



Massada College and the Victor and Odette Ades Memorial Kindergarten
A Jewish Day School & Early Learning Kindy

CONSTITUTION
Massad College and VOAMK
Board of Governors

Massada College
Victor & Odette Ades Memorial Kindergarten
P.O. Box 112,
Glenside, SA,
5065, Australia

Telephone: +61 8 8338 2800
Fax: +61 8 8338 2455
Email: reception@massada.sa.edu.au

CONSTITUTION OF MASSADA COLLEGE (ADELAIDE), INC.

- Basis of College
- Interpretation
- Government and Management of the College
- The President
- The Treasurer
- Conduct of Elections
- The Principal and College Staff
- Admission of Pupils
- College Discipline
- Scale of Fees
- Assets, Finance, and Records
- Non-Profit Operation
- Appointment of Committees, College Rules, etc.

Basis of College

1. Name

1. The name of the College shall be the “**Massada College (Adelaide) Inc.**” (hereinafter referred to as “the College”), and it shall incorporate the “**Victor and Odette Ades Memorial Kindergarten Inc.**” (refer V.O.A.M.K. Constitution).

2. Objects

1. The objects of the College are to contribute to the educational facilities of the State of South Australia a Kindergarten and Primary College of the highest standard and is open to all applicants otherwise qualified without discrimination in respect of race or religion and will educate its students in the traditional Jewish Religion. All actions taken under the auspices of the College shall not conflict with the traditional Jewish religion.

3. Instruction in Jewish Religion and Hebrew Language

1. The college is established upon the basis that instruction in the Jewish Religion and the Hebrew Language shall be an integral part of education. Adequate provision shall be made for the instruction by the College in the traditional Jewish Religion of Jewish pupils.
2. Massada College is fundamentally a Jewish educational institution, and all instruction and practices shall be consistent with the ethos of the traditional Jewish religion.
3. Traditional Jewish practice shall be observed by Students and supported by Staff on the campus and at all functions under the auspices of the school. This requirement includes:
 - wearing of *Kippot* by boys
 - strict *Kashruth*
 - observance of festivals and mourning periods in accordance with *Halacha*

4. The following requirements are part of the School's Curriculum:
 - *Tefillah* (prayer) for a minimum of 15 minutes every morning
 - Jewish Studies and Hebrew Language at least 2 hours per week each for each child, subject to the educational needs of each child
 - *Kabbalat Shabbat* party every Friday.

4. Mottos, Colours, Badge, and Uniform

1. The College Motto shall be determined by the Board of Governors.
2. The Badge of the College shall be determined by the Board of Governors.
3. The Colours of the College shall be determined by the Board of Governors.
4. The Uniform of the College shall be determined by the Board of Governors.

Interpretation

5. Interpretation

1. In this Constitution, unless the contrary intention appears:-
 1. "*The College*" specifically refers to the Victor and Odette Ades Memorial Kindergarten and Massada College. All references to "*the College*" in the constitution shall be deemed to mean both the Kindergarten and School.
 2. "*Parent*" means a parent (or legal guardian) of a child whose name is registered on the current attendance register of the College or whose name has been officially registered with the Principal for future enrolment of the College.
 3. "*Subscriber*" means any person aged eighteen years or over who, in the previous financial year ending 30 June, has donated personally to the Council for Jewish Education in Schools, or to any other Jewish Educational Fund approved for the purpose by the Board of Governors of the College, a minimum amount of one hundred dollars prior to the call for a meeting.
2. In this Constitution, unless the wording clearly indicates otherwise, the masculine includes the feminine, the singular the plural.
3. A child is Jewish if considered Jewish by either Adelaide Hebrew Congregation or Adelaide Progressive Jewish Congregation.

Government and Management of the College

6. Government and Management of the College

1. The management and control of the College shall be vested in the following:
 1. The Executive Officers;
 2. The Board of Governors (hereinafter called "the Board")

7. Executive Officers

1. The Executive Officers shall consist of the following Honorary Officers as a minimum:-

- The President;
 - The Vice-President;
 - The Treasurer;
 - One additional member selected by the Board of Governors from their Numbers.
2. The Executive Officers shall be elected at the Annual General Meeting of the College. They shall hold office until the day following the next Annual General Meeting. The President shall have previously served at least two consecutive years as a member of the Board.
 3. The Executive Officers shall meet together when the President considers it desirable. They shall be charged with the detailed administration of the affairs of the College. The Executive shall make recommendations to the Board and is entrusted to make decisions of an urgent nature.
 4. All meetings of the Executive shall be minuted by an Executive Officer or someone co-opted for this purpose.
 5. No person who is an employee or the spouse of an employee of Massada College should be elected to the Executive.

8. Board of Governors

1. The Board shall consist of the following Honorary members:
 1. Executive Officers;
 2. The Immediate Past-President of the Board;
 3. Eight parents/subscribers to be elected at the Annual General Meeting of the College. They shall hold office until the day following the next Annual General Meeting. Of these eight parents/subscribers:-
 - at least one shall be a “parent” of the School and
 - at least one shall be a “parent” of the Kindergarten
 4. The Principal of Massada College Adelaide is a member of the Board
2. If the Board does not include at least three members of the Adelaide Hebrew Congregation and at least two members of Beit Shalom Synagogue and at least one member, other than the Principal, who is neither a member of AHC nor Beit Shalom Synagogue, then it should co-opt additional persons in order to satisfy these requirements. The Board may also co-opt up to 2 other people who have specific skills commensurate with the needs of the Board at that time.
3. The Board will appoint a General Secretary who shall be responsible for taking Minutes and recording the transactions at meetings of the Board and the College.
4. The following organisations may each nominate one elected Board Member to attend meetings of the Board as an observer on its behalf:-
 - The Jewish Community Council of South Australia;
 - The Adelaide Hebrew Congregation;
 - Beit Shalom Synagogue
5. The Board shall be responsible for the policy, management and general administration of the College and shall have power to do all things which may be required and which are incidental and/or ancillary to the proper conduct, management and administration of the College.
6. The Board shall normally meet not less than ten times in each year and at intervals of not more than two months.
7. One half of the total members of the Board shall constitute a quorum at meetings of the Board.

8. The President shall have both a deliberative and a casting vote at meetings of the Board.
9. Standing and ad hoc Committees:
 0. The Board shall establish the following Standing Committees, and may establish other Standing and ad hoc committees as it deems advisable:-
 - The Kindergarten Committee;
 - The Education Committee.
 1. The chairman or convenor of a committee established by the Board shall be a member of the Board. The Treasurer shall be ex officio the Chairman of the Finance Committee.

9. Meetings of the College

1. The Annual General Meeting of the College shall be held in February. The President may convene such other meetings of the college as he deems advisable.
2. All meetings of the College shall be duly advertised in the prevailing school newsletter at least fourteen days before the scheduled date of the meeting.
3. The following persons only are eligible to vote at meetings of the College:
 1. Parents;
 2. Subscribers.
4. At the Annual General Meeting the business to be transacted shall include the following:
 1. President's Annual Report as provided in Clause 10;
 2. Treasurer's Annual Report as provided in Clause 11;
 3. Election of Executive Officers;
 4. Election of members of the Board;
 5. Appointment of one auditor.
5. A Special General Meeting of the College shall be called by the President within thirty days of the receipt by him of a written request for such a meeting setting out the nature of the business to be considered, signed by not less than twenty-five persons who are eligible to vote at that meeting.
6. The President shall have a casting vote but no deliberative vote at meetings of the College.
7. Thirty-five persons who are eligible to vote shall constitute a quorum at meetings of the College.
8. In the event that there is no quorum at a meeting of the College the President shall call another meeting within 21 days.

The President

10. The President

1. The President shall convene and preside over all meetings of the Executive Officers, the Board and General meetings of the College. He shall be responsible for the due execution of this Constitution.
2. If there be no President or if the President be unable or unwilling to act or be out of the State the Vice President shall act as President. In the absence of both the President and the Vice President, the Treasurer shall act as President.

3. The President shall present a Report on behalf of the Executive Officers and the Board to the Annual General Meeting of the College, and shall bring to the notice of the Board any matter of an urgent or important nature which may occur during the course of any year.
4. Upon the President vacating his office he or she shall hand over to his successor all moneys, books, documents, and other property in his/her possession belonging to the College.

The Treasurer

11. The Treasurer

1. The Treasurer or a delegated financial officer under the direct supervision of the Treasurer shall,
 1. receive all moneys due to the College accruing from fees, charges, costs, donations or other sources;
 2. administer the financial affairs of the College and submit a financial statement to the Board at each meeting;
 3. observe the requirements of funding with respect to all funds provided by funding agencies;
 4. pay all salaries monthly and wages weekly and pay all other accounts as they fall due. Where possible, payment of accounts shall be authorised by the Board, but otherwise the Board shall subsequently confirm the payment of all moneys;
 5. lodge all moneys received by him in a Bank approved by the Board in the name of the College;
 6. every year at the meeting to the Board held prior to the Annual General Meeting of the College and subsequently also at the Annual General Meeting, present a duly audited statement of accounts as at the preceding 31 December.
2. All cheques shall be signed by any one of the Executive Officers nominated by the Board and the Principal. Where the Principal is not available to or unable to act in this capacity cheques must be signed by a second Executive Officer.
3. If there be no Treasurer or if the Treasurer be unable or unwilling to act or is out of the State, the Board may appoint one of its members to carry out the duties of Treasurer.
4. Upon the Treasurer vacating his office he or she shall hand over to his/her successor all moneys, books, documents, and other property in his possession belonging to the College.

Conduct of Elections

12. Conduct of Elections

1. Nominations for election to the Executive and the Board shall be called for by an announcement in the current South Australian Jewish publication published at least fourteen days before the meeting at which the election is to take place and by such additional publicity as the President may deem appropriate. In the event

that there is no regularly-published South Australian Jewish publication, the President shall take such steps as he may deem appropriate to notify those persons eligible to vote. An effort shall be made to notify the parents of all current students by means of communications sent home to them.

2. Nominations for election shall be submitted in writing to be in the hands of the General Secretary by noon on the Friday preceding the day of the election. Each nomination shall be signed by the person nominated and by one other person eligible to vote at the election.
3. If at any election no more than the required number of candidates be duly nominated by the time laid down in sub-clause 12.2 above, the President shall declare those candidates elected.
4. If less than the required number of candidates be nominated for membership of the Board by the time laid down in sub-clause 12.2 above, the Board may, at its first meeting following the election, co-opt the required number of persons to the Board.
5. If more than the required number of candidates be nominated by the time laid down in sub-clause 12.2 above, an election shall be held.
6. At any election a person eligible to vote may cast only one vote on each occasion that a division or vote shall be called for. Only one vote per family may be cast.
7. All elections shall be conducted by secret ballot and ballot papers shall be distributed to all those persons present at the meeting and eligible to vote. There shall be no proxy or absent votes. Two scrutineers shall be appointed by the President and the number of votes cast for each candidate shall be announced at the meeting.
8. The President shall determine finally on all disputes or questions of detail concerning an election.

The Principal and College Staff

13. The Principal and College Staff

1. The Principal shall be appointed by the Executive after consultation with the Board and shall be engaged for such term and upon such conditions as may be determined by the Board.
2. The Principal shall make a Report to each regular meeting of the Board and shall attend meetings of the Executive as requested by the President.
3. The Principal shall present an Annual Report either to the Annual General Meeting of the College or to the College's end-of-year ceremony.
4. All other members of the College Staff (including administrative staff and all employees) shall be appointed by the Board on the advice of the Principal.
5. The establishment of the College Staff shall be determined or amended from time to time by the Board. The establishment shall indicate in a summary form the number of appointments, the qualifications and duties of each appointee and conditions of appointment. The establishment of the College staff shall take recognition of the Government policy.

Admission of Pupils

14. Admission of Pupils

1. The Principal shall decide all cases of admission of pupils to the College.
2. The Executive may authorise the Treasurer to remit in whole or in part the fees of pupils of the College within such limits as may be directed by the Board in cases in which the Treasurer is of opinion that the pupils of the parents or guardians of such pupils are unable to pay the College fees or full College fees.
3. The Board shall from year to year determine the scale of fees to be charged for children for any member of the College staff.

College Discipline

15. College Discipline

1. All disciplinary power in respect of pupils shall be vested in the Principal save that no order for expulsion shall be made unless confirmed by the Executive.

Scale of Fees

16. Scale of Fees

1. The scale of fees shall be determined from time to time by the Board.

Assets, Finance, and Records

17. Assets, Finance, and Records

1. It shall be the duty of the President, Executive Officers and Board to ensure:-
 1. that proper financial records are kept of the financial affairs of the College;
 2. that the accounts and records shall be separate from the accounts and records of other institutions or undertakings which the College conducts or to which it is related and shall show moneys received and expended by the College, the manner in which such receipt or expenditure takes place;
 3. that due and proper control be maintained over expenditure and that no expenditure be incurred without the authority of the Board;
 4. that no contract be entered involving liability for an amount greater than the available assets of the College or exceeding \$1,000 without the written sanction of the Treasurer who may reserve the matter for the decision of the Board;
 5. that appropriate by-laws and rules shall be made by the Board for the protection and safeguard of all property and assets in the custody of the College.
 6. that decisions of the Executive, the Board, the Council and decisions made at Meetings of the College, shall be duly recorded in Minute Books kept for that purpose.

7. that the accounts and records relating to the College shall be available for inspection by authorised officials and agents of Federal and State government authorities.
2. Without otherwise limiting its powers the Board shall have power to acquire hold deal with and dispose of any interest in real or personal property and shall have power to acquire or incur any other rights or liabilities, except as defined in sub-clause 17.3, and excepting all real or personal property funded wholly or in part by grant/s unless approved in writing by the funding authority.
3. Notwithstanding any clause to the contrary, the Board does not have the authority to dispose of the College's interest or part thereof in the property owned at 13 Flemington Street, Glenside, S.A. The Board may sell the property provided that both a General Meeting of the College and a General Meeting of the Adelaide Hebrew Congregation approve. A vote of seventy five percent of those members present at both General Meetings is required to approve the sale.
4. The Auditor of the accounts of the College shall be appointed each year at the Annual General Meeting of the College. He shall hold office until the next Annual General Meeting.

Non-Profit Operation

18. Non-Profit Operation

1. All moneys and properties received or derived in connection with the College shall be applied solely for the purposes of the College and no portion thereof shall be paid or transferred directly or indirectly by any means whatsoever to members of the Board or Council or any Committee of the College, provided that nothing contained in that provision shall prevent payment in good faith to any person, including any such member or any employee of the College:-
 1. for services rendered in respect of the College;
 2. for goods supplied in the ordinary and usual conduct of the College;
 3. of interest at rates not exceeding those for the time being prevailing in the community on money borrowed for the purposes of the College from any such member or employee;
 4. of reasonable rent for premises demised or let by any such member or person for the purposed of the College.
2. If upon the winding up or dissolution of the College there remains after satisfaction of its debts and liabilities any surplus or property, the same shall not be paid or distributed among the members of the Board or Council, or any Committee of the College, but shall be given or transferred to such college or colleges, having objects similar to those of the College and by its or their constituent rules prohibiting the distribution of its or their income and property among members to an extent at least as great as is imposed on the College, as is determined by majority vote at a General Meeting of the College at or before the winding up or, in default of such determination, by a judge of the Supreme Court of the State of South Australia who may have or acquired jurisdiction in the matter.

For special conditions applying to the Kindergarten refer to clause 4 of the Victor and Odette Ades Memorial Kindergarten Rules.

Appointment of Committees, College Rules, etc.

19. Appointment of Committees, College Rules, etc.

1. The Board may draw up rules within the scope of this Constitution in respect *inter alia* of:-
 1. The conduct and management of the College.
 2. Meetings of the Board, and the College.
 3. Standing Orders and rules of debate.
 4. Matters incidental to the foregoing.

20. Seal

1. The President of the College shall provide for the safe custody of the Seal which shall only be used by the authority of the Board, and every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by one other member of the Executive Officers.

21. Amendment of the Constitution

1. This Constitution may be amended by a resolution proposed by the Board and carried by a majority of two-thirds of those persons entitled to vote present at an Annual General Meeting of the College or at a Special Meeting of the College provided always that notice or motion for such amendment shall be announced in the current South Australian Jewish publication published at least fourteen days before the meeting at which the amendment is to be voted upon, and by such additional publicity as the President may deem appropriate. In the event that there is no regularly-published South Australian Jewish publication, provided that the President shall take such steps as he may deem appropriate to notify those persons eligible to vote at least fourteen days before the meeting. An effort shall be made to notify the parents of all current students by means of communications sent home to them.
2. Any variation to this constitution which affects the financing and operation of the Kindergarten must have the prior written approval of the DECS-CSO before it shall become effective. A copy of each amended / revised issue of the College Constitution shall be provided to the DECS-CSO for information.
3. Any variation to this constitution which affects the Jewish ethos of the College (specifically, Clause 1, Clause 2, Clause 3, and sub-clauses 4.1, 4.2, 8.4, 12.1, 17.3, and 18.2) must have the prior written approval of the full Boards of the Adelaide Hebrew Congregation and Beit Shalom Synagogue before it becomes effective. A copy of each amended / revised issue of the College constitution shall be provided to both congregations for information.