

Memorandum & Articles of Association
of
Tamworth Christian Education Association Limited



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of

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Company Limited by Guarantee

Memorandum & Articles of Association

of

Tamworth Christian Education Association Limited

1. The name of the company is “Tamworth Christian Education Association Limited” (hereinafter called “the Association”).
2. The objects of the Association are to maintain school or schools for the daily instruction of children, where education is in accord with the following Creed:

The Association is committed to the historic Christian faith as it is taught in Scripture, and in the sense understood by the major creeds of the Reformation, and by the Westminster Confession of Faith in particular.

In the work of the Association, the following articles are of particular importance:

1. GOD AS SOVEREIGN LORD

All that exists has been made by God in His three persons (Father, Son and Holy Spirit). “*God from all eternity, did, by the most wise and holy counsel of His own will, freely, and unchangeably ordain whatsoever comes to pass*” (WC 3:1). Further, this creating God “*doth uphold, direct, dispose, and govern all creatures, actions, and things, from the greatest even to the least... to the praise of the glory of His wisdom, power, justice, goodness and mercy.*” (WC 5:1).

Despite the effects of sin within God’s world, it is sustained and sovereignly governed by Him. It is neither chaotic nor meaningless.

This world cannot be understood rightly except in relationship to God. Therefore, all true education is conducted in the light of what God has revealed of Himself and His will. His authority over all things must be acknowledged. Consequently, there is no dichotomy between ‘spiritual’ and ‘secular’ truth.

Further, all skills and talents are to be accepted as gracious gifts of God, and a reflection of His being; all nature is to be accepted as a revelation of His majesty, and all history as the outworking of His eternal decree.

Because God is Lord of all, only the very highest and best standards will be pursued in all areas of school life.



2. JESUS CHRIST

God the Father’s supreme purpose is to glorify His Son, Jesus Christ. He is the beginning and the end of all things. “*It pleased God, in His eternal purpose, to choose and ordain the Lord Jesus, His only begotten Son, to be the Mediator between God and man, the Prophet, Priest, and King, the Head and Saviour of His Church, the Heir of all things, and Judge of the world; unto whom He did from all eternity give a people, to be His seed, and to be by Him in time a people, to be His seed, and to be by Him in time redeemed, called, justified, sanctified and glorified.*” (WC 8:1)

The school exists primarily that it might bring honour to Christ as Lord and God, in all things.

By His death and obedient life, Jesus Christ alone makes God's people righteous. *"The Lord Jesus, by His perfect obedience, and sacrifice of Himself, which He through the eternal Spirit, once offered up unto God, hath fully satisfied the justice of His Father; and purchased, not only reconciliation, but an everlasting inheritance in the kingdom of heaven, for all those whom the Father hath given unto Him."* (WC 8:5)

3. THE WORD OF GOD

The Scriptures of the Old and New Testaments alone are the inerrant, authoritative written Word of God. *"The whole counsel of God concerning all things necessary for His own glory, man's salvation, faith and life, is either expressly set down in Scripture, or by good and necessary consequence may be deduced from Scripture: unto which nothing is to be added, whether by new revelations of the Spirit or traditions of men."* (WC 1:6)



Therefore, the school community, in all the dimensions of its life, must be governed by this Word. All that is taught and done must flow directly from it, or else be evaluated and understood in the light of its teaching.

4. MAN

Man was made to honour the Sovereign God in all things. By his disobedience, Adam dishonoured God, bringing God's wrath upon himself and all mankind. *"From this original corruption, whereby we are utterly indisposed, disabled, and made opposite to all good, and wholly inclined to all evil, do proceed all actual transgressions."* *"Every sin, both original and actual, being a transgression of the righteous law of God, and contrary thereunto, doth, in its own nature, bring guilt upon the sinner, whereby he is bound over to the wrath of God, and curse of the law, and so made subject to death, with all miseries spiritual, temporal and eternal."* (WC 6:4,6)

God's world too, is subject to decay because of man's sin. The creation wars against man, further preventing his dominion over it.

Only by the renewing work of the Holy Spirit, is it possible for sinful man to honour God. *"All those whom God hath predestinated unto life, and those only, He is pleased, in His appointed and accepted time, effectually to call by His Word and Spirit, out of that state of sin and death, in which they are by nature to grace and salvation, by Jesus Christ; enlightening their minds spiritually and savingly to understand the things of God, taking away their heart of stone, and giving unto them a heart of flesh; renewing their wills, and by His almighty power, determining them to that which is good, and determining them to that which is good, and effectually drawing them to Jesus Christ: yet so, as they come most freely, being made willing by His grace."* (WC 10:1)

By God's common grace, all men benefit from the learning of truths about God's world. However, true learning is possible only where the Holy Spirit renews hearts and minds. This work is the indispensable foundation of all true wisdom and knowledge.

Therefore:

a. Goals

Though he is dead in sin, man retains something of the image of God. Therefore, each child is to be treated as an individual with valuable gifts and talents to be developed for the honour of Christ. By God's grace, children are helped to take their place in God's world, equipped physically, mentally and spiritually, to live as Christ's servants. The creation in all its variety and beauty, its good and its evil is to be presented that the students are able to rightly understand it in the light of the Word of God. It is recognised that all high achievements of man are the result of God's grace to His world.

b. Teaching

Under God's Spirit, Who alone makes teaching effective, the teacher will select those methods which best accomplish his goal of transmitting truth to the student. He will have oversight of all learning activity so as to ensure the best understanding, and standards of work and progress are acceptable.

Since the overall task of the school is to help the student become like Christ, and in the light of God's hatred of sin, and opposition to it, instruction, punishment, counselling and prayer will be employed as is necessary.

c. Staffing

Because of the spiritual basis of man's ignorance, and the high goal of Christian schooling, staff are selected on the basis of their:

- (i) commitment to Jesus Christ as Lord, and evident holiness of life;
- (ii) whole-hearted acceptance of this educational creed, and of the Westminster Confession, chapters 1 to 20; and,
- (iii) competence as teachers, with an ability to aid in all major aspects of a child's development.



5. PARENTS

The responsibility for the nurture of children, by instruction and discipline, is given to their parents by God. Accordingly, the character and direction of the education of their children, is to be determined by parents.

The outworking of this responsibility may be rightly shared within a Christian congregation, such that others assist in the educational task.

The school exists to aid parents in this regard.

The teacher holds his position by virtue of his special gifts, and the authority delegated to him as teacher over the children within the school. His authority, rightly exercised, is to be upheld by the whole school community. It is recognised that all authority is of God, to whom all who exercise it must give account. Such accountability applies to parents, teachers, and the school's governing body.

FINALLY

It is recognised that this statement does not contain a comprehensive statement, either of Biblical doctrine, or of educational policy. The basic truths to which the school is committed may be found in the Westminster Confession of Faith, chapters 1-20, from which the statements quoted above are taken.

3. The further objects of the Association are:

- a. Without limiting the generality of the foregoing, to provide education for adults.
- b. To construct, maintain, and alter any building or works necessary or convenient for the purpose of the Association.
- c. To purchase, take on lease, or in exchange, hire, or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- d. To erect and to improve, repair, pull down, and rebuild buildings and other structures.
- e. To sell, exchange, lease, mortgage, hire, dispose, or turn to account, or otherwise deal with all or any part of the real and personal property of the Association.
- f. To accept donations, subscriptions, legacies, conveyances and endowments, either of money or property of whatsoever kind or nature 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 any special object connected therewith.
- g. To borrow or raise or secure the payment of money in such manner as the Association thinks fit and to secure the same or the repayment or performance of any debt liability contact guarantee or other engagement of the Association by the issue of debentures perpetual or otherwise charged upon all or any of the property, real or personal (both present and future) of the Association and to redeem or pay off any existing or future security.
- h. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- i. To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined. Such investment shall not be made with organisations whose objectives and purposes are in evident contradiction of Scriptural teaching.
- j. To amalgamate, affiliate and enter into reciprocal arrangements with any other association having objects wholly or in part similar to those of the Association, provided that this may not be exercised unless authorised by a vote of directors and members passed in the same manner required for altering the Constitution.
- k. To appoint employ and pay officers and servants and to dismiss or suspend an officer or servant.
- l. To insure against losses, damages, risks and liabilities of all kinds which may affect the Association or its servants or its properties and to pay premiums on such insurance.
- m. To appoint from time to time either with full or restricted powers of sub-delegation and with or without remuneration such agents or attorneys upon such terms and with such powers as may be deemed expedient.
- n. To transfer or otherwise cause to be vested in any company person or persons to be held in trust for the Association or on such terms for working, developing or disposing of the same as may be considered expedient any property or other assets or business which the Association is authorised to carry on.
- o. To enter into any agreements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- p. To print and publish newspapers, periodicals, books or leaflets that may be deemed desirable for the promotion of the objects of the Association.
- q. To do all such other things as are incidental or conducive to the attainment of the objects of the Association.

4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the property of the Association in the event of its being wound-up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10).
6. If upon the winding-up of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be transferred to the Tamworth Reformed Church for the purpose of the advancement of religion.
7. If a surplus shall arise in any year from the operation of the Association, then no part of such surplus shall be paid or credited to any member or members, but such surplus shall be applied solely and exclusively to carry out the objects of the Association.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined by one or more property qualified Auditor or Auditors who shall report to the members in accordance with the provisions of Australian Corporations Law.
9. A special resolution purporting to alter or add to the Memorandum or Articles shall have no effect unless it has been approved by a majority of all the members of the Board.
10. Notwithstanding the preceding clause, no amendment or addition may be made to any part of Clause 2 of the Memorandum, nor to Articles 4, 61 and 62.
11. The registered office of the Association is in Tamworth, in the State of New South Wales.



COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

Tamworth Christian Education Association Limited

INTERPRETATION

1. In these regulations,
 - “the Law” means Australian Corporations Law.
 - “the Association” means Tamworth Christian Education Association Limited.
 - “the seal” means the common seal of the Association.
 - “secretary” means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary.
 - “State” means the State of New South Wales.
 - “board” means the Board of Directors responsible for the administration of the Association and any school or schools under its control.expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
words of expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 as in force at the date at which these regulations become binding on the company.
2. The Association is established for the purposes set out in the memorandum of the Association.

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is 500, but the Board may from time to time register an increase of members.
4. Membership in the Association is confined to Christians who subscribe to the Memorandum of Association, and to the Westminster Confession of Faith chapters 1-20.
5. Subject to Article 3, the Board may admit to membership of the Association any person who has attained the age of 18 years, and who subscribes to pay an amount to be fixed by the Board, not being less than five dollars (\$5) per annum.
6. The Board may admit to associate membership those who subscribe to the objects and principles of the Association, except that they do not subscribe to the Westminster Confession of Faith chapters 1 to 20, nor to the Creed set out in Clause 2 of the Memorandum, and who subscribe to pay an amount to be fixed by the Board, not being less than five dollars (\$5) per annum.
7. Associate members have all the rights and duties of members, except voting rights, and may not serve on the Board or on such committees and in such capacities as may be determined by the Board.
8. Application for membership, and for associate membership, shall be made in writing, and shall be in such form as the Board from time to time determines.

9. Each application shall be considered by the Board, which shall determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
10. When an applicant has been accepted for membership, the secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his first annual subscription. Upon payment of the subscription, the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two (2) calendar months after the date of notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Association.
11. All annual subscriptions shall become due and payable on the first day of February in every year.

CESSATION OF MEMBERSHIP

12. If any member or associate member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of the Association, or shall be guilty of conduct which in the opinion of the Board is unbecoming a member or associate member or prejudicial to the interests of the Association, the Board shall have the power to expel the member or associate member from the Association and erase his name from the Register of Members or the Register of Associate Members providing that at last one week before the meeting of the Board at which a resolution for his expulsion is considered, the person concerned shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the determination of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
13. A member or associate member may at any time by giving notice in writing to the secretary resign his membership of the Association, but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation, and for all other moneys due by him to the Association, and for any sum not exceeding ten dollars (\$10) for which he is liable as a member of the Association under Clause 5 of the Memorandum of Association.
14. If the subscription of a member or associate member shall remain unpaid for a period of two (2) calendar months after it becomes due, then the member or associate member may, after notice of the default shall have been sent to him by the secretary or honorary treasure, be debarred by resolution of the Board from all privileges of membership or associate membership and his name be removed by the Board from the Register of Members or Register of Associate Members provided that the Board may reinstate the member or associate member and restore his name to the Register on payment of all arrears if the Board thinks fit to do so.

BOARD OF DIRECTORS

15. The number of Directors shall be determined by the members as may be required from time to time, but shall not be less than seven (7).
16. The Board shall comprise four (4) directors appointed by the Council of Elders of the Tamworth Reformed Church, two (2) directors elected by the members of the Association, and the head teacher.
17. Should it be deemed necessary to increase the number of directors, the total number appointed by the Council of Elders of the Tamworth Reformed Church shall always exceed by two (2) those elected by the members of the Association.



18. Notwithstanding Articles 15 and 16, the first Board shall comprise only those directors appointed by the Elders of the Tamworth Reformed Church. The elected directors and the head teacher shall be added to the Board within twelve (12) months of the incorporation of the Association.
19. The directors appointed by the Elders of the Tamworth Reformed Church shall serve for two (2) years, but shall be eligible for re-appointment.
20. The term of office of the directors elected by the members of the Association shall be two (2) years, with one retiring each year. Of the first full Board, one elected director shall be nominated by the members to retire, after one (1) year only. A retiring director shall be eligible for re-election.
21. The election of directors shall take place in the following manner:
 - a. any two (2) members of the Association shall be at liberty to nominate any other member, who so consents, to serve as a director of the Association.
 - b. The nomination, which shall be in writing, and signed by the member, his proponent, and seconder, shall be lodged with the secretary at least fourteen (14) days before the meeting at which the election is to take place.
 - c. A list of the candidates' names in alphabetical order, with the proponent's and seconder's names, shall be made public to members of the association at least seven (7) days preceding the stated meeting.
 - d. Ballot lists shall be prepared (if necessary) containing only the names of the candidates in alphabetical order, and each member present at the stated meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
22. The office of a member of the Board shall become vacant if the member:
 - a. becomes disqualified under the Corporations Law;
 - b. dies;
 - c. becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - d. resigns his office by notice in writing to the secretary;
 - e. for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - f. ceases to be a member of the Association;
 - g. is directly or indirectly interested in any contract or proposed contract with the Association provided, however, that a member shall now vacate his office if he shall have declared the nature of his interest in manner required by the Code.
23. The head teacher shall abstain from voting on any resolution relating to his employment or remuneration, and may be excluded from any board meeting, or part thereof, or discussions relating to the same.
24. The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill a casual vacancy of an elected member of the Board. Such appointee shall hold office only until the next annual general meeting, at which an election shall be held for the unexpired position of that term of office.

POWERS AND DUTIES OF THE BOARD

25. The Board shall have the following power:
- a. To pay any charges or expenses incidental to the Association.
 - b. To establish a Building Fund or Funds, and to direct specified moneys to the credit of such fund. Any moneys so paid shall not be expended except for the purchase or erection of premises to be used for the Association.
 - c. To select and appoint a qualified head teacher, and teaching staff, and such other staff as may be required, and upon such conditions and terms as it may deem fit.
 - d. To determine the salaries and conditions of all employees of the Association.
 - e. To appoint from its number an Executive to which it may delegate such of its powers as it deems fit.
 - f. To appoint such committees, and individuals, as are deemed necessary to assist it in its duties.
 - g. To determine all school and administrative policies and practices.
 - h. To obtain funds for running a school or schools and to determine how such funds shall be allocated.
26. Should the Board at its discretion determine by a majority vote that any resolution whatsoever passed by the members is in contradiction to the principles set out in the Memorandum, or is not in the best interests of the Association, then it may refuse, subject to the Law, to implement such resolution.
27. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or in such manner as the Board may from time to time determine.
28. The Board shall cause minutes to be made of:
- a. all appointments of officers and servants;
 - b. names of members of the Board present at all meetings of the Association and of the Board; and,
 - c. all proceedings of the meetings of the Association and of the Board.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting.



PROCEEDINGS OF THE BOARD

29. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Two (2) directors may at any time, and the secretary shall on the requisition of two (2) directors, summon a meeting of the Board.
30. All matters shall be dealt with in such a manner as to encourage and seek unanimity among the directors. Where consensus is not possible, the matter shall be decided by a majority of votes, and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes, the chairman shall have a casting vote.
31. The quorum necessary for the transaction of business shall be four (4) or a majority of the total number of Board members at any given time, whichever is the greater.

32. The continuing members of the Board may act notwithstanding any vacancy on the Board, but if their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Association, but for no other purpose.
33. The officers of the Association shall all be members of the Board, who shall be elected at the Board's first meeting and thereafter each Annual General Meeting. They shall consist of:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer.
34. The President of the Association shall preside as chairman at the meetings of the Board. If at any such meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be chairman, or if the Vice President is not present at the meeting, then the members present may choose one of their number to be chairman of the meeting.
35. Any committee appointed by the Board shall conform to any regulations imposed upon it by the Board, and be wholly answerable to the Board alone.
36. A committee shall meet and adjourn as it deems fit. It shall deal with all matters in such a manner as to encourage and seek unanimity among its members. Where consensus is not possible, the matter shall be decided by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the committee (appointed as such by the Board) shall have a casting vote.
37. All acts of the Board, or of any committee, or of any person acting as a member of the Board or committee, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member, or any of them was disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or committee.
38. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

GENERAL MEETINGS

39. The first general meeting of the Association shall be held within twelve (12) months of its incorporation, at a time and place to be determined by the Board.
40. An Annual General Meeting of the Association shall be held at least once in every calendar year.
41. Any three (3) members of the Board may, whenever they consider it necessary, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on the requisition of members who are together entitled to not less than five percent (5%) of the total voting rights of all members entitled to vote. Notice of such a meeting must include a statement of the reasons for calling such a meeting.
42. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place and time of meeting, and in the case of special business, the general nature of that business, shall be given to such persons as are entitled to receive such notices from the Association.

43. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors. Only special business which has been properly notified in accordance with Article 42 may be dealt with at general meetings.



PROCEEDINGS AT GENERAL MEETINGS

44. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty percent (20%) of financial members, or ten (10) financial members, whichever is the lesser, shall constitute a quorum.
45. If within half an hour 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 it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
46. The chairman of the Board shall preside as chairman at every meeting of the Association, or in his absence, a member of the Association as appointed by those Board members present.
47. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
48. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two (2) members present. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes 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 the resolution. The demand for a poll may be withdrawn.

- 49. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval of adjournment or otherwise as the chairman, directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on a question of adjournment shall be taken forthwith.
- 50. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.
- 51. Every member shall have one vote, provided he has not been advised in writing that he is unfinancial.
- 52. On a poll votes may be given either personally or by proxy. The recipient of a proxy shall himself be a member of the Association. Each member present at a meeting may hold one (1) proxy only.
- 53. The instrument appointing the proxy shall be handed to the Secretary or appointed officer prior to the commencement of the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 54. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve:

“The Secretary, The Tamworth Christian Education Association Limited

I of

Being a member of the Tamworth Christian Education Association Limited hereby appoint

..... of

as my proxy to vote for me and on my behalf at the (Annual or extraordinary, as the case may be) general meeting of the Association, to be held on the day of

and at any adjournment thereof.

Signed this day of 19 ..

Signature:

THE SEAL

- 55. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.



ACCOUNTS

56. The directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law, provided however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and loss account for the last financial year of the Association.
57. The accounts shall be kept at the registered office of the Association or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

AUDIT

58. An Auditor or Auditors shall be appointed and their duties regulated in accordance with the Law.

NOTICES

59. A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
60. Notice of every general meeting shall be given in the manner hereinbefore authorised, to every member except those members who (having no registered address within the State) have not supplied to the Association an address within the State for the giving of notices to them, and to the auditor or Auditors for the time being of the Association. No other person shall be entitled to receive notices of general meetings.

THE STAFF

61. No person shall be appointed to the staff of the Association unless he or she has declared his/her unconditional and complete acceptance of the objects of the Association, and of the Westminster Confession chapters 1 to 20.
62. Teaching staff may be appointed only in the light of Clause 2.4 9c) of the Memorandum.



INDEMNITY

63. Every member of the Board, Auditor, Secretary and every other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence; default, breach of duty or breach of trust.