



Constitution

Christian Education National Limited

ACN 33 802 74 ("Company")

A Company Limited by Guarantee

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Preamble

Background

Christian Education National has been a national family since 1959 at which time no member had a school. It was officially constituted in January 1966 with nine associations, three of which by then operated Christian schools; ultimately it adopted the name “The National Union of Associations of Christian Parent Controlled Schools”. Since that time, an increasing membership has founded schools in all states and territories. Christian Education National was adopted as our new name in 2008. Through our history we have sought to maintain a clear biblical foundation for education.

Education

Members of Christian Education National provide education through Christian schools and other Christian education enterprises. Acknowledging Christ as Saviour and King of the whole of human life, we understand a Christian School to be one in which Christ is honoured by all study being undertaken in the light of God’s revelation in the Old and New Testaments, by prayer and by study of the Bible. Because God has created all things, our education aims to equip students to engage in all parts of life and society; because of the fall, our education seeks to enable students to understand that the world is not as God intended it to be; and, because of the hope of redemption and ultimate restoration of this world, our education prompts students to engage in transforming the world. Such distinctively Christian education is the focus of our national association.

Biblical basis

We have articulated what is meant by “Christian” in a Statement of Faith which is grounded in the Word of God and an integral part of this constitution. Each member association has its own statement of faith to provide a foundation for its specific, local educational needs and aspirations. In working together nationally, we expect all members to act and operate in a manner that is consistent with the statement of faith in this constitution.

Parental responsibility and partnership

We believe that children are a gift from God to parents whom He holds responsible for their nurture. We share the conviction that God has given parents corresponding authority to guide and direct their children in ways pleasing to Him, including in their education. God has provided and equipped teachers, educators, administrators, and others to work in partnership with parents in Christian community where all members have vital roles to play as they fulfil their God-given responsibilities.

We believe that schools are most effective where the educational task is carried out by believers working in community. We also believe that schools are most faithful to God's ordering of creation when, in their governance and operation, parents retain primary responsibility for and authority over the education of their children.

Therefore, in our schools, Christian parents are welcomed to participate in the life of the school and are encouraged to contribute to the governing body of the school through membership or in other constructive ways.

Christian education and the state

As a matter of justice, Governments have an obligation to ensure that education is freely available to all children and young people regardless of race, gender, religion, socio-economic status, ability or locality. This includes an obligation to equitably fund Christian schools where parents are not able to accept any form of education that fails to acknowledge Christ at its centre. Therefore, the members of Christian Education National, and the parents in their school communities, claim all freedom in the field of education so long as this education takes place in obedience to the requirements of God's Word and in adherence to legitimate governmental standards and provisions.

1 Definitions and Interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

Annual Subscription Schedule means the document adopted by the Board and amended from time to time that sets out the membership subscriptions required annually from Members.

Appointed Director means a director appointed to the office of director under clause 10.1(b)(ii).

Auditor means the auditor for the time being of the Company.

Board means all or some of the Directors acting as a board.

Chairman means the Chairman appointed under clause 20.1.

Committee means a committee of Directors constituted under clause 17.

Company means Christian Education National Limited being an Australian Public Company Limited by Guarantee established under the Corporations Act 2001 (Commonwealth) which bears the Australian Business Number (ABN) 94 003 380 274 and the principal place of business of which is at Blacktown, New South Wales.

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Director means a person holding office as Director of the Company.

Directors means all or some of the persons holding office as Directors of the Company.

Deputy Chairman means the Deputy Chairman appointed under clause 20.1.

Elected Director means a Director elected as a director under clause 10.1(b)(i).

General Meeting means a meeting of the Members of the Company.

Member means any incorporated body entered on the Register of the Company as a Member and **Founding Member** means a Member listed in Schedule 2 which continues to be a Member in accordance with this Constitution.

Register means the register of Members under the Corporations Act and if appropriate includes a branch register.

Registered Office means the registered office for the time being of the Company.

Related Body Corporate has the same meaning it has in the Corporations Act.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

Schedule means a schedule to this Constitution.

School means in relation to a Member a primary or high school as defined in the Member's State or Territory of registration.

Seal means the common seal (if any) of the Company.

Secretary means a person appointed as a secretary of the Company and includes an honorary Secretary and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Standing Order means a rule made by the Board in accordance with clause 15.

Statement of Faith means the document set out in Schedule 1 to this Constitution.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders,
- (b) the singular includes the plural and vice versa,
- (c) a reference to a law includes regulations and instruments made under the law,
- (d) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise,
- (e) a power, an authority or a discretion reposed in a Director, the Directors, the company in general meeting or a Member may be exercised at any time and from time to time,

- (f) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise,
- (g) a reference to an amount paid on a share includes an amount credited as paid on that share, and
- (h) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Directors.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act, and
- (b) “section” means a section of the Corporations Act.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Purpose of the Company

2.1 Objects

The objects of the Company are:

- (a) to foster Christian educational thought, practice and administration and set before itself and the Australian nation the ethics, educational principles and administrative practices of Christian education through Christian school associations,
- (b) to honour and empower the right, responsibility and privilege of Christian parents to educate their children and to assist Christian parents as they establish, maintain and govern schools for that purpose,
- (c) to assist the establishment, operation and management of Members' schools, and other Christian schools, and the provision by them of Christian education of high academic standard,
- (d) to provide an administrative structure to promote the collective and individual educational and financial interests of the Members and to protect the integrity, administrative independence and educational activity of the Members from external pressures through representations to and negotiations with federal and state governments, their appointed commissions and agencies and departments of education, and other public bodies and private agencies,
- (e) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects,
- (f) to do such other things as are incidental or conducive to the attainment of these objects, and
- (g) to do all or any of the things authorised by the Corporations Act.

3 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a Body Corporate under the Corporations Act.

4 Application of income for Objects only

4.1 Income and property

The income and the property of the Company, however derived:

- (a) must be applied solely towards the promotion of the purposes of the Company as set out in clause 2.1, and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

4.2 Payment in good faith

The above clause does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of remuneration for services to the Company,
- (b) for goods supplied in the ordinary course of business,
- (c) of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Company in a general meeting, or
- (d) of a reasonable rent for premises let by a Member.

5 Winding Up

5.1 Contributions by Members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one year after they cease to be a Member.

- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member,
 - (ii) the costs of winding up, and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$100.

5.2 Application of Property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:
 - (i) having objects similar to the objects of the Company, and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as imposed on the Company under this Constitution.
- (b) The institution will be determined by the Members at or before the time of dissolution.

5.3 Revocation of Australian Tax Office Endorsement

- (a) Where the Company has been endorsed as a deductible gift recipient in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Commonwealth) (as amended), then where:
 - (i) the fund is wound up, or
 - (ii) the endorsement of the fund under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Commonwealth) is revoked,then any surplus assets of the fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 5.2 and is an endorsed deductible gift recipient.

- (b) Where the Company operates more than one gift fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act 1997 is revoked only in relation to one of those gift funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other gift fund for which it is endorsed as a deductible gift recipient.

6 Membership

6.1 Number of Members

- (a) The minimum number of Members of the Company will be five (5) or such greater number as the Directors determine from time to time, subject to that number complying with the Corporations Act.
- (b) The Founding Members and any person the Directors admit to membership under clause 6.2 are the Members of the Company.
- (c) The Directors may from time to time increase or decrease the maximum number of Members.

6.2 Admission as a Member

The Directors may admit any person as a Member if the person is eligible under clause 6.3 and agrees to be bound by this Constitution in any manner the Directors determine.

6.3 Membership Criteria

To be eligible to be a Member, a person must:

- (a) be an incorporated body that supports the objects of the Company,
- (b) understand and agree with the Statement of Faith,
- (c) have a Constitution that is consistent with the Statement of Faith,
- (d) be proposed and seconded by an existing Member, and
- (e) consent in writing to become a Member of the Company.

6.4 Membership Process

The application for membership must be made in writing, signed by the applicant, in such form as the Directors from time to time prescribe, and be accompanied by:

- (i) a copy of the applicant's Constitution,
 - (ii) a written statement agreeing to be bound by the Constitution and any other rules, by-laws, policies or other standards of the Company,
 - (iii) a written statement agreeing with the Statement of Faith, or
 - (iv) a written statement outlining the sections of the Statement of Faith that are unacceptable to the applicant.
- (b) Each application for membership must be considered by the Directors at the meeting of Directors first occurring after the application is made. At that meeting the Directors must determine whether to admit the applicant to membership of the Company or whether to reject the application. Approval for membership requires an affirmative vote of not less than two thirds of the Members of the Board.
- (c) When an applicant has been accepted or rejected for membership the Secretary must immediately notify the applicant of the decision of the Directors.

6.5 Directors' discretion to admit or refuse admission as a Member

The Directors have the discretion to refuse any person admission as a Member without giving any reason for refusing.

6.6 Membership terms

From the date of adoption of this Constitution, membership of the Company will be renewable each year by the payment of the annual subscription fee.

6.7 Entrance Fee, annual subscriptions and levies

- (a) A Member of the Company must, on admission to membership and as specified in the Annual Subscription Schedule, pay to the Company its Member Contributions as due from time to time.

- (b) The Directors shall have the power to make charges and levies on Members for general or special purposes provided that the Company may set limits on the exercise of that power.

6.8 Change of address or governing documents

Members shall advise the Secretary of the Company of:

- (a) any change in the Member's address, and
- (b) any change to the Member's governing documents.

7 Ceasing to be a Member

7.1 Cessation of membership

A Member ceases to be a Member on:

- (a) dissolution or winding up,
- (b) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice,
- (c) failing to pay any subscription that may be prescribed by the Directors from time to time for a period of twelve months after the subscription was due and payable,
- (d) the Member becoming insolvent or making an arrangement or composition with creditors, or
- (e) the passing of a resolution by the Directors or Members in general meeting pursuant to clause 7.2.

7.2 Termination of membership

- (a) Subject to this Constitution the Directors or Members in general meeting may at any time terminate the membership of a Member if the Member:
 - (i) refuses or neglects to comply with this Constitution or any applicable Rules or regulations made by the Directors,

- (ii) engages in conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company,
 - (iii) fails to pay any debt due to the Company for a period of three months after the date for payment (such debt not including a subscription referred to in clause 7.1(c)).
 - (iv) the Member or its Board or school leadership makes statements which are inconsistent with, or contrary to, the statements contained in the Statement of Faith,
 - (v) no longer, in the opinion of the Directors, satisfies clause 6.3, or
 - (vi) is no longer willing or able to subscribe to the Statement of Faith.
- (b) For a decision of the Directors or the Members in general meeting under clause 7.2 to be effective the dispute resolution procedure contained in clause 27 must be followed. The general nature of the allegations made against the Member must be notified to the Member and for the purposes of clause 27.1(a) this notification will be the notice of the Dispute.

7.3 Limited liability

The Members have no liability as Members except as set out in clause 5.1.

8 General Meetings

8.1 Annual general meetings

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

8.2 Convening and business at a general meeting

- (a) The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.
- (b) Notwithstanding clause 8.2(a) and in addition to any provision in the Corporations Act the Directors must convene and hold a general meeting of

the Company on the request in writing of at least twenty five (25) percent of the Members. Such request must state the reason for the meeting and be signed by the Members requesting the meeting.

- (c) In addition to any provision of the Corporations Act, any Member may give the Company notice of a resolution they propose to move at the next General Meeting.

8.3 Notice of a general meeting

- (a) At least 60 days notice must be given of the Annual General Meeting and at least 30 days notice must be given of any other General Meeting of members.
- (b) Notice of a meeting must be given in accordance with clause 33 and the Corporations Act
- (c) In computing the period of notice under clause 8.3(a), both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

8.4 Cancellation or postponement of general meeting

- (a) Where a meeting of Members (including an annual general meeting) is convened by the Directors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) This clause 8.4 does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members or to a meeting convened by a Court.

8.5 Notice of cancellation or postponement of a meeting

- (a) Notice of cancellation, postponement or change of place of a general meeting must state the reason for cancellation or postponement and be given:
 - (i) to each Member individually, and

- (ii) to each other person entitled to be given notice of a meeting of the Company's Members under the Corporations Act.

8.6 Contents of notice of postponement of meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting,
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting, and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

8.7 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Corporations Act.

8.8 Business at postponed meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

8.9 Non-receipt of notice

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

8.10 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

8.11 Expenses of general meetings

Expenses of all general meetings, including travel expenses for Representatives and State Executive Officers, shall be shared among all the Members on the basis of their size, in such a manner as determined from time to time by the Company, or in default by the Directors.

9 Proceedings at general meetings

9.1 Reference to a Member

Unless a contrary intention appears, a reference to a Member in this clause 9 means one person who is either:

- (a) a proxy;
- (b) an attorney; or
- (c) a Representative

of that Member.

9.2 Number of a quorum

- (a) Subject to clause 9.1, one half of the current number of Members (or in case of an uneven number the number nearest to one half) or six (6) Members, which ever is greater, present are a quorum at a general meeting.
- (b) In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, provided that each Member must indicate which individual is to be counted.

9.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chairman of the meeting (on the Chairman's own motion or at the request of a Member who is present) declares otherwise.

9.4 If quorum not present

If within thirty minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Director or at the request of Members, is dissolved, and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

9.5 Adjourned meeting

At a meeting adjourned under clause 9.4(b), if a quorum is not present within half an hour of the time appointed for the meeting, the Members present shall be a quorum.

9.6 Appointment and powers of Chairman of general meeting

If the Directors have elected one of their number as Chairman of their meetings, that person is entitled to preside as Chairman at a general meeting.

9.7 Absence of Chairman at general meeting

If a general meeting is held and:

- (a) a Chairman has not been elected by the Directors, or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the following may preside as chair of the meeting (in order of precedence):

- (c) the deputy Chairman if a Director has been so elected by the Directors, or
- (d) a Director or Member elected by the Members present to preside as chair of the meeting.

9.8 Conduct of general meetings

- (a) The Chairman of a general meeting:

- (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting,
- (ii) may require the adoption of any procedure which is, in the Chairman's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting, and
- (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chairman under this clause is final.

9.9 Adjournment of general meeting

(a) The Chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (i) in exercising the discretion to do so, the Chairman may, but need not, seek the approval of the Members present, and
- (ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.

(b) Unless required by the Chairman, a vote may not be taken or demanded by the Members present in respect of any adjournment.

9.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

9.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

9.12 Equality of votes – no casting vote for Chairman

If there is an equality of votes, either on a show of hands or on a poll, then the Chairman of the meeting shall not have a casting vote in addition to any votes to which the Chairman is entitled as a proxy, Representative or attorney.

9.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

9.14 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded,
- (b) on the election of a Chairman or on a question of adjournment, it must be taken immediately,
- (c) the demand may be withdrawn, and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

9.15 Votes of Members

- (a) Every Member present by proxy, attorney or Representative has one vote.

- (b) Subject to this Constitution:
 - (i) on a show of hands, each Member present by proxy, attorney or Representative has one vote, and
 - (ii) on a poll, each Member present by proxy, attorney or Representative has one vote.

9.16 Right to appoint proxy, attorney or Representative

- (a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company is entitled to appoint another person as proxy, attorney or Representative to attend in the Member's place at the meeting. A proxy, attorney or Representative has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) The instrument appointing a proxy, attorney or Representative must be in writing either under seal or under the hand of an officer or attorney duly authorised. Any such instrument will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct its proxy, attorney or Representative to vote in favour of or against any proposed resolutions. The proxy, attorney or Representative may vote as he/she thinks fit unless otherwise instructed.
- (c) The instrument appointing a proxy or Representative and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, or in either case at the location of the meeting specified in the notice of meeting prior to its commencement, and in default the appointment of Representative will not be treated as valid.

9.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member is no longer eligible to be a Member, or
- (b) the Member revokes the appointment.

9.18 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
 - (i) may not be raised except at that meeting or adjourned meeting, and
 - (ii) must be referred to the Chairman of the meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

9.19 Amendment of Constitution

A special resolution to amend the Company's Constitution will not have any effect unless at least 80% of Members and 80% of the Founding Members vote in favour of the special resolution.

10 Directors

10.1 Number of Directors

- (a) The number of Directors will be such a number between three (3) and ten (10), as the Members shall determine from time to time subject to that number complying with the Corporations Act.
- (b) The Board will consist of:
 - (i) no more than eight (8) persons who have been elected by the Members (Elected Directors), and

- (ii) no more than two (2) further persons appointed by the Elected Directors.
- (c) The Directors in office at the date of adoption of this Constitution continue in office subject to this Constitution, and each Director elected or appointed after the date on which the Company adopts this Constitution, must complete and sign the Statement of Faith prior to his or her election or appointment.
- (d) The Members may by Ordinary Resolution remove any Director before the expiration of that Director's period of office, and may by an Ordinary Resolution appoint another person in the place of that Director.

10.2 Change of number of Directors

The Company in general meeting may by resolution increase or reduce the number of Directors, and may also determine the rotation in which the increased or reduced number of Directors is to retire from office.

10.3 Directors elected at general meeting

The Company may, at a general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

10.4 Rotation of Directors

- (a) At each annual general meeting a third of the Directors for the time being, or, if their number is not three nor a multiple of three, then the number nearest one third, and any other Director who has held office for three years or more since last being elected, must retire from office.
- (b) In determining the number of Directors to retire, account is not to be taken of a Director who only holds office until the conclusion of the meeting in accordance with clause 10.6.
- (c) The Directors to retire at any annual general meeting in accordance with this clause must be those who have been longest in office since their last election, but, as between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

10.5 Re-election and Reappointment of Directors

Directors are entitled to seek re-election or reappointment as Directors on two occasions only so that a Director's period of service as a Director shall not exceed a period of nine (9) consecutive years.

10.6 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but subject to clause 10.5 is eligible for re-election.

10.7 Casual vacancy or additional Director

- (a) The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the maximum number determined in accordance with clause 10.1(a).
- (b) A Director appointed under this clause holds office until the conclusion of the next annual general meeting of the Company but, subject to clause 10.5 is eligible for election at that meeting.

11 Remuneration of Directors

The Directors may not be paid any remuneration for their services as Directors.

12 Expenses of Directors

A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Company. Any payment to a Director must be approved by the Directors.

13 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (b) resigns from the office by notice in writing to the Company,
- (c) becomes insolvent or bankrupt, compounds with his creditors, or assigns his estate for the benefit of his creditors,
- (d) is absent personally at three successive meetings of the Directors without leave of absence from the Directors,
- (e) becomes prohibited for being a Director by reason of any order of any court of competent jurisdiction,
- (f) is no longer willing or able to subscribe to the Statement of Faith, or
- (g) makes statements which are inconsistent with, or contrary to, the statement contained in the Statement of Faith.

14 Powers and duties of Directors

14.1 Directors to manage the Company

- (a) The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.
- (b) The Directors will cause the Company to be conducted in accordance with the Statement of Faith, and shall use their best endeavours to ensure that the Statement of Faith is honoured in the conduct of the Company.

14.2 Specific powers of Directors

Without limiting the generality of clause 14.1, and subject to any trusts relating to the assets of the Company, the Directors may exercise all the powers of the

Company to borrow or raise money, to charge any property or business of the Company, and to give any security for a debt, liability or obligation of the Company or of any other person.

15 Rules

- (a) Subject to this Constitution, the Directors may from time to time by resolution make and rescind or alter Rules which are binding on Members for the management and conduct of the business of the Company upon being tabled at a General Meeting.
- (b) Subject to this Constitution, the Members may from time to time by resolution at any General Meeting make and rescind or alter the Rules.

16 Appointment of attorney

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.
- (b) A power of attorney granted under this clause 16 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

17 Directors' committees

- (a) The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a committee or committees consisting of such one or more of their number and such other co-opted persons as they think fit.
- (b) A committee to which any powers have been delegated under clause 17(a) must exercise those powers in accordance with any directions of the

Directors. A power so exercised is taken to have been exercised by the Directors.

- (c) Notwithstanding the generality of this clause 17, there shall be the following committees:
- (i) a committee known as the State Council in each State to which shall be delegated the co-ordination of the activities of the Company in that State and which shall, subject to clause 29, be governed by terms of reference and Rules adopted by the Directors,
 - (ii) a committee known as the Building Fund Administration Committee which shall operate the Christian Education National Building Fund, and
 - (iii) a committee known as the Public Library Administration Committee which shall operate the Christian Education National Library Fund.

18 Powers of delegation

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by Section 198D of the Corporations Act.

19 Proceedings of directors

19.1 Directors meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.
- (c) A Directors' meeting may be called or held using any form of technology subject to the consent of each Director either for that meeting or all meetings, provided a Director may only withdraw consent with reasonable notice to the Secretary.

19.2 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Directors.

20 Chairman and deputy chairman of Directors

20.1 Election of Chairman

The Directors may elect from the Elected Directors a Chairman and a deputy Chairman of their meetings and may also determine the period for which the persons elected as Chairman and deputy Chairman are to hold office.

20.2 Absence of Chairman at Directors' meeting

If a Directors' meeting is held and:

- (a) a Chairman has not been elected under clause 20.1, or
- (b) the Chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the Deputy Chairman, if elected under clause 20.1, must be the Chairman of the meeting or, if the Deputy Chairman is not present, the Directors present must elect one of their number to be a Chairman of the meeting.

20.3 No casting vote for Chairman at Directors' meetings

In the event of an equality of votes cast for and against a question, the Chairman of the Directors' meeting does not have a second or casting vote.

21 Quorum for directors' meeting

- (a) At a meeting of Directors, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Directors, and, unless so determined, is one half of the Directors holding office, or if there is an odd number of Directors, then the majority of Directors holding office.

- (b) The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 10.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

22 Chairman of directors' committee

The members of a committee may elect one of their number as Chairman of their meetings. If a meeting of a committee is held and:

- (a) a Chairman has not been elected, or
- (b) the Chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the members involved may elect one of their number to be Chairman of the meeting.

23 Meetings of committee

23.1 Meeting and adjourning

Subject to any directions of the Directors and any terms of reference or Rules, a Committee may meet and adjourn as it thinks proper.

23.2 Determination of questions

- (a) Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members present and voting.
- (b) In the event of an equality of votes, the Chairman of the meeting does not have a casting vote.

24 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a

statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

25 Validity of acts of directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting, or
 - (b) a person acting as a Director was disqualified or was not entitled to vote,
- as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

26 Secretary

26.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

26.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

26.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Directors.

27 Dispute resolution

27.1 Handling a dispute

Where there is a dispute, grievance or other disagreement between a Member and the Company, whether arising out of the application of these rules or otherwise (“Dispute”), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (a) The Member and the Company must in the period fourteen days from the service of the notice of the Dispute (“Initial Period”) use their best endeavours to resolve the Dispute.
- (b) If the Company and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Company.
- (c) If the disputants are unable to agree on a mediator within seven days of the Initial Period, the Member or the Company may request the President of LEADR to nominate a mediator to whom the dispute will be referred.
- (d) The costs of the mediation will be shared equally between the Member and the Company.
- (e) Where:
 - (i) the party receiving the notice of the Dispute fails to attend the mediation required by clause 27.1(b), or
 - (ii) the mediation has not occurred within six weeks of the date of the notice of the Dispute, or
 - (iii) the mediation fails to resolve the Dispute,then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- (f) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory relief.

28 Documents

Documents executed for and on behalf of the company must be executed by:

- (a) two Directors,
- (b) a Director and the Secretary, or
- (c) such other persons as the Directors by resolution appoint under power of attorney or otherwise from time to time.

29 State Councils

- (a) Where there are three (3) or more Members in any State or Territory, they will constitute a State Council of the Company. Such State Councils shall operate as a committee of the Board under clause 17 and shall be subject to any Rules adopted from time to time by the Directors or by the Company in general meeting.
- (b) Each State Council or, where there is no State Council, the Members in a State or Territory shall, subject to any regulations, appoint a State Executive Officer. No appointment of State Executive Officer shall be valid unless he or she declares that he or she subscribes to the Statement of Faith of the Company as set out in Schedule 1 of the Constitution.
- (c) The duties and terms of office of State Executive Officer shall be as determined by the State Council or, where there is no State Council, by the Members of their State or Territory, subject to any Rules adopted from time to time by the Board or by the Company in general meeting, but the duties shall include:
 - (i) the promotion of the cause of Christian education, and
 - (ii) the interest of the Company and associations in his or her State of Territory; and
 - (iii) maintenance of communication between the Directors and the State Council and Members in his or her State of Territory.

30 Accounts

The Directors must cause proper accounting and other records to be maintained and audited in accordance with the requirements of the Corporations Act and the Charitable Fundraising Act 1991 (NSW) and any corresponding and applicable state or territory legislation.

31 Seals

31.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

31.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use, and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

32 Inspection of records

32.1 Inspection by Members

Subject to the Corporations Act and to any reasonable restrictions determined by the Directors as to the extent, times, places and under what conditions, the accounting records and other documents of the Company or any of them shall be open to inspection by the Members (other than Directors).

33 Service of documents

33.1 Document includes notice

In this clause 33, a reference to a document includes a notice.

33.2 Methods of service

- (a) The Company may for any purpose under this Constitution give a document to a Member:
 - (i) personally,
 - (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member, or
 - (iii) by sending it to a fax number or electronic address nominated by the Member.

- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post, and
 - (ii) if sent to an address outside Australia, must be sent by airmail, and
 - (iii) in either case is taken to have been received on the day after the date of its posting.

- (c) If a document is sent by fax or electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the fax or electronic transmission, and
 - (ii) to have been delivered on the day following its transmission.

33.3 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

34 Indemnity

The Company may indemnify any current or former Director, Secretary or executive officer of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs), and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs, or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

35 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium, or
- (b) the contract would, if the Company paid the premium, be made void by statute.

36 Directors' liability insurance

To the extent permitted by the Corporations Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director of the Company against costs and expenses incurred by the person as a director in defending proceedings (whether civil or criminal, and whatever their outcome) provided that the liability does not arise out of conduct involving:

- (a) a wilful breach of duty in relation to the Company, or
- (b) a contravention of Subsections 232(5) or (6) or any other provision of the Corporations Act.

37 Contract

The Company may enter into an agreement with a person referred to in clauses 34, 35 and 36 with respect to the matters covered by these clauses. An agreement entered into pursuant to this clause may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

38 Educational Institutes and Training Bodies Established or Operated by the Company

- (a) Each person appointed by the Directors or Members to any educational institute or training body (however named or structured) must be in agreement with the Statement of Faith and agree to always act in ways consistent with it in all matters connected with the educational institute or training body, including in the appointment of lecturers and oversight of course content.
- (b) Any educational creed, educational philosophy, or statement of faith, of any educational institute or training body (however named or structured) established or operated by the Company must be in agreement with the Statement of Faith where it deals with the same matters, and where it deals with other matters it must not be inconsistent with it.

- (c) The Statement of Faith shall be included in the constitution, rules, or other such guiding document, of any educational institute or training body (however named or structured) established or operated by the Company.

Schedule 1 - Statement of Faith

(a) Holy Scripture and Education.

By faith we confess the books of the Old and New Testaments to be the divinely inspired, inerrant Word of God (2 Tim.3:16,17), the only absolute rule for all faith and conduct, and therefore also for the education of our children at home and at school.

(b) Christian Parents and Education.

As believing parents we have Christ's comforting assurance for our children that theirs is the Kingdom of Heaven and that He will bless them when we bring them to Him (Mark 10:13-16).

Expecting fulfilment of His promise and obeying the command of His apostle, we endeavour to bring our children up "in the discipline and instruction of the Lord" (Eph.6:4).

Since the responsibility for this task has been placed on our shoulders as parents we gladly accept responsibility for that part of education which takes place outside our homes in the school.

We consider the establishment of Christian parent controlled schools, which are to assist us in the work of Christian nurture and education, to be our duty and God-given privilege.

(c) Christian Schools.

As Christ is the Saviour and King of the whole of human life (Mat.28:18; Eph.1:20-22; Col.1:16,17) we understand a Christian school to be an educational institution in which Christ is not only honoured by prayer and study of the Bible, but all subjects are taught by the light of God's revelation in Jesus Christ contained in the Old and New Testament.

For such Christian schools we as parents claim all freedom in the field of education so long as this education takes place in obedience to the requirements of God's Word and in adherence to legitimate governmental standards and provisions.

(d) Some Doctrines, Fundamental to Christian Education.

Believing all the truth revealed in the Word of God we wish to emphasise some doctrines which are of special importance for Christian education. They are:

(i) God and Creation.

All things were created by God so that "what is seen was made out of things which do not appear" (Hebrews 11:13). God created them in, through and for Christ (Col.1:15-17) by His Word and Spirit (Gen.1; Ps.33:6), to the glorification of His Holy Name (Ps.8; Ps.19; Rom.11:36). It is also by God's hand, power and care that all created things are preserved and controlled (Ps.99; Mat.6:24f; Acts 17:24f). In order to understand the world, man and history, they must be seen in their relationship to God as the Bible speaks of it.

(ii) The Bible and Science.

Creation as well as Scripture has been brought forth by the same God of truth. Therefore, any seeming discrepancy between the Bible and Science can only be due to human error either in science or in the interpretation of Scripture. Science is truly scientific when both nature and Scripture are taken seriously.

(iii) Man.

Man was created in the image of God to enjoy true communion with his Creator (Gen.1:26f; Acts 17:26f).

Man was instructed to exercise dominion over the world in strict and loving obedience to God, to interpret all reality in accordance with His design and law and to reflect in his person and works the excellence of his Maker (Gen.1:28f; Ps.8:4f; Rom.1:20).

(iv) Sin.

By disobeying God's law and forsaking his office, man estranged himself from God and his neighbour and brought God's curse upon himself and upon all creation (Gen.3:16-19; Rom.8:19f). He became also blind to life's true meaning and purpose, misuses his knowledge and abilities, adheres to man-centred philosophies, and makes himself false gods of his own imagination and desires (Rom.1:18f).

(v) *Christ.*

Jesus Christ, the second Person of the Holy Trinity, is God incarnate, the Word become flesh (John 1:1-14).

Laying down His life for His sheep (John 10:10-15), He paid the price of sin for them, being a ransom for all who truly believe in Him (Matt.20:28; Rom.5:6f; 1 Tim.2:5,6).

Having risen from the dead in His physical body (Luke 24:36-43) and ascended to the throne of Heaven, He is the King of the universe (Matt.28:18; 1 Pet.3:22). By His Word and Spirit He rules in grace over all true believers. Redeeming their lives in entirety, renewing them after His image and restoring them to fellowship with God and their fellowmen, He makes them obedient to God's will in all spheres of life (Rom.8:1-17).

(vi) *The Holy Spirit.*

The Holy Spirit, the third Person of the holy Trinity (2 Cor.13:14), the divine source of all created life (Gen.1:2; Ps.104:30), is also the Source of Faith in Christ, of true, spiritual knowledge and of a new sanctified life in grateful obedience to God's will (John 3:3f; 1 Cor.2:9f; 12:3; Eph.3:14f).

Since, therefore, the fruit of all Christian education depends on the gracious operations of the Holy Spirit, both parents and teachers are to perform their task with constant prayer that the Spirit may enable them to be good instruments in His hands for bringing the children up in the discipline and instruction of the Lord, and that He may so bless their work that the children come to know the Lord Jesus Christ as their personal Saviour and Master, Whom to follow and serve in all spheres of life is their greatest privilege and joy.

Schedule 2 - Founding Members

Association Name	State
Abraham Kuyper Christian Education Association Ltd	NSW
Association for Christian Education Inc	WA
Association for Christian Education Mount Evelyn Incorporated	VIC
Association for Christian Education of Dandenong	VIC
Association for Christian Education of Frankston Inc	VIC
Association for Christian Parent Controlled Schools (Launceston) Inc	TAS
Association of Christian Education for Box Hill	VIC
Ballina Christian Education Association	NSW
Benalla Regional Association for Christian Education Ltd	VIC
Blue Mountains Christian Education Association Ltd	NSW
Carnarvon Christian Parent Controlled School Inc	WA
Chinchilla Christian School Ltd	QLD
Christian Schools Tasmania	TAS
Circular Head Christian School Inc	TAS
Covenant Christian School Association Ltd	NSW
Deniliquin Christian School Inc	NSW
Devonport Christian School Inc	TAS
Flinders Association for Christian Education Inc	SA
Foundation Christian College Inc	WA

Association Name	State
Geelong Association for Parent Controlled Christian Education	VIC
Geraldton Christian Community Schools Association Inc	WA
Hastings Association for Christian Education Ltd	NSW
Hope Christian School Association	NSW
Illawarra Association for Christian Parent Controlled Education	NSW
John Wycliffe Christian Education Association Ltd	NSW
Leighland Christian Parent Controlled School Association Ltd	TAS
Leongatha Association for Parent Controlled Christian Education	VIC
Mid North Christian College Association Incorporated	SA
Mountain District Parent Controlled Christian School Association	VIC
Namoi Valley Christian School Association Inc	NSW
North Canberra Christian Education Association	ACT
Northern Territory Christian Schools Association	NT
Orange Christian Schools Ltd	NSW
Parent Controlled Christian Education Association (Northern Suburbs) Inc	WA
Riverland Christian School Incorporated	SA
Son Centre Christian School LTD	VIC
Southern Highland Christian School Limited	NSW
Sutherland Shire Christian School Association Ltd	NSW
Swan Christian Education Association	WA
Tatura & District Christian School Association Inc	VIC
The Association for Christian Education of Bunbury Incorporated	WA

Association Name	State
The Association for Parent Controlled Christian Schools in the Diamond Valley Ltd	VIC
The Association of Christian Education for Blacktown Ltd	NSW
The Christian Parent Controlled School Wellington	NSW
The Dubbo Christian Parent Controlled Association Ltd	NSW
The Nepean District Christian Education Association Limited	NSW
Toowoomba Christian Parent Controlled Day School Association Inc	QLD
Torrens Valley Association for Christian Education Inc	SA
Townsville Christian Education Association Limited	QLD
Wagga Wagga Christian College Inc	NSW
Wakefield Plains Christian Parent Controlled School Association Inc	SA
Warragul District Parent Controlled Christian School Association Inc	VIC

1 Schedule 3 - Regulations for The National Council of Institutes for Christian Education

PREAMBLE:

In humble awareness of our dependence upon the Triune God, Who called all things into being to His own glory and proclaimed to men, after they had transgressed His law, His forgiving love, which was revealed to us fully in the sending of His Son, Jesus Christ, we do, out of gratitude for His undeserved favour and in conformity with His requirement that we consecrate ourselves and all things to Him, establish in accordance with the principles and provisions herein set forth, a council for the promotion of biblically directed research and teaching in the field of education. To this end we beseech of Him that He graciously grant us now and in the future people equipped for our task with special gifts of heart and mind together with the means to do this work, and that He always bless this Council to His honour and to the salvation of His people.

1.1 NAME:

The organisation will be known as the National Council of Institutes for Christian Education, hereinafter called "the National Council".

1.2 BASIS:

- (a) The National Council shall operate in accordance with the principles outlined at any time in the Statement of Faith of Christian Education National Ltd.
- (b) The educational creeds and practice of the National Council's Institutes, where they deal with matters also contained in this Statement of Faith, shall be in agreement with this Statement of Faith; where they deal with extra matters, shall not be inconsistent with this Statement of Faith.

1.3 STATEMENT OF DOCTRINES:

The Statement of Doctrines is a compilation of selected statements and their alternatives on the doctrines of God, of Revelation, of Scripture, of Creation, of Providence, of Sin, of the Grace of God and Salvation, of the Christian Life and of the Judgement of God as found in the Reformed Confessions, viz. Anglican [39] Articles of Religion, Baptist Confession of Faith of 1689, Belgic Confession, Canons of Dort, Heidelberg Catechism, Westminster Confession.

SCRIPTURE:

The Holy Scripture is the all-sufficient, certain and infallible rule or standard of the knowledge, faith and obedience that constitute salvation. Although the light of nature, and God's works of creation and providence, give such clear testimony to His goodness, wisdom and power that men who spurn them are left inexcusable, yet they are not sufficient of themselves to give that knowledge of God and His will which is necessary for salvation, in consequence the merciful Lord from time to time and in a variety of ways has revealed Himself, and made known His will to His church. And furthermore, in order to ensure the preservation and propagation of the truth, and the establishment and comfort of the church against the corrupt nature of man and the malice of Satan and the world. He caused this revelation of Himself and His will to be written down in all its fullness. And as the manner in which God formerly revealed His will has long ceased, the Holy Scripture becomes absolutely essential to men. (2)

The Scripture is self-authenticating. Its authority does not depend upon the testimony of any man or church, but entirely upon God. Its author, who is truth itself. It is to be received because it is the Word of God. (2)

The sum total of God's revelation concerning all things essential to His own glory, and to the salvation and faith and life of men, is either explicitly set down or implicitly contained in the Holy Scripture. Nothing, whether a supposed revelation of the Spirit or man's traditions, is ever to be added to Scripture. (2)

At the same time, however, we acknowledge that inward enlightenment from the Spirit of God is necessary for the right understanding of what Scripture reveals. We also accept that certain aspects of the worship of God and of church government, which are matters of common usage, are to be determined by the light of nature and Christian common sense, in line with the general rules of God's Word from which there must be no departure. (2)

It is an infallible rule that Scripture is to be interpreted by Scripture, that is to say, one part by another. Hence any dispute as to the true, full and evident meaning of a particular passage must be determined in the light of clearer, comparable passages. (2)

All religious controversies are to be settled by Scripture, and by Scripture alone. All decrees of councils, opinions of ancient writers, and doctrines of men collectively or individually, are similarly to be accepted or rejected according to the verdict of the Scripture given to us by the Holy Spirit, In that verdict faith finds its final rest. (2)

(2) The Baptist Confession of Faith of 1689 Ch.

See also Anglican Articles of Religion VI, VIII; Westminster Confession Ch. I; Belgic Confession Article II - VII; Heidelberg Catechism Question 21.

GOD:

There is but one living and true God, everlasting, without body parts, or passions; of infinite power, wisdom, and goodness; the Maker, and Preserver of all things both visible and invisible. And in unity of this Godhead there be three Persons, of one substance, power, and eternity; the Father, the Son and the Holy Ghost. (1)

The Son, which is the Word of the Father, begotten from everlasting of the Father, the very and eternal God, and of one substance with the father, took Man's nature in the womb of the blessed Virgin, of her substance: so that two whole and perfect Natures, that is to say, the Godhead and Manhood, were joined together in one Person, never to be divided, whereof is one Christ, very God, and very Man; who truly suffered, was crucified, dead and buried, to reconcile his Father to us, and to be a sacrifice, not only for original guilt, but also for all actual sins of men. (1)

The Holy Ghost, proceeding from the Father and the Son, is the one substance, majesty, and glory, with the father and the Son, very and eternal God. (1)

(1) Anglican Articles of Religion I, II, V.

See also Westminster Confession Ch. II; Belgic Confession Article VIII - XI; Heidelberg Catechism Question 25, 26, 53.

CREATION:

In the beginning it pleased the Triune God - Father, Son and Holy Spirit - to create the world and all things in it in six days. All was very good. In this way God glorified His eternal power, wisdom and goodness. (3)

All creatures were made by God, the last to be fashioned being man and woman who received dominion over all other creatures on the earth. They were created in His image,

possessing knowledge, righteousness and true holiness. The divine law was written in their hearts and they had power to obey it fully. Yet, being left to the liberty of their own mutable wills, transgression of the law was a possibility. (3)

(3)The Baptist Confession of Faith of 1689 Ch. 4
See also Belgic Confession article XII; W.C. Ch. IV.

PROVIDENCE:

We believe that the same good God, after He had created all things, did not forsake them or give them up to fortune or chance, but that He rules and governs them according to His holy will, so that nevertheless, God neither is the Author of nor can be charged with the sins which are committed. For His power and goodness are so great and incomprehensible that he orders and executes his work in the most excellent and just manner, even when devils and wicked men act unjustly. And as to what He does surpassing human understanding, we will not curiously inquire into farther than our capacity will admit of; but with the great humility and reverence adore the righteous judgements of God, which are hid from us, contenting ourselves that we are pupils of Christ, to learn only those things which He has revealed to us in His word, without transgressing these limits. (4)

(4) Belgic Confession Article XIII.
See also The Baptist Confession of Faith of 1689 Ch. 5; Westminster Confession Ch. V; Heidelberg Catechism Question 27, 28.

SIN:

Man, as he came from the hand of God, his creator, was upright and perfect. The righteous law which God gave him spoke of life as conditional upon his obedience, and threatened death upon his disobedience. Adam's obedience was short-lived. Satan used the subtle serpent to draw Eve into sin. Thereupon she seduced Adam who, without any compulsion from without, wilfully broke the law under which they had been created, and also God's command not to eat of the forbidden fruit. To fulfil His own wise and holy purposes God permitted this to happen, for He was directing all to His own glory. (5)

By this sin our first parents lost their former righteousness, and their happy communion with God was severed. Their sin involved us all, and by it death appertained to all. All men became dead in sin, and totally polluted in all parts and faculties of both soul and body. (5)

The family of man is rooted in the first human pair. As Adam and Eve stood in the room and stead of all mankind, the guilt of their sin was reckoned by God's appointment to the account of all their posterity, who also from birth derived from them a polluted nature. Conceived in sin and by nature children subject to God's anger, the servants of sin and the subjects of death, all men are now given up to unspeakable miseries, spiritual, temporal and eternal, unless the Lord Jesus Christ set them free. (5)

The actual sins that men commit are the fruit of the corrupt nature transmitted to them by our first parents. By reason of this corruption, all men become wholly inclined to all evil; sin disables them. They are utterly indisposed to, and, indeed, rendered opposite to, all that is good. (5)

(5) The Baptist Confession of Faith of 1689 Ch. 6.

See also Anglican Articles of Religion IX; Westminster Confession Ch. VI; Belgic Confession Article XV; Heidelberg Catechism question 6 - 8; Canons of Dort 3rd and 4th heads.

Scripture also clearly teaches that sin spoiled man's relationship with his fellow man and the creation. Creation itself is therefore affected and as a consequence, that which can be seen of God in creation is greatly obscured and dimmed (Gen. 3:17, 18; Rom. 8:22).

GRACE OF GOD AND SALVATION:

We believe that, all the posterity of Adam being thus fallen into perdition and ruin by the sin of our first parents, God then did manifest Himself such as He is; that is to say, merciful and just: merciful since He delivers and preserves from this perdition all whom He in His eternal and unchangeable counsel of mere goodness has elected in Christ Jesus our Lord, without any respect to their works; just in leaving others in the fall and perdition wherein they have involved themselves. (6)

To give effect to His eternal purpose God chose and ordained the Lord Jesus, His only begotten Son, in accordance with the covenant into which they had entered, to be the mediator between God and man; also to be prophet, priest, king, head and saviour of His church; also to be the heir of all things and judge of the world. From all eternity God had given to His Son those who were to be His progeny, and the Son engaged in time (as distinct from eternity) to redeem, call, justify, sanctify, and glorify them. (7)

The divine Person who made the world, and upholds and governs all things that He has made, is the Son of God, the second Person of the holy Trinity. He is true and eternal God, the 'brightness of the Father's glory', of the same substance (or essence) as the Father, and equal with Him. It is He who, at the appointed time, took upon Himself the nature of man, with all its essential characteristics and its common infirmities, sin excepted. He was conceived by the Holy Spirit in the womb of the Virgin Mary, a woman who belonged to the tribe of Judah, the Holy Spirit coming so, as the Scripture tells us,

He was made of a woman, a descendent of Abraham and David. In this way it came about that the two whole, perfect, and distinct natures, the divine and the human, were inseparably joined together in one Person, without the conversion of the one nature into the other, and without the mixing, as it were, of one nature into the other; in other words, without confusion. Thus the Son of God is now both true God and true man, yet one Christ, the only mediator between God and man. (7)

The two natures, divine and human, being thus united in the person of God's Son, He was sanctified and anointed with the Holy Spirit to an unlimited extent, and in Him are found all treasure of wisdom and knowledge. He is replete with all that is pleasing to the Father, being holy, harmless, untouched by sin, and full of grace and truth. Thus He has become thoroughly qualified to execute the work of a mediator and surety. He did not take this work upon Himself uncalled, but was commissioned by His Father so to act. His Father also conferred upon Him full powers of jurisdiction and commanded Him to pass judgement on all. (7)

The Lord Jesus most willingly undertook the office of mediator, and in order that He might discharge it He became subject to God's law, which he perfectly fulfilled. He also underwent the punishment due us, which we should have borne and suffered, for He bore our sins and was accursed for our sakes. He endured sorrows in His soul severe beyond our conception, and most painful sufferings in His body. His death was by crucifixion. While He remained in the state of the dead His body sustained no decay. The third day saw His resurrection in the same body in which He had suffered. In the same body also He ascended into heaven, where He sits at the right hand of His Father, interceding for His own. At the end of the world He will return to judge men and angels. (7)

By His perfect obedience to God's law, and by a once-for-all offering up of Himself to God as a sacrifice through the eternal Spirit, the Lord Jesus has fully satisfied all the claims of divine justice. He has brought about reconciliation, and purchased an everlasting inheritance in the kingdom of heaven, for all those given to Him by His Father. (7)

At a time appointed by and acceptable to God, those whom God has predestinated to life are effectually called by His Word and Spirit out of the state of death in which they are by nature, to grace and salvation by Jesus Christ. Their minds are given spiritual enlightenment and, as those who are being saved, they begin to understand the things of God. God takes away their heart of stone and gives them a heart of flesh. He renews their will, and by His almighty power He sets them to seek and follow that which is good,

at the same time effectually drawing them to Jesus Christ. And to all these changes they come most freely, for they are made willing by divine grace. (8)

God's effectual call is the outcome of His free and special grace alone. Until a man is given life, and renewed by the Holy Spirit, he is dead in sins and trespasses, so is entirely passive in this work of salvation, a work that does not proceed from anything good foreseen in him, nor from any power or agency resident in him. The power that enables him to answer God's call and to embrace the grace offered and conveyed in it, is no less than that which effected the resurrection of Christ from the dead. (8)

God freely justifies the persons whom He effectually calls. He does this, not by infusing righteousness into them, but by pardoning their sins and by accounting them, and accepting them, as righteous. This He does for Christ's sake alone, and not for anything wrought in them or done by them. The righteousness which is imputed to them, that is, reckoned to their account, is neither their faith nor the act of believing nor any other obedience to the gospel which they have rendered, but Christ's obedience rendered to the entire divine law, and His passive obedience rendered in His death. Those thus justified receive and rest by faith upon Christ's righteousness; and this faith they have, not of themselves, but as the gift of God. (9)

The faith which receives and rests on Christ and His righteousness is the sole means of justification. Yet it is never alone in the person justified, but is invariably accompanied by all other saving graces. Nor is it a dead faith, for it works by love. (9)

(6) Belgic Confession Article XVI

(7) The Baptist Confession of Faith of 1689 Ch. 8

(8) The Baptist Confession of Faith of 1689 Ch. 10.

(9) The Baptist Confession of Faith of 1689 Ch. 11.

See also Anglican Articles of Religion Article X, XI, XVII; Westminster Confession Ch. III, VII-XI; Heidelberg Catechism Question 12-21, 29-49, 56, 65; Canons of Dort 1st & 2nd heads.

THE CHRISTIAN LIFE:

We believe this true faith, being wrought in man by the hearing of the Word of God and the operation of the holy Spirit, regenerates him and makes him a new man, causing him to live a new life, and freeing him from the bondage of sin. Therefore it is so far from being true that this justifying faith makes men remiss in a pious and holy life, that on the contrary without it they would never do anything out of love to God, but only out of self-love or fear of damnation. Therefore it is impossible that this holy faith can be unfruitful in man; for we do not speak of a vain faith, but of such a faith which is called in Scripture a

faith working through love, which excites man to the practice of those works which God has commanded in His Word. (10)

(10) Belgic Confession Article XXIV

See also The Baptist Confession of Faith of 1689 Ch. 13-19, 21; Anglican Articles of Religion XII; Westminster Confession Ch. XIII-XX; Belgic Confession Article XXIV, XXV; Heidelberg Catechism Question 50-52, 88-129.

THE CHURCH:

We believe and profess one catholic or universal Church, which is a holy congregation of true Christian believers, all expecting their salvation in Jesus Christ. being washed by His blood, sanctified and sealed by the Holy Spirit. (11)

This Church has been from the beginning of the world, and will be to the end thereof; which is evident from this that Christ is an eternal King, which without subjects He cannot be. And this holy Church is preserved or supported by God against the rage of the whole world; though it sometimes for a while appears very small, and in the eyes of men to be reduced to nothing. (11)

Furthermore, this holy Church is not confined, bound, or limited to a certain place or to certain persons, but is spread and dispersed over the whole world; and yet is joined and united with heart and will, by the power of faith, in one and the same Spirit. (11)

(11) Belgic Confession article XXVII

See also The Baptist Confession of Faith of 1689 Ch. 26; Anglican Articles of Religion XIX; Westminster Confession Ch. XXV; Heidelberg Catechism question 54.

THE JUDGEMENT OF GOD:

Finally, we believe, according to the Word of God, when the time appointed by the Lord (which is unknown to all creatures) is come and the number of the elect complete, that our Lord Jesus Christ will come from heaven, corporally and visibly, as He ascended, with great glory and majesty to declare Himself Judge of the living and the dead, burning this old world with fire and flame to cleanse it. (12)

At the last day, saints then alive on earth will not die, but be changed. All the dead will be raised up with their selfsame bodies, and none other, although with different qualities, and shall be united again to their souls for ever. (13)

By the power of Christ, the bodies of the unrighteous will be raised to dishonour. By His Spirit, Christ will raise the bodies of the righteous to honour, for they will be refashioned after the pattern of His own glorious body. (13)

(12) Belgic Confession Article XXXVII

(13) The Baptist Confession of Faith of 1689 Ch. 31.
See also Westminster Confession Ch. XXXVII; Heidelberg Catechism question 57, 58.

**1.4 This Statement of doctrines together with Christian Education National Ltd
Statement of Faith shall be the criteria for:**

- (a) determining eligibility for office;
- (b) assessment of Institute Creeds which should, where they deal with matters also contained in this Basis, be in agreement with this Basis, and where they deal with extra matters, should not be inconsistent with this Basis; and
- (c) approval of Institute courses.

1.5 OBJECTS:

- (a) In obedience to God and in accordance with its Basis the objects of the National Council will be to:
 - (i) promote the cause and quality of Christian teacher education in Australia;
 - (ii) encourage Christian reflection on educational theory and practice through appropriate programs of study and research;
 - (iii) develop, acquire and make available educational resources which will aid teaching and learning in parent-controlled and other Christian schools; and
 - (iv) establish or incorporate teacher training institutes and exercise control over their educational programs.
- (b) Solely for the purpose of carrying out the aforesaid objects, and not otherwise, to:
 - (i) have control over the appointment of all academic staff participating in approved courses;
 - (ii) determine the acceptability of courses prepared by the academic staff and recommended by Institute Boards and designate them approved courses;
 - (iii) review, evaluate and, if necessary, terminate approval of courses;

- (iv) approve, and where appropriate provide, resources to support courses prepared by other tertiary institutions, and taught by those subscribing to the statement of Doctrines together with the Statement of Faith of Christian Education National Ltd;
- (v) gain or assist a participating institution, or other tertiary institutions, to gain official recognition of approved courses as alternative forms of teacher qualification;
- (vi) purchase, take on lease, or in exchange or otherwise acquire any property required;
- (vii) raise additional funds in order to finance its activities, subject to the approval of Christian Education National Ltd;
- (viii) recommend annual budgets to Christian Education National Ltd.
- (ix) report annually to Christian Education National Ltd on the affairs of the National Council;
- (x) facilitate and approve co-operative ventures amongst Institutes;
- (xi) monitor courses offered by colleges, universities and other institutions;
and
- (xii) facilitate and approve co-operative ventures with other institutions.

1.6 COUNCIL:

- (a) The National Council shall be composed of:
 - (i) at least five councillors elected by the ordinary members of Christian Education National Ltd;
 - (ii) one member of the Board of each of the National Council's Institutes appointed by such a Board; and
 - (iii) one member appointed by the Board of Christian Education National Ltd with full rights to move and second motions and to participate in debate but without voting rights.
- (b) In the composition of the National Council:

- (i) all elected councillors must be members of a member association of Christian Education National Ltd; and
 - (ii) the number of appointed members shall not be greater than half the number of elected members.
- (c) Except as otherwise provided in these regulations, elected councillors of the National Council:
- (i) shall be elected by the ordinary members of Christian Education National Ltd at the Annual General Meeting of Christian Education National Ltd;
 - (ii) shall be elected on the basis of proportional representation (refer Appendix 1);
 - (iii) shall serve for a term of three years commencing, unless otherwise determined by Christian Education National Ltd, on the 1st January of the year following the Annual General Meeting; and
 - (iv) shall not normally serve more than two consecutive terms.
- (d) At least one third of the elected councillors shall retire each year for the first 2 years, and
- (e) where insufficient councillors retire voluntarily in the first or second year the remaining councillors to retire shall be determined by ballot of the council.
- (f) In the event of any casual vacancy arising on the Council among the elected councillors the remaining councillors may, in order to fill the vacancy until the next election, appoint another person who shall be a member of a member association of Christian Education National Ltd and who shall for the purpose of 1.6(b)(ii) of this Schedule 3 be deemed to be an elected member.

1.7 PROCEDURES:

- (a) The National Council shall meet at least once per year.
- (b) In pursuit of the Objects, and in respect of the recommendations of Institute Boards, the National Council shall adhere to the following criteria:
 - (i) In determining whether staff appointments be approved

- subscriptions to the Basis of the National Council and the Statement of Doctrines;
 - the Christian commitment;
 - the understanding of, and commitment to, Christian education;
 - the academic competence; and
 - the relevant experience of the nominee.
- (ii) In determining whether courses be approved or terminated -
- consistency with the Basis of the National council and the Statement of Doctrines;
 - the relevant guidelines of government bodies;
 - the professional needs of teachers and/or the ability of a particular course to attract students; and
 - the resources available and the relative merits of existing and proposed courses in participating Institutes.
- (c) Where the National Council, after consultation with an Institute Board, is unable to approve a staff appointment, it shall not be bound to give reasons for its decision.
- (d) Where the National Council is unable to approve a course recommended by the Board of a participating Institute it shall give reasons for its decision.

1.8 INSTITUTE BOARDS:

Each of the National Council's Institutes shall be governed by a Board composed of:

- (a) In the case of a national institute, by the National Council;
- (b) In the case of state institutes by a Board composed of:
- (i) (5) members, or such greater number as the State Council of Christian Education National Ltd in that State, or by default Christian Education National Ltd Board, may determine, who must be members of a member association of Christian Education National Ltd and who are elected by the member associations of Christian Education National Ltd in the State

of Australia in which the institute is located, in an election conducted by the State Council of that State, or by default by Christian Education National Ltd Board; and

- (ii) additional non-elected members appointed in such a manner as determined by the elected members of the Board, or, in the case of Institutes existing at the time of adoption of Schedule C, in such manner as shall preserve existing membership, provided that it can be demonstrated to the National Council that the elected members have effective constitutional control.
- (c) Institute Boards shall be responsible for the management of the Institute and specifically for:
- (i) appointing all academic staff, subject to the approval of the National Council;
 - (ii) appointing all non-teaching staff;
 - (iii) supervising the development of courses for submission to the National Council;
 - (iv) supervising the academic program and progress of students; and
 - (v) furnishing the National council with complete reports on any matter described in the Objects of the National Council and generally advising and assisting the National Council in the pursuit of these Objects.
- (d) In the event of any casual vacancy arising among the elected members of the Institute Board the remaining elected members may, in order to fill the vacancy until the next election, appoint another person who must be a member of a member association of Christian Education National Ltd and who shall for the purpose of clause 1.6(b)(ii) of this Schedule 3 be deemed to be an elected member.

1.9 ELIGIBILITY FOR OFFICE:

- (a) All members of the National Council and elected members of the Institute Boards shall signify in writing their agreement with the Basis of the National Council and the Statement of Doctrines before being eligible to take up their office.

- (b) When, in the opinion of the Council, any member of the National Council or elected member of an Institute Board no longer expresses or demonstrates full agreement with the Basis and the Statement of Doctrines he or she shall no longer be eligible to retain his or her position.
- (c) The National Council and the Institute Boards shall sue subscription to the Basis of Christian Education National Ltd together with the Statement of Doctrines as criteria for determining eligibility for the appointment of academic staff.
- (d) When, in the opinion of the National Council or of an Institute Board, any member of the academic staff no longer meets the criteria of eligibility he or she shall no longer be deemed competent to retain his or her position.

1.10 AMENDMENTS:

Any amendment to these regulations shall require the approval of a simple majority of the votes cast by the ordinary members of Christian Education National Ltd except that amendments to regulations 2, 3, 8 and 9 shall require the approval of not less than eighty percent (80%) of the votes cast by the ordinary members of Christian Education National Ltd.

1.11 ACCOUNTABILITY:

- (a) The National Council shall be accountable to Christian Education National Ltd for all its actions and shall act on any resolutions, not inconsistent with these regulations, passed at any general meeting of Christian Education National Ltd.

- (b) Each Institute Board shall be accountable to the National Council and shall act on any resolution, not inconsistent with these regulations, passed by the National Council.
- (c) The National Council should present annual audited financial statements to the Annual General Meeting of Christian Education National Ltd.

1.12 WINDING UP:

- (a) If any of the National Council's Institutes ceases to operate, any property remaining after satisfaction of all debts, liabilities and obligations shall be distributed in such a manner as the National Council decides in the furtherance of its objects,
 - (b) provided that where an existing Institute is incorporated into the National Council an alternative agreement may be reached at the time of incorporation on how any property remaining shall be distributed if the Institute is disbanded.
 - (c) Upon the winding up of the National Council any property remaining after the satisfaction of all debts, liabilities and obligations shall become the property of Christian Parent Controlled Schools Ltd.
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