



Constitution of Helena River Steiner School Community Association Incorporated

August 2025

Under the
Associations Incorporation Act 2015
Western Australia

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1. Title

The name of the Association is “Helena River Steiner School Community Association Incorporated”.

2. Definitions

In these rules, unless the contrary intention appears:

“**Association**” refers to Helena River Steiner School Community Association Incorporated.

“**The School**” refers to Helena River Steiner School and includes all educational programmes offered including but not restricted to playgroup, kindergarten, primary school and high school.

“**The Act**” refers to the Associations Incorporations Act 2015 Western Australia.

“**Member**” refers to a member of the Association.

“**Board of Governors**” or “**Board**” refers to the body of elected or appointed representatives of the Association charged with governance of The School.

“**Board Member**” or “**Governor**” refers to an elected or appointed member of the Board of Governors.

“**Office Holder**” refers to the office holders within the Board of Governors.

“**Association Secretary**” or “**Secretary**” refers to the person appointed to the office of Secretary on the Board of Governors.

“**AGM**” refers to the Annual General Meeting of the Helena River Steiner School.

“**SGM**” refers to a Special General Meeting of the Helena River Steiner School.

“**Deliberative Vote**” refers to a vote given to a person because they are a member of a group, e.g. a Board of Governors’ member, Association member.

“**Casting Vote**” refers to a vote given to a chairperson or presiding officer to break a tie when there is an equality of votes during the deliberative vote.

“**Leadership Team**” refers to the member(s) of staff appointed to manage The School according to the leadership structure determined by the Board of Governors.

“**P&F**” refers to the parents and friends of the Association that have come together to form a sub-committee whose activities and fundraising are for the betterment and advancement of The School.

“**Building Fund**” refers to the public fund established and maintained solely for providing money for the acquisition, construction or maintenance of school buildings.

“**Ex-officio**” means a person who is a member of the governing body by right of the position they hold. An ex-officio member may be voting or non-voting as determined by the Board.

3. Objects

3.1 The objects of the Association are:

- a. To establish and operate in the Swan Area of Perth, Western Australia, a school offering educational programmes based on the principles, practices and methods indicated by Rudolf Steiner.
- b. The income and property of the Association shall be applied solely towards the promotion of the objects or purposes of the Association.
 - (i) No portion of the income or property shall be paid, transferred, or distributed directly or indirectly to any member of the Association, except as genuine reimbursement or remuneration in good faith for services rendered in alignment with the Association's objectives and as authorised by the Board of Governors.
 - (ii) Fair and reasonable remuneration may be paid to any employee of the Association or to any member for services legitimately rendered, provided such remuneration is approved by the Board of Governors.
 - (iii) Committee members are entitled to reimbursement from the funds of the Association for reasonable out-of-pocket expenses, including travel and accommodation, properly incurred while performing duties or attending meetings on behalf of the Association, subject to approval by the Board of Governors.

4. Powers

4.1 In addition to the powers conferred under the Act, the Association may:

- a. Acquire, hold and deal with real and personal property.
- b. Open and operate bank accounts in the name of the Association.
- c. Invest, borrow and deal with the funds of the Association.
- d. Enter into contracts in the name of the Association.
- e. Employ or dismiss staff members of The School in accordance with the terms and conditions approved by the Board of Governors, ensuring all employment practices align with The School's objectives and statutory requirements.
- f. Establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students.
- g. Create and adopt rules for the purpose of furthering its objectives, as set out in "3. Objects".

4.2 The Association's powers must be exercised in accordance with the requirements of the Act and this Constitution.

5. Membership

- 5.1 Persons who are willing to support and abide by the objectives of the Association are eligible to become members. Membership eligibility includes:
- a. **Family Members:** All parents, guardians and family members registered on the enrolment form of children enrolled at The School.
 - b. **Staff Members:** Persons currently employed by The School.
 - c. **Community Members:** Any individual who applies in writing to the Association Secretary.
 - d. **Board Members:** Any individual elected to the Board of Governors of the Association.
- 5.2 Annual membership will be automatically confirmed for all Family Members whose children are enrolled in The School and for all Staff Members currently employed by The School. Community Members' membership will commence when confirmed in writing by the Association Secretary.
- 5.3 Should a family member who was not listed on the enrolment form wish to become an Association member, they can apply in writing to the Association Secretary.
- 5.4 A Member shall cease to be a Member with immediate effect when:
- a. Their child's enrolment is withdrawn, in accordance with section 5.1(a).
 - b. They cease to be employed as a member of staff, per section 5.1(b).
 - c. They resign in writing to the Association; or
 - d. Their membership is terminated, in accordance with section 5.5.
 - e. Cessation of membership takes effect if any one of (a), (b), (c) or (d) occurs.
- 5.5 Suspension or Termination of Individual Membership:
- a. If at any time it shall be the consensus of the Board of Governors that the interests of the Association so require, the Board of Governors may suspend or terminate an individual membership.
 - b. The Board of Governors must notify the Member in writing providing reasons for the suspension or termination.
 - c. The Member may appeal the decision at a SGM of the Association.
- 5.6 The Association Secretary shall maintain a current register of Members, recording each Member's name, residential or postal or email address, and any other contact details as required by the Association.
- a. The School Administration is responsible for capturing and providing details, including adjustments to the Association Secretary relating to Family and Staff Members of The Association.

- 5.7 It is the responsibility of each Member to notify the Association Secretary of any changes to their contact details. The register is to be updated within twenty eight (28) days of receiving such notification.
- 5.8 Family and Staff Members are entitled to one (1) deliberate vote when in attendance at General Meetings, or a proxy in accordance with section 6.3f.
- 5.9 Community Members shall not have voting rights at General Meetings of the Association. They may participate in discussions but will not be entitled to cast votes on any resolutions or decisions.
- 5.10 The Secretary will make available the register of Association Members upon request by any Member of the Association, in a manner that ensures the privacy and confidentiality of members' personal information, in accordance with The Act.
 - a. Contact details provided will align with each Member's opt-in preferences indicated at the time of Association Membership. These preferences may be updated at any time by submitting a written request to School Administration (Family and Staff Members) or to the Association Secretary (Community and Board Members).
 - b. Should access be required for the purposes set out in clause 6.5a(ii) the Member shall sign an 'appropriate use' agreement to ensure the privacy of Association Members are protected prior to release of register details.
- 5.11 There shall be no fee to join the Association.

6. General Meetings of the Association

General Meetings of the Association are open to all Members of the Association.

6.1 Notices for General Meetings

- a. Notices for all Annual General Meetings shall be given with not less than twenty one (21) days notice and for all Special General Meetings with not less than fourteen (14) days notice prior to the meeting specifying the place, date, time, and agenda of the meeting.
- b. Such notice shall be provided to Association Members via electronic or paper notice to the address provided by the Member.

6.2 Quorum for General Meetings

- a. A quorum for General Meetings of the Association shall be eight (8).
- b. If, within thirty (30) minutes of the starting time, a quorum is not present, the Meeting shall stand adjourned to the same place and time one (1) week later. If at such adjourned Meeting a quorum is not present, those in attendance shall constitute a quorum and may proceed to transact the business for which the meeting was called.

6.3 Procedures for General Meetings

- a. Minutes shall be kept of all General Meetings including a record of Members in attendance, reports tabled, and resolutions passed; and a Minutes File maintained by the Secretary or other designated person.
- b. The business of the Meeting shall be determined by the Agenda.
- c. Such meeting procedures shall be adopted that allow for the satisfactory conduct and resolution of business of the Association.
- d. Voting shall be by secret ballot or by show of hands as stipulated by the Chairperson of the Meeting for the time being.
- e. Except as provided for elsewhere in this Constitution, resolutions shall be carried by a majority of votes. If votes are tied the resolution fails.
- f. Members who are unable to attend a General Meeting may appoint a proxy to vote on their behalf, subject to the following conditions:
 - (i) Each Member may hold a proxy vote for only one (1) other Member.
 - (ii) The proxy must be a current Member of the Association.
 - (iii) The appointed proxy must be registered with the Secretary of the Association no later than forty eight (48) hours before the scheduled start of the General Meeting.
 - (iv) Proxy registration must be in writing and include:
 - 1. The name and signature of the Member appointing the proxy.
 - 2. The date the proxy is signed.
 - 3. The name of the proxy holder.
 - 4. Details of any specific instructions for how the proxy is to vote.

6.4 Annual General Meeting

- a. The Annual General Meeting shall be held at the School premises by June 30 in each year.
- b. The AGM Agenda shall comprise the following items:
 - (i) Receipt and confirmation of Minutes of previous AGM and any Special General Meetings held in the intervening period.
 - (ii) Receipt of the Board of Governors' Report including audited financial statements.
 - (iii) Resolution to adopt or otherwise the Board of Governor's Report.
 - (iv) Election of Governors to vacancies on the Board.
 - (v) Any other business that is described in the notice which convened the Annual General Meeting.
 - (vi) Biographies of current Governors seeking re-election and prospective Governors seeking election.

6.5 Special General Meetings

- a. A Special General Meeting of the Association may be called at any time, including immediately following an AGM:
 - (i) By direction of the Board of Governors to consider any business determined by the Board; or
 - (ii) By the Secretary within fourteen (14) days after receiving a written request signed by not less than 20% of current Members of the Association, specifying the business to be transacted at such meeting.
 1. Both physical and digital signatures are acceptable as valid within the written SGM request. This includes email confirmations.
- b. The SGM must be scheduled and held within two (2) months of a conforming SGM request.
 - (i) The Board of Governors may request clarification or additional information from the Member/s making the request per 6.5a(ii) to ensure the matter warrants a SGM, but this should not delay the process beyond the two (2) month requirement per clause 6.5(b).
- c. Notice of the SGM must be provided to all Members at least twenty-one (21) days before the meeting. The notice must include:
 - (i) Date
 - (ii) Time
 - (iii) Location
 - (iv) Agenda.
- d. The SGM should only consider the matters specified in the request.
 - (i) Items of business may include:
 1. Amendments to the Constitution.
 2. Business arising from items in the Constitution; or
 3. Other business applicable to a General Meeting of the Association.
- e. The Board reserves the right to add further agenda items to the SGM in accordance with 6.5(d)(i).

7. Governance of the Association

Governance of the Association will be the responsibility of the Board of Governors.

7.1 Role of the Board of Governors

The Board of Governors shall perform the following functions:

- a. Set the broad direction and vision of The School.
- b. Undertake strategic planning for The School in collaboration with the Leadership Team, including:
 - (i) Develop, monitor and review the objectives and targets of the Strategic Plan.

- c. Oversee the development of policies necessary to ensure the objectives of the Association are met.
- d. Oversee and monitor the financial resources and budget of the Association.
- e. Oversee and monitor all statutory and regulatory compliance requirements.
- f. Appoint, employ and manage the Principal.
- g. Assist the Principal, when necessary, in the management of incidents or crisis. If the Administrator/Principal is no longer able to discharge the duties of their role the Board shall appoint a suitable replacement.
- h. Oversee and monitor the quality of the educational programmes provided by The School.
- i. Provide regular visibility to Association Members of governance highlights and strategic progress, via communications facilitated through the Principal.

7.2 Election to the Board of Governors

- a. The Board of Governors shall be elected at the Annual General Meeting.
- b. The Board of Governors shall comprise a minimum of five (5) and a maximum of eight (8) Members with appropriate expertise being sought in the areas of:
 - (i) Waldorf/Steiner education
 - (ii) Anthroposophy
 - (iii) School management
 - (iv) Financial management
 - (v) Law
 - (vi) Architecture/planning/property management
 - (vii) Human resources/marketing/fund-raising.
- c. All Board Members must demonstrate a commitment to the Waldorf/Steiner ethos of The School and always conduct themselves in accordance with the Board Code of Conduct.
- d. Preferably, a minimum of two (2) Board Members would have expertise in Waldorf/Steiner education and/or Anthroposophy.
- e. Nominations for positions on the Board of Governors shall be in writing to the Secretary, providing details and evidence of expertise, a minimum of two (2) weeks prior to the notice of AGM and issuing of agenda.
- f. Board Members are elected to the Board of Governors for a period of two (2) years and may seek re-election at the end of each term.
- g. If four (4) or more elected Board Members are due to retire on the same date, the Office Holders appointed per section 7.6 will automatically have their term extended from two (2) years to three (3) years.
- h. If a new Member joins the Board of Governors, a notification must be sent to all Members of the Association informing them of the change and detailing the person's qualifications, experience and motivation for joining the Board.

7.3 Casual Vacancies on the Board of Governors

- a. A casual vacancy may arise on the Board of Governors if a specific area of expertise is identified as being required or if a current Board Member:
 - (i) Resigns either verbally or in writing.
 - (ii) Is unable to perform their duties.
 - (iii) Becomes bankrupt.
 - (iv) Is dismissed by the Board of Governors for a serious breach of conduct contrary to the objects of the Association by a resolution passed by at least two thirds of the remaining Board Members.
 - (v) Is dismissed by the Board of Governors for failing to attend three (3) consecutive meetings without leave or accepted apology by a resolution passed by at least two thirds of the remaining Board Members.
 - (vi) Is dismissed by a Special General Meeting of the Association for a serious breach of conduct contrary to the objects of the Association.
- b. If a casual vacancy arises on the Board of Governors, the Board may appoint a replacement Board Member to serve until the next Annual General Meeting by the prospective Board Member first becoming a Community Member of the Association, and then by a process of nomination, seconding, and election by a majority of all Board Members.
 - (i) If an AGM is not scheduled within six (6) months of this appointment, then an SGM must be called for voting of the new Board Member by Members of the Association.
 - (ii) If a meeting has already been called, voting of this newly elected Board Member can be added as an agenda item if within twenty one (21) days of the scheduled SGM or AGM.
- c. On appointment of a Board Member under conditions set out in 7.3b, a notification must be sent to all Members of the Association informing them of the change and detailing the person's qualifications, experience and motivation for joining the Board.
- d. If a Board Member vacates the Board under conditions of 7.3a, a notification must be sent to all Members of the Association informing them of the change.

7.4 Meetings of the Board of Governors

- a. The Board of Governors shall meet at least eight (8) times per year at times and places agreed by its Members:
 - (i) Board Members may request that an additional Board meeting be called by providing a written request to the Secretary outlining the reason(s) for the meeting and a proposal to be discussed.
 - (ii) Board Members are to be given at least forty eight (48) hours notice of any meeting.
- b. Designated member(s) of the School's Leadership Team, maximum three (3), shall attend the meetings as ex-officio Members without voting rights.

- c. A quorum for Board meetings shall be at least half of the elected Board Members.
- d. A Board of Governors Member may attend a meeting without being physically present, provided that all Members participating are simultaneously able to communicate with each other via telephone, video conference, or other means of instantaneous communication.
 - (i) Meeting procedures, including attendance protocols and decision-making processes, shall be outlined in the Board's Meeting Policy, which may be reviewed periodically.
 - (ii) The policy will set forth guidelines to ensure meetings are conducted effectively, whether in person or electronically, and will comply with any relevant legal or governance requirements.
- e. The business of Board meetings shall be all matters that ensure that the functions of the Board of Governors outlined in 7.1 are properly performed.
- f. The Agenda shall be prepared by the Chairperson and Secretary.
 - (i) Board Members and Members of the Association may submit items for inclusion on the Agenda.
 - (ii) Such items should be in the form of a written proposal to the Secretary.
 - (iii) Such items should be included on the Agenda of the next meeting of the Board as far as is practicable.
 - (iv) A Member of the Association may address the Board on the subject of any written proposal s/he has submitted.
- g. The designated member(s) of the School's Leadership Team shall provide a comprehensive report as required by the Board to each meeting of the Board of Governors.
- h. Minutes shall be kept of all meetings of the Board of Governors, and a Minutes File maintained by the Secretary or other designated person.
 - (i) The minutes of a committee meeting must be entered in the Association's Minutes File within thirty (30) days after the meeting is held.
- i. Minutes must record the following:
 - (i) The names of the Board Members present at the meeting.
 - (ii) The names of any persons attending the meeting by invitation.
 - (iii) The business considered at the meeting.
 - (iv) Any motion on which a vote is taken at the meeting and the result of the vote.
 - (v) Any declared conflicts of interest and the time the Member left the room, and returned, when any discussion or vote was being discussed that was affected by the conflict.

- j. The Secretary must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
 - (i) The Chairperson of the meeting; or
 - (ii) The Chairperson of the next committee meeting.
- k. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (i) The meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) Any appointment purportedly made at the meeting was validly made.
- l. The minutes must be confirmed at a subsequent meeting, by the Members present at the original meeting.
- m. The minutes may not be disclosed to any person other than a Board Member (elected or ex-officio) without the written authority of the Board.
- n. An extraordinary meeting of the Board of Governors can be called by any Member of the Board, including ex-officio, by making a written request to the Chairperson or Secretary outlining the reason for the meeting and a proposal for consideration. Such meeting shall be called as soon as is reasonably practicable.

7.5 Board of Governors Office Holders

- a. Office Holders to the following positions shall be appointed for the year by the Board of Governors at the first meeting after the AGM:
 - (i) Chairperson
 - (ii) Treasurer
 - (iii) Secretary.
- b. Office Holders shall be appointed by a process of nomination, seconding, and election by a majority of all Board Members present and/or by proxy.
 - (i) Each Board Member can only have one (1) proxy.
 - (ii) Quorum is required for voting.
- c. Ex-officio Board Members may not be appointed as Office Holders.
- d. There is no limit to the number of times a Board Member may serve as a particular Office Holder.
- e. An Office Holder may be removed from his/her office by a resolution passed by at least two thirds of the remaining Board Members.
- f. In the event of any Office falling vacant, the position shall be filled as soon as practicable by the usual process outlined in section 7.3.

7.6 Duties of Office Holders

Duties of Office Holders shall include but not be limited to:

a. Chairperson:

- (i) Chairing Board meetings and General meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another Member may be elected as meeting Chairperson.
- (ii) Together with the Secretary, preparing the agenda for Board and General meetings in consultation with the Principal.
- (iii) Undertaking all tasks and responsibilities specifically mentioned in the Constitution.
- (iv) Developing and maintaining a sound working relationship with the Leadership Team.

b. Secretary:

- (i) Undertaking all tasks specifically mentioned in the Constitution including giving notice of meetings, and causing minutes, records and registers to be kept.
- (ii) Management of all correspondence to the Board of Governors.

c. Treasurer:

- (i) Overseeing the correct collection and receipt of all monies to the Association, payment of monies owed and keeping of books of account.
- (ii) Ensuring the presentation of accurate financial reports to each meeting of the Board of Governors.
- (iii) Overseeing the preparation and compilation of the Annual Balance Sheet and Profit and Loss Statement to the AGM.
- (iv) Ensuring that the auditing of the financial records occurs annually.
- (v) Developing and maintaining a sound working relationship with any person employed in the role of Bursar or equivalent.

8. Management of the School

8.1 The day-to-day management of The School shall be vested in the leadership structure considered, approved and monitored by the Board of Governors per section 2., “Leadership Team”.

8.2 The Leadership Team is answerable to the Board of Governors for providing educational leadership in The School, implementing the Strategic Plan, administering the day-to-day running of The School, and for other general responsibilities associated with running a school.

8.3 The Leadership Team shall:

- a. Be responsible for the day-to-day running of The School.
- b. Implement the educational plans and school policies.
- c. Be responsible for the financial, physical and human resource management of The School.
- d. Be responsible for the recruitment, engagement, development, discipline and dismissal of all school staff.
- e. Provide accurate and timely reports, information and advice relevant to the function of the Board of Governors at each meeting of the Board of Governors.
- f. Provide an up-to-date report of The School's financial position at each meeting of the Board of Governors.
- g. Report to the Board of Governors on improvements in student learning, care, training and participation outcomes.
- h. Contribute to the formulation of the agenda of meetings of the Board of Governors.
- i. Contribute to the development by the Board of Governors of the Strategic Plan for The School by providing recommendations and progress reports relating to:
 - (i) Objectives and targets of the Strategic Plan.
 - (ii) The leadership structure for day-to-day management of The School.
 - (iii) Human resource and asset management plans.

9. Administration

9.1 Record Keeping

- a. The following records must be properly maintained in a secure place in the Secretary's custody or under the Secretary's control:
 - (i) Register of Members.
 - (ii) Minutes of all General Meetings.
 - (iii) Minutes of all meetings of the Board of Governors.
- b. Financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

9.2 Financial Year

The Association shall use a calendar year from January 1 to December 31.

9.3 Auditor

The Board of Governors must cause the financial records of the Association to be audited annually in accordance with the requirements of the Act.

9.4 Common Seal

- a. The Association shall have a Common Seal to be kept secure in a place determined by the Board of Governors.
- b. The Common Seal of the Association shall only be affixed to any contract or document by resolution of the Board of Governors.
- c. The affixing of the Common Seal must be attested by either two Office Holders or one Office Holder and one member of the Leadership Team.

10. Building Fund

- 10.1 The object of the fund is to provide money for the acquisition, construction or maintenance of school buildings.
- 10.2 The fund will receive all deductible contributions of money or property made for the fund's purpose, as well as any money received because of such deductible contributions. The fund will not receive any other money or property.
- 10.3 Deposits to the fund will be kept separate from any other funds of the Association. A separate bank account and clear accounting procedures will be maintained.
- 10.4 Receipts will be issued in the name of the fund.
- 10.5 The public will be invited to contribute to the fund.
- 10.6 A separate committee will administer the fund, a majority of whom have a degree of responsibility to the general community.
- 10.7 If the fund, authority or institution is wound up or if the endorsement (if any) of the Association as a deductible gift recipient for the operation of the fund, authority or institution is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax-deductible gifts can be made.
- 10.8 The ATO will be notified of any changes to the Association's Constitution and Public Fund Rules.

11. Constitution

- 11.1 This Constitution may be amended or repealed by a special resolution of at least three-fourths of voting Members of the Association present and voting at a properly advised and constituted Special General Meeting or Annual General Meeting.
- 11.2 The Board of Governors has the authority to interpret this Constitution and any By-Laws made hereunder, provided such interpretations align with the requirements of the Act and the DMIRS Model Rules. These interpretations shall be binding on all Members unless overturned by a special resolution passed at a Special General Meeting convened specifically for this purpose. This clause is subject to any overriding provisions of the Act.

12. Commencement of Rules and Transitional Arrangements

- 12.1 These rules will come into effect forthwith upon being adopted at a Special General Meeting called for the purpose by the Helena River Steiner School Community Association.
- 12.2 All policies and procedures relevant to the operation of The School will remain valid and operational until such time that the newly formed Board of Governors makes changes or introduces new policies and procedures.

13. Dispute Resolution

- 13.1 This grievance procedure applies specifically to disputes arising under this Constitution or within the Association and is intended for conflicts that involve the Association's Members, Board of Governors, or other stakeholders (collectively referred to as, the "Parties to the Dispute"), in matters relevant to the governance and operations of the Association as outlined in this document.
- 13.2 The Parties to the Dispute must meet to discuss the matter that is in dispute between them and try to resolve it within fourteen (14) days from the date on which Dispute has first come to the attention of all of those parties (the "Initial Meeting").
- 13.3 If the Parties to the Dispute are unable to resolve the Dispute at the Initial Meeting for any reason (including because the Parties to the Dispute cannot agree on arrangements to hold the Initial Meeting within the fourteen (14) day period, or because one or more of those parties fails to attend the Initial Meeting at a time and place that has been agreed), then the Parties to the Dispute must hold a meeting in the presence of a mediator within twenty eight (28) days after the Dispute has come to the attention of all of those parties (the "Mediated Meeting").

- 13.4 The Parties to the Dispute must, in good faith, use all reasonable efforts to resolve the Dispute at the Initial Meeting and at the Mediated Meeting.
- 13.5 The Parties to the Dispute must try to agree on the person who is to act as the mediator at the Mediated Meeting (the "Mediator"). However, the Mediator cannot be one of the Parties to the Dispute.
- 13.6 If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Board Members are not Parties to the Dispute, then the Mediator must be a person appointed by the Board of Governors. Any Board Member who is one of the Parties to the Dispute may not participate in, or vote in, or observe, the deliberations of Board of Governors which appoint the Mediator in accordance with this subclause.
- 13.7 If the Parties to the Dispute cannot agree on the person who is to act as the Mediator, and if the majority of Board Members are Parties to the Dispute, then the Mediator will be nominated by:
- a. The Chief Executive Officer of Steiner Education Australia.
 - b. If that appointment cannot be made expeditiously, then the Chairperson of Steiner Education Australia; or
 - c. If that appointment cannot be made expeditiously, then the Senior Officer of Steiner Education Australia.
- 13.8 The Mediator, in conducting the mediation, must:
- a. Give each of the Parties to the Dispute every opportunity to be heard during the mediation process.
 - b. Allow each of the Parties to the Dispute to properly consider any written statement that is submitted by any of the other Parties to the Dispute.
 - c. Ensure that natural justice is accorded to each of the Parties to the Dispute throughout the mediation process.
- 13.9 The Mediator cannot determine the Dispute and must not purport to do so.
- 13.10 The Initial Meeting and the Mediated Meeting must both be conducted on the basis that they are confidential and without prejudice to the legal rights of each of the Parties to the Dispute. However, if the Parties to the Dispute reach an agreement which resolves the Dispute during such a meeting, then, when that meeting is being concluded, those parties may also agree to be legally bound by that agreement. If the Parties to the Dispute intend to be legally bound by such an agreement, then they should seek to immediately record that agreement in writing (including the fact that they intend to be bound by that agreement), to each sign copies of that document and to exchange those signed copies.

- 13.11 If the Mediated Meeting does not resolve the Dispute, each party is encouraged to pursue other available dispute resolution mechanisms before considering legal action. Parties should first seek assistance through relevant support bodies, such as the Association of Independent Schools of Western Australia (AISWA) or the Department of Mines, Industry Regulation and Safety (DMIRS). Only if these options are exhausted and the Dispute remains unresolved should parties consider pursuing legal remedies as a last resort.
- 13.12 If any of the Parties to the Dispute is a group of people and if the size of that group means it is not reasonably practicable for all of the members of that group to attend an Initial Meeting or a Mediated Meeting, then that party may be represented at that meeting by a single person who has been appointed by that group for that purpose, and who has been expressly authorised the members of that group to speak on their behalf at the meeting and to negotiate a resolution of the Dispute on their behalf.
- 13.13 All parties involved in the dispute must make reasonable efforts to participate actively in the mediation process to resolve the issue in good faith.
- a. If any party is unable to attend or participate fully in mediation due to health reasons or other valid circumstances, they may appoint a support person or representative to attend on their behalf or provide support during the process.
 - b. The support person or representative must respect the confidentiality of the mediation and act solely in the best interests of the party they represent.
- 13.14 Nothing in this clause will prevent or delay the Board of Governors from making a decision or from passing a resolution in relation to a matter or issue that is the subject of a Dispute that is, or which may, be dealt with in accordance with this clause.

14. Winding up the Association

- 14.1 The Association may be wound up voluntarily by a special resolution of at least three-fourths of Members of the Association present and voting at a properly advised and constituted Special General Meeting in accordance with The Act.
- 14.2 The Association shall not operate for the profit or personal gain of its individual Members. If any surplus property remains after the Association has paid its debts and liabilities upon winding up, that surplus property must not be distributed to Members but instead be transferred to one (1) or more of the following entities, as determined by special resolution at the winding-up meeting:
- a. An incorporated association.
 - b. A company limited by guarantee that is registered as mentioned in the Corporations Act section 150.

- c. A company holding a licence that continues in force under the Corporations Act section 151.
 - d. A body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946 (WA).
 - e. A body corporate that:
 - (iv) is a member or former member of the Association; and
 - (v) has rules that prevent the distribution of property to its members at the time of the surplus distribution.
 - f. A trustee for a body corporate referred to in 14.2e.
 - g. A co-operative registered under the Co-operatives Act 2009 (WA) that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.
- 14.3 If no determination is made regarding the distribution of surplus property, a member or the Association may apply to a Court of competent jurisdiction to make this determination, in accordance with The Act.

15. Sub-Committees and Groups

- 15.1 Groups and sub-committees can be formed with members of the Association and must include a Board Member and will report to the Board as required, directly or via the Leadership Team.
- 15.2 Groups such as the P&F holding a separate bank account must provide transparent financial reports and evidence that fundraising is being used for the betterment and advancement of The School and via a group mandate must form direction in line with the Strategic Plan of the Association and decide on actions via a majority vote.