether a Board Member has performed a duty under these By-laws or an equivalent general law duty.

5.8 Right to seek independent advice

- (1) A Board Member has the right to seek independent advice on matters relating to their duties and responsibilities as a Board Member, providing that:
 - (a) they are acting in good faith; and
 - (b) they do not risk breaching confidentiality obligations owed to the PMSA by taking that advice.

5.9 Right of access to PMSA records

All information and papers prepared by the Board, Board Members, Officers, employees or contractors of the PMSA, in the performance of their duties, are and remain the property of the PMSA and form part of PMSA's records. The Board guarantees Board Member access to the records.

5.10 Use of Position

A Board Member or other Officer or employee of the PMSA must not improperly use their position to:

- (1) gain an advantage for themselves or someone else; or
- (2) cause a detriment to or otherwise harm the PMSA

5.11 Use of information

A person who obtains information because they are, or have been, a Board Member or other Officer or employee of the PMSA must not improperly use the information to:

- (1) gain an advantage for themselves or someone else; or
- (2) cause a detriment to or otherwise harm the PMSA.

6. Committees and School Advisory Councils

6.1 Establishment

The Board will exercise effective governance of PMSA Schools, business and other ventures through Board committees established as Standing Committees, School Advisory Councils and other committees, namely:

- (1) Finance and Audit Committee;
- (2) Risk, Child Safeguarding and Assurance Committee;
- (3) Nominations and Remuneration Committee;
- (4) Brisbane Boys' College Advisory Council;
- (5) Clayfield College Advisory Council;
- (6) Somerville House School Advisory Council;
- (7) Sunshine Coast Grammar School Advisory Council; and
- (8) other committees may appoint from time to time for terms and purposes as the Board may determine.

6.2 Delegation of powers to Committees and School Advisory Councils

- (a) In accordance with Clause 6.4 (Delegation) of the Constitution, the Board may delegate powers to each Standing Committee, School Advisory Council and other committees. Such delegation is made through a Charter describing the objectives, composition, term of office, powers and authority, duties and responsibilities, or instrument of delegation.
- (b) The Board will approve and review each Charter annually.

- (c) Eligibility for membership of committees and Schools Advisory Councils will be determined by the Board and defined within the core criteria and skill requirements determined for each committee and School Advisory Council.
- (d) In addition to membership of a committee or School Advisory Council, each Board Member and the CEO reserves the right to attend a meeting of any committee or School Advisory Council of the Board as an ex-officio member. Such attendance does not have a right to vote on any matter at the meeting.
- (e) The exercise of a power by a committee or School Advisory Council in accordance with these By-laws and the delegation of the Board is to be regarded as the exercise of that power by the Board.
- (f) In the exercise of any powers delegated to them, a committee or School Advisory Council formed by the Board must conform to the directions of the Board and the objects of the PMSA.

6.3 Reserve powers of the Board

- (a) The Board may determine which of their powers will be reserved unto the Board.
- (b) Each power not specifically mentioned in the instrument of delegation is taken to be reserved unto the Board.

6.4 Committee and School Advisory Council Chairs

- (a) The Board will appoint a Chair for each committee and each School Advisory Council. The term, role responsibilities and duties of the Chair will be determined by the Board as they see fit.
- (b) Each Chair shall be responsible for the business of the committee or School Advisory Council in accordance with the applicable Charter.

6.5 Reporting requirements

- (a) The Chair of each committee and School Advisory Council provide meeting minutes/outcomes to the Board as outlined in the relevant charter or requested by the Board.
- (b) The Board may determine additional reports that are required of each committee.
- (c) The Chair of each Committee will attend Board meetings as outlined in the charter and the PMSA Board calendar to provide an update on Committee activities.
- (d) The Chair of each School Advisory Council will, on an annual basis, attend a meeting of the PMSA Board to provide an overview of the School Advisory Council activities.

6.6 Liaison and support groups

The Board may establish a liaison group and/or support group for all or any of the PMSA Schools and will determine the mode of establishment as well as the role, responsibility, and duties as the Board thinks fit.

7. General Meetings

7.1 General meetings will be conducted in accordance with Clause 8 (Proceedings of the Board) of the Constitution.

7.2 Annual General Meeting

- (1) An Annual General Meeting of the PMSA shall be held in the month of June each year.
- (2) Business to be conducted will include:
 - (a) election of Chair and Deputy Chair and other Officers of the Board;
 - (b) commissioning of Board Members;
 - (c) endorsement of Committee and School Advisory Council members;
 - (d) appointment of the Company Secretary;
 - (e) the presentation of the PMSA Annual Report and Financial Statements; and
 - (f) such other business as is generally reserved to the Annual General Meeting.

7.3 General Meetings

- (1) The PMSA may hold an additional General 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 PMSA's performance; and
- (d) other business, reserved to the Annual General Meeting, that the Board determines as necessary to expedite the operation of the PMSA.

- (2) In addition, Board Members may call a General Meeting acting under Clause 8 (Proceedings of the Board) of the Constitution.

7.4 Notice of General Meetings

- (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.
- (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.
- (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 financial accounts and audit report; or
 - (b) the appointment and fixing the remuneration of the auditor.
- (4) seven days notice of a General Meeting must be given unless otherwise agreed.

7.5 Cancellation of a General Meeting

The Chair may cancel a General Meeting by giving to all persons entitled to receive a notice meeting, a notice of cancellation of meeting not less than two business days prior to the time of meeting as specified in the notice of meeting.

7.6 Adjournment of General Meeting

- (1) The Chair 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.
- (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.
- (3) When a meeting is adjourned for seven days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (4) Except when a meeting is adjourned for seven 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.
- (5) No person other than the Chair of the meeting may adjourn that meeting.

7.7 Resolution at General Meeting

- (1) Resolutions are made in accordance with Clause 8.8 (Resolution in Writing) and 8.9 (Resolution by email) of the Constitution.
- (2) 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 demanded, before or on the declaration of the result of the show of hands.
- (3) If a poll is not duly demanded, the Chair may declare that a resolution, on a show of hands, has been carried, carried unanimously, carried by a particular majority, or lost. An entry to that effect in the minutes book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) The Chair does not have a second or casting vote at General Meetings of the Board.

7.8 Chair's powers

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

7.9 Appointment of auditor

- (1) The appointment of the PMSA's auditor may only be made by resolution of the Board at the Annual General Meeting on the recommendation of the Chair on behalf of the Audit, Finance and Risk Committee.
- (2) If the appointee declines or resigns, an alternate auditor may be appointed by the Board to serve until the next Annual General Meeting.
- (3) The auditor appointed at an Annual General Meeting shall have a term of three years.

8. Ordinary Meetings

8.1 Requirements

- (a) The Board shall meet at least six times each year.
- (b) Any Board member who is also employed by the PMSA or a PMSA School will, at the request of the Chair, absent themselves in matters which, in the opinion of the Chair, compromise their dual position.

8.2 Convening of Ordinary Meetings

- (a) The Board shall meet at such times and places as the Chair sees fit in order to transact business.
- (b) The Chair will authorise the Company Secretary to circulate a program of each year's Board, committee and School Advisory Council meetings.
- (c) The Board may determine a protocol for preparation and presentation of the business to be transacted.

8.3 Voting at Ordinary Meetings

- (a) 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 Board.
- (b) A decision of the majority is for all purposes a decision of the Board.
- (c) The Chair does not have a second or casting vote at an Ordinary Meeting.

9. Proceedings of Board meetings

9.1 Proceedings of Board meetings shall be in accordance with Clause 8 (Proceedings of the Board) of the Constitution.

9.2 Notice of a Board meeting shall be given in accordance with Clause 8.2 (Notice of Meeting) and 13 (Notices) of the Constitution.

9.3 Board meetings shall be opened and closed with prayer and the fact of this having been done will be duly recorded in the minutes.

9.4 Disclosures of interest will be declared at the commencement of a Board meeting in accordance with Clause 10 (Interests of Board Members) of the Constitution.

9.5 The quorum to transact the business of the Board shall be in accordance with Clause 8.4 (Quorum) of the Constitution.

9.6 Mode of meeting for Board Members

- (a) The Board Members may meet together to carry out the business and adjourn and otherwise regulate their meetings as they think fit excepting for when meeting by electronic communication which must be in accordance with Clause 8.10 (Electronic Communication) of the Constitution.
- (b) The Chair of the meeting is able, when a meeting is held at more than one place, to determine at which place the meeting was held.

9.7 Minutes

- (a) The minutes of Board meetings are kept in accordance with Clause 8.11 (Minutes to be kept) of the Constitution.
- (b) The Board may determine a protocol for the keeping and distribution of minutes of proceedings on paper or electronic format.

- (c) The official minutes of proceedings, to be relied upon in all circumstances, are the copies in original form signed by the Chair as having been duly presented and accepted at a meeting of the Board and kept by the Company Secretary in safe custody.

9.8 Resolution without a meeting

- (a) The Board may make a resolution without a meeting in accordance with Clause 8.8 (Resolution in writing), 8.9 (Resolution by email) and 8.10 (Resolution by approved electronic software) of the Constitution.
- (b) Any resolution without a meeting shall be ratified and recorded in the minutes of the next Board meeting.

10. Committee meetings

10.1 Proceedings of Committee meetings

- (a) Committee meetings will be held at such times and places as determined by the PMSA Board calendar with additional meetings to be held as required.
- (b) Committee meetings shall be opened and closed with prayer.
- (c) The Chair will determine if a quorum is present and may give leave to a committee member to attend a meeting either virtually, or in person.
- (d) The committee Chair is responsible for appraising the Board Chair of the performance of committee members.
- (e) If the Board does not otherwise determine Committee meetings shall be held up to six times per year.
- (f) Each committee shall hold one meeting per year in which to assess the effectiveness and contribution of the committee to deliver PMSA's objects.

10.2 Minutes of all meetings of PMSA's committees shall be prepared and circulated to Board Members as soon as possible after each meeting.

11. School Advisory Council Meetings

- (a) Proceedings of School Advisory Council meetings will be conducted in accordance with the School Advisory Council Charter document as amended from time to time.
- (b) School Advisory Council meetings shall be opened and closed with prayer.
- (c) If the Board does not otherwise determine School Advisory Council meetings shall be held up to six times per year.

12. Employment

12.1 CEO, Principals and Chaplains in the PMSA and PMSA's Schools

- (a) The CEO is appointed by the Board.
- (b) Each Principal and Chaplain is to be appointed or reappointed by the Board with the consideration of a recommendation by the CEO.
- (c) Each CEO, Principal and Chaplain holds office on terms of appointment determined by the Board.
- (d) The CEO may resign by giving notice to the Board.
- (e) A Principal or a Chaplain may resign by giving notice to the CEO.
- (f) The Board may at any time terminate the appointment of a CEO, Principal or a Chaplain in accordance with the employment contract.
- (g) Each Principal reports directly to the CEO.
- (h) Each Chaplain reports directly to the respective Principal.

12.2 Other employees

Engagement of other employees is outlined in the Delegations of Authority.

13. Reporting

13.1 Notifications to the Non-State School Accreditation Board

- (1) The PMSA will report to the Non-State School Accreditation Board (NSSAB) in accordance with legislative requirements including:
 - (a) Notification of change in circumstances
Pursuant to ss 169 of the Education (Accreditation of Non-State Schools) Act 2017, the PMSA will:
 - (i) Notify NSSAB of all relevant changes within 7 days.
 - (ii) Notify NSSAB of any appointment or cessation of Director or declared Director within 28 days
 - (b) Disclosure of details of an indictable offence
Pursuant to ss 172 of the Education (Accreditation of Non-State School) Act 2017, the PMSA will notify NSSAB of any indictable offence or criminal history in relation to PMSA Board members within 7 days.

14. By-laws and rules

14.1 Make, repeal or alter

The Board may make, repeal or alter these By-laws provided that the By-laws, so made or so altered, are not inconsistent with the Constitution and are adopted in a General Meeting.

14.2 Continuation

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

15. Superannuation

The Board may establish a superannuation fund for PMSA employees.

16. Common seal

16.1 The custody of the common seal shall be entrusted to the Company Secretary in accordance with Clause 15.2 (Use of common seal) of the Constitution.

16.2 Affixing of the common seal is in accordance with Clause 15 (Execution of documents) of the Constitution.

17. PMSA's interests

17.1 Protecting PMSA's integrity

Board Members shall maintain a high ethical standard while conducting the PMSA'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 PMSA;
- (b) use the PMSA's resources economically and efficiently;
- (c) protect the PMSA's assets and income from foreseeable risks; and
- (d) maintain compliance with all applicable federal and state laws.

18. Financial records

18.1 Retention

- (a) The Board has an obligation to keep written financial records that:
 - (a) correctly record and explain transactions, the financial position and performance of PMSA; and
 - (b) enable true and fair financial statements to be prepared and audited.
- (b) The financial records must be retained for seven years after the transactions covered by the records are completed.
- (c) The financial records must be kept in the English language.

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

18.2 Right of access

A Board Member has right of access to financial records at all reasonable times.

18.3 Financial accounts

- (a) Separate financial records shall be maintained for the PMSA's corporate office and each school so as to enable the preparation of separate financial accounts for each operation and consolidated financial statements for the PMSA as a whole.
- (b) The annual balance date of the PMSA consolidated financial statements shall be 31 December.
- (c) Board Members must ensure the reporting obligations of controlled entities are met.

18.4 Annual financial reports

- (a) The PMSA 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. The Board will make a declaration that the PMSA will be able to pay its debts as and when they become payable.
- (b) The annual financial reports of the PMSA shall be audited by a registered company auditor and, after acceptance by the Finance and Audit Committee, forwarded to the Board for adoption by resolution of the Board at the Annual General Meeting.

18.5 Bank accounts

- (a) The Board will determine for all PMSA 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; and
 - (c) the type of financial services which may be obtained.
- (b) The Board will delegate financial authority to appropriate persons as signatory to all bank accounts and financial services contracts in accordance with the approved Delegations of Authority to ensure smooth administration of each entity.

18.6 Use of income and property

The PMSA has title to all income and property raised by PMSA controlled and related entities. Such income and property is to be used in the furtherance of the objects.

18.7 Fundraising

The Board may determine and approve the fundraising processes and methods to be used by each School Advisory Council or delegate this authority to the CEO..

18.8 Winding up

If the Board determines that the PMSA or any controlled or related entities must be dissolved, the Board must first advise the Presbyterian Church and the Uniting Church and operate in accordance with the Clause 16.1 (Winding up) of the Constitution.

19. Reports

19.1 Annual reporting

- (a) The PMSA will deliver an annual report to the Churches.
- (b) The PMSA will publish an Annual Information Statement in accordance with the Australian Charities and Not-for-profits Commission Act 2012.
- (c) The Board may determine the format and content of the PMSA Annual Information Statement so far as it complies with all applicable legislation.

20. Amendment register

Issue no.	Date of issue	Page no.	Details of and reason for amendment
02	2 April 2019	All	Review and amendment of the PMSA By-laws in its entirety by the PMSA Board. <u>Approval Dates</u> PMSA Board: 1 April 2019 PMSA Board: 15 November 2021
03	16 November 2021	All	Review and amendment of the PMSA By-laws in its entirety by the PMSA Board and addition of NSSAB Reporting Requirements. <u>Approval Dates</u> PMSA Board: 15 November 2021
03.1	19 July 2022	1,2,3,5,6 & 8	Amended to reflect changes in Committee structure, School Advisory Council responsibilities and related reporting arrangements. <u>Approval Dates</u> PMSA Board: 2 August 2021