

Constitution (Rules) for Incorporated Association

Moreton Bay Birali Steiner School Association Inc.

Registration Number: IA39239

BIRALI



STEINER SCHOOL

Constitution (Rules) of Moreton Bay Birali Steiner School Association Inc.

Endorsed by Moreton Bay Birali Steiner School Association Inc. Membership 05/2023

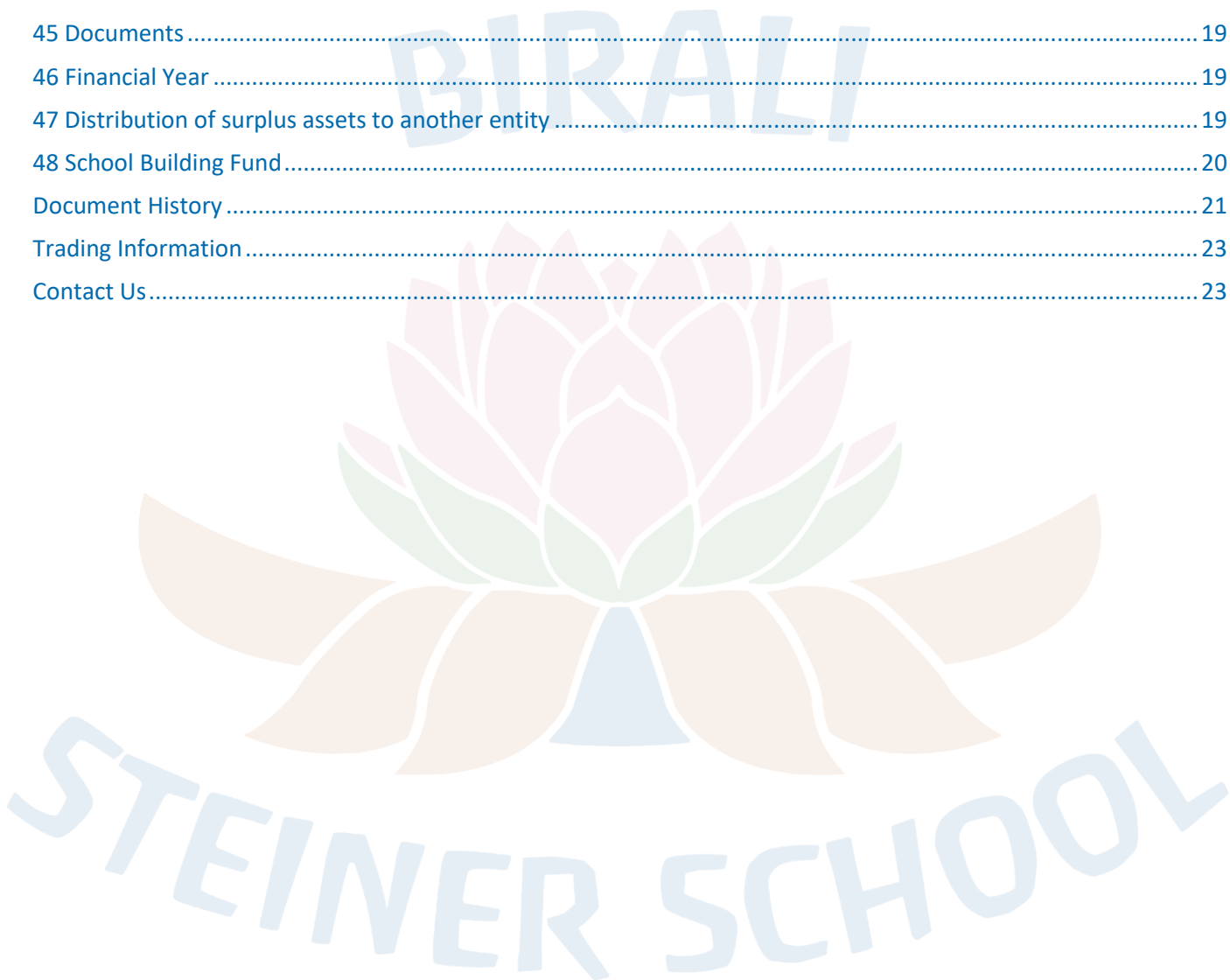
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Governing Legislation - [Associations Incorporation Act 1981 – Associations Incorporation and other Legislation Amendment Act 2020.](#)

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1 Definitions and Interpretations

1.1 In these rules:

(1) **Act** means the Associations Incorporation Act 1981 including Amendments to the Act 2020

(2) **Association** means Moreton Bay Birali Steiner School Association Inc

(3) **Birali Board** means the elected or appointed Directors of the Moreton Bay Birali Steiner School Association Board

(4) **present:**

a) at a Birali Board meeting, see rule 23(6); or

b) at a General Meeting, see rule 37(2).

(5) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(6) Birali Board Chair means president

(7) Birali Steiner Business Manager means the person appointed by the Birali Board and Executive Officer with executive responsibility for the finance management of the school (and management of administrative/finance staff).

(8) Birali Board Administrator is a member of the Secretariat and undertakes secretariat responsibilities of the Birali Board in consultation with the Birali Board Secretary.

(9) Executive Officer means a person appointed as executive officer by the Birali Board according to the powers conferred on them by rule 15 and, in the absence of an Executive Officer, another person or persons appointed by the Birali Board. The Principal is the appointed Executive Officer with responsibility delegated to them by the Birali Board for the day-to-day management and operation of the Birali Steiner School.

2 Name

The name of the incorporated association is

Moreton Bay Birali Steiner School Association Incorporated

3 Objects

The objects of the Association are:

3.1 To encourage and promote the educational philosophies of Rudolf Steiner in the Moreton Bay region.

3.2 To promote, establish and to run a school from kindergarten to high school that includes pre-school, kindergarten, pre-primary services and associated services with tutorial techniques as espoused by Rudolf Steiner to be carried out at the said school.

3.3 To arrange and conduct tutorial classes with the support of audio-visual equipment, demonstrations and exhibits relative to the objects outlined in this section for the interests of its members.

3.4 To encourage and maintain liaison with other educational groups, societies and associations for mutual benefit in the encouragement of wider public appreciation of the philosophies, teachings and techniques of Rudolf Steiner.

3.5 To generally exercise and perform all or any of the functions, rights and privileges of a specially authorised association pursuant to the Act.

3.6 To establish and carry out in the Commonwealth of Australia or elsewhere, exhibitions, courses, seminars and other training programs at or by means of which persons interested in the philosophies and teaching techniques of Rudolf Steiner may obtain training and instruction by personal tuition or post or otherwise.

3.7 To provide buildings, lectures, classes, office or, offices, lodgings and attendants and all other lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the association and afford facilities for study, research and cultivation and performance of the tasks and duties allotted to them respectively.

3.8 To establish and maintain a School Building gift fund exclusively for providing money, for the acquisition, construction or maintenance of a building used, or to be used, as a school or college with the rules of the fund to always comply with the rules and regulations as required from time to time to satisfy the requirements of Income Tax Assessment Act 1997 subdivision 30-BA.

4 Powers

4.1 The association has the powers of an individual.

4.2 The association may, for example

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and
- c) make charges for services and facilities it supplies; and do other things necessary or convenient to be done in carrying out its affairs.

4.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

5.1 The membership of the association consists of ordinary members, and any of the following classes of members— ordinary members

5.2 The number of ordinary members is unlimited.

6 Automatic membership

6.1 Automatic membership applied to a person who, on the day the association was incorporated, was a member of the unincorporated association.

7 New membership

7.1 An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder).

7.2 An application for membership must be—

- a) in writing; and
- b) signed by the applicant and the applicant's proposer and seconder, and
- c) in the form decided by the Birali Board.

8 Membership fees

8.1 The membership fee for each ordinary membership and for each other class of membership (if any)—

a) is the amount decided by the members from time to time at a General Meeting; 8.2 A member of the incorporated association who, before becoming a member, has paid the members subscription for membership of the incorporated association is not liable to pay a further amount of subscription.

9 Admission and rejection of new members

9.1 The Birali Board must consider an application for membership at the next Birali Board meeting held after it receives:

- a. the application for membership; and
- b. the appropriate membership fee for the application.

9.2 The Birali Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the Birali Board considers the person's application, the person is advised

- a. whether or not the association has public liability insurance; and
- b. if the association has public liability insurance; the amount of the insurance.

9.3 The Birali Board must decide at the Board meeting whether to accept or reject the application.

9.4 If a majority of the Directors of the Birali Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

9.5 The Board Secretary, or as delegated to the Board Administrator, as soon as practicable after the Birali Board decides to accept or reject an application, must give the applicant a written notice of the decision.

10 When membership ends

10.1 A member may resign from the association by giving a written notice of resignation to the Birali Board secretary.

10.2 The resignation takes effect at:

- a. the time the notice is received by the Birali Board secretary; or
- b. if a later time is stated in the notice — the later time.

10.3 Membership will cease automatically for:

- a. Ordinary Members: Parents, grandparents or guardians of a student upon the student ceasing to be enrolled at the school
- b. Employees, Volunteers, Directors and their relatives: On the last day of employment or term of office with the Birali Steiner School or with the Association

10.4 The Birali Board may terminate a member's membership if the member:

- a. is convicted of an indictable offence; or
- b. does not comply with any of the provisions of these rules; or
- c. has membership fees in arrears for one month; or
- d. conducts himself or herself in a way considered to be injurious or prejudicial to the confidentiality, Birali Code of Conduct, character or interests of the association or the Birali Steiner School community.

10.5 Before the Birali Board terminates a member's membership, the Birali Board must give the member a full and fair opportunity to show why in writing that the membership should not be terminated.

10.6 If, after considering all representations made by the member, the Birali Board decides to terminate the membership, the Birali Board Secretary must give the member a written notice of the decision.

10.7 Upon cessation of membership, a member may reapply for membership one year after this cessation, or at a date agreed with the Birali Board.

11 Appeal against rejection or termination of membership

11.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Birali Board secretary written notice of the person's intention to appeal against the decision.

11.2 A notice of intention to appeal must be given to the Birali Board Secretary within 1 month after the person receives written notice of the decision.

11.3 If the Birali Board receives a notice of intention to appeal, the Birali Board Secretary must, within 1 month after receiving the notice, call a special Birali Board meeting to decide the appeal.

12 Special Birali Board meeting to decide appeal

12.1 The special Birali Board meeting to decide an appeal must be held within 3 months after the Birali Board receives the notice of intention to appeal.

12.2 At the special Birali Board meeting, the applicant must be given a full and fair opportunity to show in writing, why the application should not be rejected or the membership should not be terminated.

12.3 Also, the Birali Board and the directors of the Birali Board who rejected the application or terminated the membership must be given a full and fair opportunity to show in writing why the application should be rejected or the membership should be terminated.

12.4 An appeal must be decided by a majority vote of the Birali Board Directors present and eligible to vote at the meeting.

12.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Birali Board Secretary must, as soon as practicable, refund the membership fee paid by the person.

13 Register of members

13.1 The Birali Board must keep a register of members of the association.

13.2 The register must include the following particulars for each member;

- a. the full name of the member;
- b. the postal or residential address of the member;
- c. the date of admission as a member;
- d. the date of death or time of resignation of the member;
- e. details about the termination or reinstatement of membership;
- f. any other particulars the Association Board or the members at a General Meeting decide.

13.3 The register must be open for inspection by members of the association at all reasonable times.

13.4 A member must contact the Birali Board Secretary to arrange an inspection of the register.

13.5 However, the Birali Board may, on the application of a member of the association, withhold information about members (other than the members' full name) from the register available for inspection to protect the confidentiality of members' personal information. The Birali Board may also determine not to share members' names or personal information if there may be reasonable grounds for believing the disclosure of the information would put any member at risk of harm or breach their right to privacy.

14 Prohibition on use of information on register of members

14.1 A member of the association must not—

a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for any purpose not directly associated with the Birali Board undertakings or for advertising for political, religious, charitable or commercial purposes; or

b. disclose any members' information obtained from the register to anyone else, knowing that the information is likely to be used to make contact with a member, or send material to, another member of the association which is unrelated to the Birali Board undertakings or for the purpose of advertising for political, religious, charitable or commercial purposes.

14.2 Clause 14.1 does not apply if the use or disclosure of the information is approved by the Birali Board.

15 Appointment of Birali Board Chair

15.1 The Birali Board Chair is an elected Birali Board Director.

15.2 The Birali Board Chair is appointed and endorsed by Birali Board Directors.

15.3 Should the Birali Board Chair step down, resign, or be removed from office, an Interim Board Chair is appointed by current Birali Board Directors, and appropriate notifications be undertaken.

15.4 Following an Annual General Meeting and election of a Birali Board the Birali Board Directors must immediately agree on and appoint an Interim Chair.

16 Appoint of Executive Officer

16.1 The Birali Board will appoint an Executive Officer who will be the Principal of the School or another appointed Executive Officer.

16.2 Powers, duties and authorities of Executive Officer

(a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined and delegated by the Birali Board.

(b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer is subject at all times to the control of the Birali Board.

(c) The Executive Officer's role will be to implement the strategies, plans and policies approved by the Birali Board and will be responsible for the day-to-day management and direction of the Birali Steiner School.

16.3 Suspension and removal of Executive Officer - Subject to the terms and conditions of the appointment, the Birali Board may suspend or remove the Executive Officer from that office.

16.4 Executive Officer to attend meetings - The Executive Officer is entitled, subject to a determination otherwise by the Birali Board, to attend all meetings of the Association, all meetings of the Birali Board

and any Birali Board Sub-Committees and may speak on any matter, but does not have a vote in Birali Board decisions.

17 Appointment of the Birali Board Treasurer

17.1 The Birali Board Treasurer is appointed by the Birali Board. The Birali Board Treasurer should be a Birali Board Director or Board appointed expert.

17.2 The Birali Board Treasurer acts under the direction of the Birali Board and in compliance with the Act

17.3 The Birali Board Treasurer is a member of the Birali Board Sub-Committee -Finance, Audit, Risk and Compliance Sub-Committee (FRACS).

17.4 The Birali Board Treasurer reports regularly on the Birali Steiner Financial status to the Birali Board, and through the Birali Board Sub-Committee – FRASC.

17.5 The Birali Board Treasurer has the responsibility for oversight of the Birali Steiner Annual Financial Report and Audit process, presented to the Association members at the Annual General Meeting, on behalf of the Birali Board.

17.6 Should the Birali Board Treasurer discontinue in the role by resigning, stepping down, or being suspended or removed from the role, the Birali Board Directors must immediately appoint another Director or expert advisor to the role of Birali Board Treasurer, and appropriate notifications be undertaken.

18 Appointment of Birali Board Secretary

18.1 The Birali Board Secretary must be 18 years of age or over, an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is any of the following persons appointed by the Birali Board as Birali Board Secretary —

- (a) a member of the Birali Board; or
- (b) another member of the association.

18.2 If a vacancy happens in the office of Birali Board Secretary, the Directors of the Birali Board must ensure a Board Secretary is appointed for the Birali Board within 1 month after the vacancy happens.

18.3 If the Birali Board appoints a person mentioned in clause 18.1 (b) as Board Secretary, other than to fill a casual vacancy on the Birali Board, the person does not become a member of the Birali Board.

18.4 However, if the Birali Board appoints a person mentioned in clause 18.1 (b) as Birali Board Secretary to fill a casual vacancy on the Birali Board, the person becomes a Director of the Birali Board.

18.5 If the Birali Board appoints a person mentioned in clause 18.1 (b) as Board Secretary, the person does not become a member of the Association Board.

18.6 In this clause — casual vacancy, on a Birali Board, means a vacancy that happens when a Director of the Birali Board resigns, dies or otherwise stops holding office.

18.7 The Birali Board Secretary is assisted and supported in required secretariat work by the Birali Board Administrator, in the role of Birali Business Manager

Functions of Birali Board Secretary

18.9 The Birali Board Secretary functions include, but are not limited to —

- a. communicating with the Association members on behalf of the Birali Board
- b. maintaining the register of members of the association
- c. maintaining government database listing of the Birali Board Directors

Removal of Birali Board Secretary

18.10 The Birali Board of the association may at any time suspend or remove a person appointed by the Birali Board as the Birali Board Secretary.

18.11 If the Birali Board suspends or removes a Board Secretary who is a person mentioned in clause 18.1 (a), the person may remain a member of the Birali Board.

18.12 If the Birali Board removes a Board Secretary who is a person mentioned in clause 18.1 (b) and who has been appointed to a casual vacancy on the Birali Board under clause 18.4, the person remains a member of the Birali Board.

19 Functions of Birali Board Administrator as Secretariat support for the Birali Board

19.1 The Board Administrator assists and supports the administration requirements of the Birali Board, particularly the required functions of the Birali Board Secretary

19.2 The Board Administrator undertakes the secretariat functions of the Birali Board as delegated by the Birali Board, including but not limited to—

- a. preparing for Association and Birali Board meetings, including preparing notices of meetings and of the business to be conducted at the meetings in consultation with the Chair of the association; and
- b. keeping minutes of each meeting; and
- c. keeping copies of all correspondence and other documents relating to the association; and

20 Membership of the Birali Board

20.1 The Birali Board of the Association shall consist of the following: officer bearers of a Board Chair, Board Treasurer, Board Secretary and any other role determined by the Birali Board and Directors elected by the association members or appointed by the Birali Board.

20.2 A Birali Board Director commits to and is elected for a period of three (3) years. A Board Director may nominate to sit for two (2) for two terms of three (3) years – a total of six (6) years in office as a Birali Board Director.

20.3 An association member may nominate for a Board Vacancy or a Casual Board vacancy.

20.4 A potential expert may be invited by the Birali Board to undertake a role as an expert advisor to the Birali Board. An expert advisor may be invited to nominate to the Birali Board as a Director.

20.7 At Annual General Meetings of the association, members of the Birali Board who have completed their appointed agreed terms of office, must retire from office.

20.8 Birali Board Directors are entitled and eligible, on nomination, for re-election if they have not exceeded six (6) years in office as a Board Director. As part of this process, the Birali Board will develop and regularly review a policy on Board Director succession to ensure stability and governance continuity of the Birali Board.

20.9 A member of the association may be invited to nominate and be appointed to a casual vacancy position as a Birali Board Director on a Birali Board.

20.10 The Birali Board shall consist of no more than 7 members.

20.11 The Birali Board shall, wherever possible, include a minimum of two (2) independent directors, not connected with enrolled students of Birali Steiner School.

21 Electing the Birali Board

21.1 A member of the Birali Board may only be elected as follows—

- (a) any 2 members of the association may nominate another member (the nominee) to serve as a Director of the Birali Board;
- (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the nominee and the members who nominated him or her; and
 - (iii) comply with all the Birali Board Nomination processes and requirements for endorsement – including a resume and referee contacts;
 - (iv) submitted to the Birali Board Secretary at least 20 days before the Annual General Meeting at which an election of Board Directors is to be held;
- (c) each member of the association present and eligible to vote at the Annual General Meeting, and those unable to attend and voting by Proxy Vote, may vote for one (1) nominee for each vacant position on the Birali Board;

21.2 A person may be a nominee only if the person—

- (a) is an adult;
- (b) is not ineligible to be elected as a member under section 61A of the Act.
- (c) holds a valid current blue card; and
- (d) is endorsed by the standing Birali Board

21.3 A list of the Birali Board endorsed nominees' names in alphabetical order must be provided to members and posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual General Meeting.

21.4 If required by the Birali Board, balloting lists must be prepared containing the names of the nominees in alphabetical order.

21.5 The Birali Board must ensure that, before a nominee is elected as a Director of the Birali Board, the nominee is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

22 Resignation, removal or vacation of office of Association Board member

22.1 A member of the Birali Board may resign from the committee by giving written notice of resignation to the Board Chair.

22.2 The resignation takes effect at—

- (a) the time the notice is received by the Board Chair; or
- (b) if a later time is stated in the notice—the later time.

22.3 A Director may be suspended or removed from office at a Birali Board meeting if a majority of the Directors present and eligible to vote at the meeting vote in favour of suspending or removing the Director.

22.4 Before a vote of the Birali Board is taken about removing the Director from office, the Director must be given a full and fair opportunity, and with respect for confidentiality, to show cause why he or she should not be removed from office.

22.5 A Director has no right of appeal against their removal from office under this rule.

22.6 A Director is required to immediately vacate the office of Board Director in the circumstances mentioned in section 64(2) of the Act.

23 Vacancies on Association Board

23.1 If a casual vacancy happens on the Birali Board, the continuing Directors of the Birali Board may invite nominations or may appoint another member of the association to fill the vacancy until the next annual General Meeting.

23.2 The continuing Board Directors of the Birali Board may act despite a casual vacancy on the Birali Board.

23.3 However, if the number of Board Directors is less than the number fixed under clause 24.1 as a quorum of the Birali Board, the continuing members may act only to—

- (a) increase the number of Birali Board Directors to the number required for a quorum; or
- (b) call a General Meeting of the association.

24 Functions of Birali Board

24.1 Subject to these rules or a resolution of the members of the association carried at a General Meeting, the Birali Board has the general control and management of the administration of the affairs, property and funds of the association.

Directors must carry out their role in the best interest of the Association with due care and diligence.

Directors must not use their positions to gain benefit or material advantage for themselves or another person or cause detriment to the association.

Directors must disclose any material interests in matters considered at Committee meetings. Permission must be granted by the Board of Directors to be present at meetings or vote on matters where there is a material personal interest.

24.2 The Birali Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

24.3 The Birali Board may exercise the powers of the association—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and

- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.
- (i) to prevent the association from trading while insolvent, by ensuring the association does not incur debt where there are reasonable grounds to expect that the association is insolvent or will become insolvent if the debt is incurred.

24.4 For clause 24.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Birali Board.

25 Meetings of Association Board

25.1 Subject to this rule, the Birali Board may meet and conduct its proceedings as it considers appropriate.

25.2 The Birali Board must meet at least once every 3 months to exercise its functions.

25.3 The Birali Board must decide how a meeting is to be called.

25.4 Notice of a meeting is to be given in the way decided by the Birali Board.

25.5 The Birali Board may hold meetings or permit Ex-Officio members or a Sub-Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

25.6 A Board Director who participates in the meeting as mentioned in clause 23.5 is taken to be present at the meeting.

25.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

25.8 A member of the Birali Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

25.9 The chair is to preside as chair at a Birali Board meeting.

25.10 If there is no chair or if the chair is not present within 10 minutes after the time fixed for a Birali Board meeting, the members may choose 1 of their number to preside as chair at the meeting.

26 Quorum for, and adjournment of, Birali Board meeting

26.1 At a Birali Board meeting, more than 50% of the members elected to the committee as at the close of the last General Meeting of the members form a quorum.

26.2 If there is no quorum within 30 minutes after the time fixed for a Birali Board meeting called on the request of members of the committee, the meeting lapses.

26.3 If there is no quorum within 30 minutes after the time fixed for a Birali Board meeting called other than on the request of the members of the committee—

- (a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the Birali Board who are present are to decide the day, time and place of the adjourned meeting.

26.4 If, at an adjourned meeting mentioned in clause 24.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

27 Special meeting of Birali Board

27.1 If the Birali Board Secretary receives a written request signed by at least 33% of the members of the Birali Board, the Birali Board Secretary must call a special meeting of the Birali Board by giving each member of the Birali Board notice of the meeting within 14 days after the Board Secretary receives the request.

27.2 If the Birali Board Secretary is unable or unwilling to call the special meeting, the Birali Board Chair must call the meeting.

27.3 A request for a special meeting must state—

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

27.4 A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

27.5 A special meeting of the Birali Board must be held within 14 days after notice of the meeting is given to the members of the Birali Board.

28 Minutes of Birali Board meetings

28.1 The Birali Board Secretary or Board Administrator must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Birali Board meeting are recorded in the Birali Governance cloud storage.

28.2 To ensure the accuracy of the minutes, the minutes of each Birali Board meeting must be signed by the chair of the meeting, or the chair of the next Birali Board meeting, verifying their accuracy.

29 Appointment of Sub-Committees

29.1 The Birali Board may appoint a Sub-Committee consisting of members of the association considered appropriate by the committee to assist the Birali Board in the conduct of the Association's business or undertakings, through informed advice and recommendations to the Birali Board.

29.2 A member of the Sub-Committee who is not a member of the Birali Board is not entitled to vote at a Birali Board meeting.

29.3 A Sub-Committee may elect a chair of its meetings.

29.4 If a Sub-committee Chair is not elected, or if the Chair is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chair of the meeting.

29.5 A Sub-Committee may meet and adjourn as it considers appropriate.

29.6 A question arising at a Sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

30 Acts not affected by defects or disqualifications

30.1 An act performed by the Birali Board, a Sub-Committee or a person acting as a member of the Birali Board is taken to have been validly performed.

30.2 Clause 29.1 applies even if the act was performed when—

- (a) there was a defect in the appointment of a member of the Birali Board, Sub-Committee or person acting as a member of the Birali Board; or
- (b) an Birali Board member, Sub-Committee member or person acting as a member of the Birali Board was disqualified from being a member.

31 Resolutions of Birali Board without meeting

31.1 A written resolution signed by each member of the Birali Board is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

31.2 A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

32 AGM - Annual General Meetings

Each annual General Meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

33 Business to be conducted at annual General Meeting of level 1 incorporated associations

33.1 This rule applies only if the association is—

- (a) a level 1 incorporated association

33.2 The following business must be conducted at each annual General Meeting of the association—

- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Birali Board;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

34 Notice of General Meeting

34.1 The Birali Board Secretary may call a General Meeting of the association.

34.2 The Birali Board Secretary must give at least 14 days' notice of the meeting to each member of the association.

34.3 If the Birali Board Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.

34.4 The Birali Board may decide the way in which the notice must be given.

34.5 However, notice of the following meetings must be given in writing—

- (a) a meeting called to hear and decide the appeal of a person against the Birali Board's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
- (b) a meeting called to hear and decide a proposed special resolution of the association.

34.6 A notice of a General Meeting must state the business to be conducted at the meeting.

35 Quorum for, and adjournment of, General Meeting

35.1 The quorum for a General Meeting is at least the number of members elected or appointed to the Birali Board at the close of the association's last General Meeting plus 1.

35.2 However, if all members of the association are members of the Birali Board, the quorum is the total number of members less 1.

35.3 No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.

35.4 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Birali Board or the association, the meeting lapses.

35.5 If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Birali Board or the association—

- (a) the meeting is to be adjourned for at least 7 days; and
- (b) the Birali Board is to decide the day, time and place of the adjourned meeting.

35.6 The Chair may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

35.7 If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

35.8 The Birali Board Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

35.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

36 Procedure at General Meeting

36.1 A member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

36.2 A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

36.3 At each General Meeting—

- (a) the Chair is to preside as chair; and
- (b) if there is no chair or if the chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be Chair of the meeting; and
- (c) the chair must conduct the meeting in a proper and orderly way.

37 Voting at General Meeting

37.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

37.2 Each member present and eligible to vote is entitled to 1 vote only and 1 proxy vote, if the votes are equal, the Chair has a casting vote as well as a primary vote.

37.3 A member is not entitled to vote at a General Meeting if the member's subscription is unpaid at the date of the meeting.

37.4 The method of voting is to be decided by the Birali Board.

37.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

37.6 If a secret ballot is held, the Chair must appoint 2 members to conduct the secret ballot in the way the Chair decides.

37.7 The result of a secret ballot as declared by the Chair is taken to be a resolution of the meeting at which the ballot was held.

38 Special General Meeting

38.1 The Birali Board Secretary must call a special General Meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the Birali Board; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the Birali Board when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Birali Board when the request is signed plus 1; or

(c) being given a written notice of an intention to appeal against the decision of the Birali Board—

(i) to reject an application for membership; or (ii) to terminate a person's membership.

38.2 A request mentioned in subrule (1)(b) must state— (a) why the special General Meeting is being called; and (b) the business to be conducted at the meeting.

38.3 A special General Meeting must be held within 3 months after the Birali Board Secretary—

(a) is directed to call the meeting by the Birali Board; or

(b) is given the written request mentioned in subrule (1)(b); or

(c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

38.4 If the Birali Board Secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.

39 Proxies

39.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of association]: I, <name> of <address>, being a member of the association, appoint <name> of <address> as my proxy to vote for me on my behalf at the (annual) General Meeting of the association, to be held on the <dd>, day of <mmm>, <yyyy> and at any adjournment of the meeting.

Signed this <dd> day of <mmm>, <yyyy> .

Signature

39.2 The instrument appointing a proxy must—

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

39.3 A proxy may be a member of the association or another person and can have only one proxy vote assigned to them unless they are the Board Administrator.

39.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

39.5 Each instrument appointing a proxy must be given to the Birali Board Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

39.6 Unless otherwise instructed by the appointer, the proxy may vote for one other appointer as the proxy considers appropriate.

39.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]: I, <name> of <address>, being a member of the association, appoint of as my proxy to vote for me on my behalf at the (annual) General Meeting of the association, to be held on the <dd> day of <mmm>, <yyyy> and at any adjournment of the meeting. Signed this <dd> day of <mmm>, <yyyy>. Signature

*This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions—*

[List relevant resolutions]

40 Minutes of General Meetings

40.1 The Birali Board Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.

40.2 To ensure the accuracy of the minutes—

(a) the minutes of each General Meeting must be signed by the Chair of the meeting, or the Chair of the next General Meeting, verifying their accuracy; and

(b) the minutes of each annual General Meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the association that is a General Meeting or annual General Meeting, verifying their accuracy.

40.3 If asked by a member of the association, the Birali Board Secretary must, within 28 days after the request is made—

(a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and (b) give the member copies of the minutes of the meeting.

40.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

41 By-laws

41.1 The Birali Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

41.2 A by-law may be set aside by a vote of members at a General Meeting of the association.

42 Alteration of rules

42.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.

42.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

43 Funds and accounts

44.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Birali Board.

44.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

44.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

44.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

44.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) Birali Board approved signatories of the relevant bank account.

44.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

44.7 A petty cash account must be kept on the premises, and the Birali Board must decide the amount of petty cash to be kept in the account.

44.8 All expenditure must be approved or ratified at a Birali Board meeting.

44 General financial matters

45.1 On behalf of the Birali Board, the Birali Board Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

45.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

45 Documents

The Birali Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

46 Financial Year

The end date of the association's financial year is 31st December in each year.

47 Distribution of surplus assets to another entity

48.1 This rule applies if the association— (a) is wound-up under part 10 of the Act; and (b) has surplus assets.

48.2 The surplus assets must not be distributed among the members of the association.

48.3 The surplus assets must be given to another entity—

(a) having objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

48.4 In this rule— surplus assets see section 92(3) of the Act.

48 School Building Fund

a) A school building fund is solely for providing money for acquiring, constructing or maintaining the school or college buildings. It cannot be used for any other purpose.

Expenditure on capital improvements and maintenance, as well as installing and maintaining fixtures, are accepted outlays of a school building fund.

b) This is operated in accordance with the rules of the public fund.

c) Costs payable from a school building fund include:

i) Purchase of land for which there are definite plans to construct a building to be used as a school or college.

ii) Construction or purchase expenses and associated financing costs iii) Lease payments on a rented school building

iv) Painting and general maintenance of school buildings, and building insurance

v) Expenditure on carpets that are fixed to the floor of the school building, and

vi) Administration costs of the fund, including bank fees, accounting costs and fund-raising expenses.

vii) A school building fund may invest or lend its money if this is a bona fide and temporary arrangement and is consistent with achieving the funds objects with all reasonable speed.

d) If the Moreton Bay Birali Steiner School Building Fund is wound up or if the endorsement of the organisation as a deductible gift recipient for the operation of the Moreton Bay Birali Steiner School Building Fund is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

/Ends

STEINER SCHOOL

Document History

This document and its predecessors are available on the [Birali Governance site](#).

Membership endorsed amendments to this document must be registered within 90 days of the amendments being endorsed via [this submission form](#) to Office of Fair Trading QLD.

Date	Version	Notes / Changes	Endorsed by
May 2013	1.0	Original Document 1: Created items in Section 3 – Objects 2: Created items in Section 50(2)c, School Building Fund	MBBSSA Inc Membership Registered with Office of Fair Trading QLD Registered with Australian Charities and Not-for-profits Commission
February 2015	2.0	Minor modifications 1: Added items to Section 3 – Objects	MBBSSA Inc Membership Registered with Office of Fair Trading QLD
August 2018	3.0	1: Changed general term "Management Committee" to Association Board, used throughout the whole rules document. 2: Changed general term "president" to "Chair", used throughout the whole rules document. 3: Extra item added in Section 18 item 5 stating: "The Association Board shall consist of no more than 7 members". 4: Inclusion under Section 18.3 stating: "As part of this process, the Association Board will develop and regularly review a policy of Board member succession to ensure stability and governance continuity of the Association Board." 5: Changed Section 1 "Title" to "Definitions and Interpretations". 6: Addition to Section 1 - (5) Chair means President.	MBBSSA Inc Membership Endorsed 02/06/2018 Registered with Office of Fair Trading QLD 29/08/2018
October 2020	4.0	-Changed Association Board to Birali Board -Changed lower case to upper case where appropriate -Definition of Executive Officer to clarify Principal role and delegations -Definition of Birali Board Chair clarified -Definition of Birali Board Treasurer clarified -Definition and role of Birali Board Secretary clarified -Terms of Directors extended from 1 year to 3 years to promote Birali Board effective governance, stability, continuity -Process for concluding Director/s role expanded to include Suspension from Office during investigation process to ensure natural justice and respect confidentiality. -Process for concluding membership of Association member refined to ensure natural justice and confidentiality. -Requirement for Independent Directors to be included in Board Director positions, where possible.	-MBBSSA Members' Community Consultation July 2020 -MBBSSA Members' vote - General Meeting 8 September 2020 -Registered with OFTQ – Oct 2020 -Registered with NSSAB, ACNC – Oct 2020
June 2022	5.0	-Changed Association membership terms from annual payment of subscriptions to once only payment -Definition of when membership ends clarified to include all Volunteers and their relatives -Definition of proxy voting rules clarified for assignment of only one proxy vote per member unless the proxy is the Board Administrator.	MBBSSA Community Consultation April 2022 MBBSSA Members vote at General Meeting 3 May 2022 Registered with OFT - Approved Nov 2022
June 2023	6.0	- Changed Appointment of Secretary to include 18 years of age or over. - Changed Functions of Birali Board to include the statements: Directors must carry out their role in the best interest of the Association with due care and diligence.	MBBSSA Community Consultation April 2022

	<p>Directors must not use their positions to gain benefit or material advantage for themselves or another person or cause detriment to the association.</p> <p>Directors must disclose any material interests in matters being considered at Committee meetings. Permission must be granted by the Board of Directors to be present at meetings or vote on matters where there is a material personal interest.</p> <p>Directors must prevent the association from trading while insolvent, by ensuring the association does not incur a debt where there are reasonable grounds to expect that the association is insolvent or will become insolvent if the debt is incurred.</p> <p>-Removed Clause 43: Common Seal</p>	<p>MBBSSA Members vote at General Meeting 2 May 2023</p> <p>Registered with the OFT 05/07/2023</p>
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Trading Information

Registered Name	Moreton Bay Birali Steiner School Association
Trading Name(s)	Birali Steiner School
ABN	33 417 843 047
ACNC Registration	Moreton Bay Birali Steiner School Association Inc.
ACNC Reporting	Financials and Documents

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