

LOXTON LUTHERAN SCHOOL INCORPORATED.
CONSTITUTION

CONSTITUTION
OF
LOXTON LUTHERAN SCHOOL
INCORPORATED

PASSED 29 OCTOBER 2017

LOXTON LUTHERAN SCHOOL INCORPORATED.

CONSTITUTION

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1. NAME

- 1.1 The name of the incorporated body constituted pursuant to this Constitution is Loxton Lutheran School Incorporated.

2. DEFINITIONS

- 2.1 In this constitution, unless the contrary intention, context or subject matter otherwise requires
 - 2.1.1 “the Church” or the “LCA” means: the Lutheran Church of Australia Incorporated;
 - 2.1.2 “the District” means: the Lutheran Church of Australia South Australia and Northern Territory District Incorporated;
 - 2.1.3 “LEA” means: Lutheran Education Australia Incorporated;
 - 2.1.4 “the LESNW” means: Lutheran Education South Australia, Northern Territory and Western Australia Incorporated;
 - 2.1.5 “Executive Director” means: the Executive Director of the LESNW;
 - 2.1.6 “the School” means: Loxton Lutheran School Incorporated;
 - 2.1.7 “the Parish “ means: Loxton Lutheran Parish Incorporated;
 - 2.1.8 “Supporting Congregations” means: the Supporting Congregations of the School specified in Rule 6.1;
 - 2.1.9 “the Council” means: the School Council provided for in this Constitution;
 - 2.1.10 “Member” means: any person entitled to vote at meetings of the School pursuant to the requirements of Rule 6.2;
 - 2.1.11 "Register of Members" means: the Register of the Members established and maintained by the Council pursuant to the conditions of Rule 6.3;
 - 2.1.12 “the Chairperson” means: the person from time to time being the Chairperson of the Council as elected according to these rules;
 - 2.1.13 “a Councillor” means: any person being a voting member of the Council referred to in this Constitution;
 - 2.1.14 “the Principal” means: the person from time to time appointed as Principal of the School;
 - 2.1.15 “the Pastor” means: a Pastor of the Church invited to assist the Principal and staff with the ministry program of the School;
 - 2.1.16 “the Business Manager” means: the person employed for the purposes of managing the business aspects of the School;
 - 2.1.17 “employee” means: any person employed by the School not on a casual basis;
 - 2.1.18 “parent” means: any legal guardian of children enrolled at the School;
 - 2.1.19 “the Act” means: the Associations Incorporation Act 1985 (SA) as amended from time to time and includes any re-enactment of that Act or any provisions substituted for, and all regulations and statutory instruments issued under, that Act;
 - 2.1.20 “the Commissioner” means: the Commissioner of the relevant State Authority authorised to approve alterations to these rules;
 - 2.1.21 “the Financial Year” means: the period from and including 1 January to 31 December or such other period of twelve (12) months as the Council determines from time to time;
 - 2.1.22 “consultant” means: a nonvoting invitee to any meeting of the Council at the specific request of the Council;
 - 2.1.23 “a council meeting” means: in addition to a formally constituted gathering of councillors, pursuant to these Rules, a process of decision making by means of such forms of written and verbal communication using technology available to all councillors having been previously agreed to by the majority of the councillors;
 - 2.1.24 words importing the singular number shall be deemed to include the plural number where appropriate;
 - 2.1.25 a reference to a rule is a reference to a rule of this Constitution;
 - 2.1.26 a reference to a general meeting is a reference to a general meeting of the School.

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3. CONFESSIONAL BASIS

- 3.1 The School holds to the Confession of the Church and declares that
 - 3.1.1 it accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole or in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm of all matters of faith, doctrine and life;
 - 3.1.2 it acknowledges and accepts as true expositions of the word of God and as its own confession all the Symbolic Books of the Evangelical Lutheran Church contained in the book of Concord of 1580, namely, the three Ecumenical Creeds: The Apostles' Creed, the Nicene Creed and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession, the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.
- 3.2 The School requires that all who teach in or administer the affairs of the School shall carry out their responsibilities and duties in conformity with this Confession.

4. AIMS

- 4.1 The School is an integral part of the ministry of the Supporting Congregation and is established to offer Christian education to all students of families from this Congregation as well as the wider community and to work in close collaboration with parents as they fulfil their God-given responsibilities.
- 4.2 The Aims of the School are to
 - 4.2.1 provide students with a comprehensive program of education that is conducive to the development of their talents and skills for responsible Christian living and service in their respective communities;
 - 4.2.2 encourage students to strive for excellence in learning according to individual ability;
 - 4.2.3 help students to value themselves as persons created in the image of God, redeemed by Christ, and made members of His body, the Church, and to express their new life in Christ in their relationship with God and others;
 - 4.2.4 include as a core part of the program, a Christian Studies curriculum which has been developed deliberately and consciously from the perspective of confessional Lutheranism;
 - 4.2.5 provide an alternative to a secularistic, humanistic philosophy and practice of education;
 - 4.2.6 promote the spiritual life of the school community through regular worship, study of the Scriptures, and pastoral care, whereby those who are part of that community may know God and his saving love in Jesus Christ, respond in faith, and grow to Christian maturity;
 - 4.2.7 encourage the students to give witness to their faith in Christ at school, at home, in their congregations and in the community;
 - 4.2.8 assist parents in fulfilling their God-given responsibilities to their children;
 - 4.2.9 assist the State in providing it with responsible citizens equipped to contribute positively to the community.

5. RELATIONSHIPS

- 5.1 The Church and District
 - 5.1.1 The School, as a Lutheran School of the Church and the District
 - 5.1.1.1 accepts the Constitution and By-laws of the Church and of the District;
 - 5.1.1.2 undertakes to participate in the work of the Church and of the District and to promote their Objects;
 - 5.1.1.3 agrees to submit to the Bishop of the District any amendments, alterations, additions, or repeals which it may make from time to time to this Constitution, pursuant to the conditions of Rule 28 for determination by the Church Council of the District that the amended Constitution remains in conformity with Article IV. Clause 1 of the Constitution of the Church and with any requirements of the District;
 - 5.1.1.4 The School as an agency for Lutheran education within the Church and District declares that all its activities and programs shall be consistent and in conformity with

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the Constitution of the Church and the District and that it will communicate and co-operate with the relevant Church and District education authorities, in the manner specified in Rules 5.2 and 5.3.

5.2 Lutheran Education Australia

- 5.2.1 The School, as a constituent of LEA and a School of the LCA, commits itself to support and uphold the policies of LCA and Board of LEA and in so doing will
 - 5.2.1.1 promote the advancement of Lutheran education as a mission and ministry agency of the LCA;
 - 5.2.1.2 assist LEA in the promotion of its objects;
 - 5.2.1.3 support and promote the office and function of the LEA Executive Director and, in doing so, support all Australian Lutheran schools in the promotion of national consistency and equity;
 - 5.2.1.4 provide LEA with information and reports as and when requested by the LCA and/or LEA; and
 - 5.2.1.5 comply with the requirements of the staffing policies of the LEA and the LCA.

5.3 Lutheran Education South Australia, Northern Territory and Western Australia

- 5.3.1 The School as a Member of the LESNW accepts that it is accountable to the LESNW, is prepared to operate under its supervision and guidance and in so doing will
 - 5.3.1.1 support and uphold the policies of the LESNW;
 - 5.3.1.2 assist the LESNW in the promotion of its objects;
 - 5.3.1.3 support and promote the office and function of the Executive Director; and
 - 5.3.1.4 co-operate with LESNW staff in general.
- 5.3.2 As a School in receipt of Government funding the School is prepared to
 - 5.3.2.1 act responsibly in respect to the use of such funding and be accountable to the LESNW for the use of any State and Federal Government financial assistance offered by such governments and accepted by the School;
 - 5.3.2.2 report to the LESNW in respect to proposed capital projects pursuant to the requirements of Rule 14.5;
 - 5.3.2.3 submit to the LESNW reports of the financial activities of the School as requested and required by the LESNW; and
 - 5.3.2.4 transfer to the LESNW surplus assets in the case of a winding up of the School pursuant to the requirements of Rule 30.
- 5.3.3 The School agrees to submit to the LESNW such information as is necessary for the compiling of records by the LESNW and/or for use in reporting to Government authorities.
- 5.3.4 The School agrees to comply with the requirements of the LESNW in respect to which areas of School governance/management are to be supported by the formation and operation of Standing Committees.
- 5.3.5 The Council agrees to work in close cooperation with the Executive Director in matters relating to any amendments, alterations, additions, or repeals of this Constitution and in so doing shall:
 - 5.3.5.1 inform the Executive Director when discussions about such alterations are first initiated by the Council;
 - 5.3.5.2 regularly inform the Executive Director about the progress relating to such matters; and
 - 5.3.5.3 submit the adopted revised constitution to the Executive Director for his endorsement prior to ratification by the District Church Council.

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5.4 Supporting Congregations

- 5.4.1 In addition to any requirements contained in these Rules to refer specific matters to the Members for their decision it is the intention of the School to
 - 5.4.1.1 work cooperatively with the Supporting Congregations in its program of mission and ministry through the Christian Studies program of the School and the associated activities;
 - 5.4.1.2 provide the Supporting Congregations with regular reports of the activities of the School;
 - 5.4.1.3 provide the Supporting Congregations with copies of annual reports;
 - 5.4.1.4 provide the Supporting Congregations with progress reports on pending major capital projects pursuant to the requirements of Rule 14.4;
 - 5.4.1.5 invite members of the Supporting Congregations to School related functions and activities.

- 5.4.2 The School agrees to submit the final list of recommended nominees to the Parish Council for endorsement as councillors in accordance with the requirements of Rule 8.6.

5.5 Other Schools of the LESNW

- 5.5.1 The School agrees to cooperate with other Schools/Colleges of the District by
 - 5.5.1.1 supporting and attending regular meetings /conferences organised by the LESNW ;
 - 5.5.1.2 sharing information of a generic nature;
 - 5.5.1.3 sharing human resources in areas connected with governance, management, administration and curriculum under the guidance and direction of the LESNW.

5.6 Governments

- 5.6.1 The School as an educational organisation within the State of South Australia shall satisfy the legislative requirements of the State and Federal Governments in so far as they are not contrary to the Confessional Basis and the religious principles of the Church.
- 5.6.2 The School shall be accountable to the State and Federal Governments for the use of any financial assistance offered by them and accepted by the School.

5.7 Other Organisations

- 5.7.1 In addition to the requirements of Rule 8.17 the School may co-operate with other organisations and institutions whose aims and purposes are similar to those of the School provided nothing in this Constitution is compromised by so doing.

6. MEMBERSHIP

6.1 Supporting Congregations

- 6.1.1 The Supporting Congregations of the School shall be the member congregations of Loxton Lutheran Parish Incorporated being
 - 6.1.1.1 St Peter's Evangelical Lutheran Church Incorporated Loxton;
 - 6.1.1.2 Concordia Lutheran Church Loxton;
 - 6.1.1.3 Pilgrims of Zion Lutheran Church Bookpurnong;
 - 6.1.1.4 St John's Lutheran Church Taplan;
 - 6.1.1.5 St John's Lutheran Church Myrta;
 - 6.1.1.6 Fountain of Living Waters Lutheran Church Meribah.

- 6.1.2 The Supporting Congregations shall be invited to
 - 6.1.2.1 accept this Constitution;
 - 6.1.2.2 regard the School as an integral part of their ministry and educational program;
 - 6.1.2.3 participate in functions and activities which are provided by the School to promote its ministry and educational program.

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6.2 Determination of Members

- 6.2.1 A minimum of eleven members of the Parish, as determined by Parish Council and the voting members of the School Council shall be the Members of the School.

6.3 Register of Members

- 6.3.1 The Council shall maintain an up to date Register of Members of the School which shall list

- 6.3.1.1 the names and residential or postal addresses of each Member;
6.3.1.2 the names of the persons who hold the offices of the School and Council; and
6.3.1.3 the names of the persons authorised to use the Common Seal of the School.

- 6.3.2 The Register referred to in this Rule is to be retained in the Office of the School.

6.4 Resignation of Members

- 6.4.1 A Member may, by giving notice in writing to the Chairperson, resign from the Membership of the School.

- 6.4.2 Any vacancy in Membership shall be filled by

- 6.4.2.1 the School Council pursuant to the requirements of Rule 8.13 where such resignation affects the composition of the Council; or
6.4.2.2 the Parish Council where the resignation affects the composition of the Parish Council.

6.5 Subscription

- 6.5.1 There shall be no subscriptions payable by Members.

6.6 Rights / Liabilities of Members

- 6.6.1 Membership of the School does not confer on a Member any right, title or interest in any real or personal property of the School.

- 6.6.2 A Member shall not be liable to contribute towards

- 6.6.2.1 the payment of the debts or liabilities of the School; or,
6.6.2.2 the costs, charges and expenses of any amalgamation, compromise with creditors, administration, liquidation, dissolution, deregistration or winding up of the School.

- 6.6.3 No Member shall be personally liable in respect of any transaction, act or omission of the Council entered into, done or made in good faith.

6.7 Access to Information

- 6.7.1 Any Member may request to inspect or make a copy of the following documents provided such documents are not removed from the office where they are located for the purpose of inspecting or copying

- 6.7.1.1 these Rules;
6.7.1.2 minutes of general meetings;
6.7.1.3 annual reports and annual financial reports.

7. POWERS

- 7.1 The School shall have all the powers of a natural person, as conferred by Section 25 of the Act which, subject to this Constitution shall be exercisable by the Council, except in those matters that the Act or this Constitution requires the School to determine through a general meeting of Members. These powers shall include, without limitation, power to

- 7.1.1 acquire, hold, deal with and dispose of any real or personal property;
7.1.2 administer any property on trust;
7.1.3 open and operate bank accounts;
7.1.4 invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested, or
7.1.5 in any other manner approved by the Council;
7.1.6 borrow money upon such terms and conditions as the School shall think fit;
7.1.7 give such security for the discharge of liabilities incurred by the School as the Council shall think fit;

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- 7.1.8 appoint agents to transact any business of the School on its behalf;
- 7.1.9 enter into any other contract, arrangement or understanding it considers necessary or desirable.

8. THE COUNCIL

- 8.1 The control and governance of the School including the management and control of funds and other property of the School shall be vested in a Committee known as the Council.
- 8.2 The voting membership of the Council shall comprise
 - 8.2.1 ten councillors , of whom
 - 8.2.1.1 six (6) shall be voting members of supporting congregations;
 - 8.2.1.2 one (1) shall be a voting member of a congregation of the Church which may not necessarily be a supporting congregation;
 - 8.2.1.3 two (2) shall be additional persons who may be Christians from a denomination other than Lutheran;
 - 8.2.1.4 one (1) shall be a Pastor from a supporting congregation.
 - 8.2.2 The non-voting, ex-officio, representatives of the School who shall have the right to attend meetings of the Council are
 - 8.2.2.1 the Principal;
 - 8.2.2.2 the Business Manager;
 - 8.2.2.3 a staff representative nominated by the School staff.
 - 8.2.3 The Council may invite such other consultants as it deems appropriate from time to time to meetings of the Council.
- 8.3 The Council shall develop a process by which nominations for the position of councillor shall be administered.
- 8.4 Having received nominations of prospective councillors to fill annual vacancies on the Council for the ensuing twelve (12) month period the Council shall determine a final list of nominations based on a set of pre-determined criteria developed and reviewed regularly by the Council which reflects the governance needs of the School and ensures its effective operation.
- 8.5 Each prospective Councillor included on the list of nominations will receive, prior to the elections taking place, a statement to inform such candidates of, among other things the rights, liabilities, accountabilities and responsibilities associated with accepting such a position.
- 8.6 The election of councillors pursuant to
 - 8.6.1 Rule 8.2.1.1, Rule 8.2.1.2 and Rule 8.2.1.3 shall be conducted by the Voting Members received the nominations at least fourteen (14) days prior to a scheduled meeting for that purpose.
 - 8.6.4 Rule 8.2.1.4 shall be decided by the Pastors of the Parish.
- 8.7 Each newly elected Council shall commence office on January 1 of the Calendar Year following its election.
- 8.8 No employee of the School shall be a Councillor.
- 8.9 Spouses, parents, children or siblings of school employees shall not normally be eligible for election to the Council.

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- 8.10 Councillors shall hold office for a two (2) year term with half or as near to half as possible retiring annually. Retiring Councillors may stand for re-election without nomination provided they meet the eligibility criteria contained in these Rules.
- 8.11 The Council, at its first meeting after the appointment of the new Council in each calendar year, shall elect, from its membership, the Chairperson who shall be Lutheran and Vice Chairperson. These officers, so elected, shall also be the Chairperson and Vice Chairperson of the School.
- 8.12 The Council shall appoint, from its membership, a minute secretary to record minutes of all meetings.
- 8.13 The Council shall fill any casual vacancies in its voting membership for the unexpired term of the vacancy.
- 8.14 A councillor will cease to be a councillor if that councillor
- 8.14.1 is disqualified under the Act;
 - 8.14.2 is an undischarged bankrupt;
 - 8.14.3 is permanently incapacitated by ill health;
 - 8.14.4 is absent from three (3) Council meetings in any consecutive twelve (12) month period without the knowledge or consent of the Council;
 - 8.14.5 resigns from this office in writing to the Council;
 - 8.14.6 wilfully acts in a manner, outside of Council meetings, so as to deliberately undermine
 - 8.14.6.1 the management role of the Principal; or
 - 8.14.6.2 decisions of the Council.
- 8.15 A Councillor who has any direct or indirect pecuniary interest in any contract or proposed contract with the School shall, as soon as that Councillor becomes aware of that interest make full disclosure as to the nature and extent of the interest in the contract to the Council, and shall not take part in any decision or deliberations with respect to that contract.
- 8.16 Councillors shall at all times in their course of their duties
- 8.16.1 act honestly;
 - 8.16.2 act with reasonable care and diligence;
 - 8.16.3 not make improper use of information acquired by virtue of being a councillor so as to gain, directly or indirectly, any financial or other advantage or benefit for himself or any other person, or so as to cause detriment to the School.
- 8.17 The Council may co-operate or affiliate with other bodies, always provided that the Confessional Basis and Aims of the School are upheld.
- 8.18 The authority of the Council is limited to formally constituted meetings of the Council including by means pursuant to Rule 2.1.23.
- 8.19 Councillors shall
- 8.19.1 accept and abide by the Rules of this Constitution;
 - 8.19.2 regard the School as an integral part of the Church's education program and ministry;
 - 8.19.3 sign a current copy of the Constitution at the first Council meeting after their initial election to the Council and each subsequent approved revision of these Rules to endorse that they are prepared to be bound by the requirements of Rule 8.19.1
 - 8.19.4 receive in-service prior to their first Council meeting, to inform them of the rights, liabilities, accountabilities and responsibilities associated with their position on Council.

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9. MEETINGS OF MEMBERS

9.1 Annual General Meeting

9.1.1 The Annual General Meeting of the School shall be held on or before May 30 each year.

9.1.2 The Council shall determine the date, time and place of such meeting.

9.1.3 The following business shall be transacted:

9.1.3.1 the presentation and receipt of the Annual Report of the Council;

9.1.3.2 the presentation and receipt of the Annual Report of the Principal;

9.1.3.3 the presentation and adoption of the audited financial reports on the financial affairs of the School for the previous Financial Year;

9.1.3.4 any other business presented by the Council or allowed by the Chairperson.

9.2 Extraordinary General Meetings

9.2.1 Extraordinary general meetings of the School may be called

9.2.1.1 at the request of the Council;

9.2.1.2 at the written request of at least three (3) Members.

9.2.2 Extraordinary meetings shall be held within one (1) calendar month of receipt of the request by the Chairperson.

9.2.3 Any request for an extraordinary meeting made pursuant to Rule 9.2.1.2 shall state the object of the meeting and shall be signed by the requesting Members.

9.2.4 The request shall be delivered to the Chairperson or if the Chairperson is unavailable, to the office of the School.

9.2.5 The Chairperson in giving notice of such meeting must specify the business to be transacted and no other business may be transacted at that particular meeting.

9.3 Notice of Meetings

9.3.1 Notice of the Annual General Meeting shall be given to all Members at least twenty eight (28) days prior to the date scheduled for the meeting. Such notice shall either be given at a previous general meeting or in writing to the Members.

9.3.2 Notice of an extraordinary general meeting shall be given to all Members at least fourteen (14) days prior to the date scheduled for the meeting. Such notice shall be given in writing.

9.3.3 The accidental omission to give any Member notice advising of a meeting shall not invalidate any proceedings of such meeting.

9.4 Voting at Meetings

9.4.1 Every Member in attendance at any general meeting shall be entitled to one (1) vote.

9.4.2 The Chairperson of a general meeting shall have a deliberative vote only. In the event of an equal vote of Members the motion shall be lost.

9.4.3 Subject to these Rules, a question for decision at a general meeting, other than a Special Resolution, shall be determined by a two thirds majority vote of Members in attendance at that meeting.

9.4.4 Unless a secret ballot is demanded by at least three (3) Members, a question for decision at a general meeting shall be determined by a show of hands.

9.4.5 A decision made at any general meeting shall be binding on all Members whether present or absent, or refraining from voting, provided that the required quorum was present and that due notice of the meeting had been given.

9.4.6 A proxy vote at any general meeting shall be permitted, provided the proxy is prior named on the register of Voting Members pursuant to clause 6.3 and the Chairperson is informed at the commencement of the general meeting.

9.5 Quorum at Meetings

9.5.1 The quorum required for the transaction of business at any general meeting, unless otherwise prescribed in this Constitution shall be three quarters (75%) of the Members.

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- 9.5.2 In the event of there not being a quorum within thirty (30) minutes of the appointed starting time of such a meeting the meeting shall lapse and stand adjourned to the same time on the same day in the following week and at the same venue.
- 9.5.3 If within thirty (30) minutes of the appointed starting time of the re-convened meeting a quorum is not present the Members who are present shall constitute a quorum for the purposes of conducting the meeting. At such reconvened meeting there must not be transacted any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

9.6 Minutes of Meetings

- 9.6.1 The Chairperson shall cause to be kept and recorded minutes of all resolutions and proceedings of any general meeting and shall cause such minutes to be signed by the Chairperson of the meeting or the succeeding meeting.
- 9.6.2 Minutes of all meetings shall be retained at the premises of the School.

9.7 Secret Ballot at Meetings

- 9.7.1 If a secret ballot is demanded by at least three (3) Members, it must be conducted in a manner specified by the person presiding at the meeting and the result of the secret ballot is the resolution of the meeting on that question.
- 9.7.2 A secret ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting.

9.8 Special and Ordinary Resolutions

- 9.8.1 A Special Resolution is a resolution passed at a duly convened general meeting of the Members where
 - 9.8.1.1 at least twenty one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members; and
 - 9.8.1.2 it is passed at a meeting referred to in this Rule by a majority of not less than three quarters of such Members present and entitled to vote.
- 9.8.2 An ordinary resolution is a resolution passed by a two thirds majority vote of Members at a general meeting.

9.9 Agenda Items

- 9.9.1 Items and recommendations may be placed on the agenda of a general meeting, other than an extra-ordinary meeting, prior to its distribution by
 - 9.9.1.1 any Member with the consent of the Chairperson;
 - 9.9.1.2 any Supporting Congregation provided such recommendation is presented to the Chairperson in writing and signed by the presiding officer of the Supporting Congregation;
 - 9.9.1.3 the Council;
 - 9.9.1.4 the Parish Council; and
 - 9.9.1.4 the Principal.
- 9.9.2 In the case of an extraordinary meeting only the specific business, as advertised by the Chairperson, for which such meeting was called may be transacted at that particular meeting.
- 9.9.3 Agendas for all general meetings shall be made available to the Members at least fourteen (14) days prior to any such meeting.

10. MEETINGS OF THE COUNCIL

10.1 Regular Meetings

- 10.1.1 The Council shall generally meet monthly on a regular day and at a set time agreed to by the Councillors.
- 10.1.2 The Council may, by majority approval of the Councillors at a duly convened meeting, vary the date and time of any future meeting of the Council.

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10.2 Extraordinary Meetings

10.2.1 Extraordinary meetings of the Council may be called

10.2.1.1 at the request of the Chairperson; or

10.2.1.2 at the written request of three (3) Councillors.

10.2.2 Extraordinary meetings shall be held within seven (7) days of receipt of the request by the Chairperson.

10.2.3 Any request for an extraordinary meeting made pursuant to Rule 10.2.1.2 shall state the object of the meeting and shall be signed by the requesting Councillors.

10.2.4 The request shall be delivered to the Chairperson and if the Chairperson is unavailable the office of the School.

10.2.5 The Chairperson in giving notice of such meeting must specify the business to be transacted and no other business may be transacted at that particular meeting.

10.3 Voting at Meetings

10.3.1 Every Councillor in attendance at any meeting of the Council shall be entitled to one (1) vote.

10.3.2 The Chairperson shall have a deliberative vote only.

10.3.3 Matters requiring a decision at any meeting of the Council shall be determined by a majority vote of the Councillors present. In the case of an equality of votes the motion shall be lost.

10.3.4 The Chairperson shall ordinarily decide the manner of voting at Council meetings, whether by show of hands or by ballot. The Council, however, may itself decide, by resolution, the manner of voting to be adopted.

10.3.5 A decision made at any meeting of the Council shall be binding upon all Councillors whether present or absent, or refraining from voting, provided that the required quorum was present and that due notice of the meeting had been given.

10.3.6 There shall be no voting by proxy at any meeting of the Council.

10.4 Quorum at Meetings

10.4.1 The quorum required for the transaction of business at any Council meeting shall be a simple majority of the elected Councillors.

10.4.2 In the event of there not being a quorum within thirty (30) minutes of the appointed starting time of any Council meeting the meeting shall lapse and stand adjourned to the same time on the same day in the following week and at the same venue.

10.4.3 If within thirty (30) minutes of the appointed starting time of the re-convened meeting a quorum is not present the Councillors present shall constitute a quorum for the purposes of conducting the meeting. At such reconvened meeting there must not be transacted any business other than business left unfinished or on the agenda at the time when the Council meeting was adjourned.

10.5 Minutes of Meetings

10.5.1 The Chairperson shall cause to be kept and recorded minutes of all resolutions and proceedings of any meeting of the Council and shall cause such minutes to be signed by the Chairperson of the meeting or the succeeding meeting.

10.5.2 Minutes of all meetings of the Council shall be retained at the premises of the School.

10.6 Agenda Items

10.6.1 Items may be placed on the agenda of any Council meeting, prior to the distribution of the agenda by

10.6.1.1 the Chairperson;

10.6.1.2 the Principal;

10.6.1.3 any councillor with the consent of the Chairperson.

10.6.2 The agenda for any meeting of the Council shall be distributed to all councillors at least three (3) days prior to the date set for the meeting.

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10.6.3 The accidental omission to give any councillor notice advising of a meeting shall not invalidate any proceedings of the Council meeting.

10.7 Removal of a Councillor

10.7.1 The Council, at an extra-ordinary meeting of the Council called for this purpose, may as a special resolution resolve to remove a councillor from the Council before a councillor's term of office ends if

10.7.1.1 a councillor refuses to comply with any requirement of this Constitution relating to any action of that Councillor which would impose upon the Councillor concerned automatic disqualification as a Councillor; or

10.7.1.2 a councillor is considered to be guilty by a majority of the Council of any action(s) not referred to in this Constitution or the Act but which would otherwise in the opinion of the Council have serious derogatory consequences for the operation of the School in general and/or the Council in particular.

10.7.2 At any such extra-ordinary meeting referred to in Rule 10.7.1 the Councillor who is the subject of the proposed removal as a councillor must be given the opportunity to

10.7.2.1 present to the Council any verbal or written evidence he wishes relating to the matter for which the meeting was called; and

10.7.2.2 be allowed to be supported by the presence of a person to attest to his evidence prior to a vote of the Council being taken on the matter.

10.7.3 At the conclusion of the presentation of any evidence tendered a vote of the Council shall be taken by secret ballot but the Councillor who is the subject of the proposal to remove him from the membership of the Council is not entitled to vote.

10.7.4 Should the Councillor be removed from the membership of the Council as a consequence of the resolution referred to in Rules 10.7.1.1 and 10.7.1.2 being passed by a vote in favour of his removal of at least seventy five percent of the Councillors present the Councillor so removed shall within seven (7) days of the decision of the Council, have the right to request in writing to the Chairperson, that the Dispute Resolution procedures prescribed in Rule 29 be initiated to further investigate the matter.

10.7.5 Upon the receipt of any such request referred to in Rule 10.7.4 the Chairperson shall within seven (7) days initiate such Dispute Resolution procedures.

10.7.6 If as part of the Dispute Resolution procedures the matter goes to arbitration and the ruling upholds the decision of the Council to terminate the tenure of the Councillor in question the original ruling of the Council shall stand.

10.7.7 If, however, at the conclusion of such arbitration the ruling is in favour of the Councillor challenging the decision of the Council such Councillor shall be automatically reinstated as a Councillor.

10.7.8 If a vacancy arises through removal of a councillor as a consequence of a decision made under this Rule 10.7 an election must be held to fill the vacancy.

11. DUTIES OF THE COUNCIL

11.1 The duties of the Council shall include but not be limited to

11.1.1 the appointment of the Public Officer and collectively be the holders of the Seal;

11.1.2 the governance of the School within the guidelines laid down in this Constitution;

11.1.3 the appointment of the Principal according to the guidelines of the Church, and LEA;

11.1.4 providing ongoing support of the Principal as Chief Executive Officer, administrator and senior professional educator in the School;

11.1.5 the appointment of the Business Manager pursuant to the conditions of Rule 25.1;

11.1.6 conducting its meetings according to the procedures laid down by this Constitution;

11.1.7 equipping itself to better carry out its duties by participating in professional development;

11.1.8 annual self-appraisal, professional development and succession planning of the Council's operation and its membership;

11.1.9 ensuring planning is strategic and is linked to the School's vision and mission;

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- 11.1.10 receiving regular reports from the Principal and Business Manager and such other committees, sub-committees and auxiliary bodies as are from time to time requested;
- 11.1.11 the appointment of an independent, qualified auditor in compliance with the requirements of the Act.

12. INDEMNITY

- 12.1 Any Councillors, the Secretary and any other officers or employees of the School shall be indemnified out of the assets of the School against any liability incurred in defending any proceedings whether civil or criminal brought by reason of their actions in relation to or connected with the School in which judgment is given in their favour or in which they are acquitted or in which relief is granted by the Court in respect of any negligence, default, breach of duty or breach of trust and the School may enter into such contracts of insurance in respect of such liability as are permitted by law.

13. NOT FOR PROFIT

- 13.1 The School is a non-profit organization and as such, no Member is to obtain a profit or benefit from the operation of the School.
- 13.2 The income and property of the School from whatever source shall be applied solely towards the promotion of the aims of the School as set forth in this Constitution.
- 13.3 No portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise by way of profit to the Members of the School provided that nothing in this Constitution shall prevent the payment in good faith of
 - 13.3.1 reasonable and proper remuneration to any officers or employees of the School or to any Member of the School in return for any services actually rendered to the School or for goods supplied in the ordinary and usual way of business;
 - 13.3.2 interest at a rate not exceeding the rate for the time being fixed for the purpose of this Rule 13 by the Council on any money borrowed from any Member;
 - 13.3.3 reasonable and proper rent for premises demised or let by any Member.
- 13.4 No Member shall be appointed to any salaried office of the School or any office of the School paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the School to any Member except for repayment of out-of-pocket expenses and payments for the purposes referred to in Rule 13.3.
- 13.5 The Council shall approve all payments the School makes to councillors or organizations in which the councillor(s) may have a pecuniary interest.

14. FINANCE

- 14.1 In addition to any financial requirements of the School specified in these Rules the Council shall have general oversight of the financial operations of the School working cooperatively with the Principal, Business Manager and the LESNW to ensure the School complies with LESNW policy and Government legislation.
- 14.2 Funding from Governments, individuals, organisations and other bodies by way of grants, fees, donations, loans or gifts may be accepted by the School provided that the conditions of acceptance do not conflict with the Confessional Basis of the School and the religious principles of the Church.
- 14.3 A budget and a schedule of fees payable for tuition provided by the School shall be approved annually by the Council.

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14.4 As a matter of courtesy the Council shall inform the Supporting Congregations of details relating to any proposed capital project(s) for which a loan is required to service the debt.

14.5 The approval of the LESNW shall be required in relation to any capital projects undertaken by the Council pursuant to Rule 14.4 with respect to

14.5.1 the borrowing of money by the School from the Lutheran Laypeople's League to service the debt so incurred;

14.5.2 the lodging of an application by the School for a government grant to assist with meeting the cost of the project(s).

14.6 All major fund raising activities held in the name of the School shall be conducted only with the approval of the Council.

14.7 The School shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the School and shall ensure that the financial records are kept in such a way as will enable

14.7.1 the preparation from time to time of accounts and reports that present fairly the financial position of the School; and

14.7.2 the accounting records to be conveniently and properly audited in accordance with the requirements of the Act.

14.8 The accounting records of the School shall be

14.8.1 under the jurisdiction of the Business Manager; and

14.8.2 retained at the premises of the School.

15. PUBLIC OFFICER

15.1 The Public Officer shall be appointed and hold office during the pleasure of the Council pursuant to the conditions of Section 56 of the Act.

15.2 The Public Officer

15.2.1 must ensure that all requirements regarding the filing of School documents with the Commissioner of the appropriate state authority are complied with under the requirements of the Act;

15.2.2 must retain a current copy of the Constitution of the School; and

15.2.3 shall be ineligible for the position of Auditor of the School.

16. SEAL HOLDERS

16.1 The elected Councillors shall be the Seal Holders of the School.

16.2 The seal shall be affixed only by the authority of a resolution of the Council and two (2) Seal Holders shall sign every document to which the Seal is affixed.

16.3 The Principal shall be the custodian of the Seal.

17. DUTIES OF OFFICERS

17.1 The Chairperson shall

17.1.1 preside at all meetings of the School and of the Council;

17.1.2 maintain liaison on behalf of the Council with the Principal, and so assist in carrying out the Aims of the School;

17.1.3 ensure that an agenda is prepared for all meetings of the School and of the Council.

17.2 The Vice Chairperson shall

17.2.1 serve as the Chairperson when the Chairperson is unable to act, or when requested to do so by the Chairperson;

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- 17.2.2 assist the Chairperson in his duties, and carry out duties specifically assigned; and
- 17.2.3 act as Chairperson when the office of Chairperson is vacant.

17.3 The Minute Secretary shall

- 17.3.1 keep accurate records of proceedings of all meetings of the School and of the Council.

18. STANDING COMMITTEES

18.1 The School at the direction of the LESNW shall constitute the following Standing Committees

- 18.1.1 the Finance Committee;
- 18.1.2 the Ministry and Mission Committee.

18.2 Additional Standing Committees may be constituted by the Council as are considered desirable or necessary for the effective operation of the School. Such additional Standing Committees may be constituted or disbanded at the Council's discretion without consultation with, or the approval of, the LESNW.

18.3 The Council shall determine the composition of each Standing Committee and annually appoint the members, including the convenor for each such committee.

18.4 The Council shall approve the terms of reference for each Standing Committee which shall include a requirement to

- 18.4.1 submit reports/recommendations to the Council for its consideration as requested by the Council;
- 18.4.2 fulfil its duties within the context of the aims, purposes and ethos of the School.

18.5 The Council shall fill casual vacancies in the membership of any Standing Committee for the term of the vacancy.

18.6 Standing Committees are at all times responsible to the Council in the pursuit of their duties.

19. SUB-COMMITTEES

19.1 The Council may appoint sub-committees from time to time which may include persons who are not councillors to perform a specified task.

19.2 When appointing a sub-committee the Council shall appoint a convenor and provide specific terms of reference for its operation.

19.3 A sub-committee shall at all times be responsible to the Council and submit any reports and/or recommendations to the Council for its consideration as required by the Council.

19.4 Vacancies on any sub-committee shall be filled by the sub-committee with the approval of the Council.

19.5 On satisfactory completion of the task assigned, or at any other time the Council deems necessary, any sub-committee shall be dissolved.

20. AUXILIARY BODIES

20.1 An auxiliary body is a body specifically constituted to involve the parents and other School-related communities and may be formed for the welfare of the School.

20.2 An auxiliary body may exist only by the consent of the Council.

20.3 The constitution of an auxiliary body must be approved by the Council.

20.4 Any auxiliary so formed under the conditions of this Rule shall be accountable to the Council for its operation in the manner specified in the constitution of such auxiliary.

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21. EMPLOYMENT OF STAFF

- 21.1 The Principal shall appoint such teaching, administration and support staff as may be necessary or desirable to carry out the Aims of the School based on staffing guidelines ratified by the Council.
- 21.2 The terms of employment of all staff shall include a requirement to support the ethos and Confessional Basis of the School.
- 21.3 Any action to suspend, dismiss or terminate any member of staff or to terminate their period of service shall be taken in accordance with the current policies and procedures of the Church. In all such cases the provisions of the relevant industrial award shall apply.
- 21.4 The minimum conditions of employment shall be those that apply in the relevant industrial award.

22. THE PRINCIPAL

- 22.1 The management of the School, between meetings of the Council, shall be delegated to the Principal, absolutely.
- 22.2 The Principal shall
 - 22.2.1 be the Spiritual Leader of the School;
 - 22.2.2 ordinarily be an accredited teacher of the Church;
 - 22.2.3 be a practising member of the Church;
 - 22.2.4 uphold the teachings of the Church and model the Christian lifestyle;
 - 22.2.5 have a commitment to the principles of Lutheran education; and
 - 22.2.6 have completed or undertake to complete within an agreed period of time the necessary theological studies as prescribed by the Church in its Staffing Policy.

23. TEACHING STAFF

- 23.1 Teaching Staff shall
 - 23.1.1 be active members of the Church but if appropriate staff are not available be active Christians in other denominations or persons prepared to uphold the Christian faith and support the aims and ethos of the School;
 - 23.1.2 uphold the teachings of the Church and model the Christian lifestyle;
 - 23.1.3 have a commitment to the principles of Lutheran education;
 - 23.1.4 be registered teachers within the State of South Australia;
 - 23.1.5 be accredited or provisionally accredited according to the policy and procedures laid down by the Church or may be non-accredited where an accredited or provisionally-accredited person is not available; and
 - 23.1.6 complete the necessary theological studies as prescribed by the Church in its staffing policy.
- 23.2 Teaching Staff shall carry out their duties according to the terms stated in the appointment documents or as otherwise negotiated with the Principal from time to time.

24. ADMINISTRATION AND SUPPORT STAFF

- 24.1 Administration and support staff shall preferably be Lutheran but if suitable Lutheran staff is not available for such positions they shall be persons who are prepared to uphold the Christian faith and support the ethos of the School.
- 24.2 Administration and Support Staff shall carry out their duties according to the terms of their employment, under the direction of the Principal, and perform such other duties as negotiated with the Principal from time to time.

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25. THE BUSINESS MANAGER

- 25.1 The Business Manager shall be appointed by the Principal in conjunction with the Council and shall be responsible to the Principal in the fulfilment of the duties prescribed in the relevant Letter of Appointment.

26. THE PASTOR

- 26.1 The Principal and the Pastor shall together determine the role of the pastor in assisting the Principal and staff with the pastoral support program of the School.

27. THE STUDENTS

- 27.1 The enrolment of students shall be in accordance with the procedures and priorities of the enrolment policy as determined by the Council.

28. ALTERATIONS TO THIS CONSTITUTION

- 28.1 The Members shall have power at a duly convened general meeting by a majority vote of at least three quarters of the Members present and entitled to vote to amend, alter, add to or repeal these Rules except as is provided for in Rule 28.10.

- 28.2 In addition to any major review of these Rules undertaken in accordance with the requirements of Rule 32, proposals to vary these Rules may be made by

- 28.2.1 the Principal;
- 28.2.2 any councillor;
- 28.2.3 any Member;
- 28.2.4 the Parish Council; or
- 28.2.5 the LESNW.

- 28.3 Councillors shall discuss such proposals at the meeting at which they are presented and subsequent meetings of the Council if required.

- 28.4 After consideration by the Council of any proposed revisions to these Rules they shall be submitted in writing to the Executive Director for review.

- 28.5 When there is agreement between the LESNW and the Council about the exact content of any proposed revisions the revised Constitution so agreed to shall be presented in writing to the Members at least fourteen (14) days before a duly called meeting of the School for formal adoption.

- 28.6 The revised constitution adopted by the Council shall be forwarded to the Members for ratification in accordance with the requirements of Rule 28.1.

- 28.7 The revised Constitution so ratified by the Members shall be submitted to the Executive Director for his endorsement and subsequently to the District Church Council for ratification.

- 28.8 In compliance with the requirements of Section 24 of the Act any revisions to these Rules must be lodged with the Commissioner within one (1) month of the ratification of such revisions by the District Church Council.

- 28.9 The lodgement of the ratified revised Constitution for acceptance by the Commissioner must

- 28.9.1 be made on the prescribed form(s);
- 28.9.2 be accompanied by a statutory declaration made by the Public Officer verifying the alterations; and
- 28.9.3 be accompanied by the prescribed fee.

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28.10 Rules 3 and 28.10 of this Constitution shall be considered fundamental and shall not be amended, altered, added to or repealed so as to alter their intent and meaning.

29. DISPUTE RESOLUTION

29.1 It is the intention of the School to attempt to develop and maintain an open, friendly and cooperative Christian environment among its staff, parent, Member and Council communities which minimizes the need for any form of Dispute Resolution among those communities and if such disputes do occur that the parties concerned deal with these disputes at their own initiative in an amicable, mature Christian manner. However when such resolution is not possible and a dispute comes to the attention of the Principal or Chairperson by one or both of the disputing parties the following process shall be initiated.

The disputes referred to in this Rule relate to disputes relating to governance matters between

- 29.1.1 a Member and the Council;
- 29.1.2 a Member and a councillor;
- 29.1.3 a councillor and another councillor; or
- 29.1.5 a councillor and the Council.

29.2 As soon as the Principal and/or the Chairperson become aware of the dispute the following mediation process shall be initiated

- 29.2.1 within seven (7) days of becoming aware of the dispute the Principal and/or the Chairperson shall meet with the disputing parties to determine the exact nature of the dispute and arrange for a mutually agreed mediator to be appointed to assist with the process of resolution; and
- 29.2.2 the disputing parties shall be informed that mediation must commence at a date mutually agreed to by the disputing parties and the mediator.

29.3 In the event that the Principal and the Chairperson are parties to the dispute the Executive Director shall be informed by the Principal to appoint an alternate person to administer the process of mediation.

29.4 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

29.5 The mediator, in conducting the mediation, must

- 29.5.1 give the parties to the mediation process every opportunity to be heard;
- 29.5.2 allow due consideration by all parties of any written statement submitted by any party; and
- 29.5.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

29.6 A party to the dispute cannot be a mediator.

29.7 In cases where the mediation process referred in this Rule

- 29.7.1 fails to bring a successful resolution to the dispute; or
- 29.7.2 one (1) or both parties to the dispute fail to agree to such mediation; or
- 29.7.3 one (1) or both parties fail to honor their agreement to attend such mediation the Principal shall inform the Executive Director who shall within seven (7) days after being so informed appoint a person to resolve the dispute by arbitration.

29.8 A party to the dispute cannot be an arbitrator.

30. DISSOLUTION

30.1 Subject to the conditions of Clause 30.3 the Members shall be entitled to resolve to wind up the School as provided in the Act, provided that before a meeting of the Members is convened for the purpose of passing a Special Resolution to wind up the School, the School shall first consult with and obtain the written approval of the LESNW and the District to the winding up.

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30.2 Upon the winding up of the School, the surplus assets of the School available for distribution after payment of all liabilities of the school and the costs and expenses of the winding up, shall not be distributed among the Members, former Members or associates of Members or former Members but shall be transferred to the LESNW for distribution to like organisations of the LESNW.

30.3 The quorum required for a meeting to approve the winding up of the School shall be at least seventy five per cent (75%) of the Members.

30.4 A motion for Dissolution may be passed by not less than 75% of the Members present (provided quorum is met) at a duly convened meeting for that purpose.

31. CIRCUMSTANCES NOT PROVIDED FOR

31.1 If any circumstances arise to which these Rules are

31.1.1 silent;

31.1.2 incapable of taking effect;

31.1.3 incapable of being implemented according to their strict provision, the Council will have the power to determine what action may be taken to best give effect to the Aims and purposes of the School and to ensure its efficient administration subject to the conditions of Rules 31.2 and 31.3.

31.2 In any area where the Constitution is silent the provisions of the Act shall apply.

31.3 Where any provisions of this Constitution are at odds with the provisions of the Act, the Act shall supersede the Constitution.

31.4 Every act of the Council taken in good faith under this Rule will be as valid and effectual as if specifically authorised by these Rules.

32. REVIEW OF CONSTITUTION

32.1 A major review of this Constitution shall be undertaken in the year 2022.

33. BY-LAWS

33.1 Compilation and Review of By-Laws

33.1.1 The Council may make By-laws which are not inconsistent with this Constitution.

33.1.2 Each By-law adopted by the Council for attachment to this Constitution shall contain

33.1.2.1 a reference to the Rule from which the By-law was sourced;

33.1.2.2 the signature of the Chairperson of the meeting at which the By-law was adopted; and

33.1.2.3 the date on which the By-law was adopted by the Council.

33.1.3 Such By-laws shall be reviewed at the time scheduled for the review of this Constitution pursuant to the requirements of Rule 32.

33.2 Ratification of By-laws

33.2.1 By-laws shall be submitted to the LESNW and the Commissioner for ratification together with any revisions of this Constitution.

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34. SIGNATORIES TO THIS CONSTITUTION

34.1 SCHOOL

Accepted by Loxton Lutheran School Incorporated

on:

Signed:.....
Chairperson

Signed:.....
Vice Chairperson

34.2 LUTHERAN EDUCATION SOUTH AUSTRALIA, NORTHERN TERRITORY AND WESTERN AUSTRALIA

Accepted by Lutheran Education South Australia, Northern Territory and Western Australia Incorporated

on

Signed:.....
Executive Director

34.3 DISTRICT CHURCH

Accepted by the Lutheran Church of Australia, South Australia and Northern Territory District Incorporated

on.....

Signed:.....
Bishop

.....
District Administrator