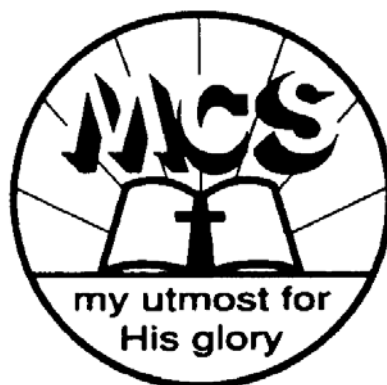


***MEMORANDUM
and
ARTICLES
OF
ASSOCIATION***

*ASSOCIATION FOR CHRISTIAN EDUCATION OF
DANDENONG*

A.B.N. 52 004 734 427



ASSOCIATION FOR CHRISTIAN EDUCATION OF DANDENONG

A.B.N 52 004 734 427



TRADING AS

*MARANATHA CHRISTIAN SCHOOL
106-108 Reema Boulevard
ENDEAVOUR HILLS VIC 3802
Telephone: (03) 9700 4733*

***MEMORANDUM & ARTICLES OF ASSOCIATION
(INCLUDING EDUCATIONAL CREED)***

*BASIS FOR
A PARENT-CONTROLLED
CHRISTIAN SCHOOL*

THE COMPANIES ACT 1961
ASSOCIATION NOT FOR GAIN
LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
ASSOCIATION FOR CHRISTIAN EDUCATION OF DANDENONG
A.B.N. 52 004 734 427

1. The name of the Company (hereinafter called "the Association") is "Association for Christian Education of Dandenong".
2. The Association is established for charitable objects and purposes only and the following objects shall have effect accordingly.
 - 1) To establish and maintain in Dandenong and District a school or schools to provide daily Christian education for children based upon the Word of God as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism and the Canons of Dort and upon the following principles:
 - (a) The compliance with any law or statute in force in Victoria relating to the conduct and running of schools for the education of children.
 - (b) That all things have been created by God to the end that the Triune God may be glorified in and through them.
 - (c) That God has appointed the parents to be responsible for the training and education of their children.
 - (d) That the training and education of the children shall be continued under the parent's responsible supervision in a day-school which carries out the basic God-honouring, God-centred programme begun in the home.
 - 2) For the purpose of a better understanding of the education task of the parents as expressed in clause 2(1), the Educational Creed reads as follows:

EDUCATIONAL CREED

The fear of the Lord is the beginning of wisdom, and the knowledge of the Holy One is insight. (Proverbs 9:10)

1. Our Common Faith

As a community united in Christ for the education of youth WE CONFESS with the Church universal that there is one God, eternal and indivisible, in whom are three Persons, Father, Son and Holy Spirit, which three Persons are really, truly and eternally distinct, each one truly God, yet without in any way destroying the unity of the one and only God, who is one and not three.

That this one God is the Creator of all things, visible and invisible:

That man was created in the image of God with dominion over the creation.

That, being tempted by the devil, man sinned by disobeying the express command of God, so repudiating his Creator and bringing God's wrath and curse on himself and on the whole creation over which he rules:

That by the curse of sin, justly imposed, every man is cut off from communion with God and is dead in sin, wholly corrupt throughout the whole man, and utterly indisposed, disabled, and made opposite to all good and wholly inclined to all evil:

That God in His love for the world, sent his only Son, Jesus Christ our Lord, to be born of the virgin Mary, being conceived by the Holy Spirit, to live and suffer on this earth as a man under the curse of sin, though Himself without sin, to endure the fulness of God's curse on sin in His death on the cross as a ransom for many, laying down His life for the sheep so that all who believe in Him should receive without regards to their works or merit, full and free pardon, the riches of God's favour as His sons and heirs, and eternal life in Christ, being renewed by the Holy Spirit in Christ's likeness:

That the Lord Jesus Christ, having died for our sins, rose again the third day by the power of God, ascended to heaven and is now seated at the right hand of God the Father Almighty, who has put all things in subjection under His feet, appointing Him to be Head of all things to the Church, which is His body:

That, at the time appointed by God and known to no man, this very same Jesus shall come again, revealed in power and great glory to judge all men, living and dead, and, having destroyed this present world, to establish the new heavens and new earth in which righteousness has permanent home:

That when the Lord Jesus comes again all the dead shall be raised bodily, those who, by faith, have done well, to eternal life, and those who, through unbelief, have done evil, to eternal condemnation:

That the risen Christ has sent the Holy Spirit into the world that by Him redemption might be effectually applied, the divine purpose of salvation accomplished, and the Church equipped for its mission on earth:

That the redemptive activity and gracious favour of God, Father, Son and Holy Spirit, is essential for the fulfilment of men's life.

2. **The Word of God**

WE CONFESS that the Scripture of the Old and New Testaments, acknowledged in the confessions of the Reformation, is the infallible word of God and so is, in all things, our supreme standard by which our whole life is to be judged:

That this Scripture, written by men moved by the Holy Spirit is itself God's Word written, God Himself the author:

That Scripture is the integral divine Word by which God, through His Spirit, draws us to and enlightens us in the truth, which is Christ Jesus our Lord, the eternal Word of God:

That Scripture is indispensable and determinative for our knowledge of God, of ourselves, and of the rest of creation, and also for the whole educational task.

3. **Man's Life**

WE CONFESS that man, as God's image-bearer, is given dominion over the creation to rule it, manage it, and develop it under God, who is King over Kings and Lord over Lords:

That man's life is fulfilled only in a life of free, willing submission to God: a life lived in harmony with the law of God for His creation, made known in the integral revelation of the Word of God:

That, being now fallen into sin, man can attain this fulfilment only through renewal by the Holy Spirit after the image of his Creator:

That for man to attempt anything at all in independence of God or in ignorance of God's revelation is inherently destructive of man and of the creation over which he is given dominion:

That it is man's glory, as God's image-bearer, to do everything so that the glory of God is revealed in his doing:

That the development of the child as the image-bearer of God is a central concern of the educational task.

4. **Sin and Education**

WE CONFESS that human life in its entirety is religion, unfolding itself as service of the one true God or of a God-substitute:

That, in sin, man has repudiated God in favour of God-substitutes, with the result that he is cut off from the knowledge of God, of himself, and the meaning of creation, so that the light he supposes he has is darkness and his wisdom is folly:

That, apart from the man Christ Jesus, no man is exempted from this falsifying of knowledge through sin, but from conception all alike grope in darkness, being blinded to the meaning of life, of the world and of man himself:

That no area of human knowledge is free of this sinful falsifying:

That true education is possible only where the fear of God is re-established by God's grace in the heart of man as the indispensable foundation of all wisdom and knowledge.

5. **Redemption in Christ**

WE CONFESS that God in Christ by the Cross has restored the whole creation to harmony with Himself, making all things new in Christ:

That, although the fulfilment of this restoration awaits the future revelation of Christ in glory, yet, in principle, by the present work of the Holy Spirit in the world, it is a present reality to be reckoned with in faith in every area of life:

That Christ in His redemption, by His Holy Spirit, is creating from among the old humanity in Adam, a new regenerated humanity in Christ, united in the Church which is His body, the covenant community bound to Him as Head:

That this covenant community is God's appointed means, through the power of the Holy Spirit within the community, for communicating the redemption of Christ to the world:

That, although, by the grace of God, men who reject the Word of God as the ordering principle of life, provide many valuable insights unto the common structure of reality, yet, because the religious direction of the thought remains radically opposed to that of the covenant community in Christ there can be no possibility of a synthesis of their systems of thought with the scripturally directed thought which Christ's covenant community is called to pursue.

6. **Man's Task**

WE CONFESS that all things are created by God and, as His creation, remain under His government, upheld by His power, and existing for His glory:

That it is man's task in his dominion over the creation to discern the being, shape, form and the several offices that God has given to every creature to serve its Creator, so that for the glory of God and the good of man, he may cultivate the creation in accordance with God's commands and in harmony with the laws which God in His faithfulness maintains in His creation:

That the creation is neither chaotic nor meaningless, because God has graciously preserved and sustained it in spite of the disruptive effects of man's sin, and kept it subject to His law so that man is not a meaning maker, but instead may see the structure of meaning of God's creation:

That man cannot truly know the creation of this God-given meaning without an obedient listening to the Scripture as God's written Word in the Light of which he studies the creation:

That the law of the Creator ensures a rich diversity within the unbreakable unity of the creation, which holds together in Christ who is the First and the Last, the Beginning and the End of the creation of God:

7. **The Special Task of Parents**

- i) WE CONFESS that God has given the parents responsibility for the nurture of their children by discipline and instruction according to the Word of the Lord:
- ii) That, in accordance with this responsibility, God has given parents authority over their children to guide and direct them in the way of righteousness:
- iii) That God has given children on their part a corresponding responsibility to honour, respect and obey their parents in the Lord:
- iv) That faithful training of children means instructing them in the covenant revealed in Scripture by which God binds His people to Himself in wholehearted love, which covenant is the key to the fulfilment of all man's life:
- v) That the responsibility for this nurture remains always the responsibility of the parents and, since all life is religion, it is the task of the parents alone to determine the religious character and direction of the education of their children in every aspect of their learning, yet as members together of Christ in one covenant, the whole body of Christ shares this responsibility with the parents.

The Special Task of the School

- i) WE CONFESS that true education is the preparation and equipment of the child for his office and calling as God's image-bearer and steward in this world:
- ii) That a school where Christ is confessed as Head of the educational task in harmony with Scripture is a valid, but not the only expression of the life of the covenant community redeemed in Christ:
- iii) That it is the special task of the school to lead the child to discern the meaning and structure of the creation under the guidance of the Word of God and to train the child in the use and development of his God given talents, so that he may be equipped to serve Christ as King in all spheres of life to the Glory of God and the well being of his fellow man:

That the school, under Christ and by His Holy Spirit, is to advance the reign of Christ on earth in accordance with its special task so that His Kingdom may come to expression here and now, though with much imperfection and weakness, and so that our Lord may find us busy in his garden when He comes in glory:

That the school community, in the corporate functioning of which the authority and rights of parents in the education of their children are to be recognised, is not subject as regards its special task, to church, or state or any outside authority:

That, while the school is entitled to expect freedom from interference in its special task, it is required to respect and uphold all legitimate authority, in particular the authority of family, church and state and to encourage this respect in the child, according to the Word of God:

That the authority of the teacher over the student, which is to be upheld by the whole school community, is given for the effective nurture of the child within the limits of the special task of the school, and is to be used only for this purpose with the recognition that all authority is of God to whom all who exercise authority must give account.

iv) CONFESSING CHRIST AS KING OF KINGS AND LORD OF LORDS, THE REDEEMER AND RENEWER OF ALL OUR LIFE, WE PURSUE THE EDUCATIONAL TASK TOGETHER, WITH CONFIDENT HOPE AND HUMBLE RELIANCE ON GOD WHO, FOR JESUS' SAKE, SENT HIS HOLY SPIRIT TO LEAD US INTO THE TRUTH, WHICH IS CHRIST, AND WITH GLAD SUBMISSION TO GOD'S WORD AS THE GUIDE OF ALL OUR ENDEAVOUR THAT IN ALL THINGS GOD MAY BE GLORIFIED THROUGH JESUS CHRIST, WHOSE IS THE GLORY AND DOMINION FOR EVER AND EVER.
AMEN.

- 3) To employ teachers, secretaries and clerks and other servants and workmen (hereinafter called "the employees") and to pay (subject to Clause 3 hereof) to them in return for services rendered to the Association salaries, wages, allowances, fees and gratuities and to provide for them quarters, transport, means of conveyance and other facilities for the carrying out of their work.
- 4) To provide for employees or former employees of the Association and for the wives, widows and families or other dependants of such persons who are deserving of assistance by pension grants of money or other aid.
- 5) Subject to Section 24 of the Companies Act 1961 to accept or refuse any gift, endowment or bequest made to or acquired by the Association generally for the objects herein set forth or for the purpose of any specific object and to undertake, execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Association.
- 6) Subject to Section 24 of the Companies Act 1961 to purchase, take on lease or in exchange or otherwise acquire any real or personal property or any interest therein which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Association and to sell, lease, mortgage, give in exchange, or dispose of any real or personal property or any interest therein. In case the Association shall take or hold any property which may be subject to any trust the Association shall only deal with the same in such manner as allowed by law having regards to such trusts.
- 7) To organise and conduct religious and public services and meetings.

- 8) To publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information in the interest of the Association generally and to provide and circulate any annual or other report of the Association and its proceedings and work.
- 9) To accept donations, subscriptions, legacies, conveyances and endowments, either of money or of property of what kind or nature soever and either absolutely or conditionally, or in trust, and to apply the same or the income thereof for any of the objects of the Association or for any special object connected therewith the subject always to the direction and conditions (if any) of the respective donors, subscribers, contributors.
- 10) To take such lawful steps by personal or written appeal public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations of livestock or cash annual subscriptions or otherwise.
- 11) To borrow or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association.
- 12) To give any guarantee or enter into any bond in connection with the affairs of the Association and to indemnify any person or persons who may incur or may have incurred any personal liability for the benefit of the Association and for that purpose to give to such person or persons any security by way of mortgage or otherwise over the whole or any part of the property and assets of the Association.
- 13) In furtherance of the objects of the Association to advance money with or without security and particularly in furtherance as aforesaid to make grants to and advance money with or without security to any association whether incorporated or not carrying on operations in any part of the Commonwealth of Australia similar to those carried on by the Association and subject to Section 24 of the Companies Act 1961 to invest and deal with the monies and credits of the Association in and upon such modes of investments and/or securities and/or deposit cash or otherwise with any bank or corporation carrying on business within the said Commonwealth or in any other manner and upon such terms and conditions as may from time to time be determined by the Board of Directors of the Association and from time to time to vary and realise such investments or securities.
- 14) To amalgamate, affiliate or co-operate either wholly or partially with any society, association or institution, whether incorporated or not, having objects similar to any of the objects of the Association and which is likewise prohibited by its constitution from distributing its income and property amongst its members to an extent at least as great as is imposed on the Association by Clause 3 hereof, and to purchase or otherwise acquire all or any part of the property assets liabilities and engagements of any such society association or institution with which it is desired to amalgamate.
- 15) To undertake and execute any trusts for the purpose of directly or indirectly carrying out the objects of the Association as set forth in this Memorandum of Association.
- 16) To make and/or adopt rules and/or by-laws for the management, control and regulation of the Association and of the members and employees thereof.

- 17) To pay all the costs, charges and expenses of the promotion incorporation establishment of the Association.
- 18) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 19) To do all or any of the above things in any part of the world either as principal agents, contractors, trustees or otherwise and whether alone or in conjunction with others and either by or through agents, sub-agents, trustees or otherwise with power to appoint a trustee or trustees personal or corporate and to allow any property to remain outstanding in such trustee or trustees and also to appoint an attorney or attorneys to act for the said Association in connection with the carrying out of all or any of the objects of the Association. The provisions of the Third Schedule to the Companies Act 1961 shall not apply to the Association and the foregoing paragraphs of this clause shall be read and construed without reference to the provisions of that Schedule.

Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restriction which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act 1958.

Provided further that Clause 2(1) of this Memorandum of Association shall be unalterable.

3. The income and property of the Association whence soever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding six dollars (\$6) per centum per annum on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member of the Association but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
4. No addition alteration or amendment shall be made to or in the object as set out in paragraph 2 or to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Attorney-General of the State of Victoria.
5. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Attorney-General of Victoria to the Association in pursuance of the provisions of Section 24 of the Companies Act 1961 of the said State.

For the purpose of preventing any evasion of the provisions of the said paragraphs the Attorney-General may from time to time on the application of any member of the

Association and on giving notice to the Association of his intention to do so and after affording the Association an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Association.

6. The liability of the members of the Association is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and the costs charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding \$20.00.
8. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
9. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts or expenditure takes place and of the property credits and liabilities of the Association and subject to any reasonable restriction as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the Members.

Such accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the foregoing Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Harold Dykstra, H. Dykstra
Lot 3, Florence Street,
Doveton, Victoria, 3177
Sales Representative.

Roelof Visser, R. Visser
34 Philip Road
Hallam, Victoria, 3803
Truck Driver

Antoni Smit, A. Smit
Lot 40, Bailey Road
Narre Warren North, Victoria, 3804
Drainage Contractor

Hendrik Knol, H. Knol
36 Woodlee Street,
Dandenong, Victoria, 3175
Draughtsman

Jan Willem Blik, Jan Blik
10 Gloria Avenue,
Dandenong, Victoria, 3175
Spray Painter

WITNESS to all the above signatures

Gijsberthus Gerard Bongers, G. Bongers
1 Wilma Avenue,
Dandenong, Victoria, 3175
Social Worker

Dated this 30th Day of September, 1967

THE COMPANIES ACT 1961
ASSOCIATION NOT FOR GAIN
LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

ASSOCIATION FOR CHRISTIAN EDUCATION OF DANDENONG
A.C.N. 004 734 427

PRELIMINARY

1. In these Articles unless there be something in these Articles or the subject or context inconsistent therewith

"the Association" means "Association for Christian Education of Dandenong" incorporated in Victoria Limited by guarantee.

"the Board of Directors" means the Board of Directors for the time being of the Association constituted as hereinafter provided.

"These presents" means and includes the Memorandum and Articles of Association of the Association and any rule or regulation made thereunder.

"In writing" means written, printed, roneoed, typed, lithographed or typewritten paper or documents or other substitute for writing and whether wholly or partly written, printed, roneoed, typed or lithographed.

"Month" means calendar month and "Year" means calendar year.

Words importing the singular number only include the plural number and vice versa.
Words importing the masculine gender include the feminine gender and neuter gender and words importing the feminine gender include the masculine and neuter gender.
Words importing persons include corporation.

2. The Association shall pay out of the assets of the Association all costs charges and expenses of and incidental to the drawing up and registration of the Memorandum of Association and the Articles of Association and its formation.

MEMBERSHIP

3. For the purpose of registration the number of the members of the Association is declared not to exceed 500 but the Association may whenever necessary register an increase of members.
4. Membership is open to any person of eighteen years or over who is in agreement with the objects for which the Association is established.
5. No person shall be qualified to become a member of the Association until he shall have signed the Educational Creed as set forth in Clause 2(2) of the Memorandum of Association and who pays such annual subscription as the Association shall determine at its annual meeting.
6. Any member whose conduct is such as shall in the opinion of the Board of Directors be contrary to the character or interest of the Association or the principles and objects of the Association, may be suspended by the Board of Directors 'Provided Always' that one week before the meeting of the Board of Directors at which the resolution for the member's suspension is passed the member shall be given written notice of such meeting and what conduct is alleged against him and of the intended resolution for his suspension and 'Provided Further' that such member shall at the meeting at which a resolution for the member's suspension is to be passed be given an opportunity to give orally or in writing any explanation or defence he may think fit and if after the hearing of such explanation or defence the Board of Directors pass the resolution for the member's suspension within fourteen days and such notice shall state the allegations upon which the suspension is based and state a time and place not less than one month nor more than three months from the date of service of such notice of suspension of a general meeting of members at which meeting the question of expulsion of such suspended member shall be considered and such suspended member shall be given full opportunity to attend such meeting to defend himself and justify or explain his conduct. If a majority of members present at the said general meeting of members are of the opinion that the member has been guilty of conduct which is contrary to the character or interest of the Association or the principles and objects of the Association and the member has failed to justify or explain his conduct satisfactorily, the member so suspended shall thereupon cease to be a member of the Association but if the said general meeting of members finds that the member is either not guilty of such conduct or has justified or explained his conduct satisfactorily, his suspension shall thereupon cease.
7. Associate members are persons, organisations or bodies who contribute to the Association a sum of not less than Seventy Five Dollars per year. Associate members have the right to attend and to speak but not to vote at any general meeting of the Association.

GENERAL MEETING

8. Once at least in every calendar year during the month of March and not more than fifteen months after the holding of the last preceding annual general meeting, there shall be held an annual general meeting of all the members of the Association which shall be the annual general meeting for the purposes of the Companies Act 1961. The first annual general meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Association. The place and time (subject as aforesaid) at which the above meeting shall be held be such as the Board of Directors shall from time to time determine.
9. The order of business at the annual general meeting shall be as follows:
 - a) Confirmation of the minutes of the last annual meeting and of any general meeting or meetings held since the preceding annual meeting.
 - b) Receipt of the annual balance sheet, profit or loss and accompanying accounts and reports of the Board of Directors and the Auditor and the adoption of the same or otherwise. The said balance sheet shall be prepared as at, and the other accounts shall cover the year ending the Thirty-first day of December preceding the meeting.
 - c) The presentation of the budget for the ensuing fiscal year.
 - d) The election of Board members.
 - e) The election of an auditor.
 - f) To transact any other business which under these presents ought to be transacted. All other business transacted at an annual general meeting shall be deemed special.
10. The Association shall also hold a general meeting in the month of October each year on such date and at such place as the Board may determine each year at each meeting. Progress reports of the activities of the Association and the schools run by the Association shall be presented at such meeting.
11. All general meetings other than annual general meetings shall be called general meetings.
12. The Secretary shall whenever required by the President of the Directors on the written requisition of members representing not less than one-tenth of the total voting right of all members having at that date a right to vote at general meetings stating the object for which the meeting is required shall forthwith proceed duly to convene an extraordinary meeting of members. Such extraordinary general meeting shall be held as soon as practicable but in any case not later than two months after the receipt by the Board of Directors of the requisition.

If the Directors do not within twenty-one days after the date of receipt of the requisition proceed to convene a meeting the requisitionist or any of them representing more than one-half of the total voting rights of all of them may themselves in the same manner as nearly as possible as that in which meetings are to be convened by Directors convene a meeting, but any meeting so convened shall not be held after the expiration of three months from that date.
13. Every general meeting shall be convened by the Secretary. Fourteen days notice in writing of every general meeting shall be given to every member, stating the time of the meeting and the nature of the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any general meeting. Any member desiring to bring forward any business, may give notice thereof in writing to the Secretary who thereupon shall include same in the notice calling the next general meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. No member shall as regards any special business be at liberty to move at any general meeting any resolution not previously approved by the Board of Directors, unless he has given not less than twenty-one days notice in writing to the Secretary of his intention to move such resolution at such meeting and has included with such notice a copy of the resolution.
15. Quorum at general meetings: At all general meetings one quarter of the members for the time being present in person shall constitute a quorum and if within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
16. Each member shall be entitled to one vote at every general meeting. Except where otherwise provided, motions shall be decided by a majority of votes cast. At every meeting resolutions shall be decided by a show of hands or in such other way as the chairman of the meeting will think fit.
17. Chairman of meeting: The President and in his absence the vice-president shall preside at every general meeting of the Association and in the absence of both the President and the vice-president those present shall elect one of the other Board members to preside.
18. Adjournment: The Chairman may with the consent of the meeting adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
19. Division: At any general meeting a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute-book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, provided that any three members may be standing up call for a division, which shall thereupon be taken without further debate.
20. At a general meeting it shall be competent for any member to bring under the notice of the meeting any business or matter within the objects or purpose of the Association for general discussion. Any decision on such matter formally carried, shall be considered by the Board at its next Board meeting and either confirmed by resolution of the Board if not the Board shall call an extraordinary general meeting within one month of the date of such meeting to discuss the matter. If the resolution be reaffirmed by the Extraordinary general meeting, the Board shall then be bound to carry out the terms of or otherwise give effect to the said decision.

BOARD OF DIRECTORS

21. The management and control of the activities, business and affairs of the Association shall subject to the Memorandum and these Articles be vested in the Board of Directors which in addition to the powers and authorities by these Articles expressly conferred upon it may exercise all such powers and do all such acts and things as are within the scope of the Memorandum of Association of the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of the Memorandum and any statute and these Articles and to any regulations and by-laws made from time to time by the Association in

general meetings provided that no regulation or by-law so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulation or by-law had not been made and provided that the executive shall not sell or otherwise dispose of any undertaking of the Association either absolutely or conditionally without the sanction of the Association in general meeting. Board of Directors may at any time and from time to time make any rules and regulations and by-laws in pursuance of the powers conferred by the Memorandum of Association not inconsistent with the Memorandum or these Articles provided that any such regulations or by-laws may be altered or revoked by the Association in general meeting.

22. Unless otherwise determined by the Association the Board of Directors shall consist of no less than four nor more than twenty members who shall be elected at an annual general meeting of the Association and shall hold office for a period of three years, but shall be eligible for re-election. No person shall be a member of the Board of Directors who is not either a member of the company or a representative (appointed pursuant to the provisions of Section 140(3)(a) of the Companies Act) of a Corporation being a member of the company.
23. The election of Board members shall take place in the following manner:
 - a) Any two members of the Association shall be at liberty to nominate any other member to serve on the Board.
 - b) The name of each member so nominated together with the names of proposer and seconder shall be sent in writing to the Secretary of the Association at least fourteen days before the annual general meeting.
 - c) Each member present at the annual general meeting shall be entitled to vote for as many members so nominated as aforesaid as there are vacancies to be filled and no more. Members so nominated up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more such members receiving an equal number of votes the Chairman of the meeting shall have a second or casting vote.
24. Any vacancy in the Board of Directors occurring in the number of the Board of Directors between annual general meetings may be filled by another member appointed by the remaining Board of Directors notwithstanding that their number is reduced by such vacancies below the minimum.
25. Members of the Board shall vacate their seats if they:
 - a) Resign;
 - b) Cease to be a member of the Association;
 - c) Absent themselves from three or more consecutive meetings of the Board without permission of the Board;
 - d) Declare that they can no longer subscribe to the principles underlying the objects of the Association.

PROCEEDINGS OF THE BOARD OF DIRECTORS

26. The Board of Directors shall annually appoint a President, Vice-President, Treasurer and Secretary from its own members to hold office for a year. In case there should be a vacancy in any such office the Board shall elect one of its number to hold such office for the balance of the term thereof.
27. The Board shall meet at such times as may be deemed expedient, but at least once every two months.

28. The Secretary on receipt of a request signed by no less than three Board members shall call an extraordinary meeting of the Board to be held not more than fourteen days after such requisition.
29.
 - a) Four Board members shall constitute a quorum at any Board meeting.
 - b) The powers of the Board shall continue notwithstanding any vacancy therein as long as the number of vacancies does not exceed three.
30. The Board of Directors shall perform the following duties:
 - a) Determine school policy in harmony with the Articles and in accordance with Association decisions;
 - b) Select, appoint and dismiss educational and other staff;
 - c) Devise ways and means for obtaining the necessary funds for operating any school and determine how those funds shall be distributed;
 - d) Assure itself of the faithful carrying out of the school's educational programme and policies;
 - e) Propagate the cause of Christian education in the community by means of public meetings, propaganda, literature and the like;
 - f) Appoint out of the members of the Association such committees as it may deem necessary for the performance of its duties, for a period not exceeding one year.
31. A resolution in writing signed by all the Board members for the time being who are entitled to receive notice of any meetings of the Board of Directors shall have the same force and effect as a resolution passed at a meeting of the Board of Directors notwithstanding that such resolution shall not have been passed at a meeting of the Board of Directors.

STAFF

32. Appointments to the educational staff are open to qualified persons who are in agreement with the objects for which the Association is established.
33. The Headteacher(s) of the school(s) shall be advisory member(s) of the Board of Directors but such advisory members shall not have the right to vote or otherwise exercise the powers of the members of the Board of Directors.

COMMITTEES, ETC.

34. The Board of Directors may by resolution or by power of attorney or writing under the seal of the Association delegate any of its powers to committees consisting of such member or members of their body as they think fit. The Board of Directors may in like manner appoint any one or more of its members to represent the Association at any meeting of any other Association federation or organisation whether incorporated or not and at which meeting the Association is entitled to vote and the Board of Directors may out of the funds of the Association provided (but subject to Clause 3 of the Memorandum) any member or members so appointed with his/her or their travelling or living expenses during such time as he/she or they may be representing the Association at any such meeting or meetings.

MINUTES

35. The Board of Directors shall cause minutes to be duly entered in the books provided for the purpose:
 - a) of all appointments of officers;
 - b) of the names of the Board members present at each meeting of the Board of Directors and of any committee of Board members;

- c) of all orders made by the Board of Directors and committees of Board of Directors;
- d) of all resolutions and proceedings of general meetings and of meetings of the Board of Directors and committees.

Any such minutes of any meetings of the Board of Directors or of any committee or of the Association purported to be signed by the Chairman of such meeting or of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

COMMON SEAL

- 36. The Board of Directors shall provide a common seal for the purpose of the Association and have power from time to time to destroy the same and substitute a new seal in lieu thereof and the seal for the time being of the Association shall be kept under such custody and control as the Association shall from time to time prescribe and in the absence of any prescription on that behalf shall be kept in the custody of the Secretary. The said common seal shall not be used except under and by virtue of a minute of the Board of Directors.
- 37. Any deed or document debenture or security which the Board of Directors may by any resolution determine on executing shall be under the Common Seal of the Association signed by two members of the Board of Directors and countersigned by the Secretary or by some other person duly authorised by the Association to countersign such deed or document debenture or security in place of the Secretary.

FINANCE AND ACCOUNTS

- 38. The general funds of the Association shall be under the control of the Board of Directors.
- 39. All funds of the Association shall be deposited in the first instance to the credit of the Association at such bank or banks as may be approved by the Board of Directors. All cheques shall be signed as may be directed from time to time by the Board of Directors. Banking accounts shall be kept in the name of the Association into which all monies received shall be paid. It shall be the duty of the honorary treasurer or the Secretary or other officer appointed by the Board of Directors to receive all donations or other payments and to pay them into the credit of the Association at the bank appointed.
- 40. Official receipts for subscriptions, donations or other payments to the Association shall be given by the honorary treasurer the Secretary or other officer of the Association duly authorised by the Board of Directors.
- 41. All funds or property of the Association not impressed with a trust for any particular purpose shall be available at the discretion of the Board of Directors for the purpose of the Association in any portion of the Association's sphere of operation and for subscribing to or otherwise aiding within the powers conferred by the Memorandum of Association some other organisation or organisations in the Commonwealth of Australia having objects similar to the objects of the Association.
- 42. The Board of Directors shall cause accounts to be kept as required by Clause 9 of the Memorandum of Association and shall cause proper accounts to be kept with respect to:
 - a) all sums of money received and expended by the Association and the matters in respect to which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Secretary and
 - c) the assets and liabilities of the Association.

43. The books of account shall be kept at the office or at such place or places as the Board of Directors think fit.
44. At the annual meeting to be held in the year One thousand nine hundred and sixty eight and at every subsequent annual meeting the Board of Directors shall lay before the Association a profit and loss or income and expenditure account and a balance sheet containing a summary of the property and liabilities of the Association made up to date no more than three months prior to the date of the meeting.
45. Every balance sheet and account of the Board of Directors when audited and approved by general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof and except as hereinafter provided.

Whenever any such error is discovered then within that period the accounts shall forthwith be corrected and thenceforth be conclusive provided that nothing in these articles shall give a conclusive effect to any matter involving or arising out of a breach of Clause 3 of the Memorandum of Association.

AUDIT

46. Once at least every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet be ascertained by one or more properly qualified Auditors or Auditor.
47. The Association shall at the first annual meeting of the Association appoint an Auditor or Auditors of the Association and such Auditor or Auditors shall hold office until the next annual general meeting of the Association.
48. The remuneration of the Auditors shall be fixed by the Association in general meeting.
49. The first Auditor or Auditors may be appointed by the Board of Directors and if so appointed shall hold office until the first annual meeting unless previously removed by resolution of the members in general meeting.
50. The Auditors shall at all times have access to the books and accounts of the Association and they may in relation thereto examine the Board members or other officers of the Association.
51. Subject to any special provisions herein contained a notice may be served by the Association upon any member either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to such member at his registered place of address.
52. Each member whose registered place of address is not in Australia may from time to time notify in writing to the Association an address in Australia which shall be deemed his registered place of address within the meaning of the last preceding Article.
53. Any notice sent by post shall be deemed to have been served on any member at the expiration of twenty one hours after the envelope or wrapper containing the same be posted.

AMENDMENT OF ARTICLES OF ASSOCIATION

The Articles of Association may be altered amended or added to by a special resolution passed by a majority of no less than three quarters of the members of the Association as

being entitled to vote in person at a general meeting of which no less than twenty one days notice specifying the intention to propose the resolution as a Special Resolution has been duly given provided always that no such addition alteration or amendment shall be made unless the same shall have been previously submitted to and approved by the Attorney-General of the State of Victoria.

**APPENDIX TO THE CONSTITUTION OF THE ASSOCIATION FOR
CHRISTIAN EDUCATION OF DANDENONG**

Over the years the Board has been approached a number of times regarding changes to the Constitution. The Board has also looked at clarifying a number of points in the Constitution and this has created the dilemma for the Board because the Article (page 10, last page regarding Amendment of Articles of the Association) which deals with changing the Constitution can be interpreted in two or more ways.

In November 1993, a motion was moved and seconded that a Solicitor be appointed to look at the articles and to give the Board an interpretation. The motion was lost on the grounds that if the brief were given to five different solicitors, the Board would, more than likely, receive five different interpretations. It was at this time that a new motion was moved and seconded that the Board could ascertain what the intent was. From these responses the Board has come to the conclusion that the Pioneers of our Association understood the Article to mean that:

If we, as an Association, wish to change the Constitution, we would need three quarters of the Full Members (75%) at a meeting. Of that 75%, half (50%) plus one (1) must vote in favour. An example is as follows: If the Association has 400 Full Members, 300 Members need to be in attendance at the meeting. Of these 300 Full Members, there would need to be 151 voting in favour of the change to the Constitution.