

Constitution of
-Highview-
Christian Community College
(ACN 006 194 369)



Last amended by resolution dated #

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to the Special Meeting of Members on 27 March 2018.)*

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Constitution of Highview Christian Community College Limited

ACN 006 194 369

1. PRELIMINARY

1.1 Company limited by guarantee

1.1.1 The College is a company limited by guarantee and the liability of its members is limited as provided for in this document.

1.1.2 The trading name of the Company is Highview College.

1.1.3 The registered office of the Company will be situated in Victoria.

1.2 Purpose

The purpose of the Company is:

1.2.1 To advance education by operating an education facility at Maryborough;

1.2.2 To provide an ecumenical Christian basis for the educational programs offered;

1.2.3 To provide a genuinely accessible, independent, education facility within Central Victoria;

1.2.4 To encourage links with other learning facilities available at educational institutions in Maryborough or elsewhere.

1.3 Application of income and property

Subject to rule 8.2, the Company must apply its income and property solely towards promoting the purpose of the Company as stated in rule 1.2. No part of the Company's income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.4 Replaceable rules

The replaceable rules referred to in section 141 of the Act do not apply to the Company and are replaced by the rules set out in this document.

1.5 Definitions

The following definitions apply in this document.

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

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

Board means the Board of Directors for the time being acting collectively under this document.

Board Executive means the Chair, Deputy Chair 1, Deputy Chair 2 and Minute Secretary

Business Manager means the person for the time being occupying the position of Business Manager of the College and includes any person for the time being appointed by the Principal to act temporarily as Business Manager. It also includes any person that occupies substantially the equivalent position with a different title, as determined by the Board from time to time.

By-Laws means any relevant by-laws, rules or regulations of the College which the Board may from time to time determine should be introduced, amended or repealed pursuant to rule 5.2(e).

Chair means a Board Member who is, for the time being, appointed to the position of Chair

College means Highview Christian Community College and includes any preparatory or subsidiary schools now or in the future established in connection with the Company.

Company Secretary means the person appointed as company secretary by the Board in accordance with this document.

Delegations Document means the power of delegations document adopted by the Board from time to time.

Deputy Chair 1 means a Board Member who is, for the time being, appointed to the position of Deputy Chair 1

Deputy Chair 2 means a Board Member who is, for the time being, appointed to the position of Deputy Chair 2

Director means a person who is, for the time being, a director of the Company

Founding Churches means The Anglican Parish of Maryborough, The Catholic Parish of Maryborough, the congregation of The Church of Christ, Maryborough, The Uniting Church Parish of Maryborough.

General Meeting means Annual General Meeting or an Extraordinary General Meeting of the Company as the context may require.

Member means a person whose name is entered in the Register as a member of the Company.

Minute Secretary means the person appointed as Minute Secretary by the Board in accordance with this document.

Ordinary resolution means a resolution of members other than a special resolution.

Principal means the person for the time being occupying the position of Principal of the School including any person for the time being appointed by the Principal or the Board to act temporarily as Principal.

Register means the register of members kept as required by sections 168 and 169 of the Act.

College means Highview Christian Community College or such other such school as owned or managed by the Company from time to time.

College Executive means the Principal, Business Manager, Head of Teaching and Learning, Head of Pastoral Care and any other position or person appointed by the Board as a member of the College Executive.

Special resolution has the meaning given by section 9.

State means the State of Victoria, Australia.

1.6 Interpretation of this document

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

1.6.1 A reference to:

- 1.6.1.1 Legislation (including subordinate legislation) is to that legislation as amended, modified, re-enacted or replaced, and includes any subordinate legislation issued under it;
- 1.6.1.2 A document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
- 1.6.1.3 A person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
- 1.6.1.4 And anything (including a right, obligation or concept) includes each part of it.
- 1.6.1.5 A singular word includes the plural, and vice versa.
- 1.6.1.6 A word which suggests a gender includes the other genders.
- 1.6.1.7 If a word is defined, another part of speech has a corresponding meaning.
- 1.6.1.8 If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- 1.6.1.9 The word "**agreement**" includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- 1.6.1.10 A power to do something includes a power, exercisable in the like circumstances to revoke or undo it.
- 1.6.1.11 A reference to a power is also a reference to authority or discretion.
- 1.6.1.12 A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.
- 1.6.1.13 Words (other than those defined in rule 1.5) which are defined by the Act have the same meaning in this document.
- 1.6.1.14 A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

1.7 This document to prevail

If there is any inconsistency between this document and any By-Laws the relevant By-Laws are to be read subject to this document and the provisions of this document prevail to the extent of any inconsistency.

2 MEMBERSHIP

2.1 Membership

Subject to rule 2.3 and each person named in this rule 2.1 agreeing in writing to become a Member of the Company, are persons over the age of 18 who support the purposes and values of the Company and who are:

- 2.1.1 The Directors, each of whom will remain a member for so long as they are a Director;
- 2.1.2 The Life Members appointed in accordance with rule 2.4;

- 2.1.3 Parents or Guardians of a child attending the College for a period of 3 years from the date of membership admission, following which they may reapply providing they continue to meet the eligibility criteria;
- 2.1.4 A person who has the day to day care of a child attending the College for a membership period of 3 years from the date of membership admission, following which they may reapply providing they continue to meet the eligibility criteria;
- 2.1.5 Members of an Association authorised or endorsed by the Board for a membership period of 3 years from the date of membership admission, following which they may reapply providing they continue to meet the eligibility criteria
- 2.1.6 Bona fide former students of the College who attended the College for a minimum 12 month period, for a membership period of 3 years from the date of membership admission, following which they may reapply;
- 2.1.7 Members of the Founding Churches who are certified by the incumbent as such. Members applying under this Rule must provide written certification from the incumbent dated no earlier than one calendar month prior to application and may remain members for a membership period of 3 years from the date of admission following which their membership will lapse unless the member reapplies with a new certification as above;
- 2.1.8 Persons who have contributed not less than \$500 to the College Building Fund within the 12 months immediately preceding their application for Membership for a period of 3 years from the date of admission as a Member of the Company.
- 2.1.9 Members of staff for so long as they are employed at the College

2.2 Application for Membership

A person wishing to be a Member of the Company must make written Application to the Company in a form accepted by the Board from time to time and include the following in their Application:

- 2.2.1 The Applicants full name, address, date of birth, contact telephone and any other personal information reasonably required by the Company;
- 2.2.2 Details of the person(s) eligibility for Membership including any documentation to support their eligibility;
- 2.2.3 Payment of the joining fee (if any) as fixed at the preceding Annual General Meeting calculated on a pro-rata basis;
- 2.2.4 A signed copy of the Member's Code of Conduct;
- 2.2.5 Such other information or documentation as required by the Company from time to time.
- 2.2.6 The Membership year shall run 1 January to 31 December and any person making Application for Membership after 1 January shall have their Membership period adjusted on a pro rata basis (ie. a person admitted as a Member on 1 February shall be required to renew their Membership after 2 years and 11 months or will cease to be a Member at the end of this period)

2.3 Consideration of Application

- 2.3.1 As soon as practicable after an application for membership is received, the Company Secretary shall refer the nomination to the Board. The Board must decide by resolution whether to accept or reject the application;
- 2.3.2 Notwithstanding 2.3.1 any Membership Application(s) received within 8 weeks prior to the Annual General Meeting will not be processed until after the next Annual General Meeting;
- 2.3.3 The Company Secretary must notify the applicant in writing of the Board's decision as soon as practicable after the decision is made;
- 2.3.4 No reason need be given for the rejection of an application;
- 2.3.5 If an application for Membership is approved by the Board:
 - 2.3.5.1 The resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - 2.3.5.2 the Company Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members; and
 - 2.3.5.3 a person becomes a member of the Company and, subject to rule 2.7, is entitled to exercise his or her rights of membership from the date the Board approves the person's membership

2.4 Honorary Memberships

- 2.4.1 The Board may from time to time at its discretion approve the appointment of a person or persons as Life Members of the College, and such Life Members shall be persons who in the opinion of the Board have made exceptional contribution to the advancement and well-being of the College.
- 2.4.2 The Board may at its discretion -
 - 2.4.2.1 Bestow the position of a "Life Member of the College" upon any person who has tendered distinguished, significant and lasting service to the College;
 - 2.4.2.2 Bestow the award of a "Fellow of the College" upon any person in recognition of significant and lasting service to the College;
- 2.4.3 An Honorary Member shall have no powers or rights other than those of an ordinary Member.

2.5 Limited Liability of Members

- 2.5.1 The liability of the Members of the Company is limited.
- 2.5.2 Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time of their membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which the member ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding fifty dollars.

2.6 Ceasing to be a Member

A Member will cease to be a Member of the Company:

- 2.6.1 On resigning from the Company by giving 7 days written notice to the Board;
- 2.6.2 On ceasing
 - 2.6.2.1 To be a Director;
 - 2.6.2.2 To hold the relevant office, position or eligibility referred to in rule 2.1;
- 2.6.3 On the Member's death; or
- 2.6.4 Where the Member:
 - 2.6.4.1 Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
 - 2.6.4.2 Becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
 - 2.6.4.3 Is convicted of a serious criminal offence which the Board considers is incompatible with the ethos of the Company;
 - 2.6.4.4 Becomes, if the Board so decides in its absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address as it appears on the register of members.
- 2.6.5 On the passing of a resolution in accordance with Rule 2.6. subject to Rule 2.7
- 2.7 Disciplinary Proceedings and Expelling a Member**
 - 2.7.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
 - 2.7.2 The members of the disciplinary subcommittee
 - 2.7.2.1 Will be nominated by the Board and must include the Chair; but
 - 2.7.2.2 Must not be biased against, or in favour of, the Member concerned;
 - 2.7.2.3 May include an independent person who is not a Board Member if the Board determines this to be appropriate in the circumstances
 - 2.7.3 Before disciplinary action is taken against a Member, the Company Secretary must give written notice to the Member -
 - 2.7.3.1 Stating that the Company proposes to take disciplinary action against the Member; and
 - 2.7.3.2 Stating the grounds for the proposed disciplinary action; and
 - 2.7.3.3 Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - 2.7.3.4 Advising the member that he or she may do one or both of the following -
 - 2.7.3.4.1 Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 2.7.3.4.2 Bring a support person or legal representative to the meeting as an observer and such person is bound by the Members Code of Conduct and may be required to

sign a Confidentiality Agreement prior to the meeting if required by the disciplinary subcommittee. If the support person or legal representative refuses to be bound by the Members Code of Conduct or sign a Confidentiality Agreement as required, the disciplinary subcommittee may refuse to allow the support person or legal representative to attend the meeting;

2.7.3.4.3 Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

2.7.3.4.4 Setting out the Member's appeal rights under these Rules, and such notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

2.7.4 At the disciplinary meeting, the disciplinary subcommittee must

2.7.4.1 Give the member an opportunity to be heard; and

2.7.4.2 Consider any written statement submitted by the Member.

2.7.5 After complying with Rule 2.6.4, the disciplinary subcommittee may

2.7.5.1 Take no further action against the Member; or subject to these Rules -

2.7.5.2 Reprimand the Member; or

2.7.5.3 Suspend the membership rights of the Member for a specified period; or

2.7.5.4 Call a general meeting of Members to expel the Member from the Company.

2.7.6 The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

2.6.1 The Company must expel a Member and remove the Member's name from the Register where:

2.6.1.1 A general meeting is held to expel a Member; and

2.6.1.2 A resolution is passed at the meeting by special resolution in favour of the Member being expelled.

2.6.2 A Member expelled from the School does not have any claim on the Company, its funds or property.

2.6.3 Grounds for expelling a Member include but are not limited to:

2.6.3.1 Failure to comply with these Rules;

2.6.3.2 Refusal to support the purposes of the Company;

2.6.3.3 Has engaged in conduct prejudicial to the Company;

2.6.3.4 Has breached the Member's Code of Conduct;

- 2.6.3.4.1 In a serious manner;
- 2.6.3.4.2 Or on several separate occasions.

2.8 Right of Appeal

- 2.8.1 A person whose membership rights have been suspended or who has been expelled from the Company under rule 2.6 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2.8.2 The notice must be in writing and given -
 - 2.8.2.1 To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken or
 - 2.8.2.2 To the Secretary not later than 48 hours after the vote
- 2.8.3 If a person has given notice under subrule 2.7.1, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after notice is received.
- 2.8.4 The Disciplinary Meeting must be convened by an independent person to ensure fair process. The convenor must be agreed to by the Board and the disciplined Member or if agreement is not reached within 14 days of a party proposing such person, then the parties shall request Independent Schools Victoria propose a convenor for this purpose and the person so proposed shall be accepted by both parties as convenor unless such person has an unequivocal conflict of interest or bias.
- 2.8.5 At least 14 days prior to the Appeal Meeting, both parties must provide the Convenor with any documents and information on which they seek to rely on at the Appeal Meeting to facilitate the meeting process.
- 2.8.6 Notice of the disciplinary appeal meeting must be given to each Member of the Company who is entitled to vote as soon as practicable and must specify the
 - 2.8.6.1 Date, time, and place of the meeting; and
 - 2.8.6.2 The name of the person against whom the disciplinary action has been taken; and
 - 2.8.6.3 The grounds for taking that action; and
 - 2.8.6.4 That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 2.8.7 At a disciplinary appeal meeting -
 - 2.8.7.1 No business other than the question of the appeal may be conducted; and
 - 2.8.7.2 The Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - 2.8.7.3 The person whose membership has been suspended or who has been expelled:
 - 2.8.7.3.1 Must be given an opportunity to be heard; and

2.7.7.3.2 May bring a support person or legal representative to the meeting as an observer and such person is bound by the Members Code of Conduct and may be required to sign a Confidentiality Agreement prior to the meeting if required by the disciplinary subcommittee. If the support person or legal representative refuses to be bound by the Members Code of Conduct or sign a Confidentiality Agreement as required, the disciplinary subcommittee may refuse to allow the support person or legal representative to attend the meeting;

2.8.7.4 After complying with subrules 2.7.1 to 2.7.3 inclusive, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

2.8.7.5 A Member may not vote by proxy at the meeting.

2.8.7.6 The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

2.9 Rights and Obligations of Members

2.9.1 A Member of the Company who is entitled to vote has the right:

2.9.1.1 To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

2.9.1.2 To submit items of business for consideration at a general meeting; and

2.9.1.3 To attend and be heard at general meetings; and

2.9.1.4 To vote at a general meeting; and

2.9.1.5 To have access to the minutes of general meetings and other documents of the Company as provided under these Rules; and

2.9.1.6 To inspect the register of Members subject to these Rules.

2.9.2 A Member is entitled to vote if -

2.9.2.1 The Member is an Honorary Member; and

2.9.2.2 More than 10 business days have passed since he or she became a Member of the Association; and

2.9.2.3 The Member's membership rights are not suspended for any reason; and

2.9.2.4 The Member has signed the Member's Code of Conduct.

3 DIRECTORS

3.1 Number of Directors

The affairs of the Company shall be managed by a Board of Directors consisting of at least 9 Directors and, until otherwise decided by ordinary resolution, not more than 12 Directors, appointed in accordance with these Rules.

3.2 Membership qualification and composition of the Board

3.2.1 A Director must be a Member of the Company; and

3.2.2 The Board must be constituted as follows:

3.2.1.1 One person who shall be nominated by the Members and approved by the incumbent of each of the Founding Churches;

3.2.1.2 Five persons elected by all Members present or entitled to vote at an Annual General Meeting such election being conducted in accordance with these Rules;

3.2.1.3 The Board will take all steps reasonably within its power to fill each vacancy within 2 months of the vacancy occurring;

3.2.1.4 The Board may at any time appoint any person to be a Director either to fill a casual vacancy or as an additional Member of the Board. A person so appointed to fill a casual vacancy or as an additional Member of the Board will hold office until the next annual general meeting and will then be eligible for re-election but will not be taken into account in determining the Directors who are to retire under these Rules;

3.2.1.5 So far as practicable, the Directors will at all times consist of a mix of both sexes and have between them a broad range of interests, talents and experience which will assist them in carrying on the activities of the College to the benefit of the students and their parents, the staff and the community. The Board may identify a gap in the skills matrix and seek to fill such gap in the appointment of new Directors in accordance with the needs identified by the Board

3.3 Election by general meeting

Subject to this document, any By-Laws, section 201E of the Act, and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company will elect Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

3.4 Eligible candidates

3.4.1 Subject to Rule 3.4.2 the Company in general meeting cannot validly elect a person as a Director unless:

3.4.1.1 The person retires under rule 3.5 or 3.6 and seeks re-election; or

3.4.1.2 At least 28 days before the meeting at which the relevant resolution will be considered, the College receives a consent to act as a Director signed by the person.

- 3.4.2 No person who is a member of any State or the Commonwealth Parliament in Australia ~~or who has attained the age of 72 years~~ may be appointed as a Director.
- 3.4.3 Neither the Principal nor the Business Manager is (or is to be taken to be) a Director and neither is eligible to be appointed as a Director;
- 3.4.4 No person who is an employee of the Company is eligible to be appointed as a Director;
- 3.4.5 The Company Secretary must notify Members of every candidate for election as a Director at least 28 days before the relevant general meeting.

3.5 One third of Directors retire annually

Subject to these Rules at each annual general meeting one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not Directors who vacate office under rule 3.2 must retire from office and are eligible for re-election.

3.6 Selection of Directors to retire

- 3.6.1 Subject to rule 3.4, the Directors who retire under rule 3.6 are those who have held office the longest since last being elected or appointed. If 2 or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.
- 3.6.2 Notwithstanding Rule 3.6.1 the Directors present at the first meeting following ratification of this Constitution shall agree the order of retirement for the next Annual General Meeting. If the Board cannot agree by majority vote which Directors shall serve one, two or three year terms, the matter shall be resolved by lot by placing tokens numbered one, two and three in a container and Directors will serve the number of years on the token they draw.

3.7 Time of retirement

A Director's retirement under rule 3.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.8 Cessation of a Director's appointment

- 3.8.1 The office of a Director automatically becomes vacant if the person who holds the office:
 - 3.8.1.1 Is convicted of any offence punishable by imprisonment;
 - 3.8.1.2 Becomes an insolvent under administration;
 - 3.8.1.3 Is not permitted by the Act (or an order made under the Act) to be a director;
 - 3.8.1.4 Becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the College under section 206F or 206G of the Act;
 - 3.8.1.5 **Becomes of unsound mind or physically or mentally incapable of performing the functions of that office;**
 - 3.8.1.6 Fails to participate in the Board or to attend 3 consecutive Board meetings without leave of absence from the Board;
 - 3.8.1.7 Resigns by notice in writing to the Company Secretary in accordance with rule 3.8.2;

3.8.1.8 Is removed from office under rule 3.9; or

3.8.1.9 **Attains the age of 72 years**, unless the Members have resolved that the Director is to continue in office until the next annual general meeting.

3.8.1.10 Each Director must retire at the expiration of 9 years from the date upon which he was appointed as a Director;

3.8.2 Any Director may resign as a Director by giving one months' notice in writing to the Company Secretary and the resignation will take effect on the expiry of the notice or its earlier acceptance.

3.9 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, and subject to the Act, the Company may by ordinary resolution remove a Director from office where the Director has been found by a Disciplinary Sub-Committee to be acting in contravention of the law such that the Director is placing the organisation at risk.

3.10 Too few Directors

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

3.10.1 To appoint Directors up to that minimum number;

3.10.2 To convene a meeting of Members; and

3.10.3 In emergencies.

3.11 Board Executive

3.11.1 Immediately following the Annual General Meeting, the Board shall meet and elect the following Board Executive positions: Chair, Deputy Chair 1, Deputy Chair 2, Minute Secretary and any other executive positions deemed necessary by the Board.

3.11.2 The Company Secretary may be, but need not be, the Business Manager. The appointment of the Company Secretary may either be for a specified term or an unspecified term.

3.11.3 The duties and responsibilities of the Board Executive officers shall be as prescribed by the Act, the ACNC Act or these Rules or as determined by the Board and formalised in a Position Description for each Board Executive position.

3.11.4 Subject to any contract, agreement or other documentation between the Company and a Board Executive Member, the Board may remove a Board Executive Member from their office whether or not the appointment was expressed to be for a specified term and appoint another person to act in that office.

3.11.5 The Board Executive shall be empowered to:

3.11.5.1 Attend to all matters of urgency which may from time to time arise in the conduct of the College, to implement decisions of the Board, to make any appointment to fill a casual vacancy in the office of Chair, Deputy Chair, or Minute Secretary and any person so appointed shall hold office until the next Annual General Meeting;

3.11.5.2 Generally act on any matter on the grounds of convenience or necessity which is concerned with the day to day administrative

functions of the College and has been referred to the Board Executive by the Principal AND in such a case to report any decision or resolution made and/or acted upon to the Board as soon as it deems it appropriate to do so, but no later than the next Board Meeting.

- 3.11.6 Any decision or resolution of the Board Executive may be revoked by the Board by a resolution passed at any Board or special Board Meeting.
- 3.11.7 The Board Executive shall meet at such times as the Chair or if absent, a Deputy Chair may decide. A quorum at such meetings shall be three persons present.
- 3.11.8 Any motion or resolution put to any Board Executive Meeting shall be deemed to be carried if passed by a simple majority of those present and eligible to vote. In the event of there being an equality of votes the Chair shall have a casting vote.
- 3.11.9 Minutes shall be kept of all meetings of the Executive.

4 POWERS AND DUTIES OF THE BOARD

4.1 Powers generally

Except as otherwise required by the Act, any other applicable law, this document or any By-Laws, the Board has the power to control and manage the Company and its affairs and business and all the assets and property from time to time belonging to the Company or used for the purpose of the Company and to provide for the maintenance and protection thereof in accordance with the terms of this document and any By-Laws.

4.2 Specific Powers

Without limiting its rights and powers under rule 4.1, the Board will:

- 4.2.1 Control and manage all real estate and other assets belonging to the Company or used in its business or for the purposes of the Company (subject to all existing trusts, engagements and liabilities affecting the same and will provide for the maintenance and protection thereon);
- 4.2.2 From time to time fill any vacancy in the office of Principal or Company Secretary upon such terms and conditions as the Board determines;
- 4.2.3 Approve the annual operating and capital budgets;
- 4.2.4 From time to time and as and when required introduce, amend and repeal any By-Laws;
- 4.2.6 Enter into and carry out any contract or agreement for and on behalf of the Company whether relating to the purchase, sale, lease of or alteration or addition to or construction or demolition or repair of any property real or personal belonging to or used or to be used for the purpose of the Company or otherwise;
- 4.2.7 Provide for payment of interest on loans and payment or reduction of such loans and from time to time borrow money for the purpose of the Company;
- 4.2.8 Determine the fees to be paid by students.
- 4.2.9 Appoint or dismiss the Principal.
- 4.2.10 Determine the policies of the Company.

- 4.2.11 Found and endow scholarships, Bursaries, exhibitions within the College and provide payments or assistance to pupils of the College where thought desirable.
- 4.2.12 Review and evaluate from time to time within the objects of the Company the aims, objectives, programmes and procedures of the Company.
- 4.2.13 Accept on behalf of the Company subscriptions, guarantees, donations, gifts, legacies and bequests for all or any of the purposes aforesaid.
- 4.2.14 Open such Bank Account or Accounts on behalf of the Company as may be considered necessary and to authorise not less than two persons jointly to operate upon them on behalf of the Company.
- 4.2.15 Consider any decision or resolution by the Board Executive on any matter, made on the grounds of convenience or necessity dealing with the day to day administrative functions of the College and which has been referred to the Board Executive by the Principal and to ratify or revoke the same.
- 4.2.16 Appoint sub-committees to undertake enquiries and activities on its behalf and these sub-committees will meet independently of and report to the Board.
- 4.2.17 Consult with or require, on reasonable notice, a member(s) of the College Executive to provide information to the Board or attend and participate in a Board Meeting or part thereof.

4.3 Exercise of powers

A power of the Board can be exercised only:

- 4.3.1 By resolution passed at a meeting of the Board or otherwise in accordance with rule 11; or
- 4.3.2 In accordance with a delegation of the power under rule 6.

5 EXECUTING NEGOTIABLE INSTRUMENTS

- 5.1 The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company.
- 5.2 The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

6 DELEGATION OF BOARD POWERS

6.1 Delegation to committee

The Board may delegate any of its powers:

- 6.1.1 To a committee consisting of such number of suitably qualified persons as the Board may determine; or
- 6.1.2 To an attorney; or
- 6.1.3 To the Principal, Board Executive or College Executive in accordance with a formal Delegations Document ratified by the Board

and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1) of the Act.

6.2 Terms of delegation

A delegation of powers under rule 6.1 may be made:

- 6.2.1 For a specified period or without specifying a period; and
- 6.2.2 On the terms (including power to further delegate) and subject to any restrictions the Board decides.

Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.

6.3 Powers of attorney

A power of attorney under rule 6.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

6.4 Proceedings of committees

- 6.4.1 Subject to the terms on which a power of the Board is delegated to a committee the quorum of a committee consisting of 4 or more persons is 3 and the quorum of a committee consisting of less than 4 persons is 2.
- 6.4.2 The meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document and any By-Laws which may regulate the meetings and proceedings of the Board.

7 DIRECTOR'S DUTIES AND INTERESTS

7.1 Compliance with the Act and Code of Conduct

- 7.1.1 Each Director must comply with Australian laws at all times, including but not limited to Part 3.1 of the ACNC Act and Part 2D.1 and section 205F of the Act insofar as each apply in the circumstances.
- 7.1.2 Each Director must comply with the Member's Code of Conduct, Confidentiality Agreement and any other document regulating Board behaviour as required by the Board.

7.2 Scope of Director's duties

A Director is not disqualified by reason only of being a Director from:

- 7.2.1 Holding any office or place of profit or employment other than that of the Company's auditor, or being a member or creditor, of any corporation (including the Company) or partnership other than the auditor; or
- 7.2.2 Entering into any agreement with the Company.

7.3 Declaration of interests

- 7.3.1 A Director who:
 - 7.3.1.1 is in any way, interested in a contract or proposed contract with the Company; or

7.3.1.2 holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director, must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later).

7.3.2 The Company Secretary must keep and maintain an up-to-date Register of Conflicts of Interest of all Directors.

7.4 Director interested in a matter

7.4.1 Each Director must comply with section 45.25 of the ACNC Regulations and any corresponding section of the ACNC Act in relation to any matter in which the Director has a material personal interest.

7.4.1.1 Such Director must not:

7.4.1.1.1 Be present while the matter is being considered at the meeting; or

7.4.1.1.2 Vote on the matter

Unless Rule 7.4.1.2 applies

7.4.1.2 The Director may be present and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:

7.4.1.2.1 Identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the company; and

7.4.1.2.2 States that those Directors are satisfied that the interest should not disqualify the Director from voting or being present

7.4.2 Subject to Rule 7.4.1:

7.4.2.1 A Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Company enters into an agreement or proposed agreement in which that Director has an interest; and

7.4.2.2 The Company may enter into the agreement and the Director may participate in the execution of any relevant document by or on behalf of the Company; and

7.4.2.3 the Director may be counted in a quorum at a Board meeting that considers, and may vote on, matters involving the agreement; and

7.5 Agreements with third parties

The School cannot avoid an agreement with a third party merely because a Director:

7.5.1 Fails to make a disclosure required by rule 7.3; or

7.5.2 Is present at, or counted in the quorum for, a meeting that considers, votes on, or participates in the execution of, that agreement in breach of section 195 of the Act or Rule 7.4.

7.6 Obligation of confidentiality

Every Director, Principal, Business Manager and Secretary must keep the transactions and affairs of the College and the state of its accounts confidential unless required to disclose them:

- 7.6.1 In the course of duties as an officer or employee of the Company or;
- 7.6.2 By the Board or the College in general meeting; or
- 7.6.3 By-law.

The College may require a Director, Principal, Business Manager, Company Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director, Principal, Business Manager or Company Secretary must do so if required by the College.

7.7 Continuing Professional Development

All Board Members must take reasonable steps to undertake appropriate educational programs from time to time in relation to Board responsibilities and Corporate Governance or other such educational activities as are reasonably required by the Board.

8 DIRECTORS' REMUNERATION

8.1 Directors not to receive remuneration

The Company must not:

- 8.1.1 Appoint a Director to any salaried office of the Company or College or any office of the Company or College paid by fees; or
- 8.1.2 Subject to rule 8.2, pay or give a Director remuneration or other benefit in money or money's worth except, with the approval of the Board, repayment of out-of-pocket expenses and reasonable interest on money lent or reasonable rent for premises leased to the Company.

8.2 Remuneration for services rendered

Nothing in this document prevents the payment in good faith of remuneration to any officers or employees of the Company or to any Member of the Company in return for:

- 8.2.1 Any services actually rendered to the Company;
- 8.2.2 Goods supplied in the ordinary and usual way of business;
- 8.2.3 The payment of reasonable interest on money borrowed from any member of the Company; or
- 8.2.4 reasonable rent for premises leased by any member to the Company.

9 OFFICERS' INDEMNITY AND INSURANCE

9.1 Indemnity

Subject to, and so far as permitted by the Act, the ACNC Act, the *Competition and Consumer Act 2010 (Cth)* and any other applicable law:

9.1.1 The Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

9.1.2 The Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, "**Liability**" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

9.2 **Insurance**

Subject to the Act and the ACNC Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

9.3 **Former officers**

The indemnity in favour of officers under rule 9.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company even though the person is not an officer at the time the claim is made.

9.4 **Deeds**

Subject to the Act and ACNC Act, the *Competition and Consumer Act 2010 (Cth)* and any other applicable law, without limiting a person's rights under this rule 9, the Company may enter into an agreement with a person who is or has been an officer of the Company, to give effect to the rights of the person under this rule 9 on any terms and conditions that the Company thinks fit.

10 **BOARD MEETINGS**

10.1 **Regularity of Board Meetings**

The Board will meet at least six times in each calendar year or otherwise as deemed necessary.

10.2 **Convening Board meetings**

A Director may at any time, and the Company Secretary must on request from a Director, convene a Board meeting.

10.3 **Notice of Board meeting**

The convenor of each Board meeting:

10.3.1 Must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and

10.3.2 May give that notice orally (including by telephone) or in writing,

But failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

10.4 **Use of technology**

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D of the Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the Chairman of the meeting is located.

10.5 **Chairing Board meetings**

The Chair if present or if absent, a Deputy Chair shall preside as Chair at every meeting of the Board and in the absence of all three of them a Member of the Board elected by the meeting shall preside.

10.6 **Quorum**

Unless the Board decides otherwise, the quorum for a Board meeting will be at least half of the total number of Directors of the College at the time of the Board meeting and a quorum must be present when any resolutions are considered and passed. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

10.7 **Majority decisions**

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes is cast for and against a resolution, the Chair or, in the Chair's absence, the Member acting as Chair shall have the deciding vote.

10.8 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

10.9 **Written resolution**

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

10.10 **Additional provisions concerning written resolutions**

For the purpose of rule 10.9:

10.10.1 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document; and

10.10.2 a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the

Company is a document signed by that Director at the time of its receipt by the Company.

10.11 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

10.11.1 There was a defect in the appointment of the person; or

10.11.2 The person was disqualified from continuing in office, voting on the resolution or doing the thing.

11 MEETINGS OF MEMBERS

11.1 Annual general meeting

The Company must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year as required by section 250N of the Act.

11.2 Calling meetings of members

11.2.1 The:

11.2.1.1 Board or a Director may at any time in accordance with this Rule;

11.2.1.2 Board must when requested by members or when ordered by the Court; and

11.2.1.3 Members may Convene a meeting of Members.

11.2.2 Any request by Members under rule 11.2.1.2 or 11.2.1.3 must:

11.2.2.1 be in writing;

11.2.2.2 state any resolution to be proposed at the meeting;

11.2.2.3 be signed by the Members making the request; and

11.2.2.4 be given to the Company Secretary,

And separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

11.3 Notice of meeting

Subject to rule 11.4, at least 21 days' written notice of a meeting of Members must be given individually to:

11.3.1 Each Member (whether or not the Member is entitled to vote at the meeting); and

11.3.2 Each Director; and

11.3.3 To the auditor.

The notice of meeting must comply with section 249L of the Act and may be given in any manner permitted by section 249J(3) of the Act.

11.4 Short notice

Subject to the ACNC Act:

11.4.1 If the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or

11.4.2 Otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

11.5 Postponement or cancellation

The Company may:

11.5.1 Postpone a meeting of Members;

11.5.2 Cancel a meeting of Members; or

11.5.3 Change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

11.6 Fresh notice

If a meeting of Members is postponed or adjourned for 14 days or more, the Company must give new notice of the resumed meeting.

11.7 Technology

The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

11.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

12 PROCEEDINGS AT MEETINGS OF MEMBERS

12.1 Member present at meeting

If a Member has appointed a proxy as representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, is present.

12.2 Quorum

12.2.1 The quorum for a meeting of Members is as follows:

12.2.1.1 If the number of Members of the Company does not exceed 20 Members at the time of the meeting, the quorum is 7 Members;

12.2.1.2 If the number of Members of the Company is between 20 and 50 Members at the time of the meeting the quorum is 10 Members; or

12.2.1.3 If the number of Members of the Company exceeds 50 Members at the time of the meeting, the quorum will be 15 Members.

12.2.2 Each individual present may only be counted once towards a quorum.

12.3 Quorum not present

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

12.3.1 If called as a result of a request of Members under section 249D of the Act or rule 12.2.1.3, the meeting is dissolved; and

12.3.2 In any other case:

12.3.3 The meeting is adjourned to the day, time and place that the Chair decides and notifies to Members not being more than 14 days after the adjourned meeting or if no decision is notified within 72 hours of adjournment, then to the same time on the same day in the next week at the same place; and

12.3.4 If a quorum is not present at the adjourned meeting, the meeting is dissolved.

12.4 **Chairing meetings of members**

If the Company has appointed a Director to chair Board meetings pursuant to rule 11.5, that Director may also chair meetings of members. If:

12.4.1 There is no Director who the Board has appointed to chair Board meetings for the time being; or

12.4.2 The Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting, the Members present must elect a member or Director present to chair the meeting.

12.5 **Attendance at general meetings**

12.5.1 Every Member has the right to attend all meetings of members.

12.5.2 Every Director has the right to attend and speak at all meetings of Members of the Company.

12.5.3 The auditor has the right to attend any meeting of Members of the Company and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

12.6 **Adjournment**

Subject to rule 12.7, the Chair of a meeting of Members at which a quorum is present:

12.6.1 May; and

12.6.2 Must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

12.7 **Business at adjourned meetings**

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

13 PROXIES, ATTORNEYS AND REPRESENTATIVES

13.1 **Appointment of proxies**

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Board:

13.1.1 That complies with section 250A(1) of the Act; or

13.1.2 In any other form and mode that is satisfactory to the Board and is signed or acknowledged by the Member in a manner satisfactory to the Board.

13.2 Deposit of proxy forms

An appointment of a proxy is not effective for a particular meeting of Members unless the proxy form is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

13.3 Suspension of proxy or attorney's powers if member present

A proxy has no power to act for a Member at a meeting at which the Member is present:

13.4 More than 2 current proxy appointments

An appointment of proxy by a Member is revoked if the Company receives a further appointment of proxy from that Member which would result in there being more than 2 proxies of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

13.5 Continuing authority

An act done at a meeting of Members by a proxy, is valid even if, before the act is done, the appointing Member:

13.5.1 Dies or becomes mentally incapacitated;

13.5.2 Becomes bankrupt or an insolvent under administration or is wound up; or

13.5.3 Revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

14 ENTITLEMENT TO VOTE

14.1 Number of votes

Each Member has 1 vote.

14.2 Casting vote of Chair

If an equal number of votes is for and against a resolution at a meeting of Members the Chair has a casting vote.

14.3 Decision on right to vote

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chair, whose decision is final.

15 HOW VOTING IS CARRIED OUT

15.1 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 15.2 either before or on declaration of the result of the

vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

15.2 Demands for a poll

A poll may be demanded on any resolution except a resolution concerning the election of the chairman of a meeting by:

- 15.2.1 at least 3 Members entitled to vote on the resolution; or
- 15.1.2 the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

15.3 When and how polls must be taken

If a poll is demanded:

- 15.3.1 If the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 16.3, in the manner that the chairman of the meeting directs;
- 15.3.2 In all other cases, the poll must be taken at the time and place and, subject to rule 15.3.3, in the manner that the chairman of the meeting directs;
- 15.3.3 Votes which section 250A(4) of the Act requires to be cast in a given way must be treated as cast in that way;
- 15.3.4 A person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- 15.3.5 The result of the poll is the resolution of the meeting at which the poll was held.

16 MINUTES

16.1 Minutes must be kept

The Board must cause minutes of:

- 16.1.1 Proceedings and resolutions of meetings of the Company's Members;
 - 16.1.2 The name of Directors present at each Board meeting or committee meeting;
 - 16.1.3 Proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 7); and
 - 16.1.4 Resolutions passed by Directors without a meeting,
- to be kept in accordance with sections 191, 192 and 251A of the Act.

16.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A of the Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

16.3 Inspection of minute books

The Company must allow Members to inspect and provide copies of the minute books for the meetings of Members in accordance with section 251B of the Act.

17 COMMON SEALS

17.1 Common seal

The Board:

- 17.1.1 May decide whether or not the Company has a common seal; and
- 17.1.2 Is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) of the Act.

17.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

17.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- 17.3.1 By 2 Directors;
- 17.3.2 By 1 Director and the Company Secretary; or
- 17.3.3 By any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

18 ACCOUNTS, AUDIT AND AUDITORS

18.1 Company must keep accounts

- 18.1.1 The Company must keep written financial records that:
 - 18.1.1.1 correctly record and explain its transactions (including transactions undertaken as trustee) and its financial position and performance; and
 - 18.1.1.2 would enable true and fair financial statements to be prepared and audited, and must allow a Director and the auditor to inspect those records at all reasonable times.
- 18.1.2 The Company will keep the financial records at its registered office or at such other place the Board may determine.

18.2 Financial reporting

- 18.2.1 The Board must cause the Company to prepare a financial report and a Directors' report that comply with Division 60 of the ACNC Act and must report to Members in accordance with section 316A of the Act.
- 18.2.2 The Board must lay before the annual general meeting of the Company:
 - 18.2.2.1 The financial report;
 - 18.2.2.2 The Director's report; and
 - 18.2.2.3 The auditors reportfor the last financial year that ended before the annual general meeting.

18.3 Audit and Auditors

- 18.3.1 The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report.
- 18.3.2 The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Section 60-30 to 60-60 of the ACNC Act.

18.4 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

18.5 Inspection of financial records and books

Subject to rule 18.3 and section 247A of the Act, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

19 REGISTER OF MEMBERS

- 19.1 The Company must maintain a register of Members.
- 19.2 In accordance with section 169 of the Act, the register must contain the following information:
 - 19.2.1 The name and address of each Member;
 - 19.2.2 The date on which the entry of the Member's name in the register is made;
 - 19.2.3 The name and details of each person who stopped being a Member of the Company within the last 7 years;
 - 19.2.4 The date on which the person stopped being a Member; and
 - 19.2.5 An index of Member's names where the Company has more than 50 Members (and the register itself is not kept in a form that operates effectively as an index).

20 INSPECTION OF REGISTERS

- 20.1 If a person makes a written request to the Company to inspect its Registers, the Company must, subject to this Rule and the Act, allow that person to inspect the Register(s) requested.
- 20.2 The Company may charge inspection fees up to the amount prescribed by the Act unless the person requesting inspection is a Member of the Company or the Act otherwise excludes the charging of an inspection fee.
- 20.3 Within 7 days of written Application by a person, the Company must give a person a copy of the Register subject to that person paying any fee required by the Company, up to the amount prescribed by the Act, unless the Act precludes payment of such fee.
- 20.4 An Application for a copy of a Register must be in a Form prescribed by the Act and must include the purpose for which access to the Register is requested and such reason must not be for the purpose of:

- 20.4.1 Soliciting a donation from a Member of the Company;
 - 20.4.2 Soliciting a Member of the Company by a stockbroker or sharebroker in accordance with the Act;
 - 20.4.3 Gathering information about the personal wealth of a Member of a Company;
 - 20.4.4 Making an offer to purchase or issuing an invitation that satisfies paragraph 1019D of the Act.
- 20.5 A person must not use information about a person obtained from a Register to
- 20.5.1 Contact or send material to the person; or
 - 20.5.2 Disclose information of that kind knowing that the information is likely to be used to contact or send material to the person; or
 - 20.5.3 For any other purpose prevented by the Act.

21 WINDING UP

If the Company is wound up any surplus property must not be paid to members but must be paid or transferred to an organisation determined by the Board at the time of winding up to have values and purposes most closely aligned with the Company's.

22 NOTICES

22.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- 22.1.1 In writing, signed on behalf of the Company (by original or printed signature);
- 22.1.2 Addressed to the person to whom it is to be given; and
- 22.1.3 Either
 - 22.1.3.1 Delivered personally;
 - 22.1.3.2 Sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or
 - 22.1.3.3 Sent by fax to the fax number (if any) nominated by that person; or
 - 22.1.3.4 Sent by electronic message to the electronic address (if any) nominated by that person.

22.2 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

22.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- 22.3.1 If it is delivered personally or sent by fax or electronic message:
 - 22.3.1.1 By 5.00 pm (local time in the place of receipt) on a business day - on that day; or

22.3.1.2 After 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and

22.3.2 If it is sent by mail:

22.3.2.1 Within Australia - 3 business days after posting; or

22.3.2.2 To a place outside Australia - 7 business days after posting.

A certificate in writing signed by a Director or Secretary of the Company stating that a notice was sent is conclusive evidence of service.

22.4 Business days

For the purposes of rule 23.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

22.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

22.6 Notices to "lost" Members

If:

22.6.1 On 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or

22.6.2 The Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under rule 23.2,

22.6.3 The Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the Member gives the Company notice of a new address.

23 THE PRINCIPAL

23.1 Appointment

The Board will appoint a person to be Principal either for a specified term or without specifying a term.

23.2 Terms and Conditions of Office

23.2.1 The Principal will be the Chief Executive Officer of the College and the internal regulation of the College will be under the Principal's management.

23.2.2 The Principal holds office on the terms (including as to remuneration) that the Board decides. Subject to the law and any contract between the Company and the Principal, the Board may vary any decision previously made by it in respect of the Principal or remove the person acting as Principal, whether or not the appointment was expressed to be for a specified term and appoint another person to act as Principal.

24 ASSOCIATED BODIES

- 24.1 The Board may create or authorise the creation of any Association related to the Company's activities including but not limited to a Parents and Friends Association and a Past Students Association.
- 24.2 Such Association(s) shall appoint its own officers and determine its own activities subject to any rules or requirements placed on the Association by the Board from time to time.
- 24.3 Any activities of the Association involving the public use of the name of the College shall first be approved by the Board.
- 24.4 The Board may, at any time and for any reason, require the closure of an Association related to the Company's activities and may impose any requirements it sees fit on the Association in relation to such closure.

25 ALTERATION OF RULES

These rules may only be altered by special resolution of a general meeting of the Company passed by seventy five percent of those Members of the Company as, being entitled to do so, vote in person or by proxy at the meeting where such a resolution is proposed.