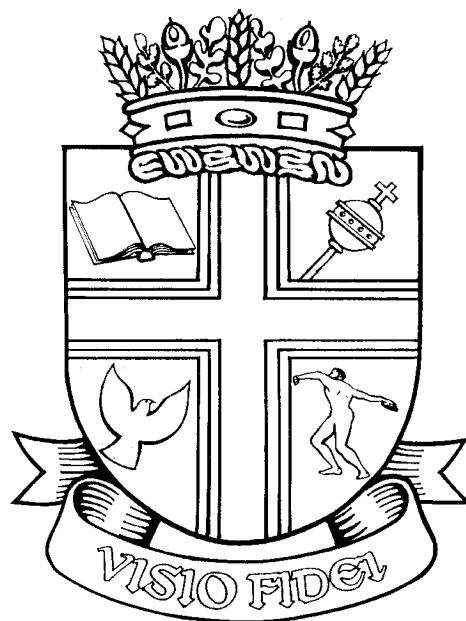
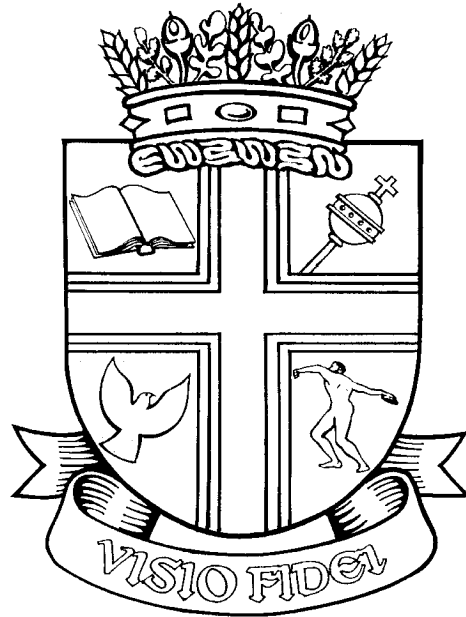


KING'S BAPTIST GRAMMAR SCHOOL



CONSTITUTION 2010



**KING'S BAPTIST GRAMMAR SCHOOL -
CONSTITUTION**

**KING'S BAPTIST GRAMMAR SCHOOL
INCORPORATED**

**DRAFT AMENDMENT TO
CONSTITUTION**

BOARD MEETING

29th June 2010

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CONSTITUTION

of

KING'S BAPTIST GRAMMAR SCHOOL INCORPORATED

NAME

1. The name of the Association is "King's Baptist Grammar School Incorporated".

INTERPRETATION

2. In this Constitution:

The “Act” means the Associations Incorporation Act 1985 as amended.

The “Board” means the Board of Governors for the time being of KBGS constituted as hereinafter mentioned.

“Chairman” means the Chairman of the Board.

“Deputy Chairman” means the Deputy Chairman of the Board.

“Secretary” means the Secretary of the Board.

“Administrator” means Director of Administration of KBGS.

“Governor” means a member of the Board.

“Parent” means the parent of any child or person responsible for the child who is a student of KBGS.

“Fellowship” means a relationship of inner unity among believers that expresses itself in outer co-participation with Christ and one another.

“Baptist Heritage” is defined by a Memorandum of Understanding established between the Baptist Churches of SA and KBGS.

“State” means the State of South Australia.

“Principal” means the Principal of KBGS.

“KOSA” means King’s Old Scholars Association.

“KBGS” means King’s Baptist Grammar School Incorporated.

“GGBC” means Golden Grove Baptist Church.

“Interested person” is any person who has contributed to KBGS or has demonstrable long term links and interests in the welfare, ethos and objectives of KBGS.

Any reference made to the masculine gender shall be taken to implicitly include the feminine gender, and vice versa.

OBJECTS

3. The objects for which KBGS is established:

KBGS exists as a Christian school to provide excellence in education and to create a Christian community where students can experience the love of God and have an opportunity to respond to Him.

To this end KBGS seeks:

- (a) To encourage an understanding of the Christian faith and a commitment to it.
- (b) To honour and remain consistent with and promote the Baptist Heritage upon which the school was founded.
- (c) To provide an education that will stimulate the imagination and contribute to healthy physical, academic, social, cultural, spiritual and vocational development.
- (d) To encourage enthusiasm for learning and to develop skills in literacy and numeracy, clarity of thought and decision making as well as an awareness of education as a continuing and life-long process.
- (e) To provide the opportunity for achievement consistent with individual capacity.
- (f) To encourage self-discipline, a sense of responsibility and a positive evaluation of personal worth.
- (g) To encourage the development of well-balanced personal relationships, a caring attitude towards other people and a willingness to serve.
- (h) To encourage parents to consider themselves members of the total school community.
- (i) To expand educational opportunities into areas of need.
- (j) To do all such other things as are incidental or conducive to the achievement of the ends and objectives of KBGS.
- (k) To operate at a cost comparable to the geographic area and financial capacity of parents.

STATEMENT OF FAITH

- 4. (a) We believe in the divine inspiration and authority of scripture – Old and New Testaments.
- (b) We believe in God - One, yet Three Persons, Creator of all things.
- (c) We believe in the Sovereignty of the Father, the Deity and perfect humanity of the Son complete in one person and the Personality of the Holy Spirit.
- (d) We believe in original sin, and eternal reward and punishment.
- (e) We believe that Salvation is found alone through Jesus Christ.

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- (f) We believe in the regenerative work of God the Holy Spirit.
- (g) We believe in the Virgin Birth, perfect life on earth, death, resurrection, ascension and second coming of our Lord Jesus Christ.
- (h) We believe in the existence of a personal Devil.
- (i) We believe the Church is the Body of Christ, with Christ as its Head.
- (j) We believe in the Great Commission.
- (k) We accept two sacraments
 - Believer's Baptism
 - The Lord's Supper.

POWERS

5. KBGS shall have all the powers conferred by Section 25 of the Act. Accordingly KBGS is authorised to acquire and dispose of property, administer, borrow and invest funds, employ and remove staff, appoint agents and enter into contracts as it sees fit in order to conduct its business.

GOVERNMENT

6. (a) The Board is the governing body of KBGS. All Committees, Officers and Employees of KBGS fall within the jurisdiction of the Board and are subordinate to it. The appointment and dismissal of the Principal shall be vested in the Board.
- (b) Whilst the Board of KBGS exercises the right of self-government, a relationship exists between the Board and the Baptist Churches of SA for the purpose of upholding Objects 3a and 3b together with the Baptist Churches of SA's rights as contemplated by this Constitution.
- (c) The Board may make rules, policies and bylaws and develop performance assessment strategies to assist with the functioning of KBGS and the achievement of its ends and objectives.
- (d) The Board may delegate to or withdraw its delegation from any Committee, group or person whom it has appointed in the exercise of any of its power or authority as it sees fit.
- (e) The Board may appoint any committee it deems necessary from time to time.
- (f) Members of the Board shall be referred to as Governors.

MEMBERSHIP

7. Membership of KBGS shall be granted upon written application to the Board. Any person interested in becoming a member of KBGS shall agree to the Statement of Faith described in this Constitution and evidence this by being in active fellowship with a Christian Church. Membership will be granted according to the following criteria:
- (a) Any parent, primary caregiver or guardian who has a child/children currently attending KBGS, or-

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- (b) Staff currently employed by KBGS, or-
 - (c) KOSA Members of no more than 5 years since graduation, or-
 - (d) The Baptist Churches of SA nominees appointed by the Baptist Churches of SA Assembly Board up to a maximum of 3 members, or-
 - (e) GGBC Members appointed by the GGBC up to a maximum of 3 members, or-
 - (f) Honorary Life Members appointed by the Board, or-
 - (g) A current Board Member, or-
 - (h) Any interested person applying to and approved by the Board.
8. The Board may elect to Honorary Life Membership, persons who have contributed outstanding service to KBGS. An Honorary Life Member shall have all the privileges of an ordinary member. The appointment is solely one of honour with no preferences attached to it. Such membership shall cease following the Life Member's death or their written request for it to be surrendered.
9. The Secretary shall keep a register of members of KBGS which shall be updated as needed and treated with due confidentiality.
10. No right or privilege of membership shall be transferable or transmissible and all such rights and privileges shall cease upon the person ceasing to be a member.
11. A person shall cease to be a member of KBGS:
- (a) Upon written request to the Board for removal from the register, or-
 - (b) Upon failing to meet the eligibility criteria in Clause 7 above, or-
 - (c) Upon the passing of a resolution at any Board Meeting by a 75% majority vote for the removal of membership of any member. The member shall be advised and allowed opportunity to make a submission to the Board regarding their membership prior to the vote on any such resolution.
12. Any dispute regarding qualification for membership of KBGS shall be resolved by a 75% majority vote at any Board meeting and is binding on all parties.

POWERS OF MEMBERS

13. (a) Members shall be entitled to a vote at any General or Annual General Meeting of KBGS.
- (b) Members may request a General Meeting in accordance with this Constitution.
- (c) Members can nominate members for election as Governors as provided for in the Board Policies and By-laws.
- (d) Members can assist the Board in providing feedback, information, expertise and support the work of KBGS through prayer and by volunteering assistance.

ANNUAL GENERAL MEETINGS

14. The Annual General Meeting of KBGS shall be held before the end of May in each year. The Chairman, Deputy Chairman or other appointed representative will preside over the meeting.
15. At least fourteen (14) days notice shall be given to members including the nature of any business to be transacted or any vote to be taken at the meeting. This will usually include annual financial reports and balance sheets, appointment of auditors and receipt of an auditor's report, Board Membership and Office Bearers and any special business notified to members.
16. A quorum shall be 20% of members or 20 members whichever is less.
17. Voting shall be by show of hands with each member entitled to one vote and decided by a 51% majority of the members voting. A secret ballot may take place if decided by a 51% majority vote that a secret ballot should be conducted. The number of votes for and against shall be recorded. There shall be no proxy votes.

GENERAL MEETINGS

18. A General Meeting may be called by the Board to deal with any item of special business. The Chairman, Deputy Chairman or any appointed representative will preside over any General Meeting.
19. A General Meeting may be requested by written representation to the Board of at least 10% of the membership stating the reason for request of such a meeting and the Board shall call that meeting.
20. At least fourteen (14) days notice shall be given to members for any General Meeting including the nature of the business to be conducted and any vote to be taken.
21. A quorum for any General Meeting shall be the same as an Annual General Meeting.
22. Voting shall be by show of hands with each member entitled to one vote and decided by a 51% majority of the members voting. A secret ballot shall take place if decided by a 51% majority vote that a secret ballot should be conducted. The number of votes for and against shall be recorded. There shall be no proxy votes.
23. In the event that a 51% majority decision cannot be reached or a quorum is not present, the meeting shall be adjourned for up to 30 days. No additional business shall be conducted at any adjourned meeting other than the business left unfinished.

GOVERNING BOARD MEMBERSHIP

24. The Board shall be constituted as follows:-
 - (a) There shall be a minimum of nine (9) and a maximum of fifteen (15) Governors including ex-officio members but excluding appointed persons under 24f. No more than one third shall be staff of KBGS.

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- (b) A majority of the Governors shall be members of any Baptist Church which is a member of the Baptist Churches of SA.
 - (c) The Chairman of the Board shall be a member of any Baptist Church which is a member of the Baptist Churches of SA or failing that, in fellowship with a mainstream Christian Church. In the case of the latter, prior to appointment, ratification shall be obtained from the Baptist Churches of SA Assembly Board.
 - (d) Election of Governors will be done by the Board, from nominees or otherwise, and shall be presented by the presiding officer to any General or Annual General Meeting for ratification by members. Nomination for/of Governors is further elaborated in the Board policies and by laws.
 - (e) The Principal and the Administrator of KBGS shall be ex-officio Governors and shall be entitled to a vote.
 - (f) The Board at its discretion may appoint persons to assist as consultants to further particular projects, such person not being entitled to vote (or fulfil normal functions as a Governor).
 - (g) All Governors in office at the date of adoption of this Constitution shall be valid appointments under the terms of this Constitution and shall remain in office following its adoption.
25. All Governors will be Christian and will be expected to subscribe to the Statement of Faith of KBGS; and live in a manner which gives strong evidence of this belief and acceptance of God's grace in their life. Active fellowship with a mainstream Christian church is one evidence of this.
26. Any casual vacancy on the Board may be filled at any time by the Board at its discretion, in accordance with 24 and 25 above. If the Board falls below the minimum required number of Governors it may only transact such business as required to restore numbers to that level.
27. The appointment of all Governors (other than ex-officio) shall be for a three year term until the termination of the appropriate Annual General Meeting with a right of renomination for further three year terms if approved by the Board.
28. The office of a Governor shall become vacant if the Governor:
- (a) is disqualified by the Act due to insolvency, being under administration or being convicted of a criminal offence.
 - (b) resigns by notice in writing.
 - (c) is absent without permission of the Board from meetings of the Board for more than three (3) consecutive meetings.
 - (d) no longer fulfils the membership criteria previously stated in this Constitution.

GOVERNING BOARD MEETINGS

29. (a) The Chairman, Deputy Chairman or appointed representative in their absence shall preside over Board Meetings.

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- (b) The Chairman and Deputy Chairman shall be elected annually by the Board.
30. A quorum for Board meetings shall be a minimum of 50% of Governors or a minimum of five (5) Governors in the case of a Board of nine (9) Governors.
31. The Administrator shall be, or the Board shall appoint a delegate to be, the minute secretary of all Board Meetings and such committees on which he serves.
32. Voting on membership of any kind at a Board Meeting shall be decided by a 75% majority on a show of hands unless a secret ballot is agreed upon. Voting on other business shall be decided by a majority vote. Voting for positions of Chairman and Deputy Chairman shall be decided by a secret ballot. Every Governor shall have one vote.
33. A Governor having any pecuniary interest in a contract with KBGS must disclose that interest to the Board as required by the Act and shall not vote with respect to that contract. Governors shall declare any conflict of interest in any matter under discussion at a Board meeting.

GOVERNING BOARD EXECUTIVE

34. The KBGS Executive shall consist of the Chairman, Deputy Chairman, the Principal, the Administrator and sufficient Governors elected by the Board to make a total of not more than six (6) persons.
35. The role of the KBGS Executive shall include providing assistance to the Chairman, acting on behalf of the Board when instructed to do so by the Board, carrying out and managing Board business between meetings as delegated by the Board.
36. A quorum for the KBGS Executive shall be 50% of its membership plus 1.
37. Members of the KBGS Executive shall be elected annually by the Board.
38. Functions of the Board and its committees may be further elaborated in policy documents or bylaws, as required.
39. There shall be no Governors on the KBGS Executive who are paid employees of KBGS other than the Principal and the Administrator.

PRINCIPAL

40. The Principal shall be responsible for the efficient and effective day to day running of KBGS and shall comply with Board policies and bylaws. This includes the discipline of students, the implementing of the Objects of KBGS and for the administration and management within KBGS.
41. The Principal shall satisfy the Board on all matters of curriculum and shall be responsible for the development of the educational policy of KBGS and pursue the achievement of the Objects and goals of KBGS as elaborated in Board policies and bylaws.

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42. The Principal shall be responsible for the selection and management of staff and all staff shall be subject to the direction of the Principal.
43. The Principal shall be in fellowship with a Baptist Churches of SA affiliated Baptist Church or other recognised mainstream Protestant Denominational Church and shall agree to the Statement of Faith and the achievement of the Objects of KBGS.

ACTING PRINCIPAL

44. When the Principal is absent from duty for a protracted period owing to illness, accident or any other personal or professional reason the nominated Director of the Senior, Middle or Junior School will assume the position of Acting Principal, performing such executive duties as are necessary for the maintenance of the on-going policy implementation, programming and operation of KBGS. The Acting Principal will stand in place of the Principal for the period of absence. During his/her period of duty the Acting Principal will be answerable to the Board.

SECRETARY AND PUBLIC OFFICER

45. The Administrator of KBGS shall be the Secretary of the Board and shall be the Public Officer for the purposes of any legislation applicable to KBGS.

STAFF

46. (a) All staff who are likely to be in regular contact with students, and/or parents, must be Christian and shall, prior to permanent appointment either by continuous employment under Award, Enterprise Agreement or similar conditions, or long term Contract conditions, declare that they subscribe to the Statement of Faith of KBGS; and live in a manner which gives strong evidence of this belief and acceptance of God's grace in their life. Active fellowship with a mainstream Christian church is one evidence of this.
- (b) All Staff appointed to short-term temporary positions, either on an hourly basis or by Contract, and who are likely to be in regular contact with students, and/or parents, so far as practicable, should be Christian and will be expected to subscribe to the Statement of Faith of KBGS; and live in a manner which gives strong evidence of this belief and acceptance of God's grace in their life. Active fellowship with a mainstream Christian church is one evidence of this.

SEAL

47. KBGS shall have a common seal which shall be used only by the authority of the Board. Every instrument to which the seal is affixed shall be signed by a Governor and countersigned by the Secretary or by a second Governor or some other person appointed by the Board for that purpose. Such authorisation shall be by an appropriate resolution (51% majority vote) passed by the Board.

ACCOUNTS

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48. The Administrator shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of KBGS.
49. The financial year of KBGS shall commence on the 1st day of January and end on the 31st day of December.
50. The Annual General Meeting shall appoint a qualified auditor to hold office during the ensuing year. The auditor shall audit and report on the annual accounts of KBGS. The Board shall appoint another auditor in the case of any casual vacancy in the position of auditor.

INDEMNITY

51. Every Governor, Auditor, Secretary and other officers for the time being of KBGS shall be indemnified against all liability, costs, charges and claims (including legal costs on a full indemnity basis) arising out of or associated with the Governor or other officer, performing, or failing, neglecting or omitting to perform the duties in relation to that office, unless such loss arises out of actual dishonesty on his part.

MATTERS NOT COVERED

52. Any matters which arise and are not covered in this Constitution can be determined by a resolution of the Board, passed by a 75% majority.

ALTERATIONS TO CONSTITUTION AND BOARD POLICIES AND BYLAWS

53. This Constitution may be amended by a resolution passed by not less than 75% of the Governors present at a properly constituted Board meeting. Such amendment will be subject to the ratification of the Baptist Churches of SA Assembly Board and by a 75% majority of votes cast at a General Meeting of members.
54. Board policies and bylaws may be amended by a resolution passed by 75% of the Governors present at any properly constituted Board Meeting.

WINDING UP

55. KBGS may be wound up by a resolution passed by not less than 75% of the Governors present at a properly constituted Board meeting. Such resolution will be subject to the ratification of the Baptist Churches of SA Assembly Board and by 75% majority of votes cast at a General Meeting of members.
56. In the event of the winding up of KBGS, any surplus assets remaining after the payment of KBGS' liabilities shall be transferred to another organisation in Australia determined by the Baptist Churches of SA Assembly Board, provided such organisation is eligible for income tax exempt status for the purposes of any Commonwealth Taxation Act by virtue of its religious, charitable or educational objects. In the event of the prior winding up or dissolution of the Baptist Churches of SA, such transfer shall be determined by the Board or otherwise in accordance with the Act.