

ST PHILIP'S CHRISTIAN EDUCATION FOUNDATION LTD

# MEMBERSHIP CHARTER

Reviewed February 2025



## Policy Document Information

| COMPLIANCE                 |                                                                                                                                                                             |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NESA                       | Registered and Accredited Individual Non-Government Schools (NSW) Manual                                                                                                    |
| Legislative Requirements   | <ul style="list-style-type: none"><li>• <i>Education Act 1990 (NSW)</i></li><li>• <i>Australian Education Act 2013 (Cth)</i></li><li>• <i>ACNC Act 2012 (Cth)</i></li></ul> |
| Other Policy Relationships | Conflict of Interest Policy<br>Delegations Policy                                                                                                                           |
| KEY DATES                  |                                                                                                                                                                             |
| Approved By                |                                                                                                                                                                             |
| Date Approved              | TBA                                                                                                                                                                         |
| Date for review            | TBA                                                                                                                                                                         |
| Policy Review              | This policy will be reviewed every 3 years, or as needed in line with legislative changes and the requirements of the Association of Independent Schools.                   |

### 1. Foundational Christian Principles

St Philip's Christian Education Foundation (SPCEF) provides quality education in a caring, secure and challenging learning environment based on Christian beliefs, values and practices. St Philip's Christian Education's core values of Christ First, Serve One Another, Strive for Excellence, Do What is Right and Build Community are a reflection of our 'faith expressing itself in love' (Galatians 6:5). Our faith permeates through all that we do and underpins the foundation of our lives. It is out of a demonstration of this faith that students will have the opportunity to discover the wonderful privilege of having a genuine relationship with God through His love as we seek to meet their needs in education.

### 2. General Statement

Members are *Moral & Spiritual* guardians and custodians, with the intention to protect the organisational vision, mission and heart, and also ensure the Board governs the organisation accordingly. A guardian protects and defends the purpose, integrity and vision of the organisation.

### 3. Objectives

- 1.1 **The objectives** of St Philip's Christian Education Foundation under this policy are to:
1. Define membership criteria and benefits to ensure alignment with SPCEF;
  2. Establish guidelines for members conduct, rights and responsibilities to maintain and uphold SPCEF's values, reputation and integrity.
  3. Ensure compliance with legislative requirements

## 4. Roles and Responsibilities

### 1.2 **The Membership Nominations Committee<sup>1</sup>** will:

1. Be comprised of:
  - (a) CEO
  - (b) At least three (3) Directors of the Board (including Chairman of the Board)
  - (c) One Principal
2. Function as a sub-committee of the Board.
3. Require a 75% quorum with 75% people in the room to endorse any membership application.
4. Consider all matters relating to the membership of the Foundation including recruitment and selection, communication with members (in conjunction with company secretary duties), membership processes and make recommendations to the Board.
5. Oversee and have responsibility for:
  - (a) Recommending endorsed candidates to the Board of Directors
  - (b) Reviewing membership processes and make recommendations on their improvement
  - (c) Secretariat support and record keeping will be provided by the Foundation Office.
  - (d) The committee should meet when necessary and at least twice per year.
  - (e) The Board may call a meeting and delegate the committee to carry out agreed actions.
  - (f) Minutes of each meeting should be kept and provided for the Board.
  - (g) Reports should be made periodically to the Board and at their request.
  - (h) Any other task as delegated by the Board
6. Develop an agenda comprising:
  - (a) Specific annual objectives for the committee with reporting dates
  - (b) Quarterly Membership Report
  - (c) Board membership succession planning
  - (d) Recommendation to the Board re: EOI applicants

### 1.3 **AGM Representatives of members<sup>2</sup>**

1. An incorporated member may appoint as a representative at the Annual General Meeting:
  - (a) one individual to represent the member at meetings and to sign circular resolutions under clause 37 of the Constitution of St Philip's Christian Education Foundation LTD
  - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
2. The appointment of a representative by a member must:
  - (a) be in writing

<sup>1</sup> Governance handbook, 37-38 and Appendix 10.

<sup>2</sup> SPCEF Constitution.

- (b) include the name of the representative
  - (c) be signed on behalf of the member and
  - (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 3. A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
  - 4. The appointment may be standing (ongoing).

## 1.4 **The Directors<sup>3</sup> will:**

- 1. Consider an application for membership within a reasonable time after the secretary receives the application.
- 2. Before admitting a person as a member of the company, the meeting at which the application for membership is considered must be satisfied, in its sole discretion, that the person:
  - (a) supports the objects of the company
  - (b) accepts Christ personally as Saviour and Lord
  - (c) adheres to the Statement of Faith of the company
  - (d) acts in a manner that is consistent with the Statement of Faith and is otherwise compatible with Christian principles
  - (e) is in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed
  - (f) agrees to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith and
  - (g) has a vision for the company that is in common with other members.
  - (h) Members must agree to the SPCC statements of Faith contained in the Constitution, Code of Conduct and other documentation, and have clear criteria for assessment in becoming a member including completing a skills matrix (See Annexure 'B').
  - (i) Members can be employees, but employees cannot be elected as board directors. All members must fulfil all selection criteria in order to be considered for membership including all members must be able to act as directors when elected when they stop being an employee.
- 3. If the directors approve an application, the secretary must, as soon as possible:
  - (a) enter the new member on the register of members and
  - (b) write to the applicant to tell them that their application was approved and the date that their membership started.
- 4. If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 5. The Board retains its power to refuse and to appoint persons in its absolute discretion who have been put forward by the Membership Nomination Committee.

## 1.5 **The Members<sup>4</sup>:**

- 1. Are the existing members at the time of the adoption of the Constitution on 18 November 2021 (See Annexure 'A' – Existing Schools & Existing Members)

---

<sup>3</sup> SPCEF Constitution.

<sup>4</sup> SPCEF Constitution.

2. Are the 'moral owners', in many ways the heart of the organisation. Their connectedness to the ongoing vision determines the overall health of the Christian organisation.
3. Assess the performance of the Board of Directors and hold the Board to account.
4. Select Board Directors as and when appropriate.
5. Vote on certain decisions, such as changes to the organisation's rules.
6. Act with reasonable care and diligence.
7. Act honestly and fairly in the best interests of the charity and for its charitable purposes.
8. Ensure not to misuse their position or information they gain as a Responsible Person.
9. Ensure to disclose conflicts of interest. (see Annexure 'D' Leadership Structure)
10. Ensure that the financial affairs of the charity are managed responsibly.

## 5. Becoming A Member

### 1.6 Who Can Become A Member?<sup>5</sup>

1. A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under 1.7 and under 1.4.2
2. In this clause, 'person' means an individual or incorporated body.

### 1.7 How To Apply To Become A Member?

1. A person (as defined in clause 1.6(2) above) may apply to become a member of the **company** by writing to the Membership Nomination Committee stating that they:
  - (a) want to become a member
  - (b) agree to comply with the **company's** constitution, including paying the guarantee of \$50.00
  - (c) satisfy the requirements for admission set out at 1.4 (2) above and agree to continue to satisfy those requirements as a condition of ongoing membership and
  - (d) are prepared to make both a financial and time commitment to the **company**.
  - (e) complete and submit a skills matrix form
2. See Annexure 'C' – Membership Selection Process
3. The application will be put to the Membership Nomination Committee for review and recommendation.
4. An applicant becomes a member when they are approved and entered on the register of members.
5. The Board retains its power to refuse and to appoint persons in its absolute discretion, those nominations that were endorsed by the Membership Nominations Committee.

### 1.8 Member Dissolution

---

<sup>5</sup> SPCEF Constitution.

1. A person immediately stops being a member if they:
  - (a) die
  - (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
  - (c) resign, by writing, to the secretary
  - (d) acknowledge they do not, or no longer, accept Christ personally as Saviour and Lord
  - (e) acknowledge their cessation of confession of the Statement of Faith
  - (f) are expelled
  - (g) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member
  - (h) become bankrupt or insolvent or make an arrangement or composition with creditors of the person's joint or separate estate generally.
2. Each member must notify the Secretary in writing of:
  - (a) any change in that person's name, address or alternative address and
  - (b) the member no longer satisfies the requirements for admission to membership, including where the member has ceased to support or adhere to the Statement of Faith, or where the member is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed.

## 1.9 Induction

Members' induction (or orientation) is a process designed to help new members become effective as quickly as possible. A new member will value a well-designed induction program, as it will give them an understanding of their rights and obligations, current school structure and operations, governance policies and good practice processes and procedures.

The process involves:

- a) meeting with the Chair of the Board;
- b) meeting with fellow Board members;
- c) meeting the CEO, the Principals and other key personnel of our entities;
- d) visits to the school campuses;
- e) familiarisation with the schools' educational philosophy and curriculum;
- f) familiarisation with the independent education sector and the importance of Christian Education;
- g) Review of:
  - Code of Conduct;
  - SPCEF Ltd Constitution and the Governance Manual
  - SPCEF Prospectus
  - Risk Framework
  - Latest Audited Financial Statements
  - Child Protection policy

## Process

- undergo a SPCEF Ltd induction to gain an understanding of the Foundation's history, understanding and commitment to the Foundation's ethos and vision; and an understanding and appreciation of the Foundation's academic culture from the student and staff perspectives.
- meet the Principal and the Chairman of SPCEF Ltd's governing body, as well as other Directors;
- meet the CFO, the Principals and Heads of each entity of SPCC and other relevant Executive Staff;
- tour the SPCC schools and other entities to inspect its buildings, grounds and facilities;
- receive key SPCEF Ltd governance documents. (These are listed below);
- sign a statement attesting these documents have been received by the inductee;
- receive a letter of appointment, outlining the Member's obligations and advised of the primary governance responsibilities of acting in the interest of SPCEF Ltd, confidentiality and conflicts of interests by the CEO.

## 6. Register of Members

- 1.10 **The company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices
    - iv. date the member was entered onto the register
    - v. the signed agreement of the member pursuant to clause 12.1 and
    - vi. such other information as the Board requires
  - (b) for each person who stopped being a member in the last 7 years:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices
    - iv. dated the membership started and ended
    - v. the signed agreement of the former member pursuant to clause 12.1 and
    - vi. such other information as the Board requires
- 1.11 **The company** must give current members access to the register of members.
- 1.12 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of the members

## 7. Members' Resolutions, Statements & Voting

- 1.13 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) Written notice to the company of a resolution they propose to move at a **general meeting** (members' resolution), and/or

- (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 1.14 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 1.15 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 1.16 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 1.17 the percentage of votes that members have (*as described in clause 35.1 of the Constitution of St Philip's Christian Education Foundation*) is to be worked out as at midnight before the request or notice is given to the **company**.
- 1.18 If the **company** has been given notice of a members' resolution, the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 1.19 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.
- 1.20 **Circular resolutions of members**
- 1.21 The directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution)
- 1.22 The directors must notify the auditor (if any) as soon as possible, that a circular resolution has or will be put to members and set out the wording of the resolution.
- 1.23 Circular resolutions cannot be used:
- (a) For a resolution to remove and auditor, appoint a director or remove a director
  - (b) For passing a **special resolution** or
  - (c) Where the **Corporations Act** or the Constitution of St Philip's Christian Education Foundation requires a meeting to be held
- 1.24 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution (*as set out in clause 37.5 or clause 37.6 of the Constitution*).
- 1.25 Members may sign
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 1.26 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
- 1.27 **Voting at General Meetings**
- 1.28 Each member has one vote (*see clause 38-43 in the Constitution of St Philip's Christian Education Foundation, for more thorough look at member voting*)
- 1.29 An honorary participant has no voting rights.

## 8. Membership Engagement Plan

- 1.30 Each new member will receive a welcome pack including the latest Annual Report, Constitution, Governance Handbook and other relevant documentation.

- 1.31 Members will be communicated quarterly through marketing material and documentation, including the Annual Report and other relevant documentation.
- 1.32 Members will receive invitations to special events, including but not limited to, Staff Conferences, Member's Dinners, Official Building Openings.

## 9. Nicene Creed

We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is, seen and unseen.

We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father. Through Him all things were made. For us men and for our salvation He came down from heaven: by the power of the Holy Spirit He was incarnate of the Virgin Mary, and became man. For our sake He was crucified under Pontius Pilate; He suffered death and was buried. On the third day, He rose again in accordance with the scriptures; He ascended into Heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son, He is worshipped and glorified. He has spoken through the prophets.

We believe in the one holy catholic and apostolic church. We acknowledge one baptism for the forgiveness of sins. We look for the resurrection of the dead, and the life of the world to come.

AMEN

## Related Documents

Membership Selection Process  
Governance Handbook  
SPCEF Constitution  
Code of Conduct  
Statement of Faith

## Annexure "A" – Existing Members & Schools

| EXISTING SCHOOLS                                 |                                  |
|--------------------------------------------------|----------------------------------|
| St Philip's Christian College - Dynamic Learning |                                  |
| St Philip's Christian College - Young Parent's   |                                  |
| St Philip's Christian College - Waratah          |                                  |
| St Philip's Christian College – Gosford          |                                  |
| St Philip's Christian College – Port Stephens    |                                  |
| St Philip's Christian College - Cessnock         |                                  |
| St Philip's Narnia Early Learning Centres        |                                  |
| St Philip's Teaching School                      |                                  |
| St Philip's Saints Academy                       |                                  |
| St Philip's Christian College – Gilibaa School   |                                  |
| EXISTING MEMBERS                                 |                                  |
| Mr Leslie John Holland                           | Chairman of the Board and member |
| Mr Graeme Henry Irwin                            | CEO and member                   |
| Mr Robert Leslie Fogg                            | Member                           |
| Mr Stephen Clarke                                | Member                           |
| Mr Benjamin James Picton                         | Member                           |



# 2026 BOARD SKILLS MATRIX

## CONFIDENTIAL ANALYSIS

Based on returns completed by Board Members and assessment and analysis by Nominations Committee

*This high-level summary is based on the assessment of members of the Board Nominations Committee and the results of the questionnaires. Directors were assessed against the key skills required by the St Philip's Christian Education Foundation Board.*

| Required Board Skills                 | Capacity to function well in meetings   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---------------------------------------|-----------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|                                       | International Affairs/Global Economics  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Politics & Advocacy                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Entrepreneurship & Creative Thinking    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | ICT, Cyber Security, AI                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Marketing/Public Relations              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Missional/Spiritual Service             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Governance                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Legal                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Accounting/Financial                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Fundraising & Community Engagement      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | HR and IR                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Senior Management                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Strategic Planning, Strategic Awareness | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Administration                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                                       | Construction/Engineering                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Education                             | <input type="checkbox"/>                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                          |
| Knowledge of charitable organisations | <input type="checkbox"/>                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |                          |
| NAME                                  |                                         |                          |                          |                          |                          |                          |                          |                          |
| DIRECTOR SINCE                        |                                         |                          |                          |                          |                          |                          |                          |                          |
| M/F                                   |                                         |                          |                          |                          |                          |                          |                          |                          |
| OCCUPATION                            |                                         |                          |                          |                          |                          |                          |                          |                          |
| FORMAL QUALIFICATIONS                 |                                         |                          |                          |                          |                          |                          |                          |                          |

## Annexure “C” – Membership Selection Process

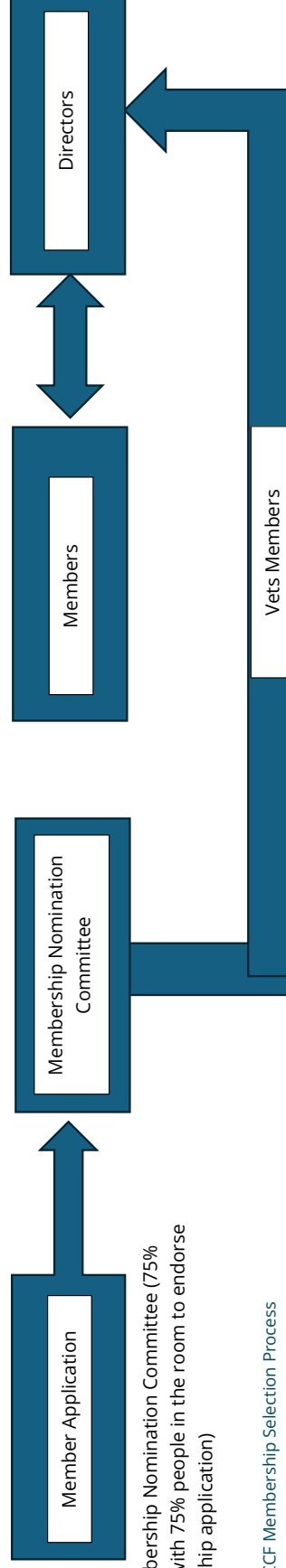
As per Section 12 of the Membership Policy: For a person to be put forward for membership:

### i) Initial Membership formation:

- Existing founding members will retain membership into the new Membership pool.
- The CEO can nominate 4 persons initially (in addition to existing members)
- The Principal of each existing School can initially nominate 2 persons each on behalf of the school
- The Membership nomination Committee will review and put forward endorsed candidates to the Board of directors for approval.
- The Board retains its power to refuse and to appoint persons in its absolute discretion.
- If a nominated person is unsuccessful, the CEO and/or school can nominate another person for endorsement until successful.
- Each member will be retained under the person/area that initially nominated them. This is to enable the future membership nomination and retention process
- The nominated parties may not be a current employee (Except for the CEO)

### ii) Ongoing member membership

- A one-out-one-in policy will remain in force to supplement leaving members.
- Existing founding members can nominate a replacement of themselves to the Membership nomination committee upon leaving
- The school/person/office who originally nominated the leaving member, will be able to nominate a new member to the membership nomination committee to replace a leaving member. This is to ensure a fair and balanced representation of all schools and governance areas remain in force and that the organisation is well presented. Other than existing founding members, no other member will be able to nominate a replacement upon leaving. Instead, the school/person/office who originally nominated the leaving member, will be able to nominate a new member to the membership nomination committee to replace themselves.
- Any new school or acquired school will have the ability to nominate two members to be considered for membership



SPCCF Membership Selection Process