

INTER-CHURCH COMMISSION ON RELIGIOUS EDUCATION IN SCHOOLS (NSW) INC

incorporated under the *Associations Incorporation Act 2009* (NSW)

Incorporation Number INC9875780

CONSTITUTION

as adopted 27 October 2020

PREAMBLE

The *Inter-Church Commission on Religious Education in Schools* (ICCOREIS) came into existence in 1972 when the Catholic, Greek Orthodox and Lutheran churches joined with member churches of the NSW Council for Christian Education in Schools (formed in 1947) to create a new consultative body. The Constitution of ICCOREIS recognises that successive Education Acts have vested in the individual religious persuasions the authority for authorising and appointing Special Religious Education (SRE) teachers, and for authorising curriculum.

The original Constitution came into effect on 22 April 1986 following the endorsement of all Member Organisations. ICCOREIS became an incorporated association on 6 March 2001. This edition of the Constitution was adopted on 27 October 2020.

1. NAME

The registered name of the body shall be the ***Inter-Church Commission on Religious Education in Schools (NSW) Inc*** hereafter referred to as “the Commission” or “ICCOREIS”.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions:

<i>Affiliate</i>	means an organisation which has been formally recognised as such by the Commission and has been accepted as an Affiliate in accordance with Clause 4.
<i>Approved Provider</i>	means a provider of SRE who has been permitted to appoint SRE teachers and authorise SRE curriculums for NSW government schools. Approved Providers must comply with the Annual Assurance statement provided by the NSW Department of Education.
<i>Associate</i>	means an independent Christian church that is an Approved Provider of SRE and has been accepted as an Associate in accordance with clause 4.
<i>Christian religious persuasion</i>	means a denomination of the Christian church publicly recognised as such.
<i>Member Organisation</i>	means a Christian religious persuasion which itself has (or its constituent parts thereof have) been approved by the NSW Department of Education as an Approved Provider of Special Religious Education in schools under the Education Act 1990 and which meets the Commission’s criteria for acceptance as a Member Organisation.

<i>Representative</i>	means the person serving the function of member of the Commission and authorised to attend meetings of the Commission as the delegate of one or more Member Organisations, as provided for in this Constitution.
<i>General Religious Education (GRE) *</i>	means education about the world's major religions, what people believe and how that belief affects their lives. It is taught through the school curriculum.
<i>Special Religious Education (SRE) *</i>	means education about the beliefs and practices of an approved religious persuasion taught by authorised representatives of that persuasion. It is the distinctive religious tenets and beliefs of the home and family, provided by the churches and other religious groups for children of parents expressing the desire that they receive such teaching.
<i>Special Education in Ethics (SEE) *</i>	means education in ethical decision making, action and reflection within a secular framework, based on a branch of philosophy.

* Source: <https://policies.education.nsw.gov.au/policy-library/associated-documents/REimplementproced.pdf>

2.2 Interpretation:

In this Agreement, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) words importing persons include corporations, companies, associations and institutions;
- (c) unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution;
- (d) a reference to time is to the time in Sydney, New South Wales, Australia; and
- (e) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

3. OBJECTIVES

The Commission exists to facilitate consultation and cooperation between Member Organisations aimed at the support, promotion, and ongoing development of quality Special Religious Education in Government schools in New South Wales whilst respecting the integrity of each Member Organisation and other Approved Providers.

This will be achieved by:

- (a) the provision of a representative context for inter-church discussions and negotiations between Member Organisations;
- (b) the representation of Member Organisations in negotiations with Government, the NSW Department of Education, the NSW Education Standards Authority (NESA), relevant parent organisations and other Approved Providers primarily through but not limited to the appointment of representatives to the NSW Department of Education Consultative Committee for Special Religious Education (SRE) and Special Education in Ethics (SEE);
- (c) the formulation of policy and procedural recommendations on religious education for submission to, endorsement of, and implementation by Member Organisations; and
- (d) the facilitation of research, conferences, support materials, training, networking and communication.

4. CRITERIA FOR ACCEPTANCE OF MEMBER ORGANISATIONS, ASSOCIATES AND AFFILIATES

4.1 Criteria for Member Organisations:

- (a) Subject to this clause, any Christian religious persuasion may be accepted as a Member Organisation.
- (b) The Christian religious persuasion must provide evidence that its beliefs are consonant with the tenets of the Apostles or the Nicene Creed.
- (c) The Christian religious persuasion (or constituent parts thereof) must be approved by the NSW Department of Education as an Approved Provider and be actively involved in providing Special Religious Education in the New South Wales public school system in reasonable proportion to its size when compared with existing Member Organisations.
- (d) The Christian religious persuasion must accept and abide by the NSW Department of Education's Special Religious Education Procedures.
- (e) The Christian religious persuasion must undertake to accept and abide by this Constitution.
- (f) Member Organisations must pay annual contributions in accordance with clause 11.

4.2 Criteria for Associates:

- (a) Subject to this clause, any independent Christian church may be accepted as an Associate.
- (b) The church must provide evidence that its beliefs are consonant with the tenets of the Apostles or Nicene Creed.
- (c) The church must be approved by the NSW Department of Education as a provider and be actively involved in providing Special Religious Education in the New South Wales public school system.
- (d) The church must accept and abide by the NSW Department of Education's Special Religious Education Procedures.
- (e) The church must undertake to accept and abide by this Constitution and if accepted as an Associate is entitled to appoint a non-voting representative to attend meetings of the Commission and access such resources as the Commission makes available to the Associates, but representatives of Associates are not entitled to vote on any resolution of the Commission or exercise any right of Member Organisations or their Representatives under this Constitution; and
- (f) The Commission may seek to assist Associates by:
 - (i) producing a regular newsletter;
 - (ii) maintaining a SRE Handbook;
 - (iii) maintaining a website;
 - (iv) seeking answers from government departments and agencies to questions about policy and practice that are referred to it; and
 - (vi) welcoming representatives of Associates at meetings of the Commission.
- (g) Associates must pay annual contributions in accordance with clause 12.
- (h) The Commission may, at a meeting of the Commission, remove a church's approval as an Associate if the Commission is of the opinion that:
 - (i) the Associate is not adequately fulfilling an appropriate role in SRE;
 - (ii) the Associate is not fostering cooperation between providers of SRE; or

(iii) the Associate's conduct is such that it brings the Commission into disrepute.

The Associate may appeal a decision of the Commission pursuant to this paragraph by lodging with the Secretary an appeal within one month in writing setting out the grounds of the appeal. Appeals must be considered at the next general meeting of the Commission or at a special meeting called for that purpose.

4.3 Criteria for Affiliates:

- (a) The Commission may facilitate the setting up of independent regional or special purpose organisations that are affiliated with the Commission. It may also recognise other organisations for affiliation with the Commission. Before any organisation can claim to be an Affiliate, it must formally seek affiliation and receive written confirmation from the Secretary that the Commission has accepted affiliation at a general meeting.
- (b) In order to be considered for affiliation with the Commission an organisation must:
 - (i) be involved in the provision of Christian Special Religious Education (SRE) in New South Wales schools or in giving assistance to those who do so;
 - (ii) accept the tenets of the Apostles' Creed or Nicene Creed and have membership that predominantly comes from members of the churches represented on the Commission; and
 - (iii) be ethically sound in the way it conducts its business.
- (c) Affiliates are to remain independent of the Commission in terms of their operations, finances and liabilities. The acronym ICCOREIS, should not appear in the name of an Affiliate, but the acronym may appear in juxtaposition with the name of the Affiliate by using one of the following statements:
 - (i) "Affiliated with the *Inter-Church Commission on Religious Education in Schools (NSW) Inc* (ICCOREIS)"; or
 - (ii) "Affiliated with ICCOREIS".
- (d) Affiliates may be categorised as follows:
 - (i) local SRE boards or associations;
 - (ii) regional SRE boards or associations;
 - (iii) SRE professional associations; or
 - (iv) organisations assisting the churches in the provision of SRE.
- (e) Affiliates must:
 - (i) liaise with the Commission; and
 - (ii) cooperate with the Commission and its Member Organisations in the provision of SRE at the local, regional or state level.
- (f) Affiliates may access such resources as the Commission makes available to the Affiliates and may also apply through the Chair for a representative to attend a meeting or meetings of the Commission as a non-voting observer.
- (g) The Commission may seek to assist Affiliates by:
 - (i) producing a regular newsletter;
 - (ii) maintaining a SRE Handbook;
 - (iii) maintaining a website;
 - (iv) providing draft constitutions for new local and regional groups to consider;
 - (v) seeking answers from government departments and agencies to questions about policy and practice that are referred to it; and
 - (vi) welcoming representatives of Affiliates at meetings of the Commission.

- (h) Affiliates must pay annual contributions in accordance with clause 12.
- (i) At a meeting of the Commission an Affiliate may be disaffiliated if the Commission is of the opinion that the Affiliate is not adequately fulfilling an appropriate role in SRE, or it is not fostering cooperation between providers of SRE, or its conduct is such that it brings the Commission into disrepute. The Affiliate has the right of appeal within one month against disaffiliation, such appeal being in writing setting out the grounds of the appeal. Appeals must be considered at the next general meeting of the Commission or at a special meeting called for that purpose.

4.4 Application for acceptance as a Member Organisation or Associate or Affiliate:

- (a) Applications for approval as a Member Organisation or Associate or Affiliate must be made in writing to the Secretary and address in detail the criteria listed in clause 4.1 or 4.2 or 4.3 (whichever is relevant).
- (b) Upon receipt of such an application, the Secretary must table it for general discussion and comment at the next meeting of the Commission.
- (c) Any applicant has the right to withdraw and subsequently reapply for acceptance as a Member Organisation or Associate or Affiliate, respectively.
- (d) Acceptance of an organisation as a Member Organisation or Associate or Affiliate requires a two-thirds majority vote of the Representatives.

5. MEMBERSHIP

5.1 Membership of the Commission shall consist of the following:

5.1.1 Representatives

Every voting member of the Commission is to be a natural person not less than 18 years of age and is to be appointed as a Representative of a Member Organisation by the giving of written notice by the Member Organisation to the Commission. Subject to clause 5.1.2, the Member Organisations listed below are entitled to appoint the following number of Representatives and in the following manner:

- (a) the Dioceses of the Anglican Church of Australia in the Province of New South Wales: four Representatives appointed by the Standing Committee of the Provincial Synod of New South Wales;
- (b) the Roman Catholic Church: four Representatives appointed by the NSW/ACT Catholic Bishops' Conference on the recommendation of the Catholic Conference of Religious Educators in State Schools at least one of whom must be appointed to represent the 'country' dioceses;
- (c) the Uniting Church in Australia New South Wales Synod: three Representatives appointed by the Synod of NSW-ACT;
- (d) the Baptist Union of New South Wales and Australian Capital Territory: two Representatives appointed by the Director of Ministry;
- (e) the Greek Orthodox Church: two Representatives appointed by the Archbishop of the Archdiocese of Australia who is elected by the Holy Synod of the Ecumenical Patriarchate of Constantinople;
- (f) the Presbyterian Church of Australia in the State of New South Wales: two Representatives appointed by Presbyterian Youth;
- (g) the Australian Christian Churches: one Representative appointed by the New South Wales State Executive of the Assemblies of God of Australia;

- (h) the C3 Church Australia: one Representative appointed by the C3 Church Australia Executive Board;
- (i) the Christian Community Churches of Australia: one Representative appointed by the NSW Coordinating Conference;
- (j) the Christian Reformed Churches of Australia: one Representative appointed by the NSW Classis of the Christian Reformed Churches of Australia;
- (k) the Churches of Christ in New South Wales (Fresh Hope): one Representative appointed by the Conference Executive;
- (l) the Fellowship of Congregational Churches: one Representative appointed by the Annual Assembly;
- (m) the Lutheran Church: one Representative appointed by the President of the Lutheran Church of Australia, New South Wales District in consultation with the New South Wales District Church Council;
- (n) the Salvation Army: one Representative appointed by the Chief Secretary Eastern Australia;
- (o) the Serbian Orthodox Church: one Representative appointed by the Archbishop of the Serbian Orthodox Church of Australia and New Zealand;
- (p) the Seventh Day Adventist Church: one Representative appointed by the conferences of North New South Wales, Greater Sydney and South New South Wales; and
- (q) unless otherwise determined by the Commission, one Representative of such other Christian religious persuasions that are accepted as Member Organisations as provided for in this Constitution, to be appointed by the appropriate authority of that persuasion.

5.1.2 Revision of the Number of Representatives:

The Commission will, at the Annual General Meeting taking place at the start of each decade (for example, during 2030, 2040 etc.) reconsider the number of Representatives that each Member Organisation is entitled to appoint on the basis of reliable statistical information so as to reflect the relative composition of Christian students and/or the precise number of SRE Teachers authorised and active in NSW government schools from each denomination and church represented on the Commission.

The Commission may only resolve to amend the number of Representatives that Member Organisations are entitled to appoint under this Constitution if such resolution is supported by at least three-quarters of the votes cast by Representatives who are entitled to vote on the proposed resolution.

5.1.3 Tenure of Representatives:

All Representatives shall hold office at the pleasure of their appointing bodies.

The Secretary of the Commission shall confirm to each Member Organisations the names of their Representative(s) by 31 December each year, together with the attendance of their Representatives at meetings during the previous twelve months, seeking to be informed of any changes which shall take effect from the following year. Such notification of representation shall be communicated to the Commission prior to its Annual General Meeting

5.1.4 Cessation of Membership:

A Representative ceases to be a member of the Commission if the person:

- (a) dies; or
- (b) subject to clause 5.1.6, resigns; or

- (c) the Representative's Member Organisation advises the Secretary that the person no longer represents the Member Organisation; or
- (d) the Representative's Member Organisation is disqualified by the Commission; or
- (e) the Representative is terminated according to 5.1.8.

5.1.5 Members and Alternates

- (a) A right, privilege or obligation that a person has by reason of being a Representative terminates on cessation of the person's membership of the Commission.
- (b) Each Representative acknowledges and agrees that their Member Organisations may, by written notice to the Secretary prior to any meeting, appoint an alternate representative to act on their behalf should the appointed Representative be unable to attend meetings of the Commission. Representatives are not entitled to appoint proxies.

5.1.6 Resignation of Membership

- (a) A Representative is not entitled to resign their membership without first notifying the appropriate authority of the Member Organisation they represent.
- (b) Subject to paragraph (a), a Representative may resign by first giving the Secretary written notice of at least one month (or such other period as the Executive Committee may determine) of the Representative's intention to resign and, on the expiration of the period of notice, the Representative ceases to be a member of the Commission.
- (c) If a Representative ceases to be a member under this clause, and in every other case where a Representative ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the Representative ceased to be a member and must notify the Member Organisation of the vacancy in its representative membership.

5.1.7 Register of Members

- (a) The Secretary must establish and maintain a register of members of the Commission specifying the name, address and contact details of each Representative together with the date on which that person became a member and the name of the Member Organisation that the Representative represents.
- (b) Each year the Secretary must publish a directory of Representatives and Member Organisations.

5.1.8 Suspension or termination of a Representative

If a Representative:

- (a) becomes bankrupt or, as the debtor, becomes a party to a personal insolvency agreement;
- (b) becomes a mentally incapacitated person;
- (c) is convicted of a serious criminal offence;
- (d) ceases to be eligible to engage in "child-related work" under the *Child Protection (Working with Children) Act 2012*;
- (e) is under investigation by the NSW Office of the Children's Guardian or the NSW Ombudsman or the Department of Education, or an equivalent entity in the Representative's state of residence;
- (f) publishes any statements that are in conflict with the basis of membership of the Commission; or

(g) engages in practices that are judged to be antithetical to Christian ethical codes, the Commission may treat the situation as though a complaint had been made against the Representative in respect of which the provisions of Clause 10 are to take effect.

5.2 The Chair

5.2.1 Appointment

- (a) The Commission shall appoint a Chair either from among the Representatives or from an external source. A Chair appointed from an external source shall have a commitment to the objectives of the Commission and shall be a person of good standing in his or her own church.
- (b) Appointment of the Chair is made on the unanimous vote of all Representatives at an Annual Meeting or Special Meeting convened for that purpose, and shall be for a term of three years which may be renewed for an additional term of three years. A Chair cannot stay in the role for longer than six consecutive years
- (c) Where unanimity cannot be achieved, a Chair shall be elected by majority vote from among the Representatives to hold office until the next Annual General Meeting.
- (d) Where the Chair is from an external source, they shall not be entitled to vote on any matter before the Commission so as not to skew the agreed membership entitlement as outlined in 5.1.1.

5.2.2 Removal from office

The Chair may be removed from office if a no confidence motion at an ordinary meeting of the Commission is supported by at least three-quarters of the votes cast by Representatives who are entitled to vote on the proposed resolution and the Anglican, Catholic and Uniting Churches are represented at the meeting. In consideration of such a motion the Chair shall abstain from voting.

5.3 Advisers

From time to time the Commission may co-opt persons for up to 12 month periods as Advisers. Advisers may participate in meetings to the extent to which they are invited but do not have the right to vote. They may include people who are directly involved in churches and other organisations that help churches in the planning and delivery of Religious Education in government schools.

5.4 Visitors

From time to time the Commission may invite visitors to participate in meetings but without the right to vote. They may include people who are directly involved in churches and other organisations that help churches in the planning and delivery of Religious Education in government schools.

6. The Board, Office Bearers and the Executive Committee

6.1 The Board

The Commission shall annually appoint a Board. The function of the Board will be to manage and direct the business of the Commission by implementing and executing matters of policy decided by the Commission. The Board will report back to the Commission through the Executive Committee.

(a) Elected Representative Members

The Board is comprised of the Chair plus at least eight but no more than ten Representatives elected annually by the Commission at its Annual General Meeting. All are voting members of the Board. Membership of the Board must include at least one Anglican and one Catholic Representative.

(b) Members of the Executive Committee

At the first Board meeting following the Annual General Meeting, the Board is to elect from amongst the Representatives serving on the Board: a Deputy Chair, a Secretary and a Treasurer who, with the Chair, are to form the Executive Committee.

(c) Deputy Chair

The Deputy Chair must assume the functions of the Chair when he or she is absent from a meeting and must otherwise assist the Chair.

(d) Secretary

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

- (i) all appointments of office-bearers, Representatives, Associates and Affiliates;
- (ii) the names of all members of the Commission present at meetings of the Commission; and
- (iii) all proceedings at general meetings of the Commission, and meetings of the Board and the Executive Committee, with such minutes of proceedings to be signed as a true and accurate record of the proceedings by the Chair of the next succeeding meeting of the Commission, Board or Executive Committee.

(e) Treasurer

It is the duty of the Treasurer of the Commission to ensure that:

- (i) a budget is established and approved by the Board annually;
- (ii) all money due to the Commission is collected and received and that all payments authorised by the Commission are made;
- (iii) correct books and accounts are kept showing the financial affairs of the Commission, including full details of all receipts and expenditure connected with the activities of the Commission; and
- (iv) these books and accounts are furnished to the auditor in time for an annual audited statement of accounts to be presented to the Annual General Meeting of the Commission.

(f) Public Officer

The Public Officer of the Commission shall be the Secretary, Treasurer or such other person as determined by the Commission.

6.2 Powers of the Board

The Board, subject to these rules and any resolution passed by the Commission in a general meeting:

- (a) has authority to operate bank accounts held in the name of the Commission;
- (b) may exercise all such functions as may be exercised by the Commission, other than those functions that are required by these rules to be exercised by a general meeting of the Representatives; and
- (c) has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Commission, including

without limitation the power to employ people and engage contractors on such terms and conditions as the Board determines.

6.3 Removal of Board members

- (a) The Commission may by resolution remove any elected Board member from the office of Board member before the expiration of the Board 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 Board member so removed.
- (b) If a Board member to whom a proposed resolution referred to in paragraph (a) makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Representatives and Member Organisations, the Secretary or the Chair may send a copy of the representations to each Representative and Member Organisation or, if the representations are not sent, the Board Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (c) A person ceases to be a Board member if the person ceases to be a Representative in accordance with this Constitution or ceases to be eligible to be a responsible person under the *Australian Charities and Not-For-Profits Commission Act 2012* (Cth).

6.4 Conduct

The Board members must comply with their duties as board members under legislation and the common law (found in cases decided by judges in court) and with the duties described in Governance Standard 5 of the regulations made under the *Australian Charities and Not-For-Profits Commission Act 2012* (Cth) which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Commission;
- (b) to act in good faith in the best interests of the Commission and to further the Objectives of the Commission;
- (c) not to misuse their position as a Board member;
- (d) not to misuse information they gain in their role as a Board member;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 6.5;
- (f) to ensure that the financial affairs of the Commission are managed responsibly; and
- (g) not to allow the Commission to operate while it is insolvent.

6.5 Conflicts of interests and material personal interest

- (a) A Board member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):
 - (i) to the other Board members, or
 - (ii) if all of the Board members have the same conflict of interest, to the Representatives at the next Commission meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a Board member must be recorded in the minutes of the meeting.

- (c) Each Board member who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not, except as provided under paragraph (d):
- (i) be present at the meeting while the matter is being discussed;
 - (ii) be counted in a quorum in relation to that matter; or
 - (iii) vote on the matter.
- (d) Board members may still be present and vote if:
- (i) their interest arises because they are a Representative, and the other Representatives have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Board member against liabilities that the Board member incurs as a Board member of the Commission;
 - (iii) their interest relates to a payment by the Commission under an indemnity; or
 - (iv) the Board members who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Board member, the nature and extent of the Board member's interest in the matter and how it relates to the affairs of the Commission, and
 - (B) says that those Board members are satisfied that the interest should not stop the Board member from voting or being present.
- (e) The quorum for consideration at a Board meeting of a matter in which one or more Board members have a material personal interest is half the Board members who are entitled to vote on any resolution that may be considered at the meeting in relation to that matter.
- (f) Each Board member must disclose to the Commission any material contract in which the Board member is interested, and must provide the Commission with the names of the parties to the contract, particulars of the contract, and the Board member's interest in the contract. A Board member's failure to make such disclosure does not render void or voidable a contract in which the Board member has an interest.

7. MEETINGS

There should be at least eight meetings held annually with:

- at least four meetings of the Commission comprising all the Representatives including the Board, and
- at least four meetings of the Board.

7.1 Meetings of the Commission

- (a) Notice of meetings of the Commission must be given by the Secretary to each Representative at least 48 hours (or such other period as may be unanimously agreed on by the Representatives) before the time appointed for the holding of the meeting.
- (b) For a Commission meeting, a quorum shall be ten Representatives representing at least four Member Organisations.
- (c) No business is to be transacted by the Commission unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the next scheduled meeting of the Commission or Board.

- (d) At a meeting of the Commission:
 - (i) the Chair, or in the Chair's absence, the Deputy Chair, shall preside, or
 - (ii) if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining Representatives as may be chosen by the Representatives present at the meeting is to preside.
- (e) The Annual General Meeting must be held within the time frame allowed under the *Associations Incorporation Act 2009 (NSW)*. The business of that meeting shall include the adoption of the Annual Report of the Commission's activities; the annual audited financial statements; the election of the Chair when required pursuant to clause 5.2; the election of the Board members; the appointment of the Auditor; the election of the Public Officer of the Commission and any other business of which due notice has been given.
- (f) Where the Chair is appointed from among the Representatives they shall only have a deliberative vote and not have a casting vote. Where the Chair is from an external source, they shall not have either a deliberative or a casting vote.
- (g) Any casual vacancy among office bearers occurring during the year may be filled at any meeting of the Commission except that nominations for Chair shall be given at least one month prior to any vote being taken for that position. Such nominations should include a brief resume of the person's public and professional achievements.

7.2 Meetings of the Board

- (a) Notice of meetings 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 members of the Board) before the time appointed for the holding of the meeting.
- (b) For a Board meeting a quorum shall be at least half of the Board members representing at least half the number of Member Organisations who have Representatives elected to the Board.
- (c) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the next scheduled meeting of the Board or Commission.
- (d) At a meeting of the Board:
 - (i) the Chair, or in the Chair's absence, the Deputy Chair, shall preside, or
 - (ii) if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining Representatives as may be chosen by the members present at the meeting is to preside.
- (e) At all meetings of the Board the Chair, however appointed, shall have a deliberative vote but not have a casting vote.
- (f) Any casual vacancy among office bearers occurring during the year may be filled at any meeting of the Commission except that nominations for Chair shall be given at least one month prior to any vote being taken for that position. Such nominations should include a brief resume of the person's public and professional achievements.

8. DELEGATION BY THE COMMISSION TO SUB-COMMITTEES

- (a) The Commission has the power to establish sub-committees made up of Representatives and Advisers and other people external to the Commission, although the majority of each sub-committee must be comprised of Representatives, to undertake delegated tasks on behalf of the Commission other than:

- (i) this power of delegation; or
 - (ii) a function which is a duty imposed on the Commission by the *Associations Incorporation Act 2009* (NSW) or any other law.
- (b) Sub-committees should report to each general meeting of the Commission.

9. APPOINTMENT OF REPRESENTATIVES TO OTHER ORGANISATIONS

- (a) The Commission has the power to appoint representatives to other organisations that are involved in the provision of religious education or policies relating to religious education.
- (b) Such appointments should reflect the membership composition of the Commission.

10. RESOLUTION OF DISPUTES

The dispute resolution procedure in this clause applies to disputes under this Constitution (Dispute) between Representatives, Member Organisations, the Commission, Advisers, Associates, Affiliates or any of them. The dispute resolution procedure is as follows:

- (a) Within 14 days of becoming aware of the Dispute, the parties to the Dispute must promptly attempt a resolution of the Dispute by discussing the Dispute and seeking to reach a resolution that addresses both the substantive issues and relational elements of the Dispute in accordance with the biblical principle of dispute resolution set out in 1 Corinthians 6. This process may involve one or more meetings. With the consent of the parties to the Dispute, the Chair may be asked by one of the parties to facilitate those discussions.
- (b) If those involved in the Dispute do not resolve it under paragraph (a), they must within 10 days:
 - (i) tell the Board about the Dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (c) If the parties to the Dispute cannot agree on the choice of mediator or mediation rules, the Dispute must be submitted to mediation in accordance with, and subject to, mediation rules based upon Christian principles at the time and the parties to the Dispute must accept the mediator nominated by the Board or the Executive Committee.
- (d) If the parties to the Dispute fail to resolve the matter by mediation within 30 days of the commencement of mediation in accordance with paragraph (b), the parties to the dispute must engage an external arbitrator acceptable to all parties to the Dispute to determine the Dispute by binding arbitration.

11. COMPLAINTS AND DISCIPLINARY PROCEEDINGS

- (a) A complaint may be made to the Commission by any person that a Member Organisation, Representative, Associate, Affiliate or Adviser:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution;
 - (ii) is incapable of fulfilling their role under this Constitution; or
 - (iii) has persistently and wilfully acted in a manner prejudicial to the interests of the Commission; or
 in the case of a Member Organisation only, the Member Organisation has:
 - (iv) failed to pay any annual contributions required under clause 12 for a period of more than 12 months;

- (v) ceased to be approved as an SRE provider; or
 - (vi) ceased to exist.
- (b) On receiving such a complaint, the Commission:
- (i) must cause the notice of complaint to be served on the person concerned; and
 - (ii) must, in the case of Representatives, refer the matter to the appropriate authority in the appointing Member Organisation for determination of whether the person should remain a Representative; or
 - (iii) must, in the case of a Member Organisation, Associate, Affiliate or Adviser, give that person/organisation one month from the time the notice is served within which to make a submission to the Commission in connection with the complaint.
- (c) On receiving a response from an appointing Member Organisation in respect of a Representative or the Member Organisation, Associate, Affiliate or Adviser the subject of a complaint, the Commission:
- (i) may by resolution suspend the person/organisation for a period determined by the Commission; or
 - (ii) may terminate the person's/organisation's association with the Commission.
- (d) The person/organisation the subject of an action in accordance with paragraph (c) may appeal the decision of the Commission by lodging an appeal in writing with the Secretary within one month setting out the grounds of the appeal.
- (e) Appeals must be considered at the next general meeting of the Commission or at a special meeting called for that purpose.

12. FINANCE

- (a) The Commission may require Member Organisations, Associates and Affiliates to pay such annual contributions as are determined by the Board. The amount of that annual contribution will be so determined as to cover the operating expenses of the Commission.
- (b) If a Member Organisation has not paid its annual contribution by 31 December in any year, the voting rights of its appointed Representative(s) will be suspended until such time as the Member Organisation has paid all outstanding annual contributions, but the Representative(s) will still be entitled to attend meetings.
- (c) Any projects approved by the Commission requiring funding, including the employment of part or full-time personnel to such projects, may be funded by special appeal to Member Organisations on a basis proportionate to the size of each Member Organisation and/or to the benefit of the project to participating Member Organisations.
- (d) At least one bank account shall be opened in the name of the Commission, which shall be operated on the authority of any two of the four members of the Executive Committee.
- (e) The books of account shall be audited annually by an auditor, who shall be appointed at the Annual General Meeting.
- (f) The Commission's income and property is to be applied solely towards the promotion of the Commission's objects as set out in this Constitution. No part of the Commission's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to a Member Organisation or a Representative. However, this clause does not prevent:

- (i) the payment in good faith of remuneration to any employee of the Commission or to any Representative or other person in return for any services actually rendered to the Commission;
 - (ii) the payment to a Representative of any out-of-pocket expenses incurred in carrying out the duties of a Representative where the payments do not exceed an amount previously approved by the Commission;
 - (iii) the payment to a Representative for any service rendered to the Commission in a professional or technical capacity where the provision of that service has prior approval of the Commission and the amount payable is on reasonable commercial terms.
- (g) Subject to any applicable law, in the event of the winding up of the Commission, any surplus property of the Commission is to be distributed to the Member Organisations in proportion to their representation on the Commission or transferred to such other similar body having objectives in line with the Commission as may be determined by a general meeting of the Commission, provided that the Member Organisations or other body receiving surplus property of the Commission have been endorsed as a deductible gift recipient by the Australian Taxation Office.
 - (h) The Commission shall not be liable for debts incurred by any Associate, Affiliate, sub-committee or group.
 - (i) The liability of a Member Organisation to contribute towards the payment of the debts and liabilities of the Commission or the costs, charges and expenses of the winding up of the Commission is limited by the amount, if any, unpaid by the Member Organisation in respect of membership of the Commission.
 - (j) Representatives are not liable for the debts and liabilities or the costs, charges and expenses of the winding up of the Commission.
 - (k) The Commission must affect and maintain such insurance as it deems necessary, having regard to prudent practice in light of all the Commission's circumstances.
 - (l) The financial year of the Commission is from 1 January to 31 December.
 - (m) The Commission has, in the exercise of its affairs, all the powers of an individual. The Commission may from time to time, acquire or create intellectual property and take such steps to protect its intellectual property as the Board deems appropriate.

13. COMMON SEAL

- (a) The common seal of the Commission must be kept in the custody of the Public Officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board or the Commission and the affixing of the common seal must be attested by the signatures of any two members of the Executive Committee.

14. CUSTODY AND INSPECTION OF BOOKS

- (a) Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Commission including an asset register.
- (b) The records, books and other financial documents of the Commission, this Constitution and the minutes of all Board meetings and general meetings of the Commission must be open to inspection, free of charge, by a Representative at any reasonable hour.
- (c) Despite paragraph (b), the Board may refuse to permit a Representative to inspect or obtain a copy of records of the Commission that relate to confidential, personal,

employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Commission.

- (d) The Commission must keep a register of Board members, which must contain:
 - (i) the Board member's name, date of birth and residential address;
 - (ii) the date on which the Board member took office;
 - (iii) the date on which the Board member vacates office; and
 - (iv) if the Board member held or holds the position of Chair, Deputy-Chair, Secretary or Treasurer, the date on which the Board member was elected to such position and the date on which the Board member ceases to hold the position.
- (e) The register of Board members must be kept in New South Wales at the main premises of the Commission.
- (f) Any change in the Board's membership must be recorded in the register of Board members within one month after the change occurs.
- (g) The register of Board members must, at all reasonable hours, be kept available for inspection, free of charge, by any person.
- (h) The Commission must keep, with the register of Board members, a record of interests disclosed by Board members under section 31 of the Associations Incorporation Act 2009 (NSW).
- (i) The record of interests must, at all reasonable hours, be kept available for inspection, free of charge, by any Representative.

15. POSTAL OR ELECTRONIC BALLOTS

A meeting of the Commission may be held by using any technology approved by the Members. All meetings so conducted with the aid of technology are as valid and effective as if they had been conducted at a meeting at which those members were physically present.

The Commission may also hold postal or electronic ballots as required and as agreed.

A Board meeting may also be held by the Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

16. AMENDMENTS TO THE CONSTITUTION

- (a) Proposals to amend this Constitution may be made at the Annual Meeting or a Special Meeting convened for that purpose, provided that the Board or Representative proposing the amendment(s) gives written notice of the proposed amendment(s) to all Representatives at least two months prior to the Annual Meeting or Special Meeting. The Representatives are responsible for notifying their corresponding Member Organisations of the proposed amendment(s).
- (b) Subject to paragraph (a) and the *Associations Incorporation Act 2009 (NSW)*, a resolution to amend the Constitution is passed if it is supported by at least three-quarters of the votes cast by Representatives who are entitled to vote on the proposed resolution.