



SOPHIA
MUNDI



Sophia Mundi Steiner School Constitution

2024



Contents List

1. Name	4
2. Purpose and Powers	4
3. Not-For-Profit	4
4. Membership	5
4.1 General	5
4.2 Register	5
4.3 Liability of Members	5
5. Discipline of Members	5
6. Appointment and Removal of Directors	6
6.1 Number and composition of Directors	6
6.2 Eligibility	6
6.3 Appointment of Directors	7
6.4 Term of office	7
6.5 Ceasing to be a Director	7
6.6 Effect of casual vacancy	8
6.7 Defects in appointment of Directors	8
7. Decision Making and Meetings	8
7.1 Board meetings	8
7.2 General Meetings	8
7.3 Convening meetings	8
7.4 Notice of meetings	8
7.5 Timing of notice of meetings	9
7.6 Quorum for meetings	9
7.7 Use of virtual meeting technology in meetings	9
7.8 Chairperson of meetings	10
7.9 Decisions at meetings	10
7.10 Resolutions without meetings	10
8. The Board	10
8.1 Powers of the Board	10
8.2 Duties of Directors	11
8.3 Establishment of committees	11
8.4 By-laws	11
8.5 Pedagogical issues	11
9. Directors' Interests	11
9.1 Conflicts of interest	11
9.2 Permissible conduct	11
10. Office Bearers and Chief Executive Officer	12
10.1 Appointment of Office Bearers	12
10.2 Secretary	12
10.3 Treasurer	13
10.4 School Executive Officer or Principal	13
11. College of Teachers	14
12. Dispute Resolution	14
13. Indemnities and Insurance	14
14. Administration	15

14.1	Minutes and records	15
14.2	Members' access to Company records	15
14.3	Common seal	15
14.4	Execution of documents	15
15.	Records, Accounting and Audit	15
15.1	Accounts and other records of the Company	15
15.2	Audit	15
15.3	Financial year	16
16.	Amending this Constitution	16
17.	Notices	16
18.	Closure of the School or winding up, deregistration or dissolution of the Company....	17
18.1	General.....	17
18.2	Contribution of a Member on winding up	17
18.3	Distribution of assets on closure of the School or the winding up, deregistration or dissolution of the Company	17
19.	Public Funds	18
19.1	General.....	18
19.2	Administration of the Public Funds	18
19.3	Winding-up, dissolution or revocation of a Public Fund	19
	19
20.	Interpretation	19
20.1	Definitions	19
20.2	Interpretation.....	20
20.3	Exclusion of replaceable rules	21
21.	Transitional Provisions.....	21
21.1	Members	21
21.2	Directors.....	21

1. Name

The name of the Company is Sophia Mundi Ltd (the **Company**).

2. Purpose and Powers

- a) The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a Charity.
- b) The Purpose for which the Company is established is to advance the educational principles and methods of Dr Rudolf Steiner, including by:
 - i) operating an ethical co-educational school which offers the International Baccalaureate program and may include a playgroup, an Early Learning Centre or after-school care program – the Sophia Mundi School (**the School**) in Victoria; and
 - ii) offering an education which strives to creatively develop the human being in freedom towards renewed social capacity, towards skills of head, heart and hand and thereby offer each child the chance to develop their own special destiny.
- c) Solely to carry out the Purpose, the Company may exercise all of the powers of an individual and a company under the Act.

3. Not-For-Profit

- a) The income and property of the Company must be applied solely towards the Purpose.
- b) Government Funding received in respect of the School must be applied solely towards the conduct of the School or otherwise in accordance with the terms and conditions that apply to the Government Funding.
- c) To the extent that income or property relates to, or is generated in, the conduct of the School, it must be applied by the Company in a manner that will not result in the School ceasing to be operated on a not-for-profit basis for the purposes of the ETRR 2017, the AEA 2013 and AER 2013 and any other legislation or regulatory requirement relevant to the not-for-profit status of the School.
- d) The Company must not be a party to, or allow the School to be a party to, a Prohibited Agreement or Arrangement with a Member or any other person or entity.
- e) No part of the income or property of the Company may be paid or transferred directly or indirectly to Members by way of dividend, bonus or other profit distribution in their capacity as Members.
- f) Directors must not be paid a director fee.
- g) Clause e) and e) does not stop the Company from making a payment (provided it is not a Prohibited Agreement or Arrangement):
 - i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Company;
 - ii) to a Member in carrying out the Company's Purpose;

- iii) of premiums for insurance indemnifying Directors to the extent allowed for by law and this Constitution;
- iv) with the prior approval of the Board, to a Director:
 - A) for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Director.

4. Membership

4.1 General

- a) The Members are the Directors.
- b) The minimum number of Members is three.
- c) The rights of any Member are not transferable.
- d) Members agree to comply with this Constitution and support the Purpose of the Company.
- e) A person is admitted as a Member of the Company when the person is appointed as a Director by the Board and the person's name is entered into the Register.
- f) A person immediately ceases to be a Member if that person ceases to be a Director.

4.2 Register

- a) The Secretary must maintain the Register.
- b) The Register must contain:
 - i) the name, address and date of admission to Membership – for each current Member; and
 - ii) the name, date of admission to Membership and date on which a person stopped being a Member – for each person who ceased to be Member in the past seven years.

4.3 Liability of Members

The liability of a Member is limited to the Guaranteed Amount, being \$10.

5. Discipline of Members

- a) The Board may suspend or expel a Member from the Company if it decides it is not in the interests of the Company for the person to continue or remain as a Member.
- b) The Board may not resolve to suspend or expel a Member outside of a Board meeting.
- c) If the Board intends to consider a resolution to suspend or expel a Member, it must notify the Member in writing at least seven days prior to the relevant Board meeting:
 - i) of the date, place and time of the meeting where the resolution will be considered;

- ii) of the intended resolution and the grounds on which it is based; and
 - iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- d) After considering any oral or written explanation or submission, the Board may resolve to:
- i) take no further action;
 - ii) warn the Member;
 - iii) suspend the Member's rights for up to 12 months;
 - iv) expel the Member; or
 - v) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause).
- e) No person may become a Director following expulsion or while suspended unless they are subsequently readmitted as a Member.

6. Appointment and Removal of Directors

6.1 Number and composition of Directors

- a) The Company must have at least three and no more than nine Directors.
- b) The School Executive Officer and Secretary may attend and speak at Board meetings but may not vote.

6.2 Eligibility

- a) Any natural person committed to the Purpose is eligible to be a Director provided the person:
 - i) has consented in writing to be a Director and Member;
 - ii) is not an employee of the Company;
 - iii) is a "fit and proper person" within the meaning of Schedule 4 of the ETRR 2017;
 - iv) has consented in writing to be a Director;
 - v) has suitable qualifications, skills and experience to discharge the obligations arising from being a member of a school governing body for the purpose of the ETRR 2017 and the ETR Act and functions of a Director, as determined by the Board from time to time;
 - vi) is not and has not been a registrable offender for the purpose of the *Sex Offenders Registration Act 2004* (Vic) (or any equivalent provision under similar legislation);
 - vii) has a current working with children clearance for the purpose of the *Worker Screening Act 2020* (Vic) (or any equivalent provision under similar legislation);
 - viii) has not been refused a working with children clearance or given a working with children exclusion for the purpose of the *Worker Screening Act 2020* (Vic) (or any equivalent provision under similar legislation); and

- ix) is not ineligible to be a Director under:
 - A) the Act; or
 - B) the ACNC Legislation.

(an Eligible Person)

- b) Rule B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

6.3 Appointment of Directors

The Board may appoint an Eligible Person to be a Director by resolution.

6.4 Term of office

- a) The term of office of a Director is three years (unless a different period is specified in the resolution).
- b) Subject to clause c) a person may be appointed as a Director for more than one term of office.
- c) Prior to appointing an individual as a Director who has served at least three terms, the Board must consider the desirability of renewal on the Board, including introducing new perspectives and giving different individuals an opportunity to serve.

6.5 Ceasing to be a Director

A person stops being a Director, and a casual vacancy is created, if they:

- a) resign by written notice to the Company;
- b) cease to be a Member;
- c) no longer support the Purpose or no longer have an interest in Steiner education;
- d) have a material personal interest in a matter that relates to the Company or the School and fails to declare the nature of their interest as required by the Act;
- e) are or become a registerable offender for the purposes of the Sex Offenders Registration Act 2014 (Vic) or any equivalent legislation in any other Australian or offshore jurisdiction;
- f) are removed by resolution of the Members or in accordance with the Act;
- g) are absent without leave of the Board, from:
 - i) three consecutive Board meetings; or
 - ii) four Board meetings over 12 months;
- h) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- i) are directly or indirectly interested in any contract or proposed contract with the Company and fail to declare the nature of the interest as required by the Act;
- j) become ineligible to be a Director under the Act or the ACNC Legislation; or
- k) are no longer a fit and proper person within the meaning of Schedule 4 of the ETRR 2017.

6.6 Effect of casual vacancy

If the number of Directors is less than three, the remaining Directors may, except in an emergency, act only to increase the number of Directors to a number sufficient to constitute a quorum or to three Directors.

6.7 Defects in appointment of Directors

An act done by, or with the participation of, a person acting as a Director is valid even if it is later discovered that:

- a) there was a defect in the appointment of the person; or
- b) the person was disqualified from continuing in office, voting or taking the relevant step.

7. Decision Making and Meetings

7.1 Board meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit and in accordance with this clause 7.

7.2 General Meetings

The Board may convene a General Meeting of Members at the time and place it thinks fit and in accordance with this clause 7, save that the Members may not pass a resolution without meeting pursuant to clause 7.10 if the Act requires a meeting for that resolution.

7.3 Convening meetings

A Director may convene, or ask the Secretary to convene, a meeting by giving reasonable notice to all of the other Directors.

7.4 Notice of meetings

- a) Notice of meetings must be given to every Director.
- b) A notice of a Board meeting:
 - i) must specify the place, day and time of the meeting;
 - ii) must provide details of any virtual meeting technology that will be used to facilitate the meeting; and
 - iii) does not need to specify the nature of the business to be transacted at the meeting.
- c) A notice of a General Meeting must:
 - i) specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - ii) if virtual meeting technology is to be used, provide sufficient information about the technology to allow the Members to participate;
 - iii) state the general nature of the business to be transacted at the meeting; and

- iv) if a Special Resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a Special Resolution.

7.5 Timing of notice of meetings

- a) At least seven days' written notice must be given of Board meetings to all Directors.
- b) The Board may unanimously waive the requirement to give seven days' notice of Board meetings.
- c) At least 21 days' notice must be given of a General Meeting:
 - i) to consider a resolution to remove an auditor or a Director;
 - ii) in the case of an Annual General Meeting, unless all the Members entitled to attend and vote agree beforehand; and
 - iii) in the case of any other General Meeting, unless Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

7.6 Quorum for meetings

- a) No business may be transacted at any meeting unless a quorum is present.
- b) A quorum for meetings is a majority of Directors or Members (as the case may be).
- c) A Director on a leave of absence approved by the Board should not be included when calculating the total number of Directors for the purposes of this clause.

7.7 Use of virtual meeting technology in meetings

- a) Meetings may be held using any virtual meeting technology that is agreed to by the Board.
- b) The use of any virtual meeting technology must give the person (a Director or Member as the case may be for the purposes of this clause 7.7) a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- c) The Board's agreement may be a standing one.
- d) A person participating through the use of virtual meeting technology will be deemed to be present at the meeting in person.
- e) A person participating through the use of virtual meeting technology:
 - i) must be given the opportunity to participate in a vote in real time; and
 - ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the voter may elect to vote in real time or in advance,
- f) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
 - i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - ii) made accessible to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

7.8 Chairperson of meetings

- a) The Chair will preside as chairperson at Board meetings and General Meetings.
- b) If the Chair is not present within 15 minutes after the commencement time or is unwilling to act as chairperson for all or part of the meeting then:
 - i) if there is a Deputy Chair, the Deputy Chair will be the chairperson; and
 - ii) if the Deputy Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the Directors present may elect a Director to be chairperson of the meeting or part of it.

7.9 Decisions at meetings

- a) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote.
- b) A question arising at a General Meeting (other than a Special Resolution) is to be decided by a majority of votes of Members present and entitled to vote.
- c) The chairperson has a deliberative vote only. If the votes cast on a motion are equal the chairperson will not have a casting vote and the motion will be lost.

7.10 Resolutions without meetings

- a) A resolution of the Board or Members may be passed without a meeting if all the Directors or Members (as the case may be) entitled to vote on the resolution responds stating that they are in favour of the resolution.
- b) The resolution is passed at the time when the last Director or Member in favour responds stating that they are in favour of the resolution.
- c) For the purpose of this clause:
 - i) the notice must include the wording of the resolution;
 - ii) the notice may be distributed by any means;
 - iii) the Directors or Members must respond in writing (including by electronic communication); and
 - iv) the resolution fails if it has not achieved unanimous consent within five Business Days after the notice was given.
- d) This clause does not apply to a Special Resolution, a Members' resolution to remove a Director or a Members' resolution to appoint or remove an auditor.

8. The Board

8.1 Powers of the Board

- a) The Directors are responsible for managing the business of the Company and furthering the Purpose.
- b) In their capacity as Directors, the Directors may exercise all the powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Members.
- c) The Board, in their capacity as Directors, cannot remove a Director or auditor.

- d) The Board may delegate any of its powers to one or more Directors, the School Executive Officer or Principal, a committee, an employee or any other person.
- e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

8.2 Duties of Directors

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

8.3 Establishment of committees

- a) The Board may establish committees.
- b) A committee may include, or be comprised of, non-Directors.
- c) The meetings and proceedings of committees are:
 - i) subject to any terms of reference and/or delegation; and
 - ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

8.4 By-laws

- a) The Board may make regulations or by-laws for the general conduct and management of the Company and the business of the Board.
- b) The Board may revoke and alter by-laws or regulations as it sees fit.

8.5 Pedagogical issues

The Board must consult with the College of Teachers on pedagogical issues that relate to the Steiner philosophy of education.

9. Directors' Interests

9.1 Conflicts of interest

Guidelines and procedures for the identification and management of conflicts of interest for all responsible persons of the Company (within the meaning of that term under ETRR 2017), are recorded in the Company's Conflict of Interest Policy, as amended from time to time.

9.2 Permissible conduct

Provided a Director complies with the requirements of the Company's Conflicts of Interest Policy, and the following does not constitute a Prohibited Arrangement or Agreement, a Director may:

- a) hold any other position in the Company, except that of auditor and School Executive Officer;
- b) hold any office or place of profit in any other entity promoted by the Company or in which it has an interest of any kind;
- c) enter into a contract or arrangement with the Company;

- d) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Company, except as auditor;
- e) sign or participate in the execution of a document by or on behalf of the Company; and
- f) do any of the above despite the fiduciary relationship of the Director's office:
 - i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - ii) without affecting the validity of any contract or arrangement.

10. Office Bearers and Chief Executive Officer

10.1 Appointment of Office Bearers

- a) From time to time as required, the Board must appoint the following Office Bearers from among the Board for a term of office of up to two years (as the Board deems fit):
 - i) a Chair;
 - ii) a Deputy Chair; and
 - iii) a Treasurer.
- b) The Board may appoint any other Office Bearer positions it deems fit from among the Board.
- c) Office Bearers of the Company hold office until the earlier of:
 - i) the end of the second year following their appointment; or
 - ii) the end of their term as Director.
- d) An Office Bearer may be elected for more than one successive term.
- e) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:
 - i) the resolution is passed by not less than two-thirds of the Directors present; and
 - ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

10.2 Secretary

- a) The Board must appoint at least one Secretary, who may be a Director, Business Manager or a School employee.
- b) The Secretary is to be appointed on such terms and conditions as the Board deems fit.
- c) A person may not be appointed as Secretary unless the person:
 - i) consents in writing to being appointed as Secretary;
 - ii) is at least 18 years of age; and
 - iii) is resident in Australia.
- d) The Board may suspend or remove a Secretary.

10.3 Treasurer

- a) The Treasurer must:
 - i) arrange for the collection and receipt of all moneys due to the Company and arrange for all payments authorised by the Company to be made;
 - ii) ensure that the financial records of the Company are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - iii) coordinate the preparation of the financial statements of the Company and their certification by the Board prior to their submission to the Annual General Meeting of the Company.
- b) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Company.

10.4 School Executive Officer or Principal

- a) The Board must appoint a Principal for a term, at the remuneration and on the conditions that it deems fit.
- b) The Principal:
 - i) may not be a Director; and
 - ii) must be a “fit and proper person” within the meaning of Schedule 4 of the ETRR 2017.
- c) Although not a pre-requisite, the Board will give preference for the selection of a candidate for the position of Principal to a suitable person with knowledge of anthroposophy and the educational principles and methods of Dr Rudolf Steiner.
- d) Subject to any contract between the Company and the Principal, the Board may remove the Principal at any time, with or without cause.
- e) The Principal may attend and speak at all Board meetings and General Meetings but may not vote.
- f) The Board may:
 - i) confer powers, discretions and duties on the Principal as it sees fit;
 - ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
 - iii) authorise the Principal to delegate all or any of the powers, discretions and duties conferred.
- g) An act done by a person acting as Principal is not invalidated merely because of a defect in their appointment as Principal if that circumstance was not known by the person when the act was done.
- h) The Board may appoint an interim or acting Principal known as a School Executive Officer, at the remuneration and on the conditions that it deems fit at any time during which the Principal is unable or unwilling to act as determined by the Board in its sole discretion.

11. College of Teachers

- a) The Company must have a College of Teachers which is an advisory body that advises the Board on pedagogical issues that relate to the Steiner philosophy of education.
- b) The meetings and proceedings of the College of Teachers are:
 - i. subject to the College of Teachers' Terms of Reference approved by the Board from time to time; and
 - ii. otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.
- c) The members of the College of Teachers may include current teachers and non-teachers.

12. Dispute Resolution

- a) The Board will determine the procedure to be followed to determine any dispute arising between:
 - i. a Member or Director and another Member or Director;
 - ii. a Member or Director and the Board; and
 - iii. a Member or Director and the Company.
- b) The Board will be subject to the following:
 - i. a Member or Director may appoint any person to act on behalf of the Member or Director in the dispute resolution procedure;
 - ii. each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and
 - iii. the outcome of the dispute must not be determined by a biased decision-maker.

13. Indemnities and Insurance

- a) The Company indemnifies every present and past Director and executive officer of the Company to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Company.
- b) This indemnity:
 - i. is a continuing obligation and is enforceable even if the person has ceased to be an officer of the company; and
 - ii. is not subject to any requirement to first incur an expense or make a payment.
- c) The Company may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its officers.
- d) Nothing in this clause limits the Company's ability to indemnify or pay for insurance for any person not expressly covered by this clause.

14. Administration

14.1 Minutes and records

- a) The Board must ensure that:
 - i) minutes of all General Meetings, Board meetings and committee meetings; and
 - ii) records of resolutions passed by Members, Directors and committees without a meeting,
 - iii) are recorded and kept with the Company's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- b) The Company must ensure that minutes of a Board or General Meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

14.2 Members' access to Company records

Upon request, the Company must give Members reasonable access to inspect and copy Company records, free of charge.

14.3 Common seal.

The Company does not have a common seal.

14.4 Execution of documents

- a) The Company may execute documents by the signature of:
 - i) two Directors;
 - ii) one Director and the Secretary; or
 - iii) such other persons appointed by the Board for that purpose.
- b) A document may be signed by electronic means in accordance with the Act.

15. Records, Accounting and Audit

15.1 Accounts and other records of the Company

- a) The Board must:
 - i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements; and
 - ii) ensure that records of its operations are kept; and
 - iii) take reasonable steps to ensure that the Company's records are kept safe.
- b) The Company must retain its records for at least seven years.

15.2 Audit

- a) If required by law, the Company must appoint and remunerate an auditor.

- b) Any auditor is entitled to attend any General Meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.
- c) The Company may give any auditor all communications relating to the General Meeting that the Members of the Company are entitled to receive.

15.3 Financial year

The financial year will begin on 1 January and end on 31 December, unless the Board passes a resolution to change the financial year.

16. Amending this Constitution

- a) The Company may only alter this Constitution by Special Resolution in accordance with the Act.
- b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a Charity.

17. Notices

- a) The Company may give notice (subject to any election or request made by the Member under the Act in relation to receipt of documents) and any communication personally, by post, email or other electronic means.
- b) Notices to the Company may be given personally, by post, email or other electronic means.
- c) Notices are deemed to be received:
 - a. in the case of a properly addressed and posted notice, five Business Days after the date of posting; and
 - b. in the case of a notice sent by email or other electronic means, at the time of sending.
- d) The non-receipt of notice or a failure to give notice, does not invalidate any thing done or resolution passed at the meeting if:
 - a. the non-receipt or failure occurred by accident or error;
 - b. the individual waives notice before or after the meeting (including by attending the meeting); or
 - c. the individual notifies the Company of their agreement to that thing or resolution before or after the meeting.
- e) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18. Closure of the School or winding up, deregistration or dissolution of the Company

18.1 General

The Company may only be wound up in accordance with the Act.

18.2 Contribution of a Member on winding up

If required, each Member must contribute an amount (not more than the Guaranteed Amount) to the assets of the Company if it is wound up while they are a Member, or within one year of the Member ceasing to be a Member, for the:

- a) payment of the debts and liabilities of the Company incurred before they ceased to be a Member; and/or
- b) costs, charges and expenses of winding up.

18.3 Distribution of assets on closure of the School or the winding up, deregistration or dissolution of the Company

- a) If on the closure of the School or the winding up, deregistration or dissolution of the Company there is a surplus of School assets (being assets that relate to, or are generated in, the conduct of the School) remaining after satisfying all the School's liabilities and expenses, the surplus must:
 - i) not be paid or distributed to a Member in their capacity as a Member; and
 - ii) be used to provide education services to children of compulsory school-age; or
 - iii) be given or transferred to an entity or entities that is charitable at law and which:
 - A) provide educational services to children of compulsory school-age; or
 - B) has charitable purposes similar to the Purpose(s); and
 - C) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- b) If on the winding up, deregistration or dissolution of the Company, there is a surplus of non-School assets remaining after satisfying all the Company's liabilities and expenses, then after complying with clause a) the surplus must:
 - i) not be paid or distributed to a Member in their capacity as a Member; and
 - ii) be given or transferred to an entity or entities that is charitable at law which:
 - A) provides educational services to school-age children; or
 - B) has a charitable purpose similar to the Purposes(s).
- c) The identity of the recipient entity or entities under clause iii) or ii) will be decided by resolution of the Members on or before any closure, winding up, deregistration or dissolution. If the Members fail to decide:
 - i) on the closure of the School, the identity of the recipient entity or entities may be determined by the Board; or

- ii) on the winding up, deregistration or dissolution of the Company, the identity of the recipient entity or entities must be determined by application to the Supreme Court in the State of Victoria.

19. Public Funds

19.1 General

The Company has established and maintains:

- a) the Sophia Mundi School Building Fund (“the School Building Fund”) for the purpose of providing money for the acquisition, construction or maintenance of a school building; and
- b) the Sophia Mundi Scholarship Fund (“the Scholarship Fund”) for the purpose of providing money for scholarships, bursaries or prizes.

(individually referred to as “**the Public Fund**” or collectively referred to as “**the Public Funds**”)

19.2 Administration of the Public Funds

- a) Gifts and deductible contributions to the School Building Fund and the Scholarship Fund and any money received by the Company because of those gifts must be deposited into, and stored in, separate bank accounts to the other funds of the Company (and to each other) and may only be used for the purpose of the School Building Fund or Scholarship Fund (as the case may be).
- b) Each Public Fund must be administered by a management committee. The management committee may be, but is not required to be, comprised of the Directors. A majority of the management committee must, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.
- c) The public must be invited to contribute to the Public Funds.
- d) No monies or assets of the Public Funds may be distributed to Members or Directors of the Company or Members of the management committee, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Funds or proper remuneration for administrative services.
- e) The Commissioner of Taxation must be notified of any proposed amendments or alterations to provisions for the Public Funds, to assess the continuing Deductible Gift Recipient status of the Public Funds.
- f) Receipts for gifts or deductible contributions to the Public Funds must state:
 - i) the name of the Public Fund;
 - ii) the Australian Business Number of the Company;
 - iii) the fact that the receipt is for a gift or deductible contribution made to a Public Fund; and
 - iv) any other matter required to be included on the receipt pursuant to the requirements of the ITAA 1997.

- g) The Company must comply with any rules that the Commissioner of Taxation makes to ensure that gifts and deductible contributions made to the Public Funds will only be used for the Company's Purpose and the purpose of the relevant Public Fund.

19.3 Winding-up, dissolution or revocation of a Public Fund

- a) If a Public Fund is wound up, any surplus assets of the Public Fund remaining after the payment of liabilities attributable to it must be transferred to some other fund, authority or institution to which income tax-deductible gifts can be made and that:
- i) has purpose(s) similar to the purpose(s) of the Public Fund; and
 - ii) is charitable at law.

20. Interpretation

20.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

Act means the *Corporations Act 2001* (Cth).

AEA 2013 means *Australian Education Act 2013* (Cth).

AER 2013 means *Australian Education Regulation 2013* (Cth).

auditor may mean a reviewer, if permitted by the Act or ACNC Legislation.

Board means the group of individuals that are responsible for the governance, strategy and management of the Company.

business day means a day that is not a Saturday, Sunday or public holiday in the State of Victoria.

Business Manager means the person appointed to assist the School Executive Officer or Principal in managing all financial, compliance and administrative responsibilities of the School.

chairperson means the person chairing a meeting.

Chair means the person appointed to the position of Chair under clause 10.

Charity means a charity registered under the ACNC Legislation.

College of Teachers means the advisory body established pursuant to clause 11.

Company means Sophia Mundi Ltd and is the proprietor of the School and Early Learning Centre (if any).

day means calendar day except public holidays.

Deductible Gift Recipient means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 97.

Early Learning Centre means:

- a) a not-for-profit approved education and care service (within the meaning of the Education and Care Services National Law Act 2010 (Vic));
- b) which provides education and care to children, including a three or four year old kindergarten program; and
- c) that operates as a feeder for enrolments to the School.

ETR Act means the *Education and Training Reform Act 2006* (Vic).

ETRR 2017 means the *Education and Training Reform Regulations 2017* (Vic).

General Meeting means a meeting of Members (including an Annual General Meeting).

Government Funding means money provided for the conduct of the School under an agreement or arrangement with the State of Victoria or the Commonwealth of Australia.

Guaranteed Amount means the amount set out in clause 4.3.

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth).

Member means a person whose name is entered in the Register as a Member of the Company in accordance with clause 4.2.

Office Bearer means Chair, Deputy Chair and Treasurer.

person includes a natural person and a corporation within the meaning of s 57A of the Act.

Principal means the person appointed to the position of Principal under clause 10.4.

Prohibited Agreement or Arrangement has the meaning given to that term under the ETRR 2017.

Public Fund or **Public Funds** means the public fund(s) established under clause 19.

Purpose means the purpose set out in clause 2.

Register means the register of Members under the Act.

School means Sophia Mundi Steiner School.

School Executive Officer means the person appointed to the position of School Executive Officer under clause h)10.4.

Special Resolution means a resolution passed at a General Meeting:

- a) of which 21 days' notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to this Constitution and the Act; and
- b) by not less than 75% of the votes cast.

20.2 Interpretation

In this Constitution:

- a) If an expression in the Constitution has a meaning in the Act, the meaning from the Act will apply to the expression - except where a contrary intention appears in this Constitution.

- b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

20.3 Exclusion of replaceable rules

- a) The replaceable rules contained in the Act do not apply to the Company.
- b) If at any time, the company is not a Charity, the Act (unless it is a replaceable rule) overrides any part of this Constitution or policy of the Company to the extent of any inconsistency.

21. Transitional Provisions

The following clauses apply notwithstanding anything to the contrary in this Constitution.

21.1 Members

The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption.

21.2 Directors

- a) The Directors immediately following the adoption of this Constitution will be those in office at the time of adoption.
- b) Directors appointed prior to the adoption of this Constitution may complete their term of office under the previous Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purposes of clause a).





*“Accept the children with reverence; educate them with love;
send them forth in freedom”*
Rudolf Steiner



Sophia Mundi Limited
ACN 006 411 016

Prepared with assistance from Moores and endorsed by the Board on 17 September 2024.