

# Constitution of Australian College of Theology Limited

A Public Company Limited by Guarantee

## 1. Preliminary

### *Preamble*

- 1.1 The Australian College of Theology was constituted on 2 October 1891 by the General Synod of the Church of England in the Dioceses of Australia and Tasmania to foster and direct a systematic study of Divinity, especially among the Clergy. The Australian College of Theology was reconstituted on 3 September 1900 and its Constitution was amended in 1910, 1916, 1926, 1932 and 1945 by the General Synod of the Church of England in the Dioceses of Australia and Tasmania. On 15 May 1962 and subsequently on 29 September 1966 the Australian College of Theology was reconstituted by the General Synod of the Church of England in Australia. The Constitution of the Australian College of Theology was amended by the General Synod of the Church of England in Australia, which on 21 August 1981 was renamed the Anglican Church of Australia, in 1973, 1992, 1995 and 2004. On 29 November 1995 the Australian College of Theology Council Inc was incorporated as an association under the Associations Incorporation Act 1984 (NSW). On 6 September 2007 the Australian College of Theology Council Inc was registered pursuant to the provisions of the Corporations Act 2001 (Cth) as a public company limited by guarantee in the name of the Australian College of Theology Council Limited. On 24 October 2007 the General Synod of the Anglican Church of Australia consented to the change of name of the Australian College of Theology Council Limited to the Australian College of Theology Limited and the modification of the Constitution of the Australian College of Theology Council Limited in accordance with this Constitution, and provided for the repeal of the existing Constitution of the Australian College of Theology.
- 1.2 The Australian College of Theology Limited operates in association with affiliated Christian theological colleges, each with their own church and agency stakeholders.

### *Definitions*

- 1.3 The following words have these meanings in this Constitution unless the contrary intention appears:

**Affiliated Christian Theological College** means an Anglican Theological College, or a Non-Anglican Theological College, which is approved to offer an accredited higher education award of the College;

**Anglican Theological Colleges** means St Francis' Theological College (Brisbane), St Barnabas' College (Adelaide), Moore Theological College, Ridley College, St Mark's National Theological Centre, John Wollaston Theological College, Trinity College Theological School, Youthworks College, the School of Christian Studies\*, and Mary Andrews College† and any other theological college of the Church recognised as an Anglican Theological College by the Standing Committee;

**Article** means an Article of this Constitution;

**Bishops** means bishops of the Church;

**Church** means the Anglican Church of Australia;

**College** means the Australian College of Theology Limited;

**Constitution** means this Constitution as amended from time to time, and a reference to a particular Article has a corresponding meaning;

\* Amended by  
GSSC, 27 Feb.  
2008

† Amended by  
GSSC, 13 June  
2009

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

**Dean** means the Dean and Chief Executive Officer for the time being of the College;

**Director** means a person holding office as a Director of the College;

**Directors** mean all or some of the Directors acting as a Board;

**House of Bishops** means the persons who comprise the House of Bishops of the General Synod referred to in section 16 of the Constitution of the Church;

**Independent Person** means a person who is not:

a member of the College; or

enrolled as a candidate for an award of the College; or

employed by the College or an Anglican Theological College or a Non-Anglican Theological College;

**Meeting** includes audio and video conferencing or data conferencing in which two or more people communicate and collaborate as a group over the internet or corporate intranet in real time;

**Member** means a member of the College;

**Non-Anglican Theological Colleges** means those non-Anglican theological colleges affiliated with the College;

**Part** means a Part of this Constitution;

**Previous Constitution** means the Constitution of the College set out in the Australian College of Theology Canon 1966 of the General Synod of the Church;

**Primate** means the person who is for the time being the Primate of the Church;

**Register** means the register of Members of the College under the Corporations Act and if appropriate includes a branch register;

**Registered Office** means the registered office of the College;

**Resolution** includes the situation where each person entitled to participate in a meeting has notice of the meeting and sends to the Secretary a memorandum, which may be by e-mail, assenting to a proposed resolution;

**Secretary** means a person appointed under Article 11.1 as secretary of the College; and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the College;

**Specified Date** means the date that the Australian College of Theology Canon 1966 is repealed.

**Standing Committee** means the Standing Committee of the General Synod of the Church or such other body as from time to time performs the functions currently performed by the Standing Committee;

**State** means the State or Territory in which the College is for the time being registered;

**Visitor** means the person appointed under Article 4.1(f) as the visitor of the College.

## ***Interpretation***

- 1.4 In this Constitution unless the contrary intention appears:
- (a) words importing any gender include both genders;
  - (b) the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (c) the singular includes the plural and vice versa;
  - (d) a reference to a law includes regulations and instruments made under the law;
  - (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
  - (f) a power, an authority or a discretion reposed in a Director, the Directors, the College in general meeting or a Member may be exercised at any time and from time to time.
- 1.5 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.6 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

## ***Replaceable rules not to apply***

- 1.7 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the College.

## **2. Objects**

- 2.1 The objects of the College shall be to foster and direct the systematic study of theology and other disciplines related to Christian ministry by teaching and research in a manner and at a level commensurate with the practices of Australian universities by:
- (a) awarding higher education qualifications in theology and other disciplines related to Christian ministry equivalent to awards offered in Australian universities, and delivering the related courses in a variety of modes; and
  - (b) engaging in student-centred teaching and learning, through each affiliated college, that advances knowledge, encourages free and open enquiry, and enhances the pursuit of vocational excellence; and
  - (c) facilitating each affiliated college’s realisation of the full potential of its formational, educative and scholarly endeavour; and
  - (d) fostering and enhancing a culture of research and scholarship across the College that leads to new knowledge and original creative endeavour; and
  - (e) promoting the study of theology and other disciplines related to Christian ministry in the wider community; and
  - (f) enhancing the higher education status of the College; and
  - (g) underpinning these objects through governance, procedural rules, policies, financial arrangements and planning, and quality assurance processes which are sufficient to ensure the academic integrity of the College’s academic programs.

### **3. Membership**

#### ***Members***

3.1 The Members of the College shall be:

- (a) the Primate; and
- (b) the Dean; and
- (c) the principals of the Anglican Theological Colleges (Category A); and
- (d) the persons elected by the House of Bishops (Category B); and
- (e) the principals of the Non-Anglican Theological Colleges which are approved to offer research degrees of Master or Doctor of the College (Category C); and
- (f) five persons holding the research degree of Master or Doctor awarded by the College (Category D); and
- (g) five persons holding any other degree awarded by the College (Category E).

3.2 A person is eligible to be nominated for membership in Category D or Category E if not already a member in Category A or Category B or Category C.

3.3 A person eligible for election in both Category D and Category E may be nominated in one category only.

#### ***Number of Members elected by the House of Bishops***

3.4 The House of Bishops shall elect as Members of the College the number of persons equal to the total number of persons comprising Categories C, D and E including at least one Bishop.

#### ***Election of Members***

3.5 The first election of Members in Category B shall take place as soon as practicable after the Specified Date. The Dean shall invite nominations from the House of Bishops and:

- (a) where the number of nominations is equal to the required number of persons and includes at least one Bishop, declare the nominated persons elected;
- (b) where the number of nominations is less than the required number of persons, declare the nominated persons elected and a casual vacancy for the remainder of the required number of persons;
- (c) where the number of nominations is more than the required number of persons and includes only one Bishop, declare the Bishop elected, conduct an election for the remainder of the required number of persons and on completion of the election declare the poll;
- (d) where the number of nominations is more than the required number of persons and does not include one Bishop, declare a casual vacancy for the Bishop, conduct an election for the remainder of the required number of persons and on completion of the election declare the poll;
- (e) where the number of nominations is more than the required number of persons and includes more than one Bishop, conduct an election and on completion of the election declare the poll.

3.6 Subsequent elections of Members in Category B shall take place at each ordinary session of the General Synod of the Church after the Specified Date, and shall be conducted in the same manner as in Article 3.5.

- 3.7 The first election of Members in each of Categories D and E shall take place as soon as practicable after the first election of Members in Category B. The Dean shall invite nominations from the Primate, the Dean, and the Members in Categories A, B and C and:
- (a) where the number of nominations is five, declare the nominated persons to be elected;
  - (b) where the number of nominations is less than five, declare the nominated persons elected and a casual vacancy for the remainder of the Members comprising Category D or E, as the case may be;
  - (c) where the number of nominations is more than five, conduct an election among the Primate, the Dean, and the Members in Categories A, B and C and on completion of the election declare the poll.
- 3.8 Subsequent elections of Members in each of Categories D and E shall take place no more than six months prior to every third annual general meeting after the initial annual general meeting, and shall be conducted in the same manner as in Article 3.7 with the exception that the Dean shall invite nominations from the Members and that any election shall be held among the Members.

### ***Ceasing to be a Member***

- 3.9 A person ceases to be a Member if the person:
- (a) dies;
  - (b) resigns;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) in the case of the Primate and Dean, ceases to hold that office;
  - (e) in the case of persons in Category A, ceases to be the principal of an Anglican Theological College;
  - (f) in the case of persons in Category C, ceases to be the principal of a Non-Anglican Theological College.

### ***Term of membership of elected Members***

- 3.10 The term of membership of the Members in Categories B, D and E is until the declaration for the poll for the next election for that Category. Members in Categories B, D and E are eligible for re-election upon the expiry of the term of their membership.

### ***Casual vacancies***

- 3.11 Where there is a casual vacancy in the Members in Category B, the Primate will as soon as practicable after the occurrence of the vacancy appoint a person and ensure that there is at least one Bishop. The term of a Member appointed under this Article is until the declaration of the poll for the next election for Category B. Upon the expiry of the term of their membership a Member appointed under this Article is eligible for election.
- 3.12 Where there is a casual vacancy in the Members in Categories D or E, the Dean will as soon as practicable after the occurrence of the vacancy invite nominations from among the Members and, with appropriate changes conduct an election among the Members in the manner specified in Article 3.7 or 3.8 as the case may be. The term of a Member elected under this Article is until the declaration of the poll for the next

election for Category D or E. Upon the expiry of the term of their membership a Member elected under this Article is eligible for re-election.

#### **4. General meetings**

##### ***Annual general meeting***

4.1 Annual general meetings of the College are to be held in accordance with the Corporations Act. The business of the annual general meeting shall include:

- (a) the consideration of the annual financial report, Directors' report and auditor's report; and
- (b) the election of the Directors at the initial annual general meeting and at each third annual general meeting thereafter; and
- (c) the appointment of the auditor of the College at the initial annual general meeting and at each subsequent annual general meeting if there is a vacancy in the office of auditor; and
- (d) the fixing of the auditor's remuneration; and
- (e) the election of two members of the Nominations Committee at the initial annual general meeting and at each third annual general meeting thereafter; and
- (f) the appointment of an Independent Person who is approved for appointment by the majority of the Nominations Committee as the Visitor at the initial annual general meeting and at each subsequent annual general meeting if there is a vacancy in the office of Visitor.

##### ***General meeting***

4.2 The Directors may convene and arrange to hold a general meeting of the College whenever they think fit and must do so if requested to do so by the Primate or required to do so under the Corporations Act.

##### ***Notice of general meeting***

4.3 Notice of a meeting of Members must be given in accordance with the Corporations Act.

##### ***Calculation of period of notice***

4.4 In computing the period of notice under Article 4.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

##### ***Cancellation or postponement of a meeting***

4.5 Where a meeting of Members (including an annual general meeting) is convened by the Directors they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This Article does not apply to a meeting convened at the request of the Primate or in accordance with the Corporations Act by a single Director, by Members or by the Directors on the request of Members.

##### ***Notice of cancellation or postponement of a meeting***

4.6 Notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member individually; and

- (b) to each other person entitled to be given notice of a meeting of the Members under the Corporations Act.

### ***Contents of notice of postponement of meeting***

4.7 A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

### ***Number of clear days for postponement of meeting***

4.8 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

### ***Business at postponed meeting***

4.9 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.

### ***Proxy or attorney at postponed meeting***

4.10 Where:

- (a) by the terms of an instrument appointing a proxy or attorney, a proxy or an attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney,

then, by force of this Article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the College at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

### ***Non-receipt of notice***

4.11 The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

## **5. Proceedings at general meetings**

### ***Representation of Member***

5.1 A Member may be present and vote in person or may be represented at any meeting of the College by:

- (a) proxy; or

(b) attorney.

5.2 Unless the contrary intention appears, a reference to a Member in Part 5 means a person who is a Member or who is a proxy or attorney of that Member.

### **Quorum**

5.3 Subject to Article 5.6, twelve Members present in person are a quorum at a general meeting.

5.4 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the chairman's own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.

5.5 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

(a) if convened by, or on requisition of, Members, is dissolved; and

(b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

5.6 At a meeting adjourned under Article 5.5(b) twelve Members present in person are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

### **Appointment and powers of chairman of general meeting**

5.7 The Primate is entitled to preside as chairman at a general meeting.

5.8 If a general meeting is held and the Primate is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence):

(a) the chairman of the Directors;

(b) the deputy chairman of the Directors;

(c) a Director chosen by a majority of the Directors present;

(d) the only Director present;

(e) a Member chosen by a majority of the Members present in person or by proxy.

5.9 The chairman of a general meeting:

(a) has charge of the general conduct of the meeting and of the procedure to be adopted at the meeting; and

(b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

(c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting.

5.10 A decision by the chairman under Article 5.9 is final unless overturned by resolution of the general meeting.

### ***Adjournment of general meetings***

- 5.11 The chairman may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.12 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 5.13 Except as provided by Article 5.12, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 5.14 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

### ***Voting on a resolution***

- 5.15 When voting on any resolution or other matter put to a vote at a meeting of Members, each Member shall have one vote.

### ***Questions decided by majority***

- 5.16 Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

### ***Appointment of proxy***

- 5.17 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy or proxies to attend and vote for the Member at the meeting.
- 5.18 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
- (a) the Member's name and address; and
  - (b) the College's name; and
  - (c) the proxy's name or the name of the office held by the proxy; and
  - (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

- 5.19 An undated appointment is to be taken to have been dated on the day it is given to the College.
- 5.20 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

This Article does not affect the way that the person can cast any vote which that person is entitled to exercise by virtue of being a Member themselves.

- 5.21 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.
- 5.22 An appointment of a proxy does not need to be witnessed.
- 5.23 A later appointment revokes an earlier one.

### ***Receipt of proxy and other instruments***

5.24 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the College not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the College at a specified place for the purposes of this Article.

### ***Validity of vote in certain circumstances***

5.25 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding:

- (a) the previous death or unsoundness of mind of the Member who has appointed a proxy or executed the power of attorney; or
- (b) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power,

if notice in writing of the death, unsoundness of mind, revocation or transfer has not been received by the College at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

### ***Director entitled to notice of meeting***

5.26 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

### ***Auditor entitled to notice of meeting***

5.27 The College must give its auditor (if any):

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a Member is entitled to receive.

## **6. The Directors**

### ***Initial Directors***

6.1 The initial Directors are the persons who constitute the Board of Delegates under the Previous Constitution.

6.2 The initial Directors hold office until the conclusion of the first annual general meeting.

6.3 Articles 6.13 to 6.17, Part 7 and Part 8 except for Article 8.6 apply to the initial Directors.

6.4 At a meeting of the initial Directors, the number of Directors whose presence is necessary to constitute a quorum is three.

### ***Election of Directors***

- 6.5 At the initial annual general meeting and at each third annual general meeting thereafter the Members are to elect nine Directors.
- 6.6 The Directors appointed pursuant to Article 6.5 shall include:
- (a) at least one Bishop who is a Member;
  - (b) at least two principals of Affiliated Christian Theological Colleges;
  - (c) at least five Independent Persons of whom:
    - (i) at least one has senior administration experience in higher education institutions; and
    - (ii) at least another one has financial expertise and financial management experience at a senior level; and
    - (iii) at least another one has commercial expertise at a senior level within the public or private sector;
- and who are approved for election by the majority of the Nominations Committee.
- 6.7 Where the number of persons elected as Directors who satisfy the requirements of Article 6.6 is less than nine, the Dean must declare a casual vacancy.

### ***Appointment of additional Directors***

- 6.8 The Directors may increase the number of Directors by up to two Directors and determine whether the additional Director is to be an Independent Person, provided that the majority of Directors must be Independent Persons.
- 6.9 The Directors are to appoint any additional Director, provided that any additional Director who is to be an Independent Person is approved for appointment by the majority of the Nominations Committee.

### ***Term of Office***

- 6.10 The elected Directors hold office until the conclusion of the third annual general meeting following their election and are eligible for re-election.
- 6.11 Any additional Directors hold office until the conclusion of the annual general meeting at which the Directors are elected and are eligible for reappointment.

### ***Casual vacancy***

- 6.12 If at any time the position of a Director becomes vacant, the position must be filled by the Directors so as to ensure that the Directors satisfy the requirements of Articles 6.6 and 6.9. A Director appointed under this Article holds office until the time when the Director they were appointed to replace would have retired in accordance with this Constitution, and is eligible for election.

### ***Remuneration of Directors***

- 6.13 If the College in general meeting so resolves, the Directors shall be paid remuneration fixed by the College for their services as Directors.

### ***Travelling expenses***

- 6.14 A Director is entitled to be reimbursed out of the funds of the College for such reasonable travelling, accommodation and other expenses as the Director may incur

when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the business of the College.

### ***Director's interests***

- 6.15 (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
- (i) subject to Article 6.13 hold any office or place of profit in the College, except that of auditor; and
  - (ii) enter into any contract or arrangement with the College; and
  - (iii) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the College or persons dependent on or connected with them; and
  - (iv) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the College, except as auditor.
- (b) A Director may do anything mentioned in Article 6.15(a) despite the fiduciary relationship of the Director's office:
- (i) without any liability to account to the College for any direct or indirect benefit accruing to the Director; and
  - (ii) without affecting the validity of any contract or arrangement.
- (c) A Director shall make known to the College any conflict of interest or any affiliation that the Director has with an actual or prospective supplier of goods or services to the College or with an actual or prospective recipient of grant funds from the College or with an organisation with competing or conflicting objectives.
- (d) A Director shall not be present or participate in, vote on or be counted in a quorum when any matter referred to in Article 6.15 (a) or (c) relating to or involving the Director is being considered or decided by the Directors.
- (e) A reference to the College in this Article is also a reference to each related body corporate of the College.

### ***Signing documents***

- 6.16 A Director is not disqualified because of a material personal interest from signing or participating in the execution of a document by or on behalf of the College.

### ***Vacation of office of Director***

- 6.17 In addition to the circumstances in which a Director is removed pursuant to the Corporations Act or the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (b) resigns from the office by notice in writing to the College;
  - (c) is not present personally at three consecutive meetings of the Directors without leave of absence from the Directors;
  - (d) is the subject of a resolution of the College terminating his or her appointment as a Director of the College.

## **7. Powers and duties of Directors**

### ***Directors to manage the College***

- 7.1 The academic governance and business of the College is to be managed by the Directors, who may exercise all such powers of the College as are not, by the Corporations Act or by this Constitution, required to be exercised by the College in general meeting.
- 7.2 Without limiting the generality of Article 7.1, the Directors may exercise the following powers of the College:
- (a) to borrow or raise money, to charge any property or business of the College; and
  - (b) to issue debentures or give any other security for a debt, liability or obligation of the College or of any other person; and
  - (c) to determine the strategic direction, annual budget and business plan of the College; and
  - (d) to issue academic awards of the College and by resolution passed by not less than two-thirds of the Directors withdraw awards of the College; and
  - (e) to grant scholarships, prizes, exhibitions, bursaries and other awards of the College and by resolution passed by not less than two-thirds of the Directors withdraw any such scholarships, prizes, exhibitions, bursaries and other awards of the College; and
  - (f) to approve a Theological College to offer an academic award of the College and thereby to affiliate the Theological College.

### ***Appointment of attorney***

- 7.3 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the College for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- 7.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

### ***Minutes***

- 7.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

### ***Execution of negotiable instruments and receipts***

- 7.6 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine from time to time.

### ***Incidental administrative powers***

- 7.7 The Directors are empowered:
- (a) to make any initial appointment of auditors or officers pending the first annual general meeting; and

- (b) to fill any casual vacancy in any office in the College for which no provision is made in this Constitution including that of auditor and Visitor; and
- (c) to do all such matters and things expedient for the operation of the College not expressly provided for in this Constitution.

## **8. Proceedings of Directors**

### ***Directors' meetings***

- 8.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. They shall hold at least four meetings each year.
- 8.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

### ***Questions decided by majority***

- 8.3 Subject to Articles 7.2(d) and (e), questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.

### ***Chairman's casting vote***

- 8.4 In the event of an equality of votes the chairman of the meeting has a casting vote.

### ***Proxies***

- 8.5 A Director may not appoint a proxy for a meeting of the Directors.

### ***Quorum for Directors' meeting***

- 8.6 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is:
- (a) five or any greater number determined by the Directors from time to time when the number of Directors is nine, at least three of whom must be Independent Persons;
  - (b) six or any greater number determined by the Directors from time to time when the number of Directors is ten or eleven, at least four of whom must be Independent Persons.

For the purpose of this Article, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least the number of Directors referred to in paragraph (a) or (b) as the case may be is present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

### ***Remaining Directors may act***

- 8.7 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below six the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies which the continuing Directors are able to fill to the extent necessary to bring their number up to that minimum or of convening a general meeting.

### ***Chairman of Directors***

- 8.8 The Directors must appoint one of their number to be the chairman and the deputy chairman. The deputy chairman is entitled to preside as chairman if the chairman is

not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act.

8.9 If a Directors' meeting is held and:

- (a) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, and
  - (b) the deputy chairman is not present or is unable or unwilling to act,
- the Directors present must elect one of their number to be a chairman of the meeting.

### ***Directors' committees***

8.10 The Directors may delegate any of their powers, other than powers required by law to be dealt with by the Directors as a board, to a committee or committees consisting of at least one of their number and such other persons as they think fit.

8.11 The Directors shall appoint a committee (hereafter referred to as "The Academic Board"), which shall have responsibility for the academic management of the College including:

- (a) to foster and maintain the highest standards in teaching, learning, research and scholarship;
- (b) to oversee all academic activities of the College;
- (c) to decide academic policy and approve related procedures;
- (d) to conduct forums on issues of interest to all theological educators;
- (e) to advise on the development and implementation of academic plans of the College;
- (f) to provide advice to the Board of Directors and the Dean, as appropriate, on academic matters relating to and affecting the College's teaching and research activities and its educational programs.

The Academic Board shall include a Director, who shall be the chairman, the Dean and at least one other person who has appropriate expertise.

8.12 A committee to which any powers have been delegated under Articles 8.10 and 8.11 must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is deemed to have been exercised by the Directors.

8.13 The members of a committee (with the exception of The Academic Board) may elect one of their number as chairman of their meetings. If a meeting of a committee is held and:

- (a) a chairman has not been elected; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairman of the meeting.

8.14 A committee may meet and adjourn as it thinks proper.

8.15 Questions arising at a meeting of a committee are to be determined by a majority of votes of the members involved and voting. The chairman has a deliberative vote only.

### ***Written resolution by Directors***

8.16 A resolution in writing signed by all the Directors who are then in Australia and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as

if it had been passed at a meeting of the Directors held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors.

### ***Use of technology***

8.17 A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

### ***Validity of acts of Directors***

8.18 All acts of the Directors, or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

## **9. Nominations Committee**

### ***Initial Nominations Committee***

- 9.1 The initial Nominations Committee is to be constituted by the Dean, who shall be the chairman, and two persons appointed by the Primate.
- 9.2 The term of the appointed members of the Nominations Committee is to expire at the conclusion of the first annual general meeting and the two appointed members will be eligible for election as members of the Nominations Committee.

### ***Membership of Nominations Committee***

- 9.3 As from the first annual general meeting the Nominations Committee is to be constituted by the Dean and two persons elected by the College.
- 9.4 The term of the elected members of the Nominations Committee will expire at the conclusion of the third annual general meeting following their election and they are eligible for re-election.

### ***Responsibilities of the Nominations Committee***

- 9.5 The Nominations Committee shall approve the eligibility:
- (a) of persons for election as a Director so as to ensure that the Directors include persons who satisfy the requirements of Articles 6.6(c) and 6.9; and
  - (b) of a person for appointment as the Visitor so as to ensure that the person satisfies the requirements of Article 4.1(f).

### ***Proceedings of the Nominations Committee***

9.6 Articles 8.13 to 8.15 apply to the Nominations Committee.

## **10. Visitor**

10.1 The Visitor shall have full authority and jurisdiction to determine an appeal from a decision of the Directors to withdraw an award of the College or to withdraw a scholarship, prize, exhibition, bursary or other award of the College.

## **11. Secretary**

### ***Appointment of Secretary***

11.1 There must be at least one secretary of the College who is to be appointed by the Directors.

### ***Suspension and removal of Secretary***

11.2 The Directors may suspend or remove a Secretary from that office.

### ***Powers, duties and authorities of Secretary***

11.3 The Directors may vest in a Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.

## **12. Dean**

### ***Appointment of the Dean***

12.1 The Directors must appoint a person to be the Dean of the College for the period and on the terms they think fit. They may, subject to the terms of any contract between the Dean and the College and acting as the board of Directors, at any time remove or dismiss the Dean from that office and may appoint another Dean in their place.

### ***Remuneration of the Dean***

12.2 The remuneration of the Dean shall be fixed by the Directors.

### ***Powers of the Dean***

12.3 The Dean shall be the Executive Officer of the College, and of the Directors.

12.4 The Directors may confer on the Dean any of the powers exercisable by them, on such terms and conditions and with such restrictions as they think fit. The Directors may at any time withdraw or vary any of the powers conferred on the Dean.

### ***Attendance at Directors' meetings***

12.5 The Dean may attend Directors' meetings except where they relate to the conduct or performance of the Dean or his salary and conditions of employment, and speak but not vote thereon.

## **13. Seal**

### ***Common and duplicate seal***

13.1 The College may have:

- (a) a common seal, and
- (b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal" or "certificate seal" added.

13.2 The Directors must provide for the safe custody of each seal of the College.

### ***Use of common seal***

13.3 If the College has a common seal, it may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the common seal. Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

## **14. Inspection of records**

### ***Inspection by Members***

14.1 Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the College or any of them will be open to inspection by Members.

## **15. Service of documents**

15.1 This Part does not apply to a notice of a meeting of Members.

15.2 The College may give a document to a Member:

- (a) personally; or
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

15.3 If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the day after the date of its posting.

15.4 If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:

- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
- (b) to have taken place on the day following its despatch.

## **16. Audit and accounts**

### ***College to keep accounts***

16.1 The Directors must cause the College to keep accounts of the business of the College in accordance with the requirements of the Corporations Act.

### ***College to audit accounts***

16.2 The Directors must cause the accounts of the College to be audited in accordance with the requirements of the Corporations Act.

## **17. Indemnity**

### ***Indemnity of officers***

17.1 Every person who is or has been a Director, Secretary, Dean or other Executive Officer of the College is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the College against any liabilities for costs and expenses incurred by that person:

- (a) in defending any proceedings relating to that person's position with the College, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
- (b) in connection with any administrative proceedings relating to that person's position with the College, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that

person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

- (c) in connection with any application in relation to any proceedings relating to that person's position with the College, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.

17.2 Every person who is or has been a Director, Secretary, Dean or other Executive Officer of the College is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the College against any liability to another person (other than the College or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

### **Insurance**

17.3 The College may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary, Dean or other Executive Officer of the College against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the College is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the College paid the premium, be made void by statute.

### **18. Members' Contributions and Benefits**

18.1 Every Member undertakes to contribute to the College's property if it is wound up while the Member is a member, or within one year after the Member ceases to be a member, for payment of the debts and liabilities of the College contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, any amount required not exceeding \$10.

18.2 No dividend shall be paid to Members and Members shall not share in any distribution of assets of the College on a winding up or otherwise.

### **19. Reporting**

19.1 The College shall present a report of its activities at every ordinary session of the General Synod of the Church.

19.2 The College shall present an annual report of its activities including the annual financial report, Directors' report and auditor's report to the Standing Committee.

### **20. Winding Up**

20.1 In the event of the winding up of the College, the property of the College subject to any special charitable trust shall be administered in such manner as the Attorney-General for the State of New South Wales under Part 4 of the Charitable Trusts Act 1993 (NSW), or a court of competent jurisdiction, may order.

20.2 In the event of the winding up of the College any surplus assets not subject to any special charitable trust shall be applied to such charitable purposes similar to those of the College as the Standing Committee may direct or failing such a direction as a court of competent jurisdiction may order.

**21. Amendment of this Constitution**

21.1 This Constitution may be amended by a Special Resolution.

21.2 No amendment of this Constitution shall take effect unless and until it is or has been approved by the General Synod of the Church or the Standing Committee, provided that the General Synod of the Church or the Standing Committee may give such approval in advance of the passing of the relevant Special Resolution.

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