

# TOONGABBIE CHRISTIAN SCHOOL LTD

A Ministry of Toongabbie Baptist church  
ABN 55 002 400 302

## INFORMATION FOR PROSPECTIVE BOARD MEMBERS

Toongabbie Christian School (TCS) is a ministry of Toongabbie Baptist Church (TBC), having been formed in 1981 by members of the church to provide a quality Christian education to Christian families. It now offers classes from Kindergarten through to Year 12, with a current student population of over 940 and staff of over 80, on a well resourced campus on Metella Road, Toongabbie. It is highly regarded for its integration of a biblical worldview into the board of studies syllabus, for the academic results achieved by its students, for its environment supportive of Christian values and for its caring community.

The school operates as a public company (limited by guarantee), with membership of the company open to all members of Toongabbie Baptist Church. A Board of Directors is appointed by the company members to govern the school in accordance with the company Constitution and Objects and with Australian law on their behalf. The Board are the linchpin between the church/members and the school company.

### Constitution, Objects and Statement of Faith

The current constitution was adopted in May 2008. It outlines the rules as to how the company is to be operated.

The objects, or objectives, of the company are defined in clause 3 of the constitution and define the purpose of TCS.

The statement of faith in clause 4 of the constitution sets out the beliefs to be subscribed to by members, directors, staff and parents/students of TCS and which underpin the spiritual ethos of the school.

### Board Composition and Governance

Defined under clauses 34 to 39 within the constitution, the TCS board comprises up to nine persons including

- five persons elected by the members (and who are therefore members of Toongabbie Baptist Church)
- the TBC pastor
- the TCS Principal
- two persons elected by and from the parent body (e.g. P & F)

The board operates under a governance model whereby day to day management of the company is delegated by the board to the Principal, who is appointed by and is a member of the board.

## Director Responsibilities

Directors of all companies must act within the confines of the company constitution and are subject to additional common law and statutory requirements, generally detailed in the Corporations Act.

Whilst an understanding of, and compliance with, the following laws is important the general principle is to at all times act honestly, with integrity and in the best interests of the company.

### Common Law duties

- to act in good faith in the interests of the company
- to act for a proper purpose
- take appropriate care and diligence in company matters (e.g. adequate preparation for board meetings)
- retain discretion
- avoiding conflicts of interest
- maintain confidentiality
- not to abuse corporate opportunities

### Statutory obligations (Corporations Act)

s180 – Duty of care and diligence and the business judgment rule

s181 – Duty of good faith

s182 – Duty not to make improper use of position

s183 – Duty not to make improper use of information

s184 – Criminal offences

s588G – Duty not to trade while insolvent

s191-195 – Disclosure of material personal interests

s208-210 – Financial benefits to related parties of public companies

s285-318 – Financial reporting

### Other responsibilities

The board of directors have overall responsibility to ensure compliance with all laws and obligations by the company. These include, but are not limited to, taxation, workplace health and safety, workplace and employment regulations, board of studies registration and accreditation.

## Director Commitment

The Board meets on approximately 8-10 occasions each year. Board meetings are generally held on the third Monday of each month, except during school holidays, at 7:30pm. Meetings are normally 2 to 3 hours in duration, with pre-reading of circulated board papers taking a further 30-90 minutes before each meeting. A schedule of board meetings and other activities is prepared on an annual basis. Whilst an occasional absence due to work or family commitments, holidays or ill health is acceptable, directors should aim to attend a minimum of 70-75% of meetings.

The board elects from its number a chairman and secretary, and from time to time members of committees, such as finance and property. These roles may involve additional responsibilities and time commitments.

Additional board activities, such as strategic planning days are scheduled as required – generally not more than twice per year and normally on Saturdays.

The Board Of Studies, Teacher and Educational Standards (BOSTES) requires that directors complete an authorised induction program within three months of appointment and undertake at least four hours of relevant professional development each year.

Director involvement in the life of the school is actively encouraged. This includes attendance at quarterly prayer breakfasts (Saturday mornings), presentation nights and graduation, and other special events in the life of the school. It is important for the board and for directors to provide a visible link back to the church.

## Director Benefits

The foremost benefit of serving as a Director of TCS Limited is seeing God's work in this ministry first hand. Those that have served on the board have many testimonies as to God's goodness through TCS. Experiencing the impact that Toongabbie Christian School has on its students, staff and their families is very rewarding.

Furthermore, serving as a director provides an opportunity to develop personal and professional skills that may be of benefit in other ministries, business or career.

Finally, the board work as a team and share the challenging times and uplifting times together. The directors also meet socially one to two times per year and are generally allocated preferred seating at school events such as presentation evenings.

## Eligibility

To be eligible to serve as a Director elected by the membership, you must satisfy the requirements of the Constitution

- you must be a member of the Toongabbie Christian School Ltd company
- not be an employed staff member of Toongabbie Christian School Ltd. A special provision exists for people who have left the employment within the past twelve months.
- only one spouse in any family is eligible for nomination, election or appointment to the board

and also satisfy the requirements of the Corporations Act

- be at least 18 years of age
- must have court consent if
  - become bankrupt and/or are an undischarged bankrupt
  - are subject to a personal insolvency agreement or an arrangement under Part X of the Bankruptcy Act that has not been fully complied with
  - are subject to a composition under Part X of the Bankruptcy Act and final payment has not been made; or

- have been convicted of various offences such as fraud or offences under company law, such as a breach of duties as a director or in solvent trading. Convicted persons cannot manage a company for five years. And if imprisoned for one of these offences, they cannot manage a company within five years after release from prison

Under the TCS constitution directorship ceases if the director

- dies; or
- resigns by notice to the Company; or
- becomes bankrupt or makes any general arrangement or composition with his creditors; or
- 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; or
- is absent from meetings of the Board during a three month period commencing on the date of the first absence without the prior permission of the Board; or
- if elected by the parent body, ceases to be a parent; or
- ceases to subscribe without reservation to the Statement of Faith; or
- is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts; or
- is found by a 75% majority of the Board to have made statements or conducted himself in such a way as to discredit or bring into disrepute either himself, the Company, or any member of the Company, or the School; or
- otherwise ceases to be, or becomes prohibited from being, a member of the Board by virtue of the Corporations Law.

## Next Steps

If you'd like further information about serving as a Director of TCS Limited, please talk to the Chairman or any of the Directors.

Nominations for directors are normally called for during the March/April period, leading up to the Annual General Meeting in late May where elections are held. Nominations should be submitted to the Chairman or to the school office. On occasions a casual vacancy arises and the board may approach people that have expressed an interest in serving to fill the vacancy.

A signed Form Of Consent To Act As A Director should accompany any nomination.

## Disclaimer

This document has been prepared for information purposes only. The Constitution, Corporations Law and any other applicable law take precedence. This document does not purport to provide any form of legal opinion or advice. Persons interested in acting as a director should seek independent legal advice.