

Corporations Act 2001
A Company Limited by Guarantee

Constitution

of

Malek Fahd Islamic School Limited

27 September 2019

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1 Preliminary

- 1.1 The name of the company is Malek Fahd Islamic School Limited ("MFIS" – the "School Authority").
- 1.2 The School Authority is a company limited by guarantee. The liability of the Members of the School Authority is limited to the guarantee provided in article 1.3.
- 1.3 Every Member of the School Authority undertakes to contribute to the property of the School Authority, in the event of the same being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the School Authority contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
- 1.4 The income and property of the School Authority must be applied solely towards the pursuit of charitable purposes through the promotion of the Objects and no portion thereof may be paid or transferred directly or indirectly by way of dividend, bonus, return of capital or otherwise to the Members.
- 1.5 The purpose of the Board of the School Authority is to act in the best interests of the School Authority and promote its objects.

2 Interpretation

- 2.1 In this Constitution the following words and phrases have the meanings as set out below and all derivatives of these words and phrases have the relevant corresponding meanings:

Term	Meaning
Board	The Directors/Members of MFIS holding office pursuant to this Constitution.
Business hours	From 9:00 am to 5:00 pm on a day on which the major trading banks are open for business in the State in which the School is located.
Chairperson	The Chairperson of the Board of MFIS, as appointed by the Board from time to time.
Constitution	This document as it may be amended from time to time in accordance with its terms.
Corporations Act	The Corporations Act 2001.
Director	A duly appointed Director/Member of the Board of MFIS. Education Committee Is defined in article 15.
MFIS	The school conducted by the School Authority known as Malek Fahd Islamic School.
Member	A Member/Director of the Board of MFIS.
Objects	The objects of MFIS as set out at article 4.

Office	The registered office for the time being of MFIS.
Parents Advisory Committee (PAC)	The Parents Advisory Committee of the School, as recognised by MFIS in accordance with article 17.
Principal	The Principal from time to time of the school.
School Authority	The school conducted by the School Authority known as MFIS.
Seal	The common seal of the School Authority.
Secretary	Any person appointed to perform the duties of a secretary of MFIS and includes an honorary secretary.
Special Resolution	A resolution passed by at least three-quarters of those Members/Directors entitled to vote on that resolution.
Treasurer	The Treasurer of the Board of MFIS, as appointed by the Board from time to time.
Vice-chairperson	The Vice-chairperson of the Board of MFISL, as appointed by the Board from time to time.

2.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) references to any statutory enactment shall mean and be construed as references to that enactment as amended, modified and re-enacted from time to time;
- (c) all monetary amounts are in Australian dollars;
- (d) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (e) a reference to a person includes a firm, unincorporated association, corporation, government or statutory body or any other legal entity, together with its successors, replacements and assigns;
- (f) the words "include", "including", "for example" or "such as" when introducing an example, do not limit the meaning of the words to which the example relates to the example or to examples of a similar kind;
- (g) a reference to anything or amount is a reference to the whole and each part of it; and
- (h) a reference to one gender is a reference to both genders.

2.3 Headings are for convenience only and do not affect the interpretation of this document.

3 Replaceable Rules

The provisions of the Corporations Act which operate as replaceable rules do not apply to the School Authority.

4 Objects

4.1 The objects for which the School Authority is established are:

- (a) to establish and manage the School, as a not-for-profit institution to provide a balanced general education in an Islamic environment to Muslim and other children;
- (b) to provide centres of educational activities, which will provide a high quality standard of education in an Islamic environment based on the Sunni Muslim tradition and thus produce good citizens, imbued with Islamic spiritual values;
- (c) to provide for the pupils, staff and employees of the School, conveniences, necessities and other facilities;
- (d) to acquire such assets and make all relevant applications with appropriate authorities which would facilitate the establishment and operation of the School;
- (e) to ensure that there is provision for good communication between staff, parents, pupils and the community; and
- (f) to further the objects of the School.

4.2 The objects of the School are:

- (a) to establish an educational environment in which each pupil may develop an understanding of the central truths of the Islamic faith, the moral values that are rooted in the Holy Qur'an, the Hadith and man's relation to God and fellow man;
- (b) to provide for general, liberal, scientific, cultural, artistic, religious education and also education for vocational effectiveness, social responsibility, inter-cultural and international understanding, effective use of leisure, creativity and individual fulfilment and to prepare pupils for effective participation in the community life;
- (c) to create a harmonious and stimulating community atmosphere in which staff are mutually supportive and care for the pupils and in which the pupils can grow as persons developing a feeling of self-worth, a high level of personal integrity, a sincere respect for others, an increasing sense of individual responsibility and competence to form mature value judgements and an ability to establish constructive relationships; and
- (d) to promote physical fitness and confidence through maintenance of good health and to encourage participation in sports and recreational activities of the School;
- (e) in particular, but without limiting the generality of the foregoing, to give effect to the following educational objectives:
 - (i) to encourage each pupil to develop self-appreciation, social awareness, reverence of life, integrity and responsibility;
 - (ii) to ensure that each pupil is encouraged to develop the highest possible level of academic and cultural attainment of which he or she is capable, with excellence as a goal in all activities;
 - (iii) to help each pupil develop the power to think constructively and logically, to solve problems and to reason independently ;
 - (iv) to guide each pupil towards a spirit of freedom and confidence which recognises self-discipline and personal responsibility;
 - (v) to encourage tolerance, respect for others and good manners, in accordance with the teachings of Islam;

- (vi) to involve each pupil in a range of experiences which will enable him or her to participate effectively in society ;
- (vii) to encourage in each pupil a practical and informed awareness and appreciation of the natural environment; and
- (viii) to offer experience of Islamic living based on the Sunni Muslim tradition through example and counselling, study of the Qur' an, the traditions of the Islamic life and prayers.

5 Powers

- 5.1 Subject to any limitations provided within this Constitution or at law, MFIS has the power to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the Objects including:
- (a) to establish and operate the School in relation to the attainment of the Objects;
 - (b) to raise and collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations , endowments and bequests, whether general or for a specific purpose;
 - (c) to establish and operate trusts to hold gifts or funds raised or received for the purposes for which such gifts or funds were provided;
 - (d) to purchase, lease, construct or otherwise acquire on commercial terms that represent reasonable market value any lands, building, easement or property, real and personal, and/or any rights or privileges relating to such property;
 - (e) to employ or engage staff as required for the operation of the School Authority, including the Principal and teaching staff and provide such staff benefits as it deems desirable or necessary;
 - (f) to sell, improve, manage, develop, exchange, lease, dispose of or otherwise deal with all or any part of the property and rights of the School Authority;
 - (g) to invest and deal with the money of the School Authority not immediately required in such manner as may be permitted by an Act of the Commonwealth, a State Act, or a law of a Territory of the Commonwealth for the investment of trust funds without special authorisation;
 - (h) to hold or retain any property or gift in the original form in which it is received;
 - (i) to convert any property or gift to monetary form;
 - (j) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the School Authority's property of whatsoever kind sold by the School Authority or any money due to the School Authority from purchasers and others;
 - (k) to engage professional advisors and consultants in respect of any of its activities;
- but only to the extent that the exercise of such powers is consistent with its obligation to only pursue charitable purposes and at all times is compliant with MFIS's not-for-profit status and obligations.
- 5.2 The School Authority, on commercial terms that represent reasonable market value, may borrow money for the School and secure the repayment thereof of any debts, liabilities, contracts or obligations incurred or undertaken by the School in such manner and upon such terms and conditions in all respects as it thinks fit.

6 Payments to Directors

The payment of directors' fees, in whatever form, is prohibited to Directors for serving in that capacity. However, payments may be made to a Director:

- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
- (b) for any service rendered to the School Authority in a professional or technical capacity, where the provision of that service has the prior approval of the Board, has met the criteria in the Board's procurement policies and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
- (c) as an employee of the School Authority, where the terms of employment have been approved by a resolution of the Board.

7 Membership

- 7.1 The Members of the Board of MFIS will consist of not less than five (5) and not more than nine (9) persons.
- 7.2 All members of the Board will be:
 - (a) nominated by the Nominations Committee and approved by the Board;
 - (b) independent of the school to the extent that they are not a member of School management, and are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement;
 - (c) independent of AFIC in all respects.
- 7.3 No Member of the Board of MFIS shall have previously been a member of the MFIS Board prior to January 2016.
- 7.4 Alternate Members or designates of nominated Members are not permitted.
- 7.5 No entrance fee or annual subscription shall be payable for membership of the School Authority.
- 7.6 The membership of each Member shall expire two (2) years after appointment (including a renewal of appointment under this clause) unless such membership is renewed by the Board of MFIS for a further term of up to two (2) years in accordance with Article 7.1.
- 7.7 A Member will cease to be a Member upon:
 - (a) he or she :
 - (i) resigning by notice in writing to the Secretary from either the Board or the School Authority;
 - (ii) passing away, becoming of unsound mind or becoming a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) committing an act of bankruptcy;
 - (iv) becoming prohibited from being a director of a company by reason of any order made under the Corporations Act ;
 - (v) ceasing to be a member of the Board by operation of Part 2D.6 of the Corporations Act or for any other reason;
 - (vi) being absent for more than six months without permission of the Board from meetings of the Board held during that period;

- (vii) being appointed to any office of profit under the School Authority, unless otherwise approved by the Board.
- (b) their Membership being terminated by a Special Resolution of the Board on the grounds that:
 - (i) the Member has a perceived or real conflict of interest (beyond the interests or organisation(s) he or she is nominated to represent) that is or will significantly impact upon their ability to effectively participate as a Member or Director;
 - (ii) the Member is not of good character;
 - (iii) the actions of the Member have severely disrupted the efficient operation of the Board, the School Authority, or any institute, organisation or business operated or controlled by the Board; or
 - (iv) the Member does not have the capacity (whether through illness or otherwise) or is unable to commit the time required to effectively participate as a Member and Director.

8 The Board of Directors

Each Member must be a Director and the Directors comprise the Board. Each Member, by accepting Membership, consents to be a Director.

9 Office Bearers

- 9.1 The Board will from time to time appoint from the Members the following office-bearers:
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Treasurer; and
 - (d) a Secretary.
- 9.2 The office-bearers will hold office for a term of two (2) years from the date of appointment, except where a casual appointment is made by reason of an office-bearer failing to serve a full term of office, in which case the Board may determine a shorter or longer term for the new office-bearer as deemed appropriate, but such term is not to be less than three (3) months or more than two (2) years.
- 9.3 The Board may, with the consent of the office-bearer, make such adjustments to the term as reasonably necessary to synchronise the expiry of the various office-bearer terms.
- 9.4 The office of an office-bearer shall become vacant if the office-bearer ceases to be Member or is removed from office by a Special Resolution of the Board.

10 Principal

- 10.1 The Board must appoint and maintain a Principal. The duties of the Principal will be determined from time to time by the Board but this will be an executive appointment and the Principal will be entitled to be appropriately compensated for the services he or she performs.
- 10.2 The Board may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the Principal any of the powers exercisable by the Board. Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board, but must be exercised in accordance with any policies, directives or limitations imposed by the Board.

- 10.3 The Board may at any time revoke or vary any of the powers conferred on the Principal.

11 Powers and Duties of the Board

- 11.1 The business of MFIS will be managed by the Board and the Board may exercise all such powers of the School Authority as are not, by the Corporations Act or by this Constitution, required to be exercised by the School Authority in General Meeting.
- 11.2 The Board must cause minutes to be made of:
- (a) all appointments of office-bearers;
 - (b) the names of Directors/Members present at all Board meetings of the School Authority and of the Board; and
 - (c) all proceedings at all meetings of the Board and any committees or sub-committees constituted by the Board, such minutes to be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- 11.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors of the Board or in such other manner as the Board from time to time determines.
- 11.4 All electronic transfers or payments must be approved by two (2) Directors of the Board or in such other manner as the Board from time to time determines.

12 Policies

The Board will construct, adopt and review from time to time as appropriate, overarching Board policies that will describe the way in which the School is governed. The Board will delegate to the Principal the responsibility for the construction of operational policies that the Principal will bring to the Board for ratification. The operational policies should reflect the overarching Board policies. Both Board and operational policies should be reviewed at times designated by the Board and consistent with the requirements of regulatory authorities. A proper register of all Board and operational policies will be kept under the direction of the Board Secretary and/or the Principal.

13 Delegation by Board to Committees or Sub-Committees

- 13.1 The Board may, by instrument in writing, delegate to one or more committees or sub-committees/standing committees (consisting of such persons as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Corporations Act or by any other law.
- 13.2 These committees may include but not be limited to – Education; Grounds and Premises; Finance; Risk Audit and Compliance; and Nominations. The Board will review in the final quarter of each year the committees that it believes it needs to have in place for the subsequent year. The nature of those committees may be varied from time to time by the Board. The Board will appoint a Chair of each relevant committee. The committees which will meet prior to a Board meeting will report into that meeting and have any recommendations ratified by the Board.
- 13.3 A function the exercise of which has been delegated to a committee under this rule

may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

- 13.4 A delegation under this article may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 13.5 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 13.6 Any act or thing done or suffered by a committee or sub-committee acting in the exercise of a delegation under this article has the same force and effect as it would have if it had been done or suffered by the Board.
- 13.7 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 13.8 A committee or sub-committee may meet and adjourn, as it thinks proper.

14 Finance Committee

- 14.1 Without limiting the generality of article 13, the Board may delegate its powers and functions with respect to financial matters to a Finance Committee consisting of not less than three (3) persons. Each member will be financially literate, and at least one (1) member will be a qualified accountant holding a current and recognized accounting qualification (CPA or CA). At least two (2) members will also be members of the Board. The quorum necessary for the transaction of the business of the Finance Committee is three (3).
- 14.2 The duties and obligations of the Finance Committee are to:
- (a) review and recommend an annual budget;
 - (b) review the strategic work plan in the context of the budget;
 - (c) review annual budget estimates;
 - (d) regularly review financial results;
 - (e) review, and recommend to the Board for approval, relevant financial policies and procedures;
 - (f) oversee the management of the School's financial assets.
- 14.3 The Finance Committee will report to the Board by:
- (a) providing a report to each meeting of the Board;
 - (b) preparing an annual report for the Board summarising:
 - the work performed by the Committee to fully discharge its duties
 - the number of meetings held during the year and the attendance of each member
 - the Committee's annual assessment of its performance;
 - (c) reporting to the Board, at any time, on any matter it deems of sufficient importance to do so.
- 14.4. The members of the Finance Committee will hold office for a term of two (2) years, and will be eligible for reappointment.

15 Education Committee

- 15.1 Without limiting the generality of article 13, the Board may delegate its powers and functions with respect to educational matters to an Education Committee consisting of

not less than five (5) persons, who should all be appropriately knowledgeable in the field of school education, and who are not required to also be members of the School Authority.

- 15.2 The members of the Education Committee will be appointed by the Board and will include at least two (2) members of the Board, the Principal, other staff or individuals as determined by the Board.
- 15.3 Members of the Education Committee will hold office for a term of two (2) years, and will be eligible for reappointment.
- 15.4 The duties and obligations of the Education Committee are to:
- (a) recommend to the Board strategic educational initiatives and programs the School should investigate or introduce;
 - (b) monitor the development, implementation, operation and evaluation of the educational programs of the school keeping in mind the specific curriculum, assessment, reporting and other educational policies and requirements as specified by the Board of Studies Teaching and Educational Standards (BOSTES);
 - (c) review and monitor the application of the policies and procedures associated with students and the educational programs and practices against the Objects of the School;
 - (d) monitor the development, implementation and evaluation of the School's Teacher Accreditation and Professional Learning policies and programs;
 - (e) advise the Board on significant items of capital or recurrent expenditure to support the School's educational programs;
 - (f) seek the advice and views, where relevant, of staff, parents and outside agencies in relation to the effectiveness of current educational policies and programs, and proposals for change;
 - (g) report its deliberations to the Board, with such further information, advice or recommendations as it thinks fit;
 - (h) from time to time approve rules for the management and conduct of the business and affairs of the Education Committee.
- 15.5 The quorum necessary for the transaction of the business of the Education Committee is three (3).
- 15.6 Questions arising at any meeting of the Education Committee are to be decided by a majority of votes, and in case of an equality of votes the chairperson will have a second or casting vote.
- 15.7 The Education Committee will report to the Board by:
- (a) providing a report to each meeting of the Board;
 - (b) preparing an annual report for the Board summarizing:
 - the work performed by the Committee to fully discharge its duties;
 - the number of meetings held during the year and the attendance of each member;
 - the Committee's annual assessment of its performance.
 - (c) reporting to the Board, at any time, on any matter it deems of sufficient importance to do so.
- 15.8 The Board, at its discretion and subject to agreement with such body, may approve the Education Committee being a joint Education Committee with one or more other

educational institutions with membership and modus operandi as agreed by the boards of those organisations.

16 Nominations Committee

- 16.1 Without limiting the generality of article 13, the Board may delegate its powers and functions with respect to nominating potential Board members to a Nominations Committee consisting of not less than three (3) Board members.
- 16.2 Care must be taken to ensure that there are no conflicts of interest that might be seen to give rise to an unacceptable influence.
- 16.3 The Duties of the Nominations Committee are to:
- (a) regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - (b) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - (c) satisfy itself on an annual basis with regard to succession planning, that the processes and plans are in place with regard to both the Board and senior staff of the School;
 - (d) ensure that, prior to appointment to the Board, that a candidate has sufficient time to undertake the role, taking into account their other commitments;
 - (e) ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and outlining the induction plan produced in conjunction with the Board's Chairperson;
 - (f) establish, and regularly review, the role statements and performance targets for the Principal, Deputy Principal(s)/Campus Coordinators and Business Manager;
 - (g) manage the selection process and monitor the performance of the Principal, Deputy Principal(s)/Campus Coordinators and Business Manager, and report and make recommendations accordingly;
 - (h) determine the remuneration packages for the Principal, Deputy Principal(s)/Campus Coordinators and Business Manager.
- 16.4 The Nominations Committee shall also make recommendations to the Board;
- (a) with respect to the re-appointment of any Board member at the conclusion of his or her specified term of office;
 - (b) concerning any matters relating to the continuation in office as a director at any time.
- 16.5 In identifying suitably qualified persons to fill Board vacancies the Nominations Committee will give consideration to seeking recommendations from the Australian Institute of Company Directors or similar professional organisations.
- 16.6 Members of the Nominations Committee will hold office for a term of two (2) years, and will be eligible for reappointment.

17 Risk Audit and Compliance Committee

- 17.1 Without limiting the generality of article 13, the Board may delegate its powers and functions with respect to audit and risk matters to a Risk Audit and Compliance Committee consisting of not less than three (3) persons. Each member will be experienced in risk assessment, governance, audit or financial matters, and at least one member will be a qualified accountant holding a current and recognised

accounting qualification (CPA or CA). At least two (2) members will also be members of the Board. The quorum necessary for the transaction of the business of the Risk Audit and Compliance Committee is three (3).

- 17.2 The primary responsibility of the Risk Audit and Compliance Committee is to assist the Board in its governance role of ensuring that the School operates effectively, efficiently, ethically and legally.
- 17.3 The duties and obligations of the Risk Audit and Compliance Committee are to:
- (a) review the integrity of the School's financial reporting;
 - (b) oversee the School's relationship with its external auditors;
 - (c) provide oversight of the School's internal auditors;
 - (d) review controls of other material business risks;
 - (e) review the delegation of authorities within the School;
 - (f) oversee the School's compliance with all laws, regulations, legal obligations, standards and codes of conduct;
 - (g) review and recommend to the Board the School's risk management framework on an annual basis;
 - (h) review the effectiveness of the risk management framework, including key risk management and compliance policies;
 - (i) oversee and monitor management's effectiveness in managing key risks and internal controls.
- 17.4 The Risk Audit and Compliance Committee will report to the Board by:
- (a) providing a report to each meeting of the Board;
 - (b) preparing an annual report for the Board summarising:
 - the work performed by the Committee to fully discharge its duties
 - the number of meetings held during the year and the attendance of each member
 - the Committee's annual assessment of its performance;
 - (c) reporting to the Board, at any time, on any matter it deems of sufficient importance to do so.
- 17.5 The members of the Risk Audit and Compliance Committee will hold office for a term of two (2) years, and will be eligible for re-appointment.

18 Advisory Committees

The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board in respect to their operation.

19 Parents Advisory Committee

- 19.1 The Board shall appoint Parents and other interested individuals to the Parents Advisory Committee (PAC), the objects of which are:
- (a) to gather and become involved in the life of the school;
 - (b) to represent the views of the school community to the Board;
 - (c) to provide support for the school in areas such as:

- social functions for the school community
 - uniform requirements
 - maintenance of grounds , buildings and equipment
 - fundraising for particular needs in the school
 - voluntary support for educational programs upon the request of the Principal;
- (d) to provide considered advice to the Board in relation to any matter the Board requests;
- (e) upon request from the Nominations Committee, to recommend individuals to be considered for membership of the Board or its committees.
- 19.2 Where the Board is of the opinion that an appropriate Parents Advisory Committee has been formed, it may appoint that organisation to be the official PAC.
- 19.3 The members of the PAC shall be responsible for all matter relating to the operation and activities of that PAC.
- 19.4 All recommendations of the PAC will be presented to the Board. However, only the Board shall have authority to make decisions or policies binding on the School or School Authority. The PAC may be dismissed by the Board in accordance with these articles.

20 Proceedings of the Board

- 20.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may, at any time, request the Chairperson of the Board to ask the Secretary to summon a meeting of the Board. There shall be a minimum of four (4) meetings of the Board each year.
- 20.2 Provided that all of the members of the Board agree, the members of the Board may participate in a meeting of the Board by any technological means allowing all persons participating in the meeting to hear each other at the same time. Any member of the Board participating in such a meeting shall for the purposes of this Constitution be deemed to be personally present at the meeting.
- 20.3 Questions arising at any meeting of the Board will be decided by a majority of votes and a determination by a majority of the members of the Board will for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 20.4 Conflicts of interest must be openly declared and registered. A member of the Board must not vote in respect of any contract or proposed contract with the School Authority in which he or she is interested, and if he or she does so vote his or her vote must not be counted.
- 20.5 The quorum necessary for the transaction of the business of the Board is five (5) or such greater number as may be fixed by the Board.
- 20.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or for summoning a general meeting of the School Authority but for no other purpose.
- 20.7 The Chairperson (or if the Chairperson is absent, unable or unwilling to act, the Vice-Chairperson) is to preside as chairperson at every Board meeting of School Authority.
- 20.8 If neither the Chairperson nor the Vice-Chairperson is present within 10 minutes after the time appointed for holding the meeting, or if being present is or are unwilling to act

as chairperson, the Directors present must choose one of their number to be chairperson.

- 20.9 Subject to this Constitution, the chairperson's ruling on all matters relating to the order of business and the procedure and conduct of the meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the chairperson may be moved.

21 Annual General Meeting

- 21.1 An annual general meeting of the School Authority must be held each year in accordance with the provisions of the Corporations Act.
- 21.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive and consider the accounts.
- 21.3 An annual general meeting must be specified as such in the notice convening it.

22 Special General Meetings

- 22.1 Any three (3) Directors may request the Chair of the Board to call a special general meeting at any time.
- 22.2 Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, at least 14 days' notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) must be given of any special general meeting, specifying the time and place(s) of the meeting and the general nature of the business to be discussed at that meeting.

23 Proceedings at General Meetings

- 23.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 23.2 Except as provided for in article 21.3, five (5) Members constitutes a quorum.
- 23.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved if it was convened upon the requisition of Members. In all other cases, it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will constitute a quorum.
- 23.4 The Chairperson will preside as chairperson at every general meeting of the School Authority, or if there is no Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-chairperson will be the chairperson or if the Vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.
- 23.5 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it will not be necessary

to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

- 23.6 At any general meeting a resolution put to the vote of the meeting will be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
 - (b) by any Member present "in person".
- 23.7 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the School Authority will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 23.8 If a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 23.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.

24 Proxies

- 24.1 A Member or Director may vote in person or, but only where approved by the Chairman, by proxy.
- 24.2 At all meetings, a quorum is to be determined by reference to those attending either personally or by proxy.
- 24.3 An instrument appointing a proxy:
- (a) must be in the form set out in schedule 1 or in a form that is as similar to that form as the circumstances allow and must be in writing under the hand of the appointor duly authorised in writing;
 - (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - (c) may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy must not vote in respect of the resolution; and
 - (d) is deemed to confer authority to demand or join in demanding a poll.
- 24.4 Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- 24.5 The instrument appointing a proxy must be delivered to the Secretary not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default the instrument of proxy will not be treated as valid.

25 Circular Resolutions

- 25.1 If all of the Directors or all of the Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been unanimously passed at a Board Meeting, committee meeting, or general meeting, as the case may be, held at the date and time at which the document was last signed by a Director or Member, as the case may be.
- 25.2 For the purposes of article 23.1:
- (a) Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors or Members, as the case may be, are together deemed to constitute one document containing a statement in those terms by these persons at the respective dates and times at which they signed the separate documents;
 - (b) A reference to "all of the Directors" or "all of the Members" does not include a Director or Member who would not be entitled to vote on the resolution at the relevant meeting;
 - (c) "Document" includes a document created or stored in any electronic medium and retrievable in perceivable form; and
 - (d) To "sign" includes to sign by electronic or digital method intended by the party to have the same force and effect as the use of a manual signature provided that such signature is:
 - (j) unique to the person using it;
 - (ii) capable of verification;
 - (iii) solely under the control of that party; and
 - (iv) inked to the relevant document in such a manner that if the document is changed the electronic signature is invalidated.

26 Concurrent Meetings and Multiple Venues

A general meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

27 Financial Records

- 27.1 The School Authority must keep proper books of account (which should include computerised internal accounting systems) in accordance with the Australian Accounting Standards and any additional requirements imposed upon it by any relevant authority.
- 27.2 The School Authority must also ensure that it maintains adequate records of all conditions or restrictions which may apply to any money received by it and the compliance of the School Authority to those conditions or restrictions.
- 27.3 Each Member may at their own expense at any reasonable time either themselves or by their agents, attorneys or accountants inspect, copy or make extracts from all books, accounts and records of the School Authority.
- 27.4 The accounts must be independently audited at least annually by one or more properly qualified independent auditor or auditors who must report to the Members in accordance with the provisions of the Corporations Act.

28 Reporting

28.1 The Board must distribute copies of every :

- (a) annual financial report;
- (b) report of the Board members for the year; and
- (c) report of the auditor or auditors on the financial report, as required by the Corporations Act.

28.2 The Board must lay before each Annual General Meeting:

- (a) the financial report;
- (b) the report of the board members; and
- (c) the report of the auditor or auditors for the last financial year ended before the Annual General Meeting.

29 Seal

The Board must provide for the safe custody of the Seal that may only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Every instrument to which the Seal is affixed must be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

30 Limitations on Amendment

The Constitution may only be amended or replaced by a Special Resolution of the Members of the Board passed by 75% of the members of the Board at a properly constituted meeting of the Board.

31 Winding Up

In the event the School Authority is wound up or dissolved, any surplus remaining after the satisfaction of all the School Authority's debts and liabilities may not be distributed amongst the Members, but is to be given or transferred to one or more other funds, authorities or institutions which or each of which:

- (a) is a fund, authority or institution covered by an item in any of the tables in Subdivisions 30-A and 30-B of the Income Tax Assessment Act 1997;
- (b) has objects similar to the objects of the School Authority; and
- (c) whose Constitution prohibits the distribution of its income and property among its members to an extent at least as great as that in this Constitution;

to be determined by the Board at or before the time of dissolution, or if no such determination is made, by application to the Supreme Court for determination.

32 Notice

32.1 A notice (including a notice of a general meeting) may be given by the School Authority to any Member:

- (a) personally; or
- (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the

Member; or

(d) by any other means that the provisions of this Constitution permit.

- 32.2 Where a notice is sent by post, service of the notice is deemed to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 32.3 Where a notice sent by facsimile or electronic means (provided a status report is received by the sender which shows the notice has been transmitted) shall be deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee is located, but if not, then at 9:00 am next occurring during business hours at such place.
- 32.4 For the purposes of this clause, "business hours" means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee is located.
- 32.5 Notice of every general meeting shall be given in the manner authorised by article 32.1 (a) to:
- (a) every Member except those Members for whom the School Authority has no address for the giving of notice; and
 - (b) the auditor or auditors for the time being of the School Authority.
- No other person shall be entitled to receive notices of general meetings.

33 Indemnity

Except to the extent that it is prohibited from doing so by the Corporations Act, the School Authority:

- (a) indemnifies every person who is or has been a Member or executive of the School Authority or of any related body corporate of the School Authority against:
 - (i) any liability (other than a liability for legal costs) incurred in that capacity; and
 - (ii) any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

Schedule 1

**PROXY FORM
Malek Fahd Islamic School**

I

of

being a Member and Director of the Board of the Malek Fahd Islamic School hereby appoint

.....

of.....

or, failing him/her,

.....

of.....

as my proxy to vote for me and on my behalf at the
*annual general / * general meeting / *directors meeting
of the Malek Fahd Islamic School to be held on the

..... day of, 20.....

and at any adjournment of that meeting.

This form is to be used in accordance with the directions below.

Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

[Description of resolution]

**For / *Against / *Abstain*

Signed this day of, 20

.....

(Authorised signature of Member)

•strike out whichever is not desired.

Instructions:

To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.