

CONSTITUTION OF AUSTRALIAN COLLEGE OF THEOLOGY LIMITED

A Public Company Limited by Guarantee
(as amended 3 May 2011, 12 May 2021 and 3 May 2022)

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.

On 3 May 2011, 12 May 2021 and 3 May 2022, the Constitution of the Australian College of Theology Limited was amended in accordance with the then Constitution.

- 1.2 The Australian College of Theology Limited operates in association with affiliated Christian theological colleges and affiliated Christian higher education institutions, each with their own church and agency stakeholders.

Christian foundation

- 1.3 The Australian College of Theology Limited:

(a) holds the Christian faith as professed by the church of Christ from primitive

times and in particular as set forth in the creeds known as the Nicene Creed and the Apostles' Creed;

- (b) receives all the canonical scriptures of the Old and New Testaments as being the ultimate rule and standard of faith given by inspiration of God and containing all things necessary for salvation; and
- (c) obeys the commands of Christ, teaches His doctrine and follows and upholds His discipline.

Definitions

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

Academic Board has the meaning specified in Clause 8.11;

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

ACT means the public company limited by guarantee constituted and governed by this Constitution under the name Australian College of Theology Limited;

ACT Committee has the meaning specified in Clause 8.10 and includes the Academic Board and a committee of the Academic Board established under Clause 8.11;

Affiliation Agreement means an agreement between ACT and an Affiliated College entered into in accordance with Clause 7.2(b);

Affiliated College means a Denominational College or a Non-denominational College which has executed an Affiliation Agreement with ACT;

Category means a Category of Members specified in Clause 3.1;

CEO means the Chief Executive Officer for the time being of ACT;

Christian Foundation of ACT means the declarations set out in Clause 1.3;

Constitution means this Constitution as amended from time to time, and a reference to a particular Part, Clause or Schedule has a corresponding meaning;

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

Custodian Member Eligibility Criteria has the meaning specified in paragraph 3(c) of Schedule 2.

Deductible Contributions means a contribution of money or property as described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose of ACT;

Denominational College means a Christian theological college which is directly or indirectly controlled, or recognised, by the synod, assembly or equivalent governing body of one or more Christian denominations;

Direct Vote means a vote contained in a physical document, an email or another electronic communication delivered to ACT;

Director means a person holding office as a director of ACT;

Directors means all or some of the Directors acting as a board;

EFT has the meaning specified in Clause 3.2;

Extraordinary Resolution has the meaning specified in Clause 3.23;

Gifts means gifts of money or property for the principal purpose of ACT;

Governing Board means a formally constituted governing body that is collectively accountable for the governance and performance of an entity overall (including, in the case of an Affiliated College, compliance with the relevant Affiliation Agreement);

Higher Education Threshold Standards means the *Higher Education Standards Framework (Threshold Standards) 2021* made under section 58(1) of the *Tertiary Education Quality and Standards Agency Act 2011* (Cth);

Independent Person means a person who:

- (a) would be regarded as an “independent member” for the purposes of Standard 6.1.1 of the Higher Education Threshold Standards;
- (b) does not have a material personal, financial, business or other interest in, or dealings with, ACT or an Affiliated College;
- (c)
 - (i) is not enrolled as a candidate for an academic award of ACT;
 - (ii) is not employed by ACT or an Affiliated College;
 - (iii) has not had an employment relationship with ACT or an Affiliated College within the last three years;
 - (iv) is not employed by a university or other higher education institution in a role which is directly engaged in the study of theology and/or other disciplines related to Christian ministry, thought or practice;
 - (v) is not a member of the Governing Board of an Affiliated College; or
 - (vi) has not been a member of the Governing Board of an Affiliated College within the last three years; and
- (d) is free of any interest, position, association or relationship with ACT or an Affiliated College that might influence, or reasonably be perceived to influence, their capacity to exercise independent judgement,

as determined by the Nominations Eligibility Committee prior to the person’s:

- (A) selection as a Custodian Member;
- (B) nomination for election as a Director who must be an Independent Person; or
- (C) nomination for appointment as the Visitor;

Large Affiliated College is an Affiliated College with an EFT of 120 or more;

Member means a member of ACT and:

- (a) **Ex-officio Member** means a Member in Category A, B, C, H, I or L;
- (b) **Custodian Member** means a Member in Category D, E, F or G; and

(c) **Graduate Member** means a Member in Category J or K;

Nominations Eligibility Committee means the committee constituted in accordance with Part 9;

Non-denominational College means a Christian higher education institution (not being a Denominational College) which is engaged in the study of theology and/or other disciplines related to Christian ministry, thought and practice;

Objects of ACT means the purposes and objects of ACT specified in Clause 2.1;

Register means the register of Members under the Corporations Act;

Registered Office means the registered office of ACT;

Secretary means a person appointed under Clause 11.1 as secretary of ACT, 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 ACT;

Selector has the meaning specified in paragraph 2 of Schedule 2;

Special Resolution has the same meaning as in the Corporations Act;

Tax Act means the *Income Tax Assessment Act 1997* (Cth); and

Visitor means the person appointed under Clause 4.1(f) as the visitor of ACT.

Interpretation

1.5 In this Constitution unless the contrary intention appears:

- (a) words importing any gender include both genders;
- (b) the word "meeting" includes a meeting using technology that gives the participants a reasonable opportunity to participate and is approved by the Directors;
- (c) the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (d) the word "present" in the context of a person being present at a meeting includes participating in the meeting using technology that gives the participants a reasonable opportunity to participate and is approved by the Directors;
- (e) the word "resolution" includes the situations where:
 - (i) a Custodian Member entitled to vote for the purposes of an Extraordinary Resolution casts a Direct Vote in accordance with Clause 3.23;
 - (ii) a Member entitled to vote at a meeting casts a Direct Vote in accordance with Clauses 5.17 and 5.18; and
 - (iii) a person entitled to participate in a meeting (other than a meeting of Members) has notice of the meeting and prior to the meeting sends to the Secretary a physical document, an email or another electronic communication assenting to a proposed resolution;

- (f) the words "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document, an email or another electronic communication or form or otherwise;
 - (g) the singular includes the plural and vice versa;
 - (h) a reference to a law includes regulations and instruments made under the law;
 - (i) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
 - (j) a reference to a Part, Clause or Schedule is a reference to a Part, Clause or Schedule to this Constitution; and
 - (k) a power, an authority or a discretion reposed in a Director, the Directors, ACT in general meeting or a Member may be exercised at any time and from time to time.
- 1.6 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.
- 1.7 If the Company is registered under the ACNC Act:
- (a) subject to the paragraph (b), the provisions of the Corporations Act in Part 2G.2 (meetings of members of companies) and Part 2G.3 (minutes and members; access to minutes) apply as if section 111L(1) of the Corporations Act was not enacted; and
 - (b) where a provision of the Corporations Act referred to in section 111L(1) includes a reference to the Australian Securities and Investments Commission (**ASIC**) including a reference to lodging any document with, or seeking consent or approval from, ASIC that provision does not apply to ACT to the extent that section 111(L) of the Corporations Act is in force.
- 1.8 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

Replaceable rules not to apply

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

Transitional arrangements

- 1.10 The other provisions of this Constitution are subject to the transitional arrangements in Parts 22 and 23.

2. Purpose, Objects and Powers

Purpose and Objects

- 2.1 The purpose and objects of ACT are to foster and direct the systematic study of

theology and other disciplines related to Christian ministry, thought and practice, primarily through Affiliated Colleges which act consistently with the Christian Foundation of ACT, and by:

- (a) teaching and research in a manner and at a level comparable to the standards of Australian universities;
- (b) awarding higher education qualifications equivalent to awards offered in Australian universities, and delivering the related courses in a variety of modes;
- (c) engaging in student-centred teaching and learning that advances knowledge, encourages freedom of speech and academic freedom, and enhances the pursuit of vocational excellence;
- (d) facilitating each Affiliated College's realisation of the full potential of its formational, educative and scholarly endeavour;
- (e) fostering and enhancing a culture of research and scholarship that leads to new knowledge and original creative endeavour;
- (f) promoting the study of theology and other disciplines related to Christian ministry, thought and practice in the wider community;
- (g) enhancing the higher education status of ACT; and
- (h) underpinning the purpose and objects of ACT through governance, procedural rules, policies, financial arrangements and planning, and quality assurance processes which are sufficient to ensure the academic integrity of ACT's learning and teaching activities, and research,

and doing all other things as may be incidental, ancillary or conducive to the attainment of the purpose and objects of ACT.

Powers

- 2.2 ACT has the legal capacity and powers of an individual and all the powers of a body corporate under the Corporations Act.

Application of income and property

- 2.3 The income and the property of ACT, however derived:
- (a) must be applied solely towards the promotion of the Objects of ACT; and
 - (b) may not be paid or transferred to a person in their capacity as a Member, in whole or in part, either directly or indirectly by way of dividend, bonus, benefit or otherwise.
- 2.4 Clause 2.3 does not prevent payment, directly or indirectly, in good faith to a Member:
- (a) of reasonable remuneration for services to ACT in the ordinary course of business;
 - (b) for goods supplied by the Member to ACT in the ordinary course of business;
 - (c) of fair and reasonable interest on money borrowed by ACT in the ordinary

course of business from the Member at a rate not exceeding that fixed for the purposes of this paragraph by ACT in a General Meeting;

- (d) of reasonable rent or equivalent payment (including licence fees) for use of premises let by the Member to ACT; or
- (e) in furtherance of the Objects of ACT.

3. Membership

Categories of Members

3.1 The Members are:

- (a) persons representing the interests of Affiliated Colleges, being:
 - (i) the principal of each Affiliated College (**Category A**, including a person with another title holding an equivalent position as determined by the Governing Board of the Affiliated College), provided that the Governing Board of the Affiliated College may at any time nominate a person other than the Principal as the member in Category A;
 - (ii) the chair or another board member nominated by the Governing Board of each Affiliated College (**Category B**, including a person with another title holding an equivalent position as determined by the Governing Board of the Affiliated College); and
 - (iii) in the case of each Large Affiliated College, another member of the Governing Board of the Large Affiliated College appointed from time to time by the Governing Board (**Category C**). If the Governing Board of a Large Affiliated College fails to appoint a Member, no vacancy in the Members in Category C arises, and the Governing Board of a Large Affiliated College can appoint a Member in Category C at any subsequent time.

A Member in Category A, B or C is an Ex-officio Member;

- (b) Independent Persons representing the interests of Christian denominations which control or recognise Denominational Colleges and Christian stakeholders of Non-denominational Colleges, being:
 - (i) in the case of a Denominational College, a person who holds a senior position within the relevant Christian denomination or is member of the denomination's governing synod, assembly or equivalent body (**Category D**);
 - (ii) in the case of a Non-denominational College, a person who holds a senior position in, or is member of the Governing Board of, a Christian stakeholder of the Affiliated College (**Category E**);
 - (iii) the prescribed number (as specified in the table in Schedule 1) of members of Christian denominations who have a stake in the governance and ministry of Denominational Colleges (**Category F**); and
 - (iv) the prescribed number (as specified in the table in Schedule 1) of members of Christian organisations who have a stake in the governance

and ministry of Non-denominational Colleges (**Category G**),

all of whom are to be selected in accordance with Clauses 3.8-3.10 and Schedule 2. A Member in Category D, E, F or G is a Custodian Member. Custodian Members have special responsibilities under this Constitution which are set out in Clause 3.22; and

- (c) other persons who have an interest in the governance and ministry of ACT, being:
 - (i) the Directors, excluding those Directors who are Members in another Category (**Category H**);
 - (ii) the CEO (**Category I**);
 - (iii) the prescribed number (as specified in the table in Schedule 1) of persons:
 - (A) holding the research degree of Master or Doctor awarded by ACT (**Category J**); and
 - (B) holding any other degree awarded by ACT (**Category K**),
 all of whom are to be selected in accordance with Clauses 3.11-3.13 and Schedule 3; and
 - (iv) student representatives elected as members of the Academic Board or any committee of the Academic Board (**Category L**), provided that if the number of such student representatives exceeds three, three of them as selected by the CEO in consultation with the chair of the Academic Board.

A Member in Category H, I or L is also an Ex-officio Member. A Member in Category J or K is a Graduate Member.

Determination of Large Affiliated Colleges

3.2 By no later than 30 June and 31 December each year, the CEO must:

- (a) determine whether the EFT for each Affiliated College is 120 or more;
- (b) advise an Affiliated College if it has become a Large Affiliated College for the purposes of this Constitution, in which case Clause 3.19 will apply; and
- (c) advise an Affiliated College if it has ceased to be a Large Affiliated College for the purposes of this Constitution, in which case Clause 3.14(f) will apply.

For these purposes, **EFT** means the number (rounded up to two decimal places) per semester of full-time equivalent students enrolled through an Affiliated College as candidates for an academic award of ACT averaged across the immediately preceding six semesters as at 31 March or 31 August (as the case may be) and reported to the Department of Education, Skills and Employment for the purposes of TCSI (Tertiary Collection of Student Information).

Restrictions on Membership

3.3 A person may not be a Member in more than one Category.

- 3.4 A person is eligible to be:
- (a) selected as a Custodian Member if not already an Ex-officio Member; and
 - (b) elected as a Graduate Member if not already an Ex-officio Member or a Custodian Member.
- 3.5 A person eligible for selection or election in more than one Category may be selected, or nominated for election, in one Category only.

Member consents etc.

- 3.6 Within 30 days of a person becoming a Member, the person must:
- (a) consent to be a Member;
 - (b) acknowledge that as a Member the person is bound by this Constitution (including, in particular, Clause 3.21 and Part 18), the ACNC Act and the Corporations Act; and
 - (c) affirm their agreement with the Christian Foundation of ACT and support for the Objects of ACT,
- in such form as may be required, or accepted, by ACT from time to time, provided that a Member in Category L is not required to affirm their agreement with the Christian Foundation of ACT.

Election or appointment of Ex-officio Members

- 3.7 Subject to the other Clauses of Part 3:
- (a) Ex-officio Members (other than Members in Category C) become Members upon being elected or appointed to the office or position entitling them to be Members; or
 - (b) in the case of Members in Category C, being appointed by the Custodian Board of a Large Affiliated College.

Selection of Custodian Members

- 3.8 Subject to the other Clauses of Part 3, Custodian Members are to be selected in accordance with this Constitution every five years.
- 3.9 The selection of Custodian Members must take place before the election of Graduate Members.
- 3.10 The selection of Custodian Members is to be undertaken in accordance with Schedule 2.

Election of Graduate Members

- 3.11 Subject to the other Clauses of Part 3, Graduate Members are to be elected in accordance with this Constitution every five years.
- 3.12 The election of Graduate Members must take place after the selection of Custodian Members.
- 3.13 The election of Graduate Members is to be undertaken in accordance with

Schedule 3.

Ceasing to be a Member

3.14 A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by notice in writing to ACT;
- (c) is a person who or whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) does not within 30 days of becoming a Member provide the consent required under Clause 3.6;
- (e) ceases to hold the office or position entitling them to be a Member:
 - (i) including, in the case of Category A, B, C, D or E, if the relevant Denominational College or Non-denominational College ceases to be an Affiliated College; and
 - (ii) for the avoidance of doubt, Members in Categories F and G do not cease to be Members solely because a Denominational College or Non-denominational College ceases to be an Affiliated College and, accordingly, remain Members until the next selection of Members in Categories F and G in accordance with Schedule 2;
- (f) in the case of a Member in Category C, the relevant Affiliated College ceases to be a Large Affiliated College;
- (g) in the case of a Member in Category A, B or C, the Member is removed as a Member by the Governing Body of the Affiliated College by notice in writing to ACT; and
- (h) in the case of a Custodian Member selected by a Selector, the Custodian Member is removed as a Member by the Selector by notice in writing to ACT.

Term of membership of Members

- 3.15 (a) The term of membership of Custodian Members is until the last date for the last date for the next selection of Custodian Members in the relevant Category in accordance with Schedule 2.
- (b) The term of membership of Graduate Members is until the next date specified for the declaration for the poll for the next election of Graduate Members in the relevant Category in accordance with Schedule 3.
- (c) Custodian Members and Graduate Members are eligible for re-selection or re-election upon the expiry of the term of their membership.

Vacancies in Custodian Members and Graduate Members

- 3.16 (a) Where there is a vacancy in the Custodian Members, the CEO will as soon as practicable after the occurrence of the vacancy request the Selector selecting that Custodian Member (if that Selector is still entitled to select a Custodian Member) to select a person who satisfies the relevant Custodian Member

Eligibility Criteria as a replacement Custodian Member.

- (b) If the Selector fails to select a person to fill the vacancy:
 - (i) the Directors must give notice of the failure to the Selector and request the Selector to select a person who satisfies the relevant Custodian Member Eligibility Criteria as a replacement Custodian Member within 30 days; and
 - (ii) if the failure continues after the expiry of that 30-day period, the Directors may select a person who satisfies the relevant Custodian Member Eligibility Criteria as a replacement Custodian Member in the relevant Category.
 - (c) The eligibility of a person to be selected, or the selection of a person, as a Custodian Member is subject to Clause 9.3(a). If the majority of the Nominations Eligibility Committee has not determined that a person satisfies the relevant Custodian Member Eligibility Criteria, any selection of that person as a Custodian Member is of no effect.
 - (d) The term of a replacement Custodian Member selected under this Clause is until the last date for the next selection of Custodian Members in the relevant Category in accordance with Schedule 2.
 - (e) Upon the expiry of the term of their membership a replacement Custodian Member selected under this Clause is eligible for re-selection.
- 3.17 (a) Where there is a vacancy in the Graduate Members, the CEO 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 Schedule 3.
- (b) If no nomination is received, the Directors may elect a person who satisfies the relevant requirements specified in Part 3 as a replacement Graduate Member in the relevant Category.
 - (c) The term of a replacement Graduate Member elected under this Clause is until the declaration of the poll for the next election for Graduate Members.
 - (d) Upon the expiry of the term of their membership a Graduate Member elected under this Clause is eligible for re-election.

Becoming an Affiliated College or Large Affiliated College

- 3.18 Upon a Denominational College or Non-denominational College becoming an additional Affiliated College:
- (a) new Members in Categories A, B and (if applicable) C are to be elected or appointed as soon as practicable;
 - (b) a person who satisfies the relevant Custodian Member Eligibility Criteria is to be appointed as a new Custodian Member in Category D or E by the Selector which was:
 - (i) nominated by the additional Affiliated College for this purpose; and
 - (ii) approved by the Directors,

- as part of the application process to become an additional Affiliated College;
- (c) a person who satisfies the relevant Custodian Member Eligibility Criteria is to be appointed as a new Custodian Member in Category F or G by the Selector which was:
 - (i) proposed by the additional Affiliated College for this purpose; and
 - (ii) approved by the Directors,as part of the application process to become an additional Affiliated College;
- (d) except for the one additional Custodian Member in Category F or G for each additional Affiliated College to be selected in accordance with paragraphs (b) and (c), no further Custodian Members in Categories F and G are to be selected until the next selection of new Custodian Members in accordance with Schedule 2; and
- (e) no new Graduate Members are to be elected until the next election of new Graduate Members in accordance with Schedule 3.

If a Selector fails to appoint a as a new Custodian Member in accordance with paragraphs (b) or (c) within 90 days:

- (A) the Directors must give notice of the failure to the Selector and request the Selector to select a person who satisfies the relevant Custodian Member Eligibility Criteria as a Custodian Member within 30 days; and
- (B) if the failure continues after the expiry of that 30-day period, the Directors may select a person who satisfies the relevant Custodian Member Eligibility Criteria as a Custodian Member in the relevant Category.

3.19 Upon an Affiliated College becoming a Large Affiliated College a new Member in Category C is to be elected or appointed as soon as practicable.

Registers of Members and Selectors

3.20 The Directors must ensure:

- (a) the Register is kept up-to-date in accordance with the Corporations Act; and
- (b) a register of Selectors is maintained and kept up-to-date.

Fiduciary duties of Members

3.21 In exercising their powers and responsibilities as members of ACT under this Constitution and the Corporations Act, Members must act:

- (a) in good faith;
- (b) honestly and fairly in the best interests of ACT; and
- (c) to ensure ACT adheres to the Christian Foundation of ACT and pursues the Objects of ACT.

Special powers and responsibilities of Custodian Members

3.22 In addition to the ordinary powers and responsibilities of Members as members of

ACT under this Constitution and the Corporations Act, Custodian Members have additional powers and responsibilities under this Constitution to ensure ACT adheres to the Christian Foundation of ACT and pursues the Objects of ACT:

- (a) in the event of the winding up or dissolution of ACT, by determining the identity of funds or institutions to receive distribution of any property remaining after satisfaction of all ACT's debts and liabilities in accordance with Clause 20.2; and
- (b) in approving amendments to this Constitution as required by Clause 21.2.

Extraordinary Resolutions

3.23 The special powers and responsibilities of the Custodian Members under Clauses 20.2 and 21.2 require certain matters to be approved by an Extraordinary Resolution.

An Extraordinary Resolution requires:

- (a) a Special Resolution to be passed in accordance with this Constitution and the Corporations Act; and
- (b) subsequent to the passing of the Special Resolution, 75% of the Custodian Members approving the determination or amendment, as the case may be, within 90 days of the passing of the Special Resolution pursuant to a Direct Vote.

The Directors may prescribe rules to govern the casting of Direct Votes for the purposes of this Clause, including specification as to the form, method and timing of giving the Direct Vote for the vote to be valid.

The powers and responsibilities of the Custodian Members under paragraph (b) are in addition to the Custodian Members being entitled to vote on the Special Resolution.

4. General meetings

Annual general meeting

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

- (a) the consideration of the annual financial report, Directors' report and auditor's report;
- (b) the election of one-third of the Directors, provided the majority of the Nominations Eligibility Committee has determined a person is an Independent Person prior to the person's nomination for election as an Independent Person;
- (c) the appointment of the auditor of ACT if there is a vacancy in the office of auditor;
- (d) the fixing of the auditor's remuneration;
- (e) the election of four members of the Nominations Eligibility Committee every

three years, or the election of a person to be a member of the Nominations Eligibility Committee if there is a vacancy in the membership of the Nominations Eligibility Committee;

- (f) the appointment of an Independent Person as Visitor every three years, or if there is a vacancy in the office of Visitor, provided the majority of the Nominations Eligibility Committee has determined a person is an Independent Person prior to the person's nomination for appointment as Visitor; and
- (g) if required the fixing of an interest rate for the purposes Clause 2.4(c).

General meeting

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

Notice of general meeting

- 4.3 Notice of a meeting of Members must comply with the requirements of the Corporations Act and may otherwise be given in accordance with Part 15.

If the meeting is to be held in two or more places, the notice must specify the technology that gives the Members a reasonable opportunity to participate and will be used to facilitate the holding of the meeting in that manner.

Calculation of period of notice

- 4.4 In computing the period of notice under Clause 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 Clause does not apply to a meeting convened at the request of a majority of the Custodian Members 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;
- (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 gives the Members a reasonable opportunity to participate and 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 Clause, 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 ACT 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 in person or may be represented at any meeting of ACT by proxy or attorney.

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

Quorum

- 5.3 Subject to Clause 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 chair of the meeting on the chair'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 Clause 5.5(b) six 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 chair of general meeting

- 5.7 The chair of the Directors is entitled to preside as chair at a general meeting.
- 5.8 If a general meeting is held and the chair of the Directors 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 chair of the meeting (in order of precedence):
- (a) the deputy chair of the Directors;
 - (b) a Director chosen by a majority of the Directors present;
 - (c) the only Director present; and
 - (d) a Member chosen by a majority of the Members present in person.
- 5.9 The chair of a general meeting:
- (a) has charge of the general conduct of the meeting and of the procedure to be adopted at the meeting;
 - (b) may require the adoption of any procedure which is in the chair'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 chair considers it necessary

or desirable for the proper conduct of the meeting.

- 5.10 A decision by the chair under Clause 5.9 is final unless overturned by resolution of the general meeting.

Adjournment of general meetings

- 5.11 The chair 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 Clause 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 has 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.

Direct voting

- 5.17 If the Directors so determine (either generally or for a particular meeting), a Member who is entitled to vote at a meeting is entitled to a Direct Vote. For the avoidance of doubt, this Clause does not apply to the casting of a Direct Vote in relation to an Extraordinary Resolution.
- 5.18 The Directors may prescribe rules to govern the casting of Direct Votes for the purposes of Clause 5.17, including specification as to the form, method and timing of giving the Direct Vote for the vote to be valid.

Appointment of proxy

- 5.19 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- 5.20 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;
 - (b) ACT's name;
 - (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.

5.21 An undated appointment is to be taken to have been dated on the day it is given to ACT.

5.22 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 Clause 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.

5.23 Unless the contrary intention appears, and 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.

5.24 An appointment of a proxy does not need to be witnessed.

5.25 A later appointment revokes an earlier one.

Receipt of proxy and powers of attorney

5.26 An instrument appointing a proxy or a power of attorney may not be treated as valid unless the instrument or power of attorney (and any power of attorney under which the document 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 ACT not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney 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 or an email or other electronic address to which an instrument appointing a proxy, or a power of attorney (and related materials) may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document or receipt at that email or electronic address will be taken as a receipt by ACT at the specified place for the purposes of this Clause.

Validity of vote in certain circumstances

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

- (a) the Member who has appointed the proxy or executed the power of attorney has died or become a person who or whose estate is liable to be dealt with in any way under the law relating to mental health; 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, circumstances under the law relating to mental health, revocation or transfer given by a person qualified or authorised to give notice (with appropriate evidence as required) has not been received by ACT at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used, or the power is exercised.

Auditor entitled to notice of meeting

5.28 ACT 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

Number of Directors

6.1 The minimum number of directors is nine and the maximum number is twelve.

Election of Directors

6.2 At each annual general meeting, the Members are to elect three Directors.

6.3 At the first annual general meeting in each triennium, the Directors elected pursuant to Clause 6.2 must include:

- (a) a Custodian Member;
- (b) one Independent Person who has administration experience in higher education at a senior level; and
- (c) an Independent Person.

6.4 At the second annual general meeting in each triennium, the Directors elected pursuant to Clause 6.2 must include:

- (a) a principal of an Affiliated College;
- (b) one Independent Person who has financial expertise and financial management experience at a senior level; and
- (c) an Independent Person.

6.5 At the third annual general meeting in each triennium, the Directors elected pursuant to Clause 6.2 must include:

- (a) a principal of an Affiliated College;
- (b) one Independent Person who has commercial expertise at a senior level within the public or private sector; and
- (c) a person who may or may not be an Independent Person.

6.6 Each person who is nominated for election as an Independent Person must have been determined by the majority of the Nominations Eligibility Committee to be an Independent Person and, where applicable, as meeting any other criteria specified

in Clause 6.3(b), 6.4(b) or 6.5(b) prior to the person's nomination.

- 6.7 Where the number of persons elected as Directors at an annual general meeting who satisfy the requirements of Clause 6.3, 6.4 or 6.5 and Clause 6.6 is less than three, the CEO must declare a vacancy.
- 6.8 The majority of Directors must be Independent Persons.

Appointment of additional Directors

- 6.9 The Directors may appoint up to three additional Directors for a term not exceeding three years, provided that any additional Director who is to be an Independent Person must have been determined by the majority of the Nominations Eligibility Committee to be an Independent Person prior to the person's appointment.

Term of Office

- 6.10 An elected Director holds office until the conclusion of the third annual general meeting following their election and is eligible for re-election.
- 6.11 A Director appointed in accordance with Clause 6.9 holds office until the expiry of their term (or, if no term is specified, until the conclusion of the annual general meeting after their appointment) and is eligible for reappointment.
- 6.12 (a) A person may not hold office as a Director for a continuous period of twelve years or more without being re-elected by Special Resolution (or their appointment being approved by Special Resolution).
- (b) In determining whether a person has served a continuous period of twelve years or more as a Director, any time served as the result of an appointment under Clause 6.13 is to be disregarded.
- (c) If a person who has served a continuous period of twelve years or more as a Director ceases to be a Director, that person may not, for a further 360 days, be elected or appointed as a Director.

Vacancy

- 6.13 If at any time the position of an elected Director becomes vacant, the position must be filled:
- (a) by the Directors appointing a person who satisfies the requirements of the same paragraph of Clause 6.1, 6.2 or 6.3 which applied to the election of the Director whose position has become vacant; and
- (b) in a manner which ensures that the Directors satisfy the requirements of Clauses 6.1 to 6.12 inclusive.

A Director appointed under this Clause holds office until the time when the elected Director they were appointed to replace would have retired in accordance with this Constitution and is eligible for election.

Remuneration of Directors

- 6.14 If ACT in general meeting so resolves, the Directors may be paid remuneration

fixed by ACT for their services as Directors.

Travelling expenses

6.15 A Director is entitled to be reimbursed out of the funds of ACT for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or an ACT Committee or when otherwise engaged on the business of ACT.

Director's interests

6.16 (a) Subject to complying with the Corporations Act and, if applicable, the ACNC Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

(i) subject to the approval of a majority of the other Directors:

(A) hold any office, act in a professional capacity (or be a member of a firm which acts in a professional capacity) or enter any contract or arrangement with ACT,

(B) for the occasional provision of academic or professional services, or the occasional supply of goods, in the ordinary course of business; and

(ii) participate in any association, institution, fund, trust or scheme for past or present employees or Directors or persons dependent on or connected with them.

(b) A Director may do anything mentioned in paragraph (a) despite the fiduciary relationship of the Director's office:

(i) without any liability to account to ACT for any direct or indirect benefit accruing to the Director; and

(ii) without affecting the validity of any contract or arrangement.

(c) A Director must make known to ACT any conflict of interest or any affiliation that the Director has with an actual or prospective supplier of goods or services to ACT or with an actual or prospective recipient of grant funds from ACT or with an organisation with competing or conflicting objectives.

(d) A Director must not be present or participate in, vote on or be counted in a quorum when any matter referred to in paragraph (a) or (c) relating to or involving the Director is being considered or decided by the Directors.

(e) A reference to ACT in this Clause is also a reference to each related body corporate of ACT.

Signing documents

6.17 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 ACT.

Vacation of office of Director

6.18 In addition to the circumstances in which the office of a Director becomes vacant

under the Corporations Act or the ACNC Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) resigns from the office by notice in writing to ACT;
- (c) is a person who or whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is ineligible to be a Director under, or is removed pursuant to, the Corporations Act or the ACNC Act;
- (e) is not present personally at three consecutive meetings of the Directors without leave of absence from the Directors;
- (f) is the subject of a resolution of ACT terminating their appointment as a Director;
- (g) in the case of a Director within Clause 6.3(a), the Director is not a Custodian Member;
- (h) in the case of a Director within Clause 6.4(a) or 6.5(a), the Director is not the principal of an Affiliated College; or
- (i) in the case of a Director who is required to be an Independent Person, the Director is not an Independent Person.

7. Powers and duties of Directors

Governance and business of ACT

7.1 The corporate and academic governance and business of ACT are the responsibility of the Directors, who may exercise all such powers of ACT as are not, by the Corporations Act or by this Constitution, required to be exercised by ACT in general meeting.

Exercise of powers

7.2 Subject to the restrictions in this Clause, the Directors may exercise the following powers of ACT:

- (a) to determine the criteria (including criteria based on the Higher Education Threshold Standards) which a Christian theological college or a Christian higher education institution must satisfy to offer an academic award of ACT; and
- (b) to approve a Christian theological college or a Christian higher education institution as an Affiliated College and authorise the Affiliated College to offer an academic award of ACT, including power:
 - (i) to require the Christian theological college or the Christian higher education institution to affirm their agreement with the Christian Foundation of ACT in a form acceptable to ACT, provided that the Directors must not require the Christian theological college or the Christian higher education institution to affirm or assent to any further doctrinal statement;

- (ii) to approve the Selectors which are to be invited to select Custodian Members pursuant to Clauses 3.18(c) and (d) and Schedule 2 once the Christian theological college or the Christian higher education institution becomes an Affiliated College;
- (iii) to execute an Affiliation Agreement with the Christian theological college or the Christian higher education institution setting out the basis on which the Affiliated College is approved to offer an academic award of ACT (including the responsibilities of the Affiliated College to act in a manner consistent, and assist ACT to comply, with the Higher Education Threshold Standards) in a form acceptable to ACT,

provided further that the Directors must:

- (A) give the Members at least 30 days' notice of a proposal to approve a Christian theological college or a Christian higher education institution as an Affiliated College (including details of the Selectors referred to in paragraph (iii)); and
- (B) prior to executing an Affiliation Agreement with the Christian theological college or the Christian higher education institution, consider any comments provided by the Members in relation to the requirements under this Constitution for affiliation as an Affiliated College or approval as a Selector.

7.3 In addition, and without limiting the generality of Clause 7.1, the Directors may exercise the following powers of ACT:

- (a) subject to Clause 2.4(c), to borrow or raise money, to charge any property or business of ACT;
- (b) to issue debentures or give any other security for a debt, liability or obligation of ACT or of any other person;
- (c) to determine the strategic direction, annual budget and business plan of ACT;
- (d) to confer academic awards of ACT and by resolution passed by not less than two-thirds of the Directors withdraw awards of ACT;
- (e) to grant scholarships, prizes, exhibitions, bursaries and other awards of ACT and by resolution passed by not less than two-thirds of the Directors withdraw any such scholarships, prizes, exhibitions, bursaries and other awards of ACT;
- (f) to foster and lead a robust consortium comprising ACT and the Affiliated Colleges in the systematic study of theology and other disciplines related to Christian ministry, thought and practice; and
- (g) to develop policies and practices to ensure that the consortium, acting collaboratively and co-operatively as if it were a single higher education provider, complies with Australian federal and state legislation providing for:
 - (i) the funding, regulation and assurance of the quality of Australia's higher education sector; and
 - (ii) the registration and evaluation of the performance of higher education

providers.

Appointment of attorney

- 7.4 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of ACT 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.
- 7.5 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

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

Execution of negotiable instruments and receipts

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

Incidental administrative powers

- 7.8 The Directors are empowered:
- (a) to fill any vacancy in any office in ACT for which no provision is made in this Constitution; and
 - (b) to do all such matters and things expedient for the operation of ACT not expressly provided for in this Constitution.

Review

- 7.9 The Directors must cause a review of:
- (a) this Constitution; and
 - (b) the performance of the auditor,
- to be undertaken at least once every ten years.

8. Proceedings of Directors

Directors' meetings

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

Director, convene a meeting of the Directors.

Questions decided by majority

- 8.3 Subject to Clauses 7.3(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.

Chair's casting vote

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

No 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 majority of the Directors (or any greater number determined by the Directors from time to time), provided that:
- (a) a majority of the Directors present are Independent Persons; and
 - (b) during the consideration of a matter on which a Director is not entitled to vote on any motion that may be moved in relation to that matter, a quorum is present only if the Directors present who are entitled to vote on the motion constitute a majority of the Directors (or any greater number determined by the Directors from time to time).

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.

Chair of Directors

- 8.8 The Directors must appoint one of their number to be the chair and another to be the deputy chair. The deputy chair is entitled to preside as chair if the chair is not present within ten 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 chair is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, and
 - (b) the deputy chair is not present or is unable or unwilling to act,
- the Directors present must elect one of their number to be a chair of the meeting.

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 (each an **ACT Committee**, which term includes a committee established by the Academic Board under Clause 8.11) consisting of at least one of their number and such other persons as they think fit.
- 8.11 The Directors must appoint a committee (hereafter referred to as the **Academic Board**), having responsibility for the academic governance of ACT including:
- (a) to foster and maintain the highest standards in teaching, learning, research and scholarship;
 - (b) to oversee all academic activities of ACT;
 - (c) to decide academic policy and approve related procedures;
 - (d) to conduct forums on issues of interest to those engaged in the study of theology and other disciplines related to Christian ministry, thought and practice;
 - (e) to advise on the development and implementation of academic plans of ACT;
 - (f) to provide advice to the Directors as a board and the CEO, as appropriate, on academic matters relating to and affecting ACT's teaching and research activities and its educational programs.

The Academic Board must include at least one Director, the CEO and at least one other person who has appropriate expertise.

The Academic Board may establish, and delegate any of its powers, other than powers required by law (or the delegation of the Directors) to be dealt with by the Academic Board, to one or more committees consisting of at least one of their number and such other persons as they think fit.

- 8.12 An ACT Committee to which any powers have been delegated under Clauses 8.10 and 8.11 must exercise the powers delegated in accordance with any directions of the Directors or the Academic Board, as the case may be, and a power so exercised is deemed to have been exercised by the Directors or the Academic Board, as the case may be.
- 8.13 The members of an ACT Committee (except for the Academic Board) must elect a Director as chair of their meetings. The Academic Board may appoint a person as chair of a committee established by the Academic Board under Clause 8.11, but if it had not done so, the members of the committee must elect one of their number as chair of their meetings.
- If a meeting of an ACT Committee is held and:
- (a) a chair has not been elected; or
 - (b) the chair is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the members involved must elect one of their number to be chair of the meeting.
- 8.14 An ACT Committee may meet and adjourn as it thinks proper.

- 8.15 Questions arising at a meeting of an ACT Committee are to be determined by a majority of votes of the members involved and voting. The chair has a deliberative vote only.

Circular resolution by Directors

- 8.16 A resolution in writing signed by the specified number of Directors who 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.

The **specified number** of Directors is all the Directors, excluding any Director who is ill or otherwise indisposed, on leave of absence or outside Australia at the time.

A written resolution may consist of several documents in like form, each signed by one or more Directors. Under this Clause, a reference to signing a document includes approving the contents of a document by facsimile, email or another electronic means approved by the Directors.

Use of technology

- 8.17 A Directors' meeting may be called or held using any technology that gives the Directors a reasonable opportunity to participate and is consented to by each Director. The consent may be a standing one and may also be implied from attendance at a meeting held using such technology. A Director may only withdraw consent within a reasonable period before the meeting.

Proceedings of committees

- 8.18 Clauses 8.16 and 8.17 apply to each ACT Committee in the same way as they apply to the Board with any necessary changes.

Validity of acts of Directors and others

- 8.19 All acts of the Directors, or a person or an ACT Committee or member of an ACT 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.

Advisory panels

- 8.20 The Directors may appoint one or more panels of such persons as they think fit to advise them as a board, or to advise an ACT Committee, on the business and affairs of ACT and the exercise of their powers.

9. Nominations Eligibility Committee

Membership and Term

- 9.1 The Nominations Eligibility Committee is to be constituted by the CEO and four persons elected by ACT.
- 9.2 The term of the elected members of the Nominations Eligibility 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 Eligibility Committee

9.3 The Nominations Eligibility Committee determines the eligibility:

- (a) of persons selected as Custodian Members prior to the persons becoming Custodian Members, so as to ensure that the Custodian Members only include persons who satisfy the Custodian Member Eligibility Criteria;
- (b) of persons for election as a Director prior to their nomination for election, so as to ensure that the Directors only include persons who satisfy the requirements of Clauses 6.1 to 6.12 inclusive; and
- (c) of a person for appointment as the Visitor prior to the person's nomination for appointment, so as to ensure that the person satisfies the requirements of Clause 4.1(f).

Proceedings of the Nominations Eligibility Committee

9.4 Clauses 8.13 to 8.17 inclusive apply to the Nominations Eligibility Committee in the same way as they apply to the Board with any necessary changes.

Vacancy

9.5 If at any time a vacancy in the office of an elected member of the Nominations Eligibility Committee occurs, the Directors must appoint a person to hold office until the conclusion of the next annual general meeting and that person will be eligible for election as a member of the Nominations Eligibility Committee.

Vacation of office

9.6 A vacancy in the office of an elected member of the Nominations Eligibility Committee occurs if the elected member:

- (a) dies;
- (b) resigns from the office by notice in writing to ACT;
- (c) is a person who or whose estate is liable to be dealt with in any way under the law relating to mental health; or
- (d) is the subject of a resolution of ACT terminating their appointment as a member of the Nominations Eligibility Committee.

10. Visitor

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

Term of office

10.2 Subject to Clause 10.3, the Visitor holds office until the conclusion of the third annual general meeting following their election and is eligible for re-election.

- 10.3 If an appeal to the Visitor is pending at the expiry of the term of office of the Visitor and the Visitor is not re-elected at the annual general meeting at the conclusion of which the term expires, the office of the Visitor is extended in respect of the appeal until the notification of the decision determining the appeal is provided by the Visitor to the appellant and the Directors.

Vacancy

- 10.4 If at any time the office of the Visitor becomes vacant, the Directors must appoint an Independent Person as the Visitor who holds office until the conclusion of the next annual general meeting, provided the majority of the Nominations Eligibility Committee has determined the person is an Independent Person prior to the person's appointment.

Vacation of office

- 10.5 The office of the Visitor becomes vacant if the Visitor:
- (a) dies;
 - (b) resigns from the office by notice in writing to ACT;
 - (c) is a person who or whose estate is liable to be dealt with in any way under the law relating to mental health; or
 - (d) is the subject of a resolution of ACT terminating their appointment as the Visitor.

11. Secretary

Appointment of Secretary

- 11.1 There must be at least one secretary of ACT 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. Chief Executive Officer

Appointment of the CEO

- 12.1 The Directors must appoint a person to be the chief executive officer of ACT for the period, and on the terms, they think fit. They may, subject to the terms of any contract between the CEO and ACT and acting as the board of Directors, at any time remove or dismiss the CEO from that office and may appoint another CEO in their place.
- 12.2 The Directors may authorise the use by the CEO of one or more academic titles

having regard to the category in which ACT is registered as a higher education provider.

Remuneration of the CEO

12.3 The remuneration of the CEO must be fixed by the Directors.

Powers of the CEO

12.4 The Directors may confer on the CEO 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 CEO.

Attendance at Directors' meetings

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

Advisory Panels

12.6 The CEO, with the approval of the Board, may appoint one or more panels of such persons as the CEO thinks fit to advise the CEO on the business and affairs of ACT and the exercise of any of the powers conferred on the CEO.

13. Seal

Common and duplicate seal

13.1 ACT 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 ACT.

Use of common seal

13.3 If ACT has a common seal, it may be used only by the authority of the Directors, or of an ACT Committee 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 ACT or any of them will be open to inspection by Members.

15. Service of documents

15.1 Under this Clause, a reference to a document includes a notice and a notification by email or another electronic means approved by the Directors.

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

Methods of service

15.2 ACT may give a document to a Member:

- (a) personally;
- (b) by delivering it by hand or courier, or sending it by post, to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to an email or other electronic address nominated by the Member; or
- (d) by notifying the Member by email or another electronic means approved by the Directors and accepted by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

15.3 If a document is given personally or delivered by hand or courier, the document is deemed to have been delivered on the day it is given or delivered.

15.4 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 third day after the date of its posting (or, in the case of a document sent by post to an address outside Australia, the seventh day after the date of its posting).

15.5 If a document is sent by facsimile or to an email or another electronic address, delivery of the document is to be deemed:

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

15.6 A document made available by another electronic means approved by the Directors is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

Evidence of service

15.7 A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post, facsimile, email or other electronic means approved by the Directors on a particular date is evidence that the document was

sent, delivered or given on that date and by that means.

16. Audit and accounts

College to keep accounts

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

College to audit accounts

16.2 The Directors must cause the accounts of ACT 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, CEO or other executive officer of ACT is entitled to be indemnified, to the maximum extent permitted by law, out of the property of ACT against any liabilities for costs and expenses incurred by that person:

- (a) in defending any proceedings relating to that person's position with ACT, 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 ACT, 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 ACT, 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, CEO or other executive officer of ACT is entitled to be indemnified, to the maximum extent permitted by law, out of the property of ACT against any liability to another person (other than ACT 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 ACT 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, CEO or other Executive Officer of ACT against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

18. Members' contributions

Every Member undertakes to contribute to ACT'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 ACT 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.

19. [not used]

20. Winding up

Application of property

20.1 In the event of the winding up or dissolution of ACT, subject to:

(a) any order or direction of 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; and

(b) Clause 20.3,

if any property remains after satisfaction of all its debts and liabilities, then, that property may not be paid to or distributed among the Members but must be transferred to one or more funds or institutions:

(c) that have charitable purposes similar to, or inclusive of, the Objects of ACT; and

(d) are not-for-profit entities whose governing documents prohibit the distribution of its income and property among its members (if it has members) to at least the same extent as imposed on ACT under this Constitution.

20.2 The funds or institutions will be determined by Extraordinary Resolution at or before the time of dissolution or failing such a determination, as a court of competent jurisdiction may order.

Application of property if deductible gift recipient

20.3 Where ACT has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act:

(a) as an entity; or

(b) in relation to a fund or institution it operates;

and

(c) ACT is wound up;

(d) the fund or institution is wound up; or

(e) an endorsement under Subdivision 30-BA of the Tax Act is revoked;

then, after satisfaction of all debts and liabilities, any surplus:

- (f) Gifts;
 - (g) Deductible Contributions; and
 - (h) money received by ACT because of such Gifts or Deductible Contributions;
- remaining in ACT, the fund or institution (whichever is relevant) operated by ACT must be transferred to one or more funds or institutions that comply with Clause 20.1 and are each deductible gift recipients.

20.4 Where ACT operates more than one fund or institution for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Tax Act is revoked only in relation to one of those funds or institutions then it may transfer any surplus assets of that fund or institution remaining after payment of all liabilities to any other fund or institution for which it is endorsed as a deductible gift recipient.

21. Amendment of this Constitution

21.1 Subject to Clause 21.2, this Constitution may be amended by a Special Resolution.

21.2 The following provisions of this Constitution:

- (a) Clause 1.3 setting out the Christian Foundation of ACT;
- (b) Clause 2.1 setting out the Objects of ACT;
- (c) the provisions of Part 3 and Schedules 1-4 relating to the composition, election, appointment or selection of the Members;
- (d) Clause 3.21 setting fiduciary duties of Members;
- (e) Clauses 3.22 setting out special powers and responsibilities of Custodian Members;
- (f) Clause 3.23 setting out the requirements for Extraordinary Resolutions;
- (g) the provisions of Clause 4.1(f) and Part 9 relating to the composition, election or appointment, rights or powers of the Nominations Eligibility Committee;
- (h) Part 20 relating to the winding-up of ACT; and
- (i) this Clause 21.2,

may be only amended by an Extraordinary Resolution.

22. Transitional arrangements (2021 amendments)

22.1 In this Clause 22:

First Specified Date is the later of:

- (a) the date the amendments to this Constitution which include the insertion of this Clause 22 are approved by Special Resolution; and
- (b) the date the General Synod of the Anglican Church of Australia or the Standing Committee approves those amendments;

Prior Constitution means this Constitution as in force immediately prior to the First Specified Date; and

Standing Committee means the Standing Committee of the General Synod of the Anglican Church of Australia or:

- (a) such other body as from time to time performs the functions currently performed by the Standing Committee; or
- (b) the Executive Committee of the Standing Committee acting with the authority of the Standing Committee.

Election of Directors after the First Specified Date

22.2 The first triennium (**Initial Triennium**) for the election of Directors in accordance with Clauses 6.3, 6.4 and 6.5 commences on the first annual general meeting after the First Specified Date.¹

A Director elected in accordance with Article 6.5 of the Prior Constitution remains in office until they cease to be a Director in accordance with Clauses 22.3, 22.4 or 22.5.

22.3 At the first annual general meeting in the Initial Triennium, the following Directors cease to be Directors:

- (a) the bishop of the Anglican Church of Australia elected as a Director in the category specified in Article 6.6(a) of the Prior Constitution;
- (b) the Independent Person elected as a Director in the category specified in Article 6.6(c)(i) of the Prior Constitution; and
- (c) an Independent Person elected as a Director (not being a person elected in a category specified in Article 6.6(c) of the Prior Constitution), as determined by the Directors.

22.4 At the second annual general meeting in the Initial Triennium, the following Directors cease to be Directors:

- (a) a principal of an Affiliated College elected as a Director in the category specified in Article 6.6(b) of the Prior Constitution, as determined by the Directors;
- (b) the Independent Person elected as a Director in the category specified in Article 6.6(c)(ii) of the Prior Constitution; and
- (c) an Independent Person elected as a Director (not being a person elected in the category specified in Article 6.6(c) of the Prior Constitution nor the Independent Person ceasing to be a Director under Clause 22.3(c)) and, if required, as determined by the Directors.

22.5 At the third annual general meeting in the Initial Triennium, the following Directors cease to be Directors:

¹ Being the annual general meeting in 2022.

- (a) the principal of an Affiliated College elected as a Director in the category specified in Article 6.6(b) of the Prior Constitution who did not cease to be a Director under Clause 22.4(a);
 - (b) the Independent Person elected as a Director in the category specified in Article 6.6(c)(iii) of the Prior Constitution; and
 - (c) the person elected as a Director who did not, or does not, cease to be a Director under Clauses 22.3 or 22.4 or paragraphs (a) or (b).
- 22.6 Subject to the other provisions of this Constitution, a person who ceases to be a Director under Clauses 22.3, 22.4 or 22.5 is eligible for re-election.
- 22.7 References to a person in Clauses 22.3, 22.4 and 22.5 include a person appointed to fill a vacancy in the office of Director.

23. Transitional arrangements (2022 amendments)

23.1 In this Clause 23:

Second Specified Date is the later of:

- (a) the date the amendments to this Constitution which include the insertion of this Clause 23 are approved by Special Resolution; and
- (b) the date the General Synod of the Anglican Church of Australia or the Standing Committee approves those amendments (or the date on which any conditional approval becomes unconditional);

Prior Constitution means this Constitution as in force immediately prior to the Second Specified Date; and

Standing Committee has the same meaning as in Clause 22.

Primate and certain principals of the Anglican Theological Colleges

23.2 On the day after the Second Specified Date, the persons who were Members under Articles 3.1(a) and 3.1(c) of the Prior Constitution (other than principals of Affiliated Colleges) cease to be Members.

Ex-officio Members after the Second Specified Date

- 23.3 (a) On the day after the Second Specified Date, a person who is not already a Member under the Prior Constitution and who holds an office or position entitling them to be an Ex-officio Member in Category A, B, H or L automatically becomes a Member, subject only to:
- (i) the person providing any consent required under Clause 3.6; and
 - (ii) the provisions of Clauses 3.1(a) and 3.14(g) allowing the Governing Board of an Affiliated College to remove a Member in Category A or B and nominate another person as the Member in the relevant Category.
- (b) As soon as practicable after the Second Specified Date, the CEO

must:

- (i) determine whether the EFT for each Affiliated College is 120 or more; and
- (ii) invite each Large Affiliated College to appoint a Member in Category C.

Custodian Members after the Second Specified Date

- 23.4 (a) Persons who were Members under Article 3.1(d) of the Prior Constitution continue to be Members until the transitional Commencement Date determined in accordance with this Clause, and during such time are deemed to be Custodian Members.
- (b) The initial selection of Custodian Members must take place before the initial election of Graduate Members.
- (c) The initial Selectors, and the prescribed number of Custodian Members they are entitled to select, are set out in the third and fourth columns of the table in Schedule 4 respectively.
- (d) If:
- (i) an initial Selector is not specified in the third column of the table in Schedule 4; or
 - (ii) an initial Selector so specified ceases to be a Selector (see paragraph 4 of Schedule 2 including by declining to act as a Selector),
- then the Directors are to determine the Selector in accordance with paragraph 5 of Schedule 2.
- (e) As soon as practicable after the Second Specified Date, the CEO must invite each Selector to select Custodian Members in Categories D, E, F and G in accordance with Schedule 2 with appropriate changes (including a transitional Commencement Date and changes to the other dates set out in Schedule 2).
- (f) The transitional Commencement Date must be no later than 210 days after the Second Specified Date.
- (g) Notwithstanding any other provision of this Constitution, the Directors may agree that up to four of the initial Custodian Members are not required to be Independent Persons, if:
- (i) the sole reason those initial Custodian Members are not Independent Persons is due to them having been a member of the Governing Board of an Affiliated College within the last three years; and
 - (ii) the Directors are satisfied that those initial Custodian Members will satisfy all the requirements of being Independent Persons by no later than 30 June 2024.
- (h) Persons selected as Custodian Members in accordance with this

Clause become Custodian Members with effect from the transitional Commencement Date, provided that any person selected in accordance with paragraph 12 of Schedule 2 (if applicable to the initial selection of Custodian Members) becomes a Custodian Member with effect from a subsequent date specified by the Directors.

- (i) The next selection of Custodian Members in accordance with Schedule 2 is to be made after the fifth 30 June following the transitional Commencement Date and prior to the following 30 November.

Graduate Members after the Second Specified Date

- 23.5 (a) Persons who were Members under Articles 3.1(f) and (g) of the Prior Constitution continue to be Members until the transitional Declaration Date determined in accordance with this Clause, and during such time are deemed to be Graduate Members.
- (b) The initial election of Graduate Members must take place after the initial selection of Custodian Members.
- (c) As soon as practicable after the transitional Commencement Date, the CEO will invite nominations from among the Members and conduct an election among the Members in the manner specified in Schedule 3 with appropriate changes (including a transitional Declaration Date and changes to the other dates set out in Schedule 3).
- (d) The transitional Declaration Date must be no later than 120 days after the transitional Commencement Date.
- (e) Persons elected as Graduate Members in accordance with this Clause become Graduate Members with effect from the transitional Declaration Date.
- (f) The next election of Graduate Members in accordance with Schedule 3 takes place after the next selection of Custodian Members.

A Director who ceases to be a Member

- 23.6 (a) A person who is a Director and was a Member under Article 3.1(d), (f) or (g) of the Prior Constitution and ceases to be a Member by virtue of Clauses 23.4 or 23.5, automatically becomes a Member in Category H, subject only to the person providing any consent required under Clause 3.6.
- (b) Such a person may continue as a Director until the end of their current term as prescribed by the Prior Constitution notwithstanding that they may no longer satisfy a requirement under this Constitution to be a Member in a particular Category.

Nominations Eligibility Committee after the Second Specified Date

- 23.7 At the first annual general meeting after the Second Specified Date, two additional

members of the Nominations Eligibility Committee are to be elected as if such positions were vacancies in the membership of the Nominations Eligibility Committee. Accordingly, all four elected members of the Nominations Eligibility Committee hold office until the annual general meeting in 2023.

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Schedule 1
Prescribed number of members in each Category

	Category (subject to Part 3)	Prescribed Number	Example ²	
Persons representing the interests of Affiliated Colleges	A - Principals	Number of Affiliated Colleges	17	38
	B - Chairs		17	
	C - Additional persons (Large Affiliated Colleges)	Number of Large Affiliated Colleges	4	
Independent Persons representing the interests of Christian denominations or other Christian stakeholders	D - Christian Denomination stakeholder	Number of Denominational Colleges	10	43
	E - Non-denominational Christian stakeholder	Number of Non-denominational Colleges	7	
	F - Christian Denominations	150% of number of Denominational Colleges ³	15	
	G - Other Christian organisations	150% of number of Non-denominational Colleges ³	11	
Other persons who have an interest in the governance and ministry of ACT	H - Directors	Number of Directors, excluding those Directors who are Members in another Category	10	32
	I - CEO	One	1	
	J - Higher Degree Graduates	50% of the number of Affiliated Colleges ³	9	
	K - Other Graduates	50% of the number of Affiliated Colleges ³	9	
	L - Student representatives	Three	3	
Total			113	

² Based on the number of Denominational Colleges and Non-denominational Colleges as at 1 January 2022. These two columns are provided for information only and do not form part of this Constitution and may be updated by the Directors from time to time for the purposes of information.

³ Rounded up to the nearest whole number.

Schedule 2

Selectors and the selection of Custodian Members

1. The selection of Custodian Members is to be made every five years after 30 June and prior to 30 November in the manner set out in this Schedule.
2. In consultation with the principals and chairs of the Governing Bodies of the Affiliated Colleges, the Directors are to determine:
 - (a) in the case of a Denominational College, the Christian body which is to be invited to select an Independent Person as a Member in Category D;
 - (b) in the case of a Non-denominational College, the Christian organisation which is to be invited to select an Independent Person as a Member in Category E;
 - (c) the Christian bodies which are to be invited to select the prescribed number (as determined in accordance with Schedule 1) of Independent Persons who are members of the relevant denominations as Members in Category F and the number of members that each body is entitled to select; and
 - (d) the Christian organisations which are to be invited to select the prescribed number (as determined in accordance with Schedule 1) of Independent Persons who are members of the relevant organisations as Members in Category G and the number of members that each organisation is entitled to select,and each Christian body or organisation which is to be so invited must satisfy the criteria set out in paragraph 3 and is referred to as a **Selector**.⁴
3. A Selector must satisfy the following criteria:
 - (a) the Selector must be:
 - (i) an incorporated entity;
 - (ii) the trustees of a trust; or
 - (iii) the holder of an office in a Christian denomination;
 - (b) in the opinion of the Directors, the doctrinal statements, Christian foundations or similar statements adopted by the Selector must be consistent with the Christian Foundation of ACT and it is reasonable to anticipate that Custodian Members selected by the Selector will be able and willing to affirm their agreement with the Christian Foundation of ACT and support for the Objects of ACT as part of the consent required under Clause 3.6; and
 - (c) in the opinion of the Directors, it is reasonable to anticipate that the Selector

⁴ The initial Selectors are specified in Schedule 4 (or are to be determined in accordance with clause 23.4(d)), so after the initial selection of Custodian Members by the initial Selectors, the Directors will only be required to determine a Selector if there is a change in the number of Affiliated Colleges or an initial Selector ceases to be a Selector (see paragraph 4).

will be able and willing to appoint Custodian Members who will satisfy the relevant requirements in paragraph 2 and any other relevant requirements specified in Part 3,

(together, the **Custodian Member Eligibility Criteria**).

4. Once determined, a body or organisation only ceases to be a Selector for the purposes of this Schedule if:
 - (a) in the case of a Selector determined under paragraphs 2(a) or (b), the relevant Denominational College or Non-denominational College has ceased to be an Affiliated College;
 - (b) in the case of a Selector determined under paragraph 2(c), there are no Denominational Colleges directly or indirectly controlled, or recognised, by the synod, assembly or equivalent governing body of the relevant Christian denomination;
 - (c) in the case of a Selector determined under paragraph 2(d), there are no Non-denominational Colleges of which the relevant Christian organisation is a stakeholder;
 - (d) the body or organisation is dissolved or wound up; or
 - (e) the body or organisation declines, or consents to it ceasing, to be a Selector.

Any dispute as to whether a body or organisation has ceased to be a Selector is to be determined by the Directors.

5. When a body or organisation has ceased to be a Selector, the Directors are to determine a replacement Selector:
 - (a) (in the case of a Selector in relation to Categories D and E) in consultation with the principal and chair of the Governing Body of the relevant Affiliated College; or
 - (b) (in the case of a Selector in relation to Categories F and G) in consultation with the principals and chairs of the Governing Bodies of the Denominational Colleges or Non-denominational Colleges respectively.

In making a determination under this paragraph, the Directors must have regard to:

- (i) the Affiliated Colleges, Christian denominations or other Christian stakeholders whose interests were represented by the former Selector;
- (ii) any Christian body or organisation nominated or proposed by the Affiliated Colleges whose interests were represented by the former Selector; and
- (iii) the criteria in paragraph 3,

and the Directors must:

- (1) give the Members at least 30 days' notice of a proposal to determine a replacement Selector; and
- (2) prior to determining a replacement Selector, consider any comments

provided by the Members in relation to the criteria specified in paragraph 3.

6. The CEO must invite the Selectors to select Custodian Members every five years after 30 June and prior to 30 November. The CEO must ensure at least 90 days is provided for the Selectors to select Custodian Members.
7. If a Selector is entitled to select more than one Custodian Member, it should aim to reflect a diversity (e.g., age, gender, cultural and linguistic background, and status as a member of the clergy or laity) of persons selected as Custodian Members.
8. Each Selector is to select the number of persons (as determined in accordance with paragraph 2) who satisfy the relevant Custodian Member Eligibility Criteria as Custodian Member in the relevant Category.
9. In accordance with Clause 3.14(g), a Custodian Member may be removed by the Selector at any time. In accordance with Clause 3.16(a), the Selector may select another person satisfies the relevant Custodian Member Eligibility Criteria to be a Custodian Member in the removed person's place.
10. The eligibility of a person to be selected, or the selection of a person, as a Custodian Member is subject to Clause 9.3(a). If the majority of the Nominations Eligibility Committee has not determined that a person satisfies the Custodian Member Eligibility Criteria, any selection of that person as a Custodian Member is of no effect.
11. A Selector must notify ACT in writing of the person selected as a Custodian Member by no later than 30 November in the relevant year.
12. If a Selector fails to so notify ACT or fails to select the number of persons the Selector is entitled to select:
 - (a) the Directors must give notice of the failure to the Selector and request the Selector to select one or more persons (as the case may be) who satisfy the relevant Custodian Member Eligibility Criteria as a Custodian Member within 30 days; and
 - (b) if the failure continues after the expiry of that 30-day period, the Directors may select one or more persons (as the case may be) who satisfies the relevant Custodian Member Eligibility Criteria as a Custodian Member in the relevant Category.
13. Persons selected as Custodian Members in accordance with this Schedule become Custodian Members with effect from 1 December in the relevant year (**Commencement Date**), provided that a person selected in accordance with paragraph 12 becomes a Custodian Member with effect from a subsequent date specified by the Directors.
14. Without limiting the generality of Clause 7.1, the Directors may enter into any contracts or agreements with a Selector as may be necessary or desirable to enable or facilitate the selection of Custodian Members by the Selector.
15. The CEO may determine other procedures for the selection of Custodian Members in accordance with this Schedule.

Schedule 3

Election of Graduate Members

1. An election of Graduate Members shall take place every five years after 1 January, and prior to 31 March in the manner set out in this Schedule.
2. The CEO must invite nominations from the Members as at the preceding 1 January (including, for the avoidance of doubt, existing Graduate Members) and specify a closing date for nominations.
3. The Members should aim to reflect a diversity (e.g., age, gender, cultural and linguistic background, and status as a member of the clergy or laity) of persons nominated and elected as Graduate Members.
4. Where the number of nominations is equal to the prescribed number of persons (as determined in accordance with Schedule 1), the CEO must declare the nominated persons to be elected.
5. Where the number of nominations is less than the prescribed number of persons (as determined in accordance with Schedule 1), the CEO must declare the nominated persons elected and a vacancy for the remainder of the Members in Category J or K, as the case may be. Any such vacancy is to be filled in accordance with paragraph 7.
6. Where the number of nominations is more than the prescribed number of persons (as determined in accordance with Schedule 1), the CEO must conduct an election among the Members as at the preceding 1 January (including, for the avoidance of doubt, existing Graduate Members) and specify a closing date for the casting of votes and a date for the declaration of the poll (**Declaration Date**).
7. Where the number of nominations is less than the prescribed number of persons (as determined in accordance with Schedule 1) and a vacancy is declared in accordance with paragraph 5, the Directors may elect a person who satisfies the requirements specified in Part 3 as a Graduate Member in the relevant Category.
8. Persons elected as Graduate Members in accordance with this Schedule become Graduate Members with effect from the Declaration Date, provided that a person elected in accordance with paragraph 7 becomes a Graduate Member with effect from a subsequent date specified by the Directors.
9. The CEO may determine other procedures for the election of Graduate Members in accordance with this Schedule.

Schedule 4 Selectors⁵

Affiliated College	Criteria	Selector ⁶	No. ⁷
Category D - Christian Denomination stakeholder			
Christ College	An Independent Person who holds a senior position within the relevant Christian denomination or is a member of the denomination's governing synod, assembly or equivalent body	The Moderator of the Presbyterian Church in the State of New South Wales	1
Malyon Theological College		The Baptist Union of Queensland (acting through its Board)	1
Mary Andrews College		Anglican Deaconess Ministries Limited (acting through its Board)	1
Morling College		The Assembly of the Baptist Churches of NSW & ACT ⁸	1
Presbyterian Theological College		The Moderator of the Presbyterian Church of Victoria	1
Queensland Theological College		The Moderator of the Presbyterian Church of Queensland	1
Reformed Theological College		The Synodical Deputies of the Christian Reformed Churches of Australia	1
Ridley College		The Archbishop of Melbourne, Anglican Church of Australia acting with the advice of the Archbishop-in-Council	1
Trinity College Queensland		The Moderator of the Queensland Synod of the Uniting Church in Australia	1
Youthworks College		The Archbishop of Sydney, Anglican Church of Australia acting with the advice of the Archbishop-in-Council	1

⁵ After the initial selection of Custodian Members in accordance with this Constitution the Directors may update this Schedule from time to time to set out the Selectors as recorded in the register of Selectors maintained pursuant to Clause 3.20(b).

⁶ Alternatively, such other body as from time to time performs the functions currently performed by the named Selector, or is acting with the authority of the named Selector, as determined by the CEO.

⁷ Number of Custodian Members to be selected by the Selector.

⁸ The common name of the association established under an Act of the New South Wales Parliament known as the 'Baptist Union Incorporation Act 1919'.

Category E - Non-denominational Christian stakeholder			
Bible College of South Australia	An Independent Person who holds a senior position in, or is a member of the Governing Board of, a Christian stakeholder of the Affiliated College	Australian Fellowship of Evangelical Students (acting through its Board)	1
Brisbane School of Theology		Mount Tamborine Convention (acting through the MTC Board)	1
Chinese Theological College Australia		Sydney Chinese Christian Churches Association (acting through its Executive Committee)	1
Laidlaw College		To be determined following consultation with Laidlaw in accordance with clause 23.4(d)	1
Melbourne School of Theology		Pioneers Ministries Foundation (acting through its General Council)	1
Sydney Missionary & Bible College		OMF International (acting through its Board)	1
Trinity Theological College		The trustees of Trinity Theological College Inc.	1

Denomination or Christian Organisation	Independent Person Criteria	Selector ⁵	No. ⁷
Category F - Christian Denominations			
Anglican Church of Australia	Independent Persons who are members of the Christian denomination and have an interest in the governance and ministry of Denominational Colleges	Anglican Church of Australia Trust Corporation (acting in accordance with a direction of the Standing Committee of the General Synod)	5
The Baptist Union of Australia Incorporated		The Baptist Union of Australia Incorporated (acting through the National Council)	4
Presbyterian Church of Australia		The Moderator-General of the General Assembly of the Presbyterian Church of Australia	4
Uniting Church of Australia		The Moderator of the Queensland Synod of the Uniting Church in Australia	1
Christian Reformed Churches of Australia		The Synodical Deputies of the Christian Reformed Churches of Australia	1

Category G - Other Christian organisations			
As specified in column 3	Independent Persons who are members of Christian organisations and have an interest in the governance and ministry of Non-denominational Colleges	Australian Fellowship of Evangelical Students (acting through its Board)	2
		Church Missionary Society - Australia Limited (acting through its Board)	2
		OMF International (acting through its Board)	2
		Pioneers Ministries Foundation (acting through its General Council)	2
		SIM Australia (acting through its Board)	1
		Wycliffe Bible Translators Australia (acting through its Board)	1
		Fellowship of Independent Evangelical Churches (acting through its Executive Council)	1