

The Nature School Incorporated Constitution

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Part 1 – Preliminary

1. Definitions

1.1 In this Constitution:

Board means and includes Board of Directors, which is the Governing Body of the School.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Ordinary Board of Directors member means a member of the Board of Directors who is not an office-bearer of the Association.

Secretary means:

- (a) the person holding office under this Constitution as Secretary of the Association, or
- (b) if no such person holds that office - the Public Officer of the Association.

School means The Nature School Incorporated (ABN: 32 176 699 686).

Special general meeting means a general meeting of the Association other than an Annual General Meeting.

The Act means the *Associations Incorporation Act 2009*.

The Regulations means the Associations Incorporation Regulations 2010.

1.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. Name

The name of the Association is The Nature School Incorporated (referred to in these rules as “the Association”).

3. Objects

3.1 The objects of the Association are:

- (a) To provide high quality education and care, and instruction, guided by pedagogies including nature-based, place-based and inquiry-led.
- (b) To facilitate authentic learning experiences which engage children and their families. Learning may be:
 - i. Intentionally designed and/or learner-led;

- ii. Creative, hands on, experiential or play/based.
- (c) To lay the foundations for a socially cohesive and sustainable future.
- (d) To cultivate environments in which children flourish.
- (e) To promote a deeper, more regular connection with nature.
- (f) To minimize the organization's environmental footprint through sustainable practices.
- (g) To embed Aboriginal culture, languages and perspectives by connecting with the local Aboriginal community.
- (h) To be a safe and inclusive community.
- (i) To build a network which supports The Nature School to achieve its vision.

Part 2 – Membership

4. Membership Qualifications

4.1 A person is eligible for membership of the Association if:

- (a) the person is a natural person; and
- (b) supports the objects of the Association and agrees to abide by the terms of this Constitution and any other membership conditions determined by the Board; and
- (c) is a parent or guardian of a student currently enrolled at the School; or
- (d) is a member of School staff whether full time, part time, casual or contractor; or
- (e) is a person approved by the Board.

4.2 A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

5. Nomination for membership

5.1 A nomination of a person for membership of the Association:

- (a) must be made by a member of the Association in writing in a form determined by the Board and
- (b) must be lodged with the Secretary of the Association.

5.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.

5.3 As soon as practicable after the Board makes that determination, the Secretary must:

(a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and

(b) if the Board approved the nomination, the Secretary must enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

6. Cessation of Membership

A person ceases to be a member of the Association if the person:

(a) dies, or

(b) resigns membership, or

(c) is expelled from the Association, or

(d) as parent or guardian, fails to pay student tuition fees and levies or enter into a satisfactory payment arrangement within 14 days after the fees are due, or

(e) fails to strictly comply with a payment arrangement with respect to student's tuition fees and levies, or

(f) no longer has a child enrolled at the School, or

(g) is no longer a member of School staff.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

8. Resignation of Membership

8.1 A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.2 If a member of the Association ceases to be a member under clause 8.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members

9.1 The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address and email address of each person who is a member of the Association together with the date on which the person became a member.

9.2 The register of members must be kept in New South Wales:

- (a) at the main premises of the Association, or
- (b) if the Association has no premises, at the Association's official address.

9.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

9.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

9.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
- (b) Any other purpose necessary to comply with a requirement of the Act or the Regulations.

10. Fees and subscriptions

10.1 A member of the Association on admission is required to pay a \$10.00 fee and must qualify for membership in accordance with clause 4.

10.2 An Association member must renew their membership by paying the \$10.00 annual fee at least 7 days prior to the Annual General Meeting for that Calander year and meeting the required membership qualifications, as set out in clause 4.1 of this Constitution.

11. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member

11.1 in respect of their membership fee as set by the Board.

11.2 In the case of a member who is a parent of a child at the School, the child's school fees.

12. Resolution of disputes

12.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

12.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

12.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of members

13.1 A complaint may be made to the Board by any person that a member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
- (b) has willfully acted in a manner prejudicial to the interests of the Association.

13.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

13.3 If the Board decides to deal with the complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time of notice is served within which to make submissions to the Board in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

13.4 The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

13.5 If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 14.

13.6 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 14, whichever is later.

14. Right of appeal of disciplined member

14.1 A member may appeal to the Association in special general meeting against a resolution of the Board under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

14.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

14.3 On receipt of a notice from a member under clause 14.1, the Secretary must notify the Board which is to convene a special general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

14.4 At a special general meeting of the Association convened under clause 14.3:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 – The Board of Directors

15. Powers of the Board of Directors

Subject to the Act, the Regulation and Constitution and to any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association;
- (c) has power to perform all such acts and to do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- (d) is responsible for formation of the school policy and development of the schools' future vision; and
- (e) calls Association meetings including the Annual General Meeting and Board meetings.
- (f) shall appoint a person as Principal of the School.

16. Composition and membership of the Board of Directors

16.1 The Board of Directors is to consist of:

(a) the office-bearers of the Association:

1. Chairperson;
2. Vice-Chairperson;
3. Treasurer;
4. Secretary; and

(b) 3 ordinary Board Members (Board Member#1, Board Member#2, Board Member#3);

16.2 A member of the Board may hold 2 positions, 1 office bearer position and 1 ordinary Board Member position, but are only entitled to 1 vote if two positions are held;

16.3 Each member of the Board is, subject to this Constitution, is to hold office until the commencement of the Annual General Meeting for the three years following the date of the member's election, but is eligible for re-election.

16.4 Each member of the Board is to act in accordance with the objects of the Association's and requires a Working With Children Check.

16.5 The three yearly rotation for the elections of Board Members at the Annual General Meetings is as follows:

- (a) May 2024 – Chairperson, Board Member #1 and Board Member #2;
- (b) May 2025 – Vice Chairperson and Secretary;
- (c) May 2026 – Treasurer and Board Member #3;
- (d) May 2027 – Chairperson, Board Member #1 and Board Member #2;
- (e) May 2028 – Vice Chairperson and Secretary;
- (f) May 2029 – Treasurer and Board Member #3;
- (g) May 2030– Chairperson, Board Member #1 and Board Member #2;
- (h) May 2031 – Vice Chairperson and Secretary;
- (i) May 2032 – Treasurer and Board Member #3; and
- (j) three yearly cycle continues until Constitution is amended.

17. Election of Board members

17.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:

- (a) must be made in writing in accordance with the form included at Appendix 1 of this Constitution, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill the vacancies on the Board for the vacated positions during that calendar year, the candidates that met the nomination requirements in 17.1 are taken to be elected for their nominated positions.

17.3 The remaining vacated positions are to be filled according to the requirements of a Casual Vacancy as set out in clause 20.

17.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.5 The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

17.6 A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member of the Association.

18. Secretary

18.1 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Board, and
- (b) the names of the members of the Board present at a Board meeting or a general meeting, and
- (c) All proceedings at the Board meetings and General Meetings.

18.2 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting.

19. Treasurer

19.1 It is the duty of the Treasurer of the Association to:

- (a) oversight all the financial operations of the School
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, and
- (c) report to the Board at Board meetings and the Association at Annual General Meetings as to the financial affairs of the Association.

20. Casual vacancies

20.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting of the calendar year in which the appointed positions next scheduled vacancy occurs as set out in clause 16.3 of this Constitution.

20.2 A casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 21, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board of Directors from three consecutive meetings of the Board of Directors, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth or
- (j) is convicted of an offence involving children and young people or cannot obtain a Working With Children Check; or
- (k) Is not elected as required by the Constitution at the Annual General Meeting.

21. Removal of Board members

21.1 The Association in general meeting may by resolution remove any member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member.

21.2 If a member of the Board to whom a proposed resolution referred to in clause 21.1 relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Board meetings and quorum

22.1 The Board must meet at least two times in each term at such place and time as the Board may determine.

22.2 Additional meetings of the Board may be convened by the Chairperson or by any member of the Board with at least 48 hours notice stating the general nature of the business to be transacted.

22.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

22.4 Notice of a meeting given under clause 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

22.5 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

22.6 No business is to be transacted by the Board unless a quorum is present and if, within 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

22.7 If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting is to be dissolved.

22.8 At a meeting of the Board the Chairperson or, in the Chairperson's absence, the Vice-Chairperson, or in the Vice-Chairperson's absence such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

22.9 The agenda and minutes shall be available upon request to Association members.

23. Delegation by the Board to sub-committee

23.1 The Board of Directors may, by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the Association 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 Act or by any other law.

23.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.3 A delegation under this clause 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.

23.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

23.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

24.1 Each Board member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote, even a Board member that holds 2 separate positions.

24.2 Wherever possible The Board will operate on a policy of consensus decision making. Where a decision is unable to be reached by this procedure, then a vote may be taken where a minimum of 75% shall be considered a majority to decide the issue.

24.3 Subject to clause 22.5, the Board may act despite any vacancy on the Board.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part 4 - General meetings

25. Annual general meetings - holding of

The Association must hold its Annual General Meeting:

- (a) within 6 months after the close of the Association's financial year; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulations.

26. Annual General Meetings- calling of and business

26.1 The Annual General Meeting of the Association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Board thinks fit.

26.2 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,
- (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
- (c) to receive and consider any financial statement or report required to be submitted to members under the Act, and
- (d) to elect office bearers of the Board and ordinary Board members.

26.3 The Annual General Meeting must be specified as that type of meeting in the notice convening it.

27. Special general meetings- calling of

27.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

27.2 The Board must, on the requisition in writing of at least 8 members, convene a special general meeting of the Association.

27.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the Secretary, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 1 month after that date.

27.5 A special general meeting convened by a member or members as referred to in clause 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

28. Notice

28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26.2.

28.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

29. Quorum for General Meetings

29.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

29.2 Three members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within 15 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

30. Presiding member

30.1 The Chairperson or in the Chairperson's absence, the Vice-Chairperson is to preside as Chairperson at each general meeting of the Association.

30.2 If the Chairperson and the Vice-Chairperson is absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

31. Adjournment

31.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

32.1 A question arising at a General Meeting of the Association is to be determined by consensus.

32.2 If a consensus cannot be reached within a reasonable time, a poll may be demanded by the Chairperson or by any of the members present.

32.3 If a poll takes place in accordance with clause 32.2, the question arising is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot-a written ballot.

31.4 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.5 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

33. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

34. Voting

34.1 On any question arising at a General Meeting of the Association a member has one vote only.

34.2 In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

34.3 A member who is a parent of a child at the School is not entitled to vote at any general meeting of the Association unless all student tuition fees and levies payable are paid, or a satisfactory payment arrangement has been entered into and is being complied with.

34.4 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a General Meeting.

36. Postal Ballots

Postal ballots must not be undertaken at or in respect of a General Meeting.

Part 5 – Gift Funds

37. The Nature School Inc. will maintain two separate gift funds

37.1 Scholarship fund – established and maintained solely for providing money for eligible scholarships, bursaries or prizes.

· 37.2 School building fund – established and maintained solely for providing money for the purchase, construction or maintenance of a school or college building.

38. Gift fund revocation of endorsement clause

If the school building fund and / or sponsorship fund is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to the other of its gift deductible funds or a charity (fund, authority or institution) with a similar charitable purpose to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organization;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organization;
- and
- money received by the organization because of such gifts and contributions.

Part 6 - Miscellaneous

39. Insurance

The Association may effect and maintain all appropriate and required insurance.

40. Funds - source

40.1 The funds of the Association are to be derived from student tuition fees and levies, government and non-government grants, sponsorships, fundraising, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

40.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorized deposit taking institution account.

40.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds – management

41.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Association, being members or employees authorized to do so by the Board.

42. Change of name, objects and Constitution

42.1 An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member.

42.2 An application to change the name, objects and Constitution must be approved at a School Council meeting

following 21 days written notice to all members and not less than a 75% majority vote (as per Section 39 of the Act)

43. Custody of books etc

Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

44. Inspection of books etc

44.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- (a) records, books and other financial documents of the Association,
- (b) this Constitution,
- (c) minutes of all Board meetings and General Meetings of the Association.

44.2 A member of the Association may obtain a copy of any of the documents referred to in clause 42.1 on payment of a fee of not more than \$1 for each page copied.

45. Service of notices

45.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission, email, SMS or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

45.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial year

The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

47. Non-Profit Association

47.1 The assets and income of the Association must be applied solely in furtherance of its above-mentioned objects.

47.2 No assets or income of the Association may be paid or distributed directly or indirectly by way of dividend, bonus or otherwise to any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

47.3 Any revenue derived from the Government for the School must be applied for the sole purpose of running the school in accordance with the Objects set out in Part 3.

48. Dissolution / Revocation of DGR endorsement

48.1 The Association may be wound up voluntarily if the Association so resolves by special resolution.

48.2 The members have no rights to any surplus assets remaining after the completion of the winding up or dissolution of the Association.

48.3 If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an association or associations:

- (a) with objects similar to the objects of the Association, and
- (b) whose Constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this Constitution, and
- (c) in accordance with a special resolution of the Association at or before the completion of winding up or dissolution; and
- (d) to which income tax deductible gifts can be made.

48.4 Any such distribution of surplus property:

- (b) is not to be made to or for the benefit of:
 - (i) any member or former member of the Association, or
 - (ii) any person to be held on trust for any member or former member of the Association, unless the member or former member is an Association (whether incorporated or unincorporated) whose Constitution, at the time of the distribution, prohibits the distribution of property to its members, and
- (c) is subject to any trust affecting that property or any part of it.

48.5 Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

48.6 If the endorsement of the Association as a deductible gift recipient is revoked, then any surplus:

- (a) gifts of money or property for the principal purpose of the Association,
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association, and
- (c) money received by the Association because of such gifts and contributions,
- (d) must be transferred to another organisation to which income tax deductible gifts can be made.

This constitution was approved by Special Resolution of the Association dated 24 May 2023.

Appendix 1 - APPLICATION FOR MEMBERSHIP OF ASSOCIATION (Clause 5.1) THE NATURE SCHOOL
INCORPORATED (incorporated under the Associations Incorporation Act 2009)

Board Position: Nomination Form

I declare that I am a current financial member of The Nature School Inc (**TNS**) and that I wish to nominate for the position of:

Chairperson Vice-Chairperson Secretary Treasurer Ordinary Member Public Officer

(Please clearly indicate each position for which you are willing to stand eg. circle or delete. Applicants who are unsuccessful for one nominated position are then considered for election to another nominated position).

If elected, I confirm:

1. I meet the requirements of a fit and proper applicant for a person with management or control of an education and care service (i.e. approved provider), according to s12 of the CHILDREN (EDUCATION AND CARE SERVICES) NATIONAL LAW (NSW);
2. I am willing to apply to be an approved provider of education and care services by submitting an 'Australian Children's Education & Care Quality Authority Declaration of fitness and propriety (Form PA02)';
3. I have read 'Appendix C - Code of Conduct Framework' in 'The Board of Directors Governance Policy (TNS-023)' and agree to adhere to its principles and ethical guidelines in the performance of my duties;
4. consent to act as a Board member of the Association and undertake to fulfil all duties and obligations required of the position, including the obligations to attend meetings of the Board and to become appropriately conversant with the duties of Board members.

Name:

Phone Number:

Signed:

Date:

PROPOSER

SECONDER

Name (Print):

Signed:

Date:

NB The nomination may only be proposed and seconded by financial organization voting members.

Please forward this nomination to the Secretary at secretary@tns.nsw.edu.au no later than 7 days before the date of the meeting at which the positions are to be determined.

Conditions

Nominations for positions on The Nature School Inc Board are open only to current financial members.

Board positions are elected at the Annual General Meeting on a rotating 3 yearly basis.

Duties of Board Members

In brief, Board Members are bound by common law, and where the club is incorporated, by the *Associations Incorporation Act 2009* and the Associations Incorporation Regulation 2010.

Board Members are required to act diligently, competently, honestly and in good faith in what they consider to be in the best interests of the association. Board Members are expected to attend all meetings of the organization and acquire the skills and knowledge they need so they can effectively guide and monitor the management. Board Members need to consider independently matters that come to the Board, make informed decisions, avoid conflicts of interest, and not make improper use of information or their position. Board Members are required to prevent The Nature School incurring a debt if there are reasonable grounds for suspecting that the club is insolvent at the time the debt is incurred or would become insolvent by incurring the debt and they must exercise their powers for proper purpose.

Candidates should note that:

- 1 They are expected to provide a firm undertaking to members that they can and will attend almost all Board and General meetings.
- 2 Board Members represent all members and are required to act in the best interests of the organization.
- 3 Board members are not permitted to participate in decisions about matters that would give rise to a conflict of interests.
- 4 Matters discussed by the Board may be confidential and information provided to Board Members should not be forwarded or generally divulged to other parties.
- 5 Board members must be aware of their duties and responsibilities.