

## **HIGHVIEW CHRISTIAN COMMUNITY COLLEGE LTD.**

### **Short Guide to the proposed new constitution**

This short guide has been prepared to assist members of the Company in their consideration of the proposed new constitution.

Members are strongly urged to read the whole document, which, while making few changes of substance, is presented in a contemporary format compliant with the requirements of the Corporations Act and the ACNC Act. Members' attention is drawn to the following rules:

1. The existing "Memorandum of Association" and "Articles of Association" have been redrafted into a single document, the "Constitution" maintaining current powers and authority.
2. Rule 1.5: Definitions
  - Has been expanded to ensure roles within the Company are clear
3. Rule 2: Membership
  - WHO can be a member of the Company is unchanged
  - ALL memberships to be current for 3 membership years
  - If still eligible, members can re-join for a further 3 years
4. Rule 2.2: Application for Company membership
  - Requires written application on the prescribed form
  - Requires agreement to abide by the members "Code of Conduct"
5. Rules 2.7, 2.8, 2.9: Disciplinary Proceedings/Appeals
  - Clearly lists the rights and obligations of members involved in any disciplinary action
6. Rule 3: Directors
  - Establishes a Board of 9 members ....4 nominated by the Founding Churches and 5 elected by the membership
  - Empowers the Board to appoint up to 3 additional Directors, if required, to a limit of 12 Directors
  - Excludes employees from becoming Directors
  - Limits Directors to 3 year terms with a limit of 3 consecutive terms
7. Rule 4: Powers and Duties of the Board
  - Retains the existing powers and duties

8. Rule 7: Directors Duties and Interests
  - Requires compliance with the Act and the Code of Conduct
  - Requires interests to be declared
  - Makes secrecy obligatory
  - Mandates continuing professional development
9. Rule 10: Board Meetings
  - Provides a clear “roadmap” for the calling and operation of Board meetings
10. Rules 11 and 12: Calling and Proceedings of Meetings of Members
  - Lists WHEN meetings can be called
  - Lists HOW meetings can be called
  - lists HOW meetings are to be conducted
11. Rules 13, 14 and 15: Voting at Meetings and Proxy voting
  - Establishes the rules for proxy voting
  - Details the entitlement to vote
  - Sets out the rules to be followed when voting takes place
12. Rule 19: Register of Members
  - Specifies what the register must include in accordance with the Act
13. Rule 24: Associated Bodies
  - Gives the Board power to recognise associated bodies and to exercise control over such bodies

While the rules listed here are important, members are urged to read the whole document to understand how the various elements interact to ensure sound governance of the College

Michael Grimes

27 February 2018