



RULES OF ASSOCIATION

Chrysalis Montessori School Incorporated



JULY 13, 2021

3-5 Parkland Road Glendalough

Chrysalis Montessori School Incorporated
Rules of Association

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**Under the
Associations Incorporation Act 2015
Western Australia**

CHRYSALIS MONTESSORI SCHOOL INCORPORATED
RULES OF ASSOCIATION

(Incorporating amendments made on 25/03/1992, 22/06/2005,
30/04/2015 and 21/11/2018)

PART A – ASSOCIATION (NOT FOR PROFIT BODY)

1. Name

- 1.1 The name of the Association is **CHRYSALIS MONTESSORI SCHOOL INCORPORATED** ("the Association").

2. Definitions

- 2.1 In these Rules, unless a contrary intention is made clear in these Rules, the following expressions have the following meanings:
- (a) "*Act*" means the Associations Incorporated Act 2015;
 - (b) "*AGM*" means annual general meeting;
 - (c) "*Association*" means Chrysalis Montessori School Incorporated;
 - (d) "*Commissioner*" means the person for the time being designated as the Commissioner under section 153 of the Act;
 - (e) "*Enrolment Fees*" means a non-refundable fee paid to the School to secure a Student's place in the School;
 - (f) "*Executive Committee*" means the chairperson, vice-chairperson, secretary and the treasurer;

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- (g) "*Ex-officio*" means a person who is a member of the School Board by right of the position they hold;
- (h) "*General Meeting*" means any meeting of Members, including AGM and SGM
- (i) "*Independent Board Member*" means a person who is not a Parent Member nor a Staff Member and has been appointed by the School Board to be a Member of the School Board;
- (j) "*Independent Member*" means a Member who is not a Parent Member or a Staff Member and is appointed pursuant to Rule 7.2 or Rule 7.3 and is recorded on the Register;
- (k) "*Levies*" means additional fee charges e.g. the Fundraising Fee;
- (l) "*Member*" means a Parent Member, a Staff Member of the School and an Independent Member (if any);
- (m) "*Membership*" of the School has the meaning as set out in Rule 7;
- (n) "*Member Nominee*" means Member nominating to be a Member of the Board
- (o) "*Nomination Form*" is a form completed by a Member seeking election to the School Board and endorsed by another Member;
- (p) "*Outstanding Amount*" means the amount of School Fees and Levies that a member owes the School;
- (q) "*Parent Member*" means each parent or legal guardian of a Student enrolled to attend the School, whose full name and personal email address is recorded on the Register;
- (r) "*Proxy*" means a Member designated by another Member to represent that Member at a General Meeting
- (s) "*Proxy Nomination Form*" means written authorisation from one Member to another to act on behalf of that Member
- (t) "*Proxy Voting Form*" is a form completed by a Member pursuant to Rule 32.3
- (u) "*Register*" means the register of the current Parent Members, Staff Members and Independent Members (if any);
- (v) "*Resolution*" means a resolution other than a Special Resolution;
- (w) "*Rules*" means these rules of the Association, as in force for the time being;
- (x) "*School*" means Chrysalis Montessori School Incorporated;
- (y) "*School Board*" means the Members elected and holding a position on the Board as set out in Rule 13;
- (z) "*School Fees*" means the tuition fee and levies payable a term in advance;
- (aa) "*SGM*" means special general meeting ie any General Meeting of Members that is not an AGM;

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- (bb) "*Special Resolution*" means a resolution passed in accordance with Section 51 of the Act;
- (cc) "*Staff Member*" means an administrative or academic person, including a teacher's aide, employed permanently by the School and whose full name and personal email address is recorded on the Register; and
- (dd) "*Student*" means a child enrolled at the School.

3. Objects of the Association

3.1 The objects of the Association are:

- (a) To establish and manage one or more schools in the Perth Metropolitan Area in the State of Western Australia to be known as Chrysalis Montessori School ("the School");
- (b) To promote the education of young people in accordance with the educational methods developed by Dr. Maria Montessori which aim at developing the self-reliance and personality of young people and in accordance with such other educational methods as are adopted from time to time by the School;
- (c) To develop, propagate and maintain knowledge relating to the physical, intellectual, moral and social development of young people at home as well as at school and in society;
- (d) To encourage and maintain in the community the interest and better understanding of the principles and practice of the Montessori method and the methods of educating young people as adopted by the School; and
- (e) To encourage and maintain the interest of educational and research institutions in the Montessori principles and practice of education and in the principles and practice of education adopted by the School.

4. Financial year

4.1 The financial year of the association will be the 12-month period from 1 January to 31 December of each calendar year.

5. Not-for-profit body

5.1. The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects.

- 5.2. A payment to a Member out of the funds of the Association is authorised if it is:
- (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

6. Powers of the Association

- 6.1 The Association shall have all the powers, rights, authorities and functions possessed by, vested in or exercisable by an Association incorporated under the Act, or any amendment thereto, or any other statute or regulation, and in particular but without prejudice, to the generality of the foregoing, including the following powers:
- (a) To buy, take on lease, hire, exchange, sell, or otherwise acquire or dispose of any real or personal property;
 - (b) To erect, improve, repair, extend, pull down or rebuild any building or other structure;
 - (c) To maintain any real or personal property owned by, in the possession of or under the control of the Association or on its behalf;
 - (d) To open and operate bank accounts in the name of the Association;
 - (e) To borrow, raise or secure the payment of money in such manner as the Association or the Board thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon all or any of the property real or personal (present or future) of the Association and to redeem or pay off any existing or future security;
 - (f) To invest and deal with the moneys of the Association in such manner as may from time to time be determined by the Association or the Board;
 - (g) To assist, co-operate with, make donations to, enter into reciprocal arrangements with or become a Member of any organisation or School whose objects are similar to those of the Association or of any organisation or School which may assist the Association, the promotion or fulfilment of its objects;
 - (h) To employ, instruct and dismiss or suspend such employees as may from time to time be required for the purposes of the School;
 - (i) To promote and hold courses of instruction;
 - (j) To charge and to receive fees for courses and services provided by the School;
 - (k) To accept grants, donations, bequests or gifts of moneys;
 - (l) To administer and manage endowments and scholarships;

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- (m) To fix payment, wages and salaries of its employees and the remuneration of other persons rendering services to the School;
- (n) To raise, aid or contribute in the raising of funds for the use and benefit of the School whether for endowment, building, embellishment, improvement, education, recreation or any other purpose considered advantageous to the School;
- (o) To co-operate with and encourage educational and any research institution in educational, practical, experimental and investigation work;
- (p) To appoint from time to time such honorary staff as shall be deemed necessary and to terminate such appointments;
- (q) To publish books, journals, pamphlets, and reports whether in written, graphic or electronic form or otherwise;
- (r) To undertake or execute any trusts which may be deemed desirable or conducive to the objects of the Association;
- (s) To determine the considerations on which persons shall be admitted or excluded as students;
- (t) To make, vary or repeal rules, regulations, standing orders or by-laws for the regulation, administration, control and management of the Association;
- (u) To carry out all or any of the Objects of the Association as set out in these Rules; and
- (v) To do all such things as are incidental or conducive to the attainment of the objects of the Association.

PART B – MEMBERSHIP

7. Membership of the Association

- 7.1 Any person who supports the Objects of the Association is eligible to apply to become an Independent Member of the School.
- 7.2 A person who wishes to become an Independent Member shall apply in writing to the School Board, whereupon the School Board shall consider the application at their next School Board Meeting to accept or reject the application.
- 7.3 Any persons who have either displayed a significant interest in, or given notable assistance to the School, may be invited by the School Board, by resolution, to become an Independent Member of the School.
- 7.4 Members of the Association shall consist of the following:
 - (a) All Parent Members and
 - (b) All Staff Members; and
 - (c) All Independent Members.

8. Commencement and end of Membership

- 8.1 A Parent Member's Membership shall commence immediately upon the Student's entitlement to attend the School.
- 8.2 A Staff Member's Membership shall commence immediately upon their entitlement to work, pursuant to their permanent employment contract with the School.
- 8.3 An Independent Member shall commence on the acceptance of their nomination by the School Board.
- 8.4 A Parent Member's Membership shall cease immediately upon the Student ceasing (for whatever reason whatsoever) to be entitled to attend the School or upon the Board expelling the Parent Member, pursuant to Rule 38.
- 8.5 A Staff Member's Membership shall cease on the termination date of the Staff Member's employment at the School.
- 8.6 The School Board may terminate an Independent Members Membership at any time and the Membership shall cease on the termination date given by the School Board.

9. Rights of membership are not transferable

- 9.1 The rights of a Member are not transferable and shall end when Membership ceases.

10. Register of Members of the Association

- 10.1 The School shall:
 - (a) Maintain an up to date Register of the Members of the Association ("the Register"); and
 - (b) Record in the Register any changes in the Membership within twenty-eight (28) days after the change occurs or after the School has been notified of the change.
- 10.2 The Register shall include the full name, and personal email addresses of each Member and the date when their Membership commences.
- 10.3 The Register shall be stored at a location determined by the School Board.
- 10.4 A Member who wishes to inspect the Register must contact in writing either the Principal to make the necessary arrangements with the Secretary or the Secretary directly.
- 10.5 If a Member:
 - (a) While inspecting the register, wishes to make a copy of, or take an extract from, the Register; or
 - (b) Makes a written request under section 56(1) of the Act to be provided with a copy of the register,the Member shall provide a statutory declaration to the Secretary setting out the purpose for which the copy or extract of the Register is required and to declare that the purpose is connected with the affairs of the Association.
- 10.6 The copy or extract of the Register shall be provided to the Member.

10.7 If a Member breaches the use of the copy or extract of the Register obtained, the School Board may undertake disciplinary action against the Member pursuant to Rule 38.1 and, at the School Board's discretion, seek the penalty of \$10,000 pursuant to clause 57 of the Act.

11. Fees and other amounts payable by Parent Members

11.1 The School Board shall determine all fees and other amounts payable by the Parent Members to the School.

11.2 Parent Members shall pay such Enrolment Fees, School Fees, Levies (as applicable), and other amounts, as determined from time to time by the School Board, upon such dates as determined by the School Board.

11.3 A list of Parent Members who have not paid the required School Fees in full within two terms after the due date (ie. the Outstanding Amount) and any agreements the Parent Member and School have in place to pay the Outstanding Amount, shall be sent to the Executive Committee at the beginning of each term.

11.4 The Executive Committee may suspend a Parent Member's Membership if School Fees are not paid in full within two terms after the due date.

11.5 The Executive Committee's decision to suspend a Parent Member's Membership is separate to any decision made by the Principal about the Student's entitlement to continue to attend the School.

11.6 A Parent Member remains liable for all School Fees, Levies and other amounts that are owed to the School at the date their Membership ceases. The School may apply to court for the owed amount to be recovered as a debt due to the School.

11.7 If a Parent Member, whose Membership is suspended under Rule 11.4, pays the Outstanding Amount, their Membership is reinstated from the date the Outstanding Amount is paid in full.

PART C – MANAGEMENT OF THE ASSOCIATION

12. Management of the Association by the School Board

12.1 The management of the Association shall be vested in the School Board.

12.2 Subject to the Act, these Rules and any Resolution passed at a General Meeting, the School Board has the power to do all things necessary, or convenient to be done, for the proper management of the affairs of the Association.

12.3 The School Board must take all reasonable steps to ensure that the Association complies with the Act and these Rules.

13. Composition of the School Board

- 13.1 The School Board shall consist of a minimum of six (6) people and a maximum of ten (10) people comprising of:
- (a) The Executive Committee comprising:
 - (i) The chairperson;
 - (ii) The vice-chairperson;
 - (iii) The secretary; and
 - (iv) The treasurer;
 - (b) The Principal of the School (ex-officio with no voting rights);
 - (c) A Staff Member nominated by staff (ex-officio with no voting rights);
 - (d) Up to two (2) Independent Members (if elected), of which no more than a maximum of two (2) Independent Members shall be a Member of the Executive Committee; and
 - (e) Appointed Parent Members to make up the balance of the School Board (if required).

14. Duties of the School Board

- 14.1 In the fulfillment of its accountabilities and responsibilities for the governance of the School, the School Board shall perform the following functions:
- (a) Take full responsibility for the administration and control of the Association;
 - (b) Exercise all the powers of the Association save those which must, under these Rules or at law, be exercised by the Members in an AGM or SGM;
 - (c) Set the broad direction and vision for the School;
 - (d) Provide strategic direction and planning for the School including:
 - (i) developing, monitoring and reviewing the objectives and targets of the strategic plan; and
 - (ii) considering, endorsing and monitoring human resource and asset management plans.
 - (e) Develop and approve policies for the School which are in-line with the objects of the Association and ensure compliance with requirements of the Registration Standards and Other Requirements including policies for the education, safety, welfare and discipline of students;
 - (f) Determine the application of the total financial resources available to the School including the regular review of the budget;

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- (g) Ensure that the accounts of the School are audited by an independent and ASIC registered auditor (individual or firm) qualified to audit such accounts and the auditor's report is made available to the Association at the AGM;
 - (h) Determine the budgets for all expenditure for the school;
 - (i) Formulate and implement the risk management of the School (e.g. financial, operational, reputational, student welfare and wellbeing);
 - (j) Ensure legal compliance by the School;
 - (k) At the AGM, report to the Association on:
 - (i) the strategic plan;
 - (ii) the finances of the school;
 - (iii) operational plans and the School Board's operations;
 - (iv) the school's Annual Report, as required under the Australian Education Regulations 2013.
 - (l) Maintain a satisfactory standard of education and satisfactory level of care for Students who are enrolled at the School;
 - (m) Account for the quality of the educational programs which the School provides;
 - (n) Ensure the development and implementation of effective processes to plan for, monitor and achieve improvements in student learning;
 - (o) Regular and ongoing risk assessment of the level of care provided by the School in terms of student safety, welfare and wellbeing.
 - (p) Foster positive relationships with Members by ensuring transparency of information about finances, policies, strategic goals and governance (including the qualifications of School Board Members and the process for changes to the School Board membership); and
 - (q) The employment, appraisal, disciplining and dismissal of the Principal.
- 14.2 A Member of the School Board must exercise his/her powers and discharge his/her duties:
- (a) With care and diligence;
 - (b) In good faith in the best interests of the Association; and
 - (c) For a proper purpose.
- 14.3 A Member of the School Board must not improperly use his/her position to:
- (a) Gain an advantage for himself/herself or another person; or
 - (b) Cause detriment to the Association.
- 14.4 A person who obtains information because the person is, or has been, a Member of the School Board, must not improperly use the information to:
- (a) Gain an advantage for the person or another person; or

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- (b) Cause detriment to the Association.
- 14.5 The Members of the School Board are required to;
 - (a) Engage in professional learning; and
 - (b) Conduct an annual review of their own performance.

15. Duties of the Principal

- 15.1 The Principal is accountable to the School Board for providing operational and educational leadership in the School, the day to day running of the School and for other general responsibilities associated with operating and managing a school.
- 15.2 In the fulfillment of the Principal's accountabilities and responsibilities for the management of the School, the Principal will perform the following functions:
 - (a) Implement the educational plans and School policies;
 - (b) Provide accurate and timely reports, information and advice relevant to the School Board's functions;
 - (c) Arrange for an up to date report of the School's financial position to be provided at each School Board meeting;
 - (d) Report on learning, care, training and participation outcomes;
 - (e) Supervise and promote the development of staff employed by the Association;
 - (f) Ensure staff receive appropriate and regular professional development;
 - (g) Ensure the School facilities are maintained and in good order;
 - (h) Be responsible for the financial, physical and human resource management of the School;
 - (i) Must operate the School within the budget constraints set by the School Board;
 - (j) Be an ex-officio member of the School Board with no voting rights;
 - (k) Be the returning officer for the nomination, election and appointment of School Board Members;
 - (l) Contribute to the formulation of the agenda of the School Board meetings;
 - (m) Promptly report all critical incidents to the Chairperson of the School Board and to the Department of Education within the time frame required by the Department of Education;
 - (n) Be responsible for the pastoral care of all staff;
 - (o) Recruit, engage, discipline and dismiss staff in accordance with the policies and procedures of the School as determined by the School Board and the relevant industrial relations laws; and
 - (p) Such other functions as directed by the School Board

16. Role of the Executive Committee

- 16.1 The Board shall elect, from its Members, an Executive Committee. The election of the Executive Committee of the School Board shall take place at the next School Board meeting held after the Annual General Meeting.
- 16.2 Members of the Executive Committee can be elected at any time to fill a vacated position.
- 16.3 The Executive Committee shall:
- (a) Meet, as and when required, to deal with all sensitive and confidential matters in full concerning the School and/or-any Member and thereafter shall provide a summary of such matters to the School Board;
 - (b) If required, make urgent decisions on behalf of the full School Board; and
 - (c) As required, make decisions concerning any outstanding School Fees, pursuant to Rule 11.4
- 16.4 The Chairperson shall:
- (a) Preside at all General Meetings, however convened, and School Board meetings. In the event the Chairperson is absent from:
 - (i) A general meeting, the Vice-Chairperson shall preside. If both the Chairperson and Vice-Chairperson are absent, then a Member elected by the other Members present at the general meeting shall preside; or
 - (ii) A School Board meeting, the Vice-Chairperson shall preside. If both the Chairperson and Vice-Chairperson are absent, a School Board Member elected by the other School Board Members present, shall preside at the School Board meeting.
 - (b) Consult with the Secretary and Principal regarding the business to be conducted at each School Board meeting and general meeting;
 - (c) Provide leadership to the School Board;
 - (d) Declare the result of decisions, motions and special motions;
 - (e) Uphold the School Board decisions;
 - (f) Work in partnership with the Principal;
 - (g) Ensure the School Board stays focused on supporting the School and the Principal to achieve the best outcomes for the students;
 - (h) Resolves disputes and facilitate mediation meetings, as required; and
 - (i) Represent the School in the community and at formal functions.
 - (j) Shall carry out any other duty given to the Chairperson under these Rules or by the School Board.

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- 16.5 The Secretary shall personally, or delegate to a Member approved by the School Board:
- (a) Deal with the School Board's correspondence;
 - (b) Consult with the Chairperson and Principal regarding the business to be conducted at each School Board meeting and general meeting;
 - (c) Prepare the notices required for meetings and for the business to be conducted at meetings;
 - (d) Ensure the Register is maintained;
 - (e) Maintain an up-to-date copy of these Rules;
 - (f) Maintain a record of the School Board Members and other persons authorised to act on behalf of the School, including their contact details, qualifications, affiliations and police clearances, and who is authorised to use the common seal;
 - (g) Ensure the safe custody of the books of the School, other than the financial records, financial statements and financial reports, as applicable to the School;
 - (h) Maintain full and accurate minutes of School Board meetings and general meetings;
 - (i) Maintain a register of education/personal development obtained by the School Board Members associated with improving their position on the School Board; and
 - (j) Carry out any other duty given to the Secretary under these Rules or by the School Board.
- 16.6 The Treasurer shall personally, or delegate to a Member approved by the School Board:
- (a) Ensure that any amounts payable to the School are collected and receipts issued for those amounts in the School's name;
 - (b) Ensure that any amounts paid to the School are credited to the appropriate account;
 - (c) Ensure that any payments to be made by the School, as authorised by the School Board and within the approved budget, are made on time and in so doing, shall ensure that all payments are approved and authorised by a minimum of two persons authorised by the School Board.
 - (d) Comply with Part 5, Division 3 of the Act regarding the accounts records of the School;
 - (e) Shall ensure the safe custody of the School's financial records, financial statements, securities, financial reports and all documents of a financial nature;

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- (f) Shall, whenever directed to do so by the Chairperson, submit to the School Board, a report, balance sheet or financial statement in accordance with that direction;
- (g) Shall coordinate the preparation of the School's financial statements for their submission to the School's AGM;
- (h) Draw up contracts on behalf of the School Board;
- (i) Shall provide any assistance required by an auditor or reviewer conducting an audit or review of the School's financial statements or financial report under Part 5 Division 5 of the Act; and
- (j) Shall carry out any other duty given to the Treasurer under these Rules or by the School Board.

17. Nomination of Members to the School Board

- 17.1 Any Member of the Association is eligible to be nominated as a Member of the School Board, provided they comply with section 39 of the Act, Rule 23 and are fit and proper pursuant to s.160(1)(c) of the School Education Act 1999),
- 17.2 At least thirty-five (35) days before an AGM, the Secretary, or such other person authorised by the School Board, shall send a notice to all the Members of the Association as per their contact details on the Register and:
- (a) Inform the Members of the number of positions on the School Board that are vacant at the AGM;
 - (b) Provide a summary of existing skills and skills gaps in the makeup of the School Board Membership;
 - (c) Provide details of any voting procedures that may have been determined by the School Board;
 - (d) Call for nominations for election to the School Board; and
 - (e) State the date by which nominations to the Board must be received by the Principal.
- 17.3 A Member, who wishes to be considered for election to the School Board at the AGM, must nominate for election by completing the Nomination Form.
- 17.4 The Nomination Form must include a statement by another Member in support of the Member seeking election to the Board.
- 17.5 The Member seeking election must submit their Nomination Form, to be received by the Principal, at least twenty-one (21) days before the AGM.

18. Election of Members to the School Board

- 18.1 The Members of the School Board (except the Principal and Staff Member who shall hold office ex officio) shall be:
- (a) Elected at the AGM of the Association; or
 - (b) Appointed by the existing School Board, by Resolution, to fill a vacancy on the School Board, until the next AGM.
- 18.2 Members that have served on the School Board for five (5) consecutive years from their date of appointment are not eligible for re-election to the School Board at the next AGM, unless the School Board votes to nominate the tenured Member for re-election at the next AGM.
- 18.3 Members who have previously served a period of five (5) consecutive years are eligible for re-election provided there has been a 12-month period of time between ceasing as a Board Member.
- 18.4 If the number of eligible Member Nominees nominating for the School Board is not greater than the number of Board Members to be elected, the Chairperson
- (a) Must declare each of the Member Nominees to be elected to the School Board; and
 - (b) May call for further nominations from the Members present at the meeting to fill any positions remaining unfilled after the elections.
- 18.5 If:
- (a) The number of Member Nominees nominating for the School Board is greater than the number to be elected; or
 - (b) The number of Member Nominees nominating under Rule 18.4(b) is greater than the number of positions remaining unfilled,
- the Members present at the meeting must vote, by show of hands or in accordance with any procedures that may have been determined by the School Board, to decide the Member Nominees who are to be elected to the School Board.

19. Tenure of office of Members of the School Board

- 19.1 A Member's term of office on the School Board commences when the Member:
- (a) Is elected at an AGM; or
 - (b) Is appointed by the School Board at a board meeting to fill a vacant position.
- 19.2 Subject to Rule 21, a School Board Member holds office until:
- (a) the Board Member retires, or
 - (b) the completion of a maximum of five (5) consecutive years, unless their tenure is extended in accordance with the provisions in Rule 18.2.

- 19.3 A Member of the School Board, who is a Parent Member, may, if they wish and at the discretion of the School Board, remain as an Independent Member of the School Board until the next AGM despite their membership ceasing upon their Student no longer being entitled to attend the School.

20. Resignation and Removal from the School Board

- 20.1 A Member of the School Board may resign from the School Board by written notice given to the Secretary or, if the Secretary is the Member resigning, given to the Chairperson.
- 20.2 The resignation takes effect:
- (a) When the notice is received by the Secretary or Chairperson; or
 - (b) If a later time is stated in the notice, at the later time, or
- 20.3 The School Board may by Resolution:
- (a) Of not less than seventy-five percent (75%), vote in favour to remove a Member from the School Board if at any time a Member becomes ineligible or does not meet the criteria provided in Rule 17.1, or for any other reason the School Board considers appropriate; and
 - (b) Elect a Member to fill the vacant position.

21. When Membership of the School Board ceases

- 21.1 A Member shall cease to be a Member of the School Board on the occurrence of the following events:
- (a) On the death of the School Board Member;
 - (b) When the School Board Member resigns from the School Board or is removed from office pursuant to Rule 20.3;
 - (c) If the School Board Member becomes unable to act as a Member of the School Board due to being incapacitated by mental or physical ill health for a period exceeding six (6) consecutive months;
 - (d) If a Member becomes an ineligible Member pursuant to the provisions in Rule 17.1;
 - (e) If the School Board Member is directly or indirectly interested in any contract with the School and fails to declare the nature of such interest in accordance with these Rules;
 - (f) If the School Board Member, without the consent of the School Board, gains a financial benefit from his or her association with the School; or
 - (g) If the School Board Member fails to attend three (3) consecutive meetings without notifying the School Board that he/she will be unable to attend.

(h) When the School Board Member ceases to be a member of the Association, unless the School Board Member continues on the Board pursuant to the provisions in Rule 19.3.

21.2 Upon a School Board Member ceasing to be a Member of the School Board, such Member shall, pursuant to section 41 of the Act, as soon as practicable after their Membership ceases, deliver to the Chairperson or Member approved by the School Board, all documents and records, both in hard and electronic copy, that the Member has in his/her possession pertaining to the management of the School and the Member shall provide a statutory declaration declaring that all documents and records in their possession shall be destroyed or deleted.

22. Filling casual vacancies of Membership of the School Board

22.1 The School Board may, by Resolution, appoint any eligible Parent Member or Independent Member to be a Member of the School Board, either to fill any casual vacancy on the Board or as an addition to the existing School Board Members, but so that the total number of School Board Members does not, at any time, exceed the maximum number of ten (10) Members, as provided in Rule 13.1.

22.2 Any Member appointed to the School Board, pursuant to Rule 22, shall hold office until the next AGM.

22.3 In the event of any vacancy on the School Board, the remaining Members of the School Board may act, subject to the quorum of four (4) Members being met.

23. Members who cannot be Members of the School Board

23.1 Pursuant to section 39 of the Act, the following persons must not, without the prior permission of the Commissioner, act as a Member of the School Board:

- (a) A person who is a bankrupt or whose affairs are under insolvency laws;
- (b) A person who is not fit for work pursuant to the School Board's Code of Conduct;
- (c) A person who has been convicted, within Western Australia or outside the State, of:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - (iii) an offence related to incurring a debt;
 - (iv) an offence of any child safety and protection legislation; or
 - (v) an offence under Part 4 Division 3 (breach of duties) or section 127 (incurring a debt) of the Act.

24. Sub-committees of the School Board

- 24.1 The School Board may delegate to a sub-committee consisting of such Members of the School Board and such Members of the Association as the School Board shall deem fit, any of its powers excluding:
- (a) the power to delegate; and
 - (b) a non-delegable duty.
- 24.2 The appointed sub-committee shall exercise the powers delegated to it in accordance with the directions of the School Board.
- 24.3 The power delegated to the sub-committee does not prevent the School Board from exercising or performing, at any time, the power or duty delegated.
- 24.4 Under the delegation, the sub-committee is required to seek approval from the School Board before any decisions are acted upon or implemented.
- 24.5 The School Board may, in writing, amend or revoke the delegation.

PART D – SCHOOL BOARD MEETINGS

25. Quorum for School Board meetings

- 25.1 No business is to be conducted at a School Board meeting unless a quorum of four (4) School Board Members, excluding the ex-officio Members, are present.

26. Voting at School Board meetings

- 26.1 The School Board shall meet to discuss matters concerning the governance, management, operational and financial affairs of the School.
- 26.2 The School Board shall meet not less than eight (8) times each year and the period between meetings shall not exceed twelve (12) weeks.
- 26.3 Notwithstanding Rule 26.2, any School Board Member may at any time request the Chairperson to convene a School Board meeting.
- 26.4 Each School Board Member present at a School Board meeting has one vote on any matter arising at the meeting.
- 26.5 Matters arising at a School Board meeting shall be decided by a majority of votes of the School Board Members present at the meeting and the majority decision shall for all purposes be deemed a decision of the School Board.
- 26.6 If the votes are divided equally on a matter, the Chairperson has a second or casting vote.
- 26.7 A School Board Member shall not vote in respect of any contract or proposed contract with the School in which he or she is in any way, whether directly or indirectly, interested and, if the School Board Member votes in contravention of this Rule, the School Board Member's vote shall not be counted.

26.8 If a School Member votes in respect of any contract or proposed contract with the School in which he or she is in any way, whether directly or indirectly, interested, the School Board Member shall, unless he or she declares such nature of interest to the School Board, immediately cease to be a Member of the School Board pursuant to Rule 21.1(e).

27. Minutes of School Board meetings

27.1 The Secretary shall cause the minutes of all proceedings at School Board meetings to be taken.

27.2 In the absence or incapacity of the Secretary, the School Board shall appoint a person present to take the minutes of that meeting.

27.3 The minutes must record the following:

(a) The names of the School Board Members present at the meeting and the names of School Board Members who apologised for their absence;

(b) The name of any person attending the meeting by invitation by the School Board Members; and

(c) Any motion on which a vote is taken at the meeting and the result of the vote.

27.4 The minutes of the meeting must be approved by two School Board Members at the next legally constituted board meeting and signed as correct by the Chairperson.

27.5 The minutes of the School Board meeting must be recorded in the School's minute book within thirty (30) days after they are approved and signed.

PART E – GENERAL MEETINGS OF THE SCHOOL

28. Annual General Meetings

28.1 The School Board must determine the date, time and place of the AGM.

28.2 Pursuant to section 50(3) of the Act, the AGM must be held within six (6) months after the end of the School's financial year.

28.3 The business of the AGM is:

(a) To confirm the minutes of the previous AGM and the minutes of any Special General Meeting held since then, if the minutes of that meeting have not yet been confirmed;

(b) To receive and consider:

(i) The School Board's annual report on the School's activities during the preceding financial year;

(ii) The financial statements of the School of the preceding financial year; and

(iii) A copy of the report of the review of the auditor's report on the financial statements or financial report;

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- (c) To elect the Members of the School Board pursuant to the provisions in Rule 18;
- (d) To appoint or remove an auditor of the School in accordance with the Act; and
- (e) Conduct any other business of which notice has been given in accordance with these Rules.

29. Special General Meetings

- 29.1 The School Board may convene a SGM.
- 29.2 The School Board must convene a SGM if at least 20 members require a SGM.
- 29.3 The Members requiring a SGM to be convened must –
 - (a) Make the requirement by written notice to the Secretary;
 - (b) State in the notice, in specific detail, the business to be considered at the SGM; and
 - (c) Each Member requiring the SGM must sign the notice.
- 29.4 The School Board must convene the SGM within 28 days of the notice being given under Rule 29.3 (a).
- 29.5 If the School Board does not convene a SGM within the 28 days, the Members who made the request may convene a SGM.
- 29.6 A SGM convened by members under Rule 29.5 may only consider the business stated in the notice by which the requirement was made.
- 29.7 The School Board shall ensure that the Members convening the SGM are supplied with the Register of Members.
- 29.8 The School must pay the reasonable expenses incurred by the Members convening a SGM.

30. Notice of General Meetings

- 30.1 The Secretary, or such person authorised by the School Board or, in the case of a SGM convened under Rule 29.5, the Members convening the meeting, must give to each Member -
 - (a) At least **21 days'** notice of a General meeting if a Special Resolution is to be proposed at the meeting or
 - (b) At least **14 days'** notice of a General Meeting in any other case.
- 30.2 The notice must -
 - (a) Specify the date, time and place of the meeting;
 - (b) Indicate the general nature of each item of business to be considered at the meeting; and
 - (c) If the meeting is the AGM, include the names of the Members who have nominated for election to the School Board;

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- (d) State that votes shall also be taken by Proxy and include either Proxy Nomination Form and/or Proxy Voting Form;
- (e) If a Special Resolution is proposed:
 - (i) set out the wording of the proposed Special Resolution as required by section 51(4) of the Act;
 - (ii) state that the Resolution is intended to be proposed as a Special Resolution.

30.3 The notice must be delivered to each Member according to their contact details recorded on the Member Register.

31. Special Resolutions

31.1 A Special Resolution is one:

- (a) Passed at a General Meeting
- (b) Passed by the votes of not less than three-fourths (75%) of the Members present or by proxy.

31.2 Special Resolutions are required for:

- (a) Changes to the Rules of Association
- (b) Changes to the name or objects of the Association
- (c) To apply for voluntary cancellation
- (d) To amalgamate with another Association.

32. Proxies

32.1 Subject to Rule 32.2 a Member may appoint another Member as his or her Proxy to vote and speak on his or her behalf at a General Meeting.

32.2 A member may be appointed the Proxy of not more than five (5) other Members.

32.3 The appointment of a Proxy must be in writing and signed by the Member making the appointment in accordance with the School's Proxy Nomination Form.

32.4 The School shall provide a Proxy Nomination Form to the Members no less than two (2) business days prior to the commencement of the General Meeting.

32.5 The School may provide a Proxy Voting Form to the Members, prepared in accordance with the motions to be voted at the General Meeting, no less than two (2) business days prior to the commencement of the meeting.

32.6 The signed Proxy Nomination Form or signed Proxy Voting Form must be given to the School Board, or to such person as authorised by the School Board, by no later than 4.30pm on the business day prior to the day the meeting is to be held.

33. Quorum

33.1 No business is to be conducted at a General Meeting unless a quorum is present.

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- 33.2 At a General Meeting, twelve (12) Members, in person or by Proxy shall constitute a quorum.
- 33.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting –
- (a) In the case of a SGM – the meeting lapses,
 - (b) in the case of an AGM – the meeting is adjourned to the same day, time and place in the following week.
- 33.4 If a quorum is not present for an AGM that has been adjourned pursuant to Rule 33.3(b) within 30 minutes after the notified commencement time and at least two (2) Members are present, then those Members are taken to constitute a quorum and the meeting shall proceed.

34. Adjournment of meetings

- 34.1 The Chairperson may, with the consent of the majority of members present or by Proxy at a General Meeting, adjourn that General Meeting to the same venue and to the same time and day in the next week.
- 34.2 A meeting may be adjourned:
- (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the Members more time to consider an item of business.
- 34.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 34.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case, notice of the meeting must be given in accordance with Rule 30.

35. Voting at meetings

- 35.1 Each Member has one vote and each Member may vote personally or by Proxy.
- 35.2 At a General Meeting, an ordinary resolution put to the vote shall be decided by a majority of votes cast at the meeting or by Proxy.
- 35.3 At a General Meeting, a Special Resolution put to the vote shall be decided, pursuant to section 51(1)(b) of the Act, by the votes of not less than three-fourths (75%) of the Members who cast a vote at the meeting or by Proxy.
- 35.4 If the votes are divided equally on a question, the Chairperson has the second or casting vote.

36. Determining whether resolution carried

- 36.1 In this Rule poll means the process of voting in relation to a matter that is conducted in writing
- 36.2 The Chairperson at a General Meeting may, on the basis of a show of hands of those Members present in person or by Proxy declare that a resolution has been passed or

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lost, unless, during the General Meeting at which the Resolution is submitted, a poll is demanded in accordance with Rule 36.3.

- 36.3 At a General Meeting, a poll may be demanded by the Chairperson or by three (3) or more Members, present in person or by Proxy, and if so demanded, shall be taken in such manner as the Chairperson directs.
- 36.4 If a poll is demanded and taken under Rule 36.3 the Chairperson must declare the determination of the resolution on the basis of the poll.
- 36.5 If a poll is demanded pursuant to Rule 36.3 or on the question of an adjournment, the poll must be taken immediately.
- 36.6 On the taking of any poll in the case of an equality of votes, the Chairperson, has a second or casting vote, which may be exercised if the Chairperson thinks fit.
- 36.7 If the resolution is a special resolution, the declaration under Rule 36.2 or Rule 36.4 must identify the resolution as a special resolution.
- 36.8 A declaration under Rule 36.2 or Rule 36.4 must be entered in the minutes of the meeting and the entry is evidence of how the resolution was determined.

37. Minutes of General Meetings

- 37.1 The Secretary, or such person authorised by the School Board, must take and keep minutes of each General Meeting.
- 37.2 The minutes of the meeting must record:
- (a) The names of the Members that attended the meeting;
 - (b) The business considered at the meeting;
 - (c) If an AGM, the financial statements and financial reports presented at the meeting;
 - (d) Any resolution on which a vote is taken and the result of the vote; and
 - (e) Any Proxy Nomination Forms or Proxy Voting Forms given at the meeting.
- 37.3 The minutes must be entered in the School's minute book within thirty (30) days after the meeting is held.
- 37.4 The minutes of the meeting must be approved by two Members and signed as correct by the Chairperson.
- 37.5 When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) The meeting to which the minutes relate was duly convened and held;
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - (c) Any election or appointment purportedly made at the meeting was validly made.

PART F – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

38. Disciplinary action for Parent and Independent Members

- 38.1 The School Board may decide to suspend or expel a Parent Member or Independent Member from the School if:
- (a) The Member contravenes any of these Rules; or
 - (b) The Member acts detrimentally to the interests of the School.
- 38.2 The Secretary must give the Member written notice of the proposed suspension or expulsion at least fourteen (14) days before the School Board meeting at which the proposal is to be considered by the School Board.
- 38.3 The notice to the Member must state:
- (a) the date, time and venue where the School Board meeting will be held;
 - (b) the grounds on which the proposed suspension or expulsion is based;
 - (c) the proposed length of the suspension, which is at the discretion of the Board and
 - (d) that the Member may attend the meeting and will be given reasonable opportunity to make written or oral, or a combination of both, submissions to the School Board about the proposed suspension or expulsion.
- 38.4 At the School Board meeting, the School Board must:
- (a) give the Member a reasonable opportunity to make written or oral (or a combination of both) submissions to the School Board about the proposed suspension or expulsion;
 - (b) give due consideration to the submissions so made; and
 - (c) decide:
 - (i) Whether or not to suspend the Member and, if the decision is to suspend the Member, the period of suspension; or
 - (ii) Whether or not to expel the Member from the School.
- 38.5 The School Board's decision takes immediate effect.
- 38.6 The School Board's decision regarding the Member is separate to any decision made by the Principal concerning any related student(s).
- 38.7 The School Board must give the Member written notice of the School Board's decision, and their reasons for the decision, within seven (7) days after the School Board meeting at which the decision was made.
- 38.8 A Member who has been suspended or who is expelled from the School may, within fourteen (14) days after receiving notice of the School Board's decision, give written notice to the Chairperson, requesting the appointment of a mediator under Rule 40.
- 38.9 During the period of time that a Member is suspended:
- (a) The Member:

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- (i) loses all rights, including voting rights, that arise as a result of Membership; and
- (ii) Is not entitled to a refund, rebate, relief or credit of any fees paid, or payable to the School.
- (iii) if Member is a Board Member – membership of Board is also suspended for period of suspension.

39. Resolving disputes

- 39.1 These sub-rules apply to disputes that remain unresolved after the parties to the dispute have followed the School's relevant Policies.
- 39.2 If a party to a dispute is unable to resolve the dispute after following the School's relevant Policies, the party may give written notice to the Chairperson:
- (a) informing the Chairperson of the dispute; and
 - (b) details of the dispute.
- 39.3 Within fourteen (14) days after the Chairperson receives the notice, the Chairperson shall convene a meeting with each party to consider and determine the dispute.
- 39.4 If necessary, the Chairperson may convene a meeting initially with the Executive Committee, and thereafter (if necessary), with the School Board, to determine the dispute.
- 39.5 If the School Board is called to consider and determine the dispute, the School Board must:
- (a) give each party to the dispute a reasonable opportunity to make written or oral (or a combination of both) submissions about the dispute;
 - (b) give due consideration to the submissions made;
 - (c) determine the dispute; and
 - (d) must give each party to the dispute written notice of the School Board's determination and their reasons for the determination, within seven (7) days after the School Board meeting at which the determination was made.
- 39.6 If the dispute remains unresolved, a party to the dispute may request, in writing to the Chairperson, for the appointment of a mediator.

40. Appointment of mediator

- 40.1 These sub-rules apply if a party has requested the appointment of a mediator.
- 40.2 The mediator must be a person chosen by agreement between the parties to the dispute.
- 40.3 If no agreement of mediator can be reached, the School Board must appoint the mediator.
- 40.4 The person appointed as mediator by the School Board must be a person who acts as a mediator if the appointment of a mediator was requested by:

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- (a) A suspended Member; or
- (b) A party to a dispute and the dispute is between one or more Members and the School or a Member and the Principal.

41. Mediation Process

- 41.1 The parties to the mediation must, in good faith, attempt to settle the matter that is the subject of the mediation.
- 41.2 Each party to the mediation must give the mediator a written statement of the issues to be considered at the mediation, at least five (5) days before the mediation takes place.
- 41.3 At the mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to give due consideration to any written statement given by another party.
- 41.4 The mediator cannot determine the matter that is the subject of the mediation.
- 41.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter.
- 41.6 The party that requested the appointment of the mediator shall pay the costs of the mediation.

42. Rules of Association

- 42.1 If the Association wants to alter or rescind any of these Rules, or make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3, Division 2 of the Act.
- 42.2 Changes made by Special Resolution to these Rules must be notified to the Non-Government Schools' regulator within thirty (30) days of the Special Resolution being passed.
- 42.3 These Rules bind every Member and the School to the same extent as if every Member and the School had signed and sealed these Rules and agreed to be bound by all their provisions.

43. Common seal of Association

- 43.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 43.2 The common seal of the Association shall not be used without the express authority of the School Board and every use of that common seal shall be recorded in the minute book referred to in Rule 27.
- 43.3 The affixing of the common seal of the Association shall be witnessed by any two (2) Board Members or one (1) Board Member and one (1) person authorised by the Board.

- 43.4 The common seal of the Association shall be kept in the custody of the Secretary, or such other person as the School Board authorises.

44. Inspection of records of the Association

- 44.1 A Member may, subject to the prior agreed arrangements made with the Secretary, inspect, without charge, the books, documents, records and securities of the Association, except the documents and records declared confidential.
- 44.2 The Member may make a copy of or take an extract from a record or document referred to in Rule 44.1 but the Member does not have a right to remove the record or document for that purpose.
- 44.3 The Member must not use or disclose information in a record or document, without approval from the School Board, to another Member or person not a member of the Association.
- 44.4 The School Board shall require a Member, who requests to inspect the books, documents, records and securities of the Association, to provide a statutory declaration to the Secretary setting out the purpose of the request and to declare that the purpose is connected with the affairs of the Association.

45. Distribution of surplus property on winding up of the Association

- 45.1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:
- (a) to another incorporated association having objects similar to those of the Association; or
 - (b) for charitable or benevolent purposes,
- which incorporated association or purposes, shall be determined by a resolution of the Members when authorising and directing the School Board under Section 24 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.