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# **THE BEEHIVE MONTESSORI SCHOOL INC.**

## **CONSTITUTION**

(Amended 2008)

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## 1. NAME

The name of the Body formed by this Constitution ~~will~~ be **The Beehive Montessori School Inc.**

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## 2. DEFINITIONS

(a) In these rules and in by-laws made hereunder:

"The Association" means ~~The~~ Beehive Montessori School Inc.

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~~"Annual Election"~~ means the election of Councillors subject to clause 8.2(c) at an Annual General Meeting or at a Special General Meeting designated by Council for that purpose provided that such election must take place at least once in every calendar year.

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"Casual ~~Vacancy~~" means a vacancy caused by the premature resignation ~~loss~~ or removal from office of a Councillor.

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~~"General Meeting"~~ means an Annual General Meeting or a Special General Meeting of the Association

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~~"General Business"~~ means business normally undertaken at meetings and Annual General Meetings including business relating to receiving the annual reports of the Chairman, Principal and Treasurer, election of members of the Council, appointment and remuneration of auditors, receiving of annual accounts and other business deemed General Business by the Chairman of the meeting whose decision will be final and binding.

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~~"Special Business"~~ means business relating to removal of members of the Council, amendments to this constitution and other business deemed Special Business by the Council whose decision will be final and binding.

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~~"The Council"~~ means the School Council, as constituted by clause 7

~~"Extra-ordinary Election"~~ means any election other than an election held pursuant to clause 8.

~~"The Teaching Staff"~~ includes the Principal, all teachers, teaching assistants and teachers' aides, whether full or part-time, unless the context indicates otherwise.

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(b) In these rules and in by-laws made hereunder, unless the context indicates otherwise/the masculine ~~will~~ include the feminine and vice versa.

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## 3. OBJECTS

The objects of the Association are:

(a) To establish and manage a ~~s~~chool in the Perth Metropolitan Area in the State of

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Western Australia to be known as THE BEEHIVE MONTESSORI SCHOOL (hereafter referred to as "the School").

- (b) To promote the education of young people in accordance with the educational methods created by Dr. Maria Montessori which aim at developing the self reliance and the personality of young people.
- (c) To observe the objects of the Association Montessori Internationale which include the propagation, maintenance and furthering of the rights of young people in society and spreading knowledge concerning the physical, intellectual, moral and social development of young people, at home as well as at school and in society,
- (d) To foster in the community interest in and understanding of Montessori principles and practice.

#### 4. POWERS

The Association ~~will~~ have, exercise and carry out all rights, powers, authorities and functions possessed by, vested in, or exercisable by an association incorporated under the Associations Incorporation Act 1895-1982 whether these are or ~~will~~ be implied by law or conferred by the same Act or any amendment thereto or any other statute or regulation **AND IN PARTICULAR** the Association ~~will~~ have full power and authority from time to time in its discretion to do, perform and carry out all or any of the acts, matters and things set out hereunder **PROVIDED THAT** the Association ~~must~~ at all times act within and pursuant to the objects and limitations set out in clause 3 hereof:

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- (a) To buy, sell, lease, rent, exchange or otherwise acquire or dispose of land or buildings;

- (b) To buy, sell, lease, ~~rent~~, exchange or otherwise acquire or dispose of any personal property whatsoever including:
  - (i) books, journals, films, paintings, prints, charts, diagrams or any other form of literature or graphic or visual representations;
  - (ii) artistic, scientific, ~~information technology~~ or electrical items or equipment;
  - (iii) equipment for the promotion of physical education;
  - (iv) furniture and any other item or equipment for use in or about a school, home, office, garden, recreation ground or playground;
  - (v) means of conveying persons or things from place to place.

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- (c) To publish books, journals, pamphlets, reports or any other written or graphic matter.

- (d) To maintain any real or personal property owned by in the possession of or under the control of the Association or the officers or servants thereof.

- (e) To acquire and dispose of any rights and privileges attaching to any real or personal property.

- (f) To erect, improve, repair, pull down or rebuild any building or other structure.

- (g) To sell, exchange, mortgage, lease, hire, dispose of, turn to account or otherwise deal with all or any part of the real or personal property of the Association.

- (h) To borrow, raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal (present or future) of the Association and to redeem or pay off any

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- existing or future security.
- (i) To invest and deal with the monies of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined by the Association.
  - (j) To assist, co-operate with, make donations to, enter into reciprocal arrangements with, or become a member of, any body or association whose objects are similar to those of the Association or of any body or association which may assist the Association in the promotion or fulfilment of its objects.
  - (k) To appoint and employ officers and employees and to dismiss or suspend any officer or employee.
  - (l) To charge and to receive fees for courses and services provided by or organized through the Association.
  - (m) To accept grants, donations, bequests or gifts of monies.
  - (n) To promote and hold courses of instruction.
  - (o) To co-operate with educational and or any research institution in educational, practical, experimental and investigational work.
  - (p) To administer and manage endowments and scholarships.
  - (q) To agree the wages, salaries or other emoluments of its employees and the remuneration of other persons rendering service to it.
  - (r) To raise, or to aid or contribute in the raising of, funds for the use and benefit, of the Association whether for endowment, building, embellishment, improvement, education, recreation or any other purpose considered advantageous to the Association.
  - (s) To undertake or execute any trusts which may be deemed desirable or conducive to the objects of the Association.
  - (t) To make, vary or repeal rules, regulations, standing orders or by-laws for the regulation, administration, control or management of the Association.
  - (u) To determine the considerations on which persons will be admitted or excluded as students PROVIDED THAT no child presently a pupil is to be expelled from further attendance except upon the prior written recommendation of the Pincipal of the School for the time being.
  - (v) To carry out all or any of the objects of the Association as set out in Clause 3 hereof.
  - (w) To do all such things as are incidental or conducive to the attainment of the objects of the Association.
  - (x) To exercise all of its powers and duties as set out herein through the School Council, which will have full power to delegate (whether formally or informally) its powers and duties to any person deemed suitable by it to carry out the said powers and duties.

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## 5. INCOME & PROPERTY

The income and property of the Association must be vested in the Association and must be applied solely for the promotion of its objects and no part thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise or by way of pecuniary profit to the members PROVIDED THAT remuneration may be paid in good faith to officers and employees of the Association or other persons or members of the Association in return for services actually rendered to the Association.

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## 6. MEMBERSHIP OF THE ASSOCIATION

(a) Subject to clause 10, membership of the Association will be open to all persons who are:

- (i) parents, legal guardians or other bona fide carers fulfilling the role of parents of children presently enrolled as pupils of the School
- (ii) teaching staff presently employed by the School
- (iii) non-teaching staff presently employed by the School
- (iv) current members of the Council or
- (v) otherwise accepted by the Council for the time being as eligible for membership of the Association subject to a limit of 15 such persons in any calendar year:

(b) In order to be a Member of the Association in a calendar year, such a person who qualifies under subclause (a) above must have applied in writing for membership for that calendar year and paid such annual membership dues as the Council may from time to time determine; save that the Council may determine not to charge annual membership dues, and may waive annual membership dues of any person;

(c) An application for membership of the Association as required in subclause (b) above will be deemed to have been made for a calendar year upon a person qualifying under subclause (a) above, attending a General Meeting or providing a written apology to a General Meeting for absence from that General Meeting in that calendar year.

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## 7. SCHOOL COUNCIL

(a) The business affairs and activities of the Association will be managed, conducted and controlled by a School Council consisting of at least five voting members constituted as follows:

- (i) The current Principal.
- (ii) Up to one member of the teaching staff in addition to the Principal, elected by the teaching staff in accordance with clause 8.1.
- (iii) Up to six members of the Association elected to represent members of the Association in accordance with clause 8.2.
- (iv) Up to one member nominated by the Principal subject to clause 8.3.
- (v) Up to three members nominated by the School Council subject to clause 8.3 PROVIDED THAT the membership of the School Council must at no time exceed 10 voting members.

(b) If the number of voting members of the Council falls below five, the Council may continue to function but the Honorary Secretary must within fourteen days give a maximum of 30 days notice of a General Meeting to hold an Annual or Extraordinary Election.

## 8. ELECTION AND TENURE OF OFFICE OF COUNCILLORS

### 8.1 Councillor elected by the teaching staff

- (a) This Councillor must be a member of the teaching staff and elected to office as a Councillor by the members of the teaching staff.
- (b) Election procedures will be as determined by the Principal, provided that such elections must take place at least once in every calendar year and not more than 15 months after the holding of the last preceding election.
- (c) Such Councillor will hold office for a period of 12 months, or until the next election if that is held later than 12 months after the last teaching staff annual election.
- (d) Casual vacancies may be filled by an election by the teaching staff conducted by the Principal, in which case the representative elected at such election will hold office until the next teaching staff annual election.
- (e) If at any time no teacher is available or willing to serve as a Councillor, then the vacancy so caused may be filled by a Councillor elected in terms of clause 8.2(a).

### 8.2 Councillors elected by the members of the Association

- (a) Such Councillors will be elected by the members of the Association by Annual or Extra-ordinary Elections, at a General Meeting.
- (b) Election procedures will be as from time to time determined by the Council.
- (c) Such Councillors will ordinarily hold office for a period of three years from the date of their election to Council. One third only of the Councillors elected under this provision must retire in any one year, so that a system of rotation of members will apply. Where in any year more than one third of such Councillors will have completed their three year term, those to retire will (unless they agree among themselves) be determined by ballot.
- (d) A retiring Councillor is eligible for re-election for another three year term.
- (e) Casual vacancies may be filled by an Annual or Extra-ordinary Election at a General Meeting, in which case the Councillor elected at such election will hold office until his predecessor or predecessors in office would have completed 3 years in office.

### 8.3 Nominated Councillors

- (a) Councillors to be appointed under clause 7(a)(v) may be appointed by nomination of at least 5 members of the School Council. Council will stipulate the term of the appointment at the time of the appointment.
- (b) The members of the Association may reverse the appointment of one or more Nominated Councillors, by resolution of the majority at any General Meeting;
- (c) One member of Council may be appointed by nomination of the Principal, subject to the procedures in clause 8.3(b). The Principal will stipulate the term of the appointment at the time of the appointment.

## 9. TERMINATION OF OFFICE OF COUNCILLORS

The office of a member of the Council must be vacated:

- (a) upon the termination of the period of office for which the Councillor was elected or appointed;
- (b) In the case of a Nominated Councillor appointed under clause 8.3, by a resolution of the Council

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shall retire from office no later  
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- (c) upon written resignation of the Councillor concerned;
- (d) if the Councillor is absent from meetings of the Council for more than three (3) months without the consent of the Council; or
- (e) if the Councillor be removed from office under Clause 14.

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## 10. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- A person ceases to be a member of the Association if
- (a) he/she resigns; or
  - (b) he/she being a member pursuant to clause 6 ceases to be eligible for membership under that clause; or
  - (c) he/she does not pay the annual membership dues, within 3 months of being informed that they are due and payable; or
  - (d) he or she is expelled from membership by the School Council under Clause 14.

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<#>to receive the annual reports of the Chairman, Principal and Treasurer; and¶  
<#>to conduct annual elections of members' representatives on the School Council;¶  
<#>to receive the balance sheet and appoint auditors; and¶  
to transact such other business as may be brought forward.

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## 11. OFFICERS OF THE COUNCIL

- The Council must each year at the first meeting of the Council after the Annual Elections elect from their number the following officers:
- (a) Chairman
  - (b) Honorary Secretary
  - (c) Honorary Treasurer

## 12. MEETINGS OF MEMBERS

- (a) The Annual General Meeting of the Association will be held each year at such time and place as the Council may determine, provided that no more than 15 months may elapse between one Annual General Meeting and the next, and no more than 4 months has elapsed since the end of the Association's previous financial year.
- (b) An Annual Election of members' representatives on the School Council will be held at least annually at a General Meeting.
- (c) At least 21 days' written notice of the time and place of any Annual General Meeting must be given by the Honorary Secretary to all members. Where any Special Business is to be conducted, at least 7 days' notice of the nature of that business must be given to members.
- (d) Any member wishing to bring forward any Special Business at the Annual General Meeting must give 14 days' notice in writing to the Honorary Secretary specifying the nature of the Special Business. At the sole discretion of the Chairman of a meeting of members, that meeting may transact General Business without such notice.
- (e) A Special General Meeting may be called at any time by direction of the Council, and must be called by the Honorary Secretary within 14 days after receipt of a requisition to that effect signed by at least 20 members of the Association specifying the business to be discussed at such a meeting. Notice of any such meeting specifying the matter to be discussed thereat must be sent to all members at least 7 days before the date of such meeting. No business is

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to be transacted at any Special General Meeting unless such notice has been given.

(f) A quorum for any General Meeting will be 15 members of the Association. Any meeting at which a quorum is not present may be adjourned by the members present to such day in any subsequent month as they may appoint

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### 13. MEETINGS OF THE COUNCIL

(a) The Council may meet together for the despatch of business at any time and may otherwise regulate its meetings as it deems fit, save that:

(i) At least 24 hours' notice must be given to each Councillor of any Council meeting, and in the case of Special Business notice must be given to each Councillor of the general nature of that business.

(ii) A quorum at any Council meeting will be half the voting members.

(b) Any meeting at which a quorum is not present may be adjourned by the Councillors present to such day in any subsequent month as they may appoint.

(c) The Council may at its sole discretion invite individuals to Council meetings to offer advice or to assist in any Council business or for any other reason. Such invitees will not have voting rights at Council meetings, and Council may withdraw such invitations at any time at its sole discretion.

### 14. REMOVAL OF A COUNCILLOR OR MEMBER

(a) No Councillor appointed under clause 7(a) (i), (ii) or (iii) may be removed from office or member expelled from membership except for good cause.

(b) No Councillor appointed under clause 7 (a) (i), (ii) or (iii) may be removed from office or member expelled from membership without a written or oral hearing being offered to such Councillor or member as the case may be.

(c) Any hearing referred to in sub-clause (b) must:

(i) take place only after at least 14 days' notice has been given by the Chairman or Secretary to the person concerned; and will

(ii) be conducted by at least two-thirds of the members for the time being of the School Council.

(d) The procedures to be followed at such a hearing will be at the discretion of the Council but must include, as a minimum:

(i) the right of the Councillor or member to have notice of any charges or complaints against him or her;

(ii) the right of the Councillor or member to legal representation in any case where the Association or the Council has independent legal representation attending the hearing.

(e) The decision to remove a Councillor or expel a member of the Association will be by simple majority of those present and entitled to vote (whether voting or not). Proxy votes will not be permitted, nor will the Chairman exercise a casting vote in the case of an equality of votes.

(f) Prior to making a decision to remove a Councillor or expel a member the Council may, in its discretion, seek the opinion of the members of the Association at a General Meeting at which the Councillor or member concerned must have a right to be heard.

(g) The decision to remove a Councillor or to expel a member will be final and not subject to appeal.

- (h) For avoidance of doubt, this clause 14 has no effect where clauses 9 (a), (b), (c) or (d) or 10 (a), (b), or (c) apply.

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## 15. ACCOUNTS

- (a) The Association must keep proper accounts of the income and expenditure of the Association and the financial statements and balance sheets must be presented at the Annual General Meeting each year.
- (b) The accounts and records relating to the Association must be available for inspection by authorised officials and agents of the Schools Commission as constituted under the Schools Commission Act 1973.

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## 16. AUDIT

Unless the Association otherwise determines;

- (a) There must be one or more auditors of the Association who must be appointed annually at the direction of the Annual General Meeting.
- (b) Once at least in every year the accounts of the Association must be examined and the correctness of the accounts ascertained by the auditor or auditors who must not later than fourteen (14) days before the Annual General Meeting in each year audit and report on all the accounts and books of the Association and must at any other time and when required by the Association audit and report on such accounts and books.
- (c) All the accounts and books of the Association must be open to inspection by the auditor or auditors at all reasonable times.

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## 17. COMMON SEAL

The School Principal is to be responsible for the custody of the Common Seal of the Association. It must not be affixed to any document except by authority of a resolution of the Council and the seal must be so affixed in the presence of two Council members who must each counter-sign every instrument to which the seal is so affixed.

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## 18. ALTERATION OF THE CONSTITUTION

- (a) This Constitution may be altered, added to or repealed at any General Meeting of the Association.
- (b) At least 14 days' written notice must be given by the Honorary Secretary of the proposed alteration, addition or repeal.
- (c) A resolution altering, adding to or repealing the Constitution must be passed by at least three-fourths of the members present and voting at such meeting.

## 19. INDEMNITY

The officers of the Association must from time to time and at all times be kept indemnified from and against all costs, charges, losses, damages and expenses

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which all or any of them may incur in any actions and proceedings in which all or any of them may be plaintiffs or defendants PROVIDED THAT such officer or officers acted by direction or with the approval of the Association. No member of the Association will be liable for the acts, receipts, deeds, neglects or defaults of any other member of the Association, but only for his or her own acts, receipts, deeds, neglects and defaults alone. Any person employed by the Association will for the purpose of this rule be deemed a member of the Association.

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## 20. INTERPRETATION

Should any question arise as to the interpretation of these rules or any of them such question will be decided by the Council whose decision will be final and binding and PROVIDED THAT the Council may by resolution refer the question to a Barrister or Solicitor of the Supreme Court of Western Australia for an opinion which opinion must be final and binding upon the Council.

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## 21. RULES AND RESOLUTIONS BINDING ON MEMBERS

All members must be bound by this Constitution and the rules and by-laws of the Council. All resolutions passed by the Association at a General Meeting will be binding on all members whether or not they be present or not at the meeting at which such resolution is passed.

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## 22. WINDING-UP

- (a) The Association must not be wound up or dissolved except by the consent of two-thirds of those present at a General Meeting of the Association called for that purpose and attended by at least one-third of the membership.
- (b) In the event of the Association not having functioned for a period of two years, dissolution will be compulsory. The last available list of members must be used to give effect to the provisions of this clause.
- (c) 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 must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.
- (d) Insofar as effect can not be given to the above provisions, the dissolution of the Association and distribution of its assets must be determined by a judge of the Supreme Court of Western Australia.
- (e) On completion of these actions, application must be made by the former Honorary Secretary or Chairman of the School Council to the Commissioner of Corporate Affairs for cancellation of registration as a Voluntary Association under the Associations Incorporation Act 1895 (W.A.).

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- (ii) whom the Council for the time being decides to admit to membership; and
- (b) who pay such annual membership dues as the

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School Council may from time to time determine; save that the Council shall have the right to waive the annual subscription of any member

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;  
Provided that at no time shall more than 25% of the total membership of the Association be comprised of persons who are not parents and/or legal guardians of children presently attending the School.

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and approved by the Association in accordance with

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One member nominated by the Principal and approved by the Association in accordance with clause 9.3.

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Such co-opted members as the Council for the time being may from time to time appoint

**PROVIDED** THAT the membership of the School Council shall at no time exceed 10 voting members. Voting members shall include all except members co-opted under clause 7(h).

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, except that Councillors elected to and holding office at the time of the  
adoption of this Constitution as representatives of the parents under the  
1976 Constitution shall retire from office no later than the 1986 AGM.  
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deemed to be obtained if no objection be lodged within 14 days of written notice being given to members of such nomination.

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approval of the members of the Association obtained in accordance with the

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Nominated Councillors shall ordinarily hold office for a period of one year but shall be eligible for re-appointment.

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, or co-opted

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