

Corporations Act 2001
A Company Limited by Guarantee

Constitution

Italian Colleges Australia Limited
ACN 643 500 289

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1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Auditor means the Company's auditor.

Committee means a committee delegated by the Board in accordance with clause 39.

Company means public company limited by guarantee established as a not-for-profit charity and named Italian Colleges Australia Limited ACN 643 500 289

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Dean means a member of the College Executive as described in clause 57.

Non-voting Delegate means a natural person representing a Non-voting Honorary Member at general meetings of the Company

Director includes any person occupying the position of director of the Company.

Directors means all or some of the Directors acting as a Board.

Founding Member means an Ordinary Member whose name is listed in Annexure 1.

Member's guarantee means the sum of AUD \$20.00 in accordance with clause 3.

Non-voting Honorary Member means a natural person, organisation, entity, institution or group (whether or not incorporated), admitted to membership as a Non-voting Honorary Member in accordance with clause 7.

Member means a member under clause 7 and includes the Founding Members, Ordinary Members and Non-voting Honorary Members as described in clause 6.

Ordinary Member means a natural person admitted to membership as a Founding Member or as an Ordinary Member in accordance with clause 7.

Principal means the Principal of the College (or any analogous role or title), as appointed by the Board from time to time.

Register means the register of Members of the Company.

College means a college established by the Company under clause 4.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

Special resolution means a resolution of which notice has been given under clause 11.2(b), and that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

1.2 In this **Constitution**, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

2.1 In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **AS**, **\$A**, **dollar** or **\$** is to Australian currency;
- (f) a reference to time is a reference to Sydney Australia time; and
- (g) the meaning of general words is not limited by specific examples introduced by **including**, **for example** or similar expressions.

2.2 Headings are for ease of reference only and do not affect interpretation.

2.3 For the purposes of this Constitution, if the provisions of the Corporations Act and this Constitution conflict on the same matter, the provisions of the Corporations Act prevail.

3. Limited Liability of Members

3.1 The liability of Members is limited to the amount of the guarantee in clause 3.2.

3.2 Each member must contribute an amount not more than twenty dollars AUD \$20 (**the Members' guarantee**) to the property of the **Company** if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members

3.3 A Member admitted to membership of the Company agrees to assume the liability to pay the Member's guarantee amount under this clause;

4. Objects

- 4.1 The Company is established for the object of pursuing the charitable purpose of erecting, constructing and/or operating one or more not-for-profit independent K-12 College (**The College**), and/or other educational establishment, which:
- (a) in its mission, embodies the promotion of the Italian language, culture, heritage, family values and traditions, the Roman Catholic faith and the way of life of the Italian migrant community in Australia, through the educational advancement of students;
 - (b) is founded on the highest academic and moral standards, obtained through excellence in pedagogical, cultural, moral, social and religious instruction, bilingualism, philosophy and theology, worship, prayer, music and choir, classical languages, sciences, the arts and architecture, sport and general discipline;
 - (c) recognises parents as the primary and principal educators of their children and considers essential to its mission the service of permanent formation to families, to support them in their educating role;
 - (d) provides preparatory or ancillary educational facilities to the College, including early education, pre-school, after-school, post-school pathways or other like services or programs;
 - (e) enters into any arrangements, partnerships or other collaboration with any other body or entity with the purpose of teaching and instructing in order to obtain and maintain high academic, moral, social and religious standards of the students, centred on all-things Italian and the broader western tradition;
 - (f) obtains and acquires by purchase, lease, exchange, hire or otherwise lands and property of any tenure or any interest in the same to carry out its Objects; and
 - (g) where feasible, provides boarding facilities for pupils;
- 4.2 The Company may only exercise the powers granted in section 124(1) of the Corporations Act to:
- (a) carry out the Objects set out in this clause;
 - (b) to raise and collect funds and to solicit, receive, enlist and accept financial and other aid, grants, subscriptions, donations, endowments and bequests, whether general or for a specific purpose;
 - (c) to establish and operate trusts to hold gifts or funds raised or received for the purposes for which such gifts or funds were provided;
 - (d) to purchase, lease, construct or otherwise acquire on commercial terms that represent reasonable market value any lands, building, easement or property, real and personal, and/or any rights or privileges relating to such property;
 - (e) to sell, improve, manage, develop, exchange, lease, dispose of or otherwise deal with all or any part of the property and rights of the Company;
 - (f) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of

whatsoever kind sold by the Company or any money due to the Company from purchasers and others;

- (g) to convert any property or gift to monetary form;
- (h) to utilise funds or gifts as required for the operation of the College;
- (i) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by an Act of the Commonwealth, a State Act, or a law of a Territory of the Commonwealth for the investment of trust funds;
- (j) to employ or engage staff as required for the operation of the College, including the College Principal and teaching staff and provide such staff benefits as it deems desirable or necessary;
- (k) to commission, receive, prepare, publish and distribute educational, cultural, informational, literary and artistic works, through the print and digital media;
- (l) to engage professional advisors and consultants in respect of any of its activities; but only to the extent that the exercise of such powers is consistent with its obligation to only pursue charitable purposes and at all times is compliant with Company's not-for-profit status and obligations; and
- (m) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

4.3 The Company, on commercial terms that represent reasonable market value, may borrow money for the College and secure the repayment thereof of any debts, liabilities, contracts or obligations incurred or undertaken by the Company in such manner and upon such terms and conditions in all respects as it thinks fit.

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the pursuit of the charitable purposes through the promotion of the Objects of the Company described in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at the lowest rate paid for the time being by banks in respect of term deposits.

6. Classes of membership

- 6.1 A Member of the Company shall be either an Ordinary Member or a Non-voting Honorary Member.
- 6.2 The maximum number of Ordinary Members of the Company will not at any time exceed 25, or such number as the Company approves by resolution passed by at least four-fifths of the votes cast by members present and entitled to vote on the resolution from time to time.
- 6.3 The number of Non-voting Honorary Members appointed or able to be appointed by the Board or the Company is unlimited.

- 6.4 A Non-voting Honorary Member, if not a natural person, must appoint or reappoint one delegate to every general meeting of the Company, to serve until the close of business of that general meeting.
- 6.5 A Non-voting Member or their appointed delegate can attend but cannot vote at, nor request the convening of, general meetings of the Company.

7. Admission

- 7.1 The Members of the Company are:
- (a) the Ordinary Members of the Company listed in Annexure 1 to this Constitution and who are the Founding Members of the Company on its registration;
 - (b) any other eligible persons whom the Directors admit to Ordinary Membership within the limits of clause 6.2 and who agree to become Members of the Company; and
 - (c) Non-voting Honorary Members referred to in clause 6.3.
- 7.2 A person is eligible to be admitted to membership, if:
- (a) in the case of an Ordinary Member, the person is a natural person;
 - (b) in the case of a Non-voting Honorary Member, the person is a natural person or a community organisation, entity, institution or group (whether or not incorporated);
 - (c) in the case of a natural person, the person has never been a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW) nor ever been convicted of an indictable offence;
 - (d) the person is not an undischarged bankrupt; and
 - (e) the person has a connection with the Objects of the Company and an ongoing regard for the promotion and well-being of the Company.
 - (f) the requirements of clause 7.2 (c) and (d) apply to delegates appointed by Non-voting Honorary Members;
- 7.3 Applications for membership of the Company must be in writing, signed by the applicant, specify the class of membership for which the applicant is applying, be nominated and seconded by two existing Ordinary Members, and be in a form approved by the Directors in their absolute discretion.
- 7.4 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for Membership, the Directors may:
- (a) accept the application, if such acceptance will not lead to the membership exceeding the limits imposed by clause 6.2;
 - (b) reject the application; or
 - (c) ask the applicant to give more evidence of eligibility or suitability for membership.
- 7.5 If the Directors ask for more evidence under clause 7.4, their determination of the application for membership is to be deferred until the evidence is given.
- 7.6 The Directors do not have to give any reason for rejecting an application for Membership.

- 7.7 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or, to the extent permitted by law, by operation of law.
- 7.8 The Directors may define the terms of appointment of Non-voting Honorary Members and may determine that an entrance and/or annual fee is payable by each Non-voting Honorary Member.
- 7.9 There will be no entrance fee or annual subscription fee payable by Ordinary Members.

8. Ceasing to be a Member

- 8.1 A Member's membership of the Company will immediately cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and
 - (ii) who has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed; or
 - (c) if the Member:
 - (i) dies or becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health (to the extent the Member is natural person);
 - (ii) is a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW) or is convicted of an indictable offence;
 - (iii) files or is the subject of a petition for bankruptcy;
 - (iv) ceases to meet the requirements for eligibility for membership set out in clause 7; and/or
 - (v) in the case of a Non-voting Honorary Member, the Member fails to comply with clause 7.8.
 - (d) a resolution in accordance with clause 8.1 (b), to terminate the membership of a Member may not be passed at a meeting of Directors if the Member is a Founding Members of the Company on its registration;

9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.

- 9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

10. Calling general meeting

- 10.1 The Directors may, at any time, decide to call a general meeting.
- 10.2 The Directors must call and arrange to hold a general meeting on the request of Ordinary Members with at least one-third of the votes that may be cast at a general meeting;
- 10.3 Non-voting Honorary Members may not request or call and arrange to hold a general meeting;
- 10.4 An Ordinary Member may not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 10.5 Subject to clause 10.7, the directors may put a resolution to the Ordinary Members to pass a resolution without a general meeting being held (a circular resolution).
- 10.6 The directors must notify the **auditor** (if any) as soon as possible that a circular resolution has or will be put to the Ordinary Members, and set out the wording of the resolution.
- 10.7 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a special resolution, or
 - (c) where the *Corporations Act* requires a meeting to be held.
- 10.8 A circular resolution is passed if all the Ordinary Members who are entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 10.9 or 10.10.
- 10.9 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 10.10 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

11. Notice of general meeting

- 11.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 11.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting, including if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment; and
 - (d) must request from any Non-voting Honorary Member the appointment of a delegate to the general meeting.
- 11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 11.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 10.2).
- 11.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 47.1 entitled to receive notices from the Company.
- 11.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

12. Member

- 12.1 In clauses 13, 14, 16 and 20, **Member** includes a Member present in person or by proxy or attorney.

13. Quorum

- 13.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 13.2 A quorum of Members is any 10 Members, of which 5 must be Ordinary Members.
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:

- (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

14. Chairperson at general meeting

- 14.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 14.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 14.3 If the Directors make no election under clause 14.2 when they are entitled to do so, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 14.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

15. Adjournment

- 15.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 15.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 15.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 15.4 Notice of an adjourned general meeting must only be given in accordance with clause 11.1 if a general meeting has been adjourned for more than 21 days.

16. Decision on questions

- 16.1 Subject to the Corporations Act and clause 6.4 in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- 16.2 A resolution put to the vote of a meeting is to be decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 16.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 16.4 The demand for a poll may be withdrawn.
- 16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

17. Taking a poll

- 17.1 If a poll is demanded under clause 16.2, a poll will be taken when and in the manner that the chairperson directs.
- 17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 17.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 17.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 17.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 17.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

18. Casting vote of chairperson

- 18.1 The chairperson has a casting vote in addition to any vote the chairperson may have in the capacity as a Member, proxy or attorney.

19. Offensive material

- 19.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:
- (a) refuses to permit examination of any article in the person's possession; or
 - (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

20. Entitlement to vote

20.1 Subject to this Constitution, on a show of hands and on a poll every Ordinary Member has one vote.

21. Objections

21.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

21.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

22. Votes by proxy

22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.

22.2 A proxy must be an Ordinary Member.

22.3 A proxy may demand or join in demanding a poll.

22.4 A proxy or attorney may vote on a poll.

22.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

23. Document appointing proxy

23.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

23.2 For the purposes of clause 23.1, an appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
- (b) the appointment has been verified in another manner approved by the Directors.

23.3 A proxy's appointment is valid at an adjourned general meeting.

23.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

23.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney and subject to clause 6, the appointment of the proxy or the attorney will be taken to confer authority:

- (a) to vote on:

- (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
- (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

23.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

24. Lodgement of proxy

24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Company's registered office;
- (b) a facsimile number at the Company's registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Validity

25.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Directors

26. Initial Directors

26.1 The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a company and in Annexure 2 to this Constitution. Those persons hold office subject to this Constitution.

26.2 For the purpose of electing or appointing Directors to replace each initial Director, the initial Directors are deemed to have been elected or appointed until the conclusion of the third annual general meeting, at which they retire but are eligible for re-election or re-appointment.

27. Appointment and removal of Directors

27.1 Subject to the Corporations Act, the Company may by special resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.

27.2 The Board will consist of at least 3 and no more than 7 Directors. All Directors are to be elected or appointed by the Company among the Ordinary Members, unless a Director is appointed as a casual vacancy referred to in clause 30.

27.3 The Board may at its discretion appoint no more than 3 non-voting Directors, including:

- (a) the 'College Principal' (or any analogous role or title);
- (b) up to 2 other persons chosen by the Board among the College Executive referred to in clause 59.

27.4 Notwithstanding clause 27.5, a non-voting Director appointed under clause 27.3, may vote on any resolution at a meeting of Directors if the non-voting Director is a Founding Member of the Company at the time of Registration.

27.5 Subject to applicable law, if the Board considers in its discretion, acting reasonably, that the conduct or position of any non-voting Director is such that continuance in office is likely to be prejudicial to the interests of the Company, the Board, at a meeting of the Directors specifically called for that purpose, may suspend and/or remove that Director. The relevant non-voting Director will not be eligible to vote on the resolution.

27.6 The Board must act at all times in the best interests of the Company and promote its Objects.

27.7 Each Director of the Board will be required to:

- (a) undertake the relevant Criminal History Check, Working with Children Check, and other background checks as deemed necessary by the Board from time to time;
- (b) have engaged in, or engage in, professional development on Corporate Governance and/or, if a member of the Board is to act as fit and proper 'responsible persons' in accordance with the *Education Act 1990 (NSW)*, any other mandatory training required for governing the College; and,
- (c) unless otherwise stated in this Constitution, be independent of the College to the extent that they are not a member of College management, unless they are a non-voting director appointed under clause 27.3, and are free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

28. Retirement

28.1 All Directors, other than a Director appointed by the Board in accordance with clause 27.3, must retire from office at the conclusion of the third annual general meeting after the Director was last elected or appointed.

28.2 Subject to clause 28.1, a retiring Director is eligible for re-election or re-appointment.

28.3 If a non-voting Director appointed by the Board in accordance with clause 27.3 is also an Founding Member of the Company at the time of Registration or an Ordinary Member, such non-voting Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected or appointed, but is eligible for re-election or re-appointment.

29. Vacation of office

29.1 A person immediately ceases to be a Director if he or she:

- (a) ceases to be a Director by virtue of the *Corporations Act*;
- (b) is prohibited by the *Corporations Act* from holding office or continuing as a Director;
- (c) is prohibited from holding or is removed from the office of Director by an order made under the *Corporations Act*;
- (d) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (e) resigns by notice in writing to the Company;
- (f) is removed by a resolution of the Company;
- (g) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (h) is absent from Directors' meetings for 6 consecutive months without leave of absence from the Directors;
- (i) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act*;
- (j) is or becomes a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW);
- (k) has been:
 - (i) disqualified from being a responsible entity of a registered entity during the preceding 12 months; or
 - (ii) suspended or removed as a responsible entity of a registered entity, under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) or any regulation made under that Act;
- (l) unless appointed under clause 27.3, ceases to be an Ordinary Member of the Company.

29.2 A non-voting Director appointed by the Board in accordance with clause 27.3, ceases to be a Director if he or she ceases (for whatever reason) to hold the role or title within the College.

- 29.3 If a non-voting Director referred to in clause 29.2 is a Founding Member of the Company at the time of Registration, he or she may continue to serve on the Board in addition to the maximum number of Directors set out in clause 27.2 until the next annual general meeting, at which they must retire but are eligible for re-election in accordance with clauses 27.2 and 28.

30. Additional and casual Directors

- 30.1 The Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed in accordance with clause 27.2.
- 30.2 A person is only eligible for appointment to fill a casual vacancy as a Director or as an addition to the existing Directors if:
- (a) none of the matters set out in clauses 29.1(a) to (l) apply to the person; and
 - (b) the person is not ineligible to be a Director under any other provision of this Constitution.
- 30.3 A Director appointed under clause 30.1 ceases to be a Director at the conclusion of the next annual general meeting of the Company but is eligible for re-election or re-appointment as a Director only if the member is an Ordinary Member of the Company and in accordance with clause 28.

31. Powers and duties of Directors

- 31.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting, provided that no resolution of the Company in general meeting will invalidate any prior act of the Directors which would have been valid if such a resolution had not been made.
- 31.2 Without limiting the generality of clause 31.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 31.3 Each Director must use his or her reasonable endeavours to comply with any request that the Company considers necessary in order for the Company to comply with section 45.20(2) of Subdivision 45- B of the *Australian Charities and Not-for -profits Commission Act 2012* (Cth).

32. Directors' meetings

- 32.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 32.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.

- 32.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 32.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 32.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 32.6 Subject to clause 36, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 32.7 Clauses 32.4 to 32.5 apply to meetings of Committees as if all committee members were Directors.
- 32.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 32.9 A quorum for meetings of Directors is 3 Directors.
- 32.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 32.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

33. Decision on questions

- 33.1 Subject to clause 34, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 36, each Director has one vote.
- 33.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

34. Special Matters

- 34.1 The Directors shall ensure that the Company does not undertake any of the matters set out below without a majority vote of at least 75% of the votes cast by Directors present and entitled to vote on the matter at a meeting of Directors:
- (a) the sale or purchase of assets having a value greater than \$200,000;
 - (b) the borrowing of, or entering into any borrowing arrangement in respect of, an amount in excess of \$100,000.
 - (c) the adoption or material variation of any business plan or governance charter;
 - (d) the adoption or material variation of any operating budget;
 - (e) the making of any loan, credit facility, guarantee, or any other type of financial accommodation to any person otherwise than in the ordinary course of business and in accordance with the terms of this Constitution;
 - (f) departure from the accounting standards or principles prescribed by law for the preparation of its accounts or financial statements;
 - (g) the incorporation of a subsidiary or entry into any partnership, joint venture or agency agreement;

- (h) any material commercial transaction between the Company and a related party of the Company (as defined in section 228 of the Corporations Act); and
- (i) subject to paragraph (b), the incurring of liabilities having a value greater than \$100,000.

35. Payments to Directors

35.1 No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company;
- (d) of any honorarium as contemplated by section 21A(3) of the *Education Act 1990* (NSW) and
- (e) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

36. Directors' interests

36.1 As required by the Corporations Act, a Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of the Company.

36.2 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

36.3 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

36.4 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

36.5 Subject to clause 34, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and

- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

36.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

36.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

36.8 A Director must disclose any perceived or actual material conflict of interest of the Director to the other Directors in accordance with the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) or any regulation made under that Act.

36.9 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

36.10 A Director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clause 36.11:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

36.11 A director may still be present and vote if:

- (a) their interest arises because they are a member of the company, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company.
- (c) their interest relates to a payment by the company under clause 50 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:

- (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company, and
- (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

37. Remaining Directors

37.1 The Directors may act even if any of the directors' positions are vacant.

37.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

38. Chairperson

38.1 The Directors may by a majority vote of at least 75% of the votes cast by Directors present and entitled to vote appoint, remove and replace a Director as chairperson of Directors' meetings and may determine the period for which the chairperson shall hold office (save that any chairperson shall cease to be chairperson if they cease to be a Director).

38.2 If no chairperson is appointed or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

38.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

38.4 The Directors may elect from among their number a deputy chairperson, treasurer or other officer holders as determined by the Directors from time to time and may determine the period for which each is to hold any such office.

38.5 A director who has held the office of Chairperson of the Board for a continuous period of nine years or more may only be re-appointed as Chairperson of the Board by a majority vote of at least 75% of the votes cast by Directors present and entitled to vote.

39. Delegation

39.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees (each a **Committee**).

39.2 The Directors may at any time revoke any delegation of power to a Committee.

39.3 At least one member of each Committee must be a Director and/or a Founding Member of the Company at the time of Registration..

39.4 A Committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

39.5 A Committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

39.6 Meetings of any Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

40. Written resolutions

40.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

40.2 For the purposes of clause 40.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

40.3 Any document or resolution referred to in this clause may be in the form of a facsimile or electronic transmission.

40.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.

40.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

41. Validity of acts of Directors

41.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

42. Minutes and Registers

42.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 40;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 36.

42.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the Company..

42.3 The Company must keep all registers required by this Constitution and the Corporations Act, including a register of Members (**Register**).

43. Appointment of attorneys and agents

43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint a person in accordance with clause 43.2 to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any company;
- (b) the members, directors, nominees or managers of any company or firm; or
- (c) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

43.4 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

44. Secretary

44.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.

44.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Inspection of records

45. Inspection of records

45.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

45.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

46. Service of notices

- 46.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 46.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 46.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day of its transmission except if transmitted after 5.00pm in which case is taken to be served on the next day.
- 46.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 46.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 46.
- 46.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 46.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 46.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

47. Persons entitled to notice

- 47.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.
- 47.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

48. Audit and accounts

- 48.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

- 48.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.
- 48.3 The company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.
- 48.4 If the Australian Taxation Office endorses the Company as a “deductible gift recipient” under subdivision 30-BA of the *Income Tax Assessment Act 1997* (Tax Act), then the Company must maintain a gift fund:
- (a) Called “The Italian Colleges Australia Fund” (Gift Fund); and
 - (b) The Gift Fund complies with section 30-130 of the Tax Act.
- 48.5 The Gift Fund is established and maintained for the sole purpose of providing funds for the acquisition, construction or maintenance of a building/s to be used for educational purposes.
- 48.6 The Company must manage the Gift Fund as follows:
- (a) All gifts of money or property or contributions in relation to fundraising events for the Company’s objects must be paid into the Gift Fund.
 - (b) The Gift Fund must be credited with any money received because of such gifts or contributions, including interest and the proceeds from the sale of such property.
 - (c) The Gift Fund must not receive any other money or property.
 - (d) The Gift Fund must be used only for the Company’s objects.
 - (e) Receipts for amounts paid into the Gift Fund must be issued in the name of the Gift Fund.
 - (f) Proper accounting records and procedures must be kept and used for the Gift Fund.
- 48.7 The Company undertakes to notify the Australian Taxation Office of any changes to the Gift Fund.

Winding up

49. Winding up

- 49.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute the amount of Members’ guarantee defined in clause 3, towards the property of the Company for the:
 - (i) payment of debts and liabilities of the Company (in relation to clause 49.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (ii) adjustment of the rights of the contributories amongst themselves.
- 49.2 If any surplus remains (including ‘gift funds’ defined in clause 49.3) following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to a charity to which income tax deductible gifts can be made and which, by its constitution, is:
- (a) required to pursue similar charitable purposes to those pursued by the Company;

- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors (other than in circumstances contemplated by clause 35),
- (d) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).

such charity or charities to be determined by the Members by a special resolution at or before the time of winding up and, if the members do not make this decision, by application to the Supreme Court of New South Wales for determination.

49.3 If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of clause 49.2, as decided by the Directors.

For the purpose of this clause:

- (a) 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the company
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the company, and
 - (iii) money received by the company because of such gifts and contributions.
- (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

Indemnity

50. Indemnity

50.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

50.2 The amount of any indemnity payable under clauses 50.1(a) or 50.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

- 50.3 The Directors may agree to advance to an officer an amount which the Company might otherwise be liable to pay to the officer under clause 50.1(b) on such terms as the Directors think fit but which are consistent with this clause, pending the outcome of any findings of a relevant court or tribunal which would have a bearing or whether the Company is in fact liable to indemnify the officer under clause 50.1(b). If after the Company makes the advance, the Directors form the view that the Company is not liable to indemnify the officer, the Company may recover any advance from the officer as a debt due by the officer to the Company.
- 50.4 For the purposes of this clause, **officer** means:
- (a) a Director; or
 - (b) a Secretary.

Other matters

51. By-laws

- 51.1 The directors may pass a resolution to make by-laws to give effect to this Constitution.
- 51.2 Members and directors must comply with by-laws as if they were part of this Constitution.

52. Insurance

- 52.1 To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company

53. Amending the Constitution

- 53.1 Subject to clause 53.2, the Ordinary Members may amend this Constitution by passing a special resolution.
- 53.2 The Ordinary Members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a charity or attempts to substantially alter the educational Objects for which the Company is established.

54. Replaceable rules

- 54.1 The provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Company.

55. Patron

- 55.1 The Board may from time to time appoint one or more patrons to represent the Company and promote the Objects and interests of the Company in the broader community.

56. Affiliation and membership of other similar organisations

- 56.1 The Board may determine to affiliate with or become a member of, or to accept affiliation or membership of, any Company or other entity (including any other education or other industry association) having similar or like interests to the Company, provided that an affiliation or membership must not alter the Board's governance of Company as an independent entity.

College Organisation

57. College Principal

- 57.1 The Board must appoint and maintain a College Principal (or any analogous role or title). The duties of the College Principal will be determined from time to time by the Board and the College Principal will be entitled to be appropriately compensated for the services he or she provides.
- 57.2 The Board may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the College Principal any of the powers exercisable by the Board. Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board, but must be exercised in accordance with any policies, directives or limitations imposed by the Board.
- 57.3 The Board may at any time revoke or vary any of the powers conferred on the College Principal.

58. Dean of Mission

- 58.1 The Board must appoint and maintain a Dean of Mission responsible for the Roman Catholic focus, religious dimension, faith formation, moral and spiritual life of the College.
- 58.2 To be appointed and maintain the role, the Dean of Mission must at all times:
- (a) have received the 3 sacraments of initiation into the Catholic faith;
 - (b) be a practising and observant Roman Catholic;
 - (c) attend Mass as prescribed by the Church, with significant knowledge of both the Ordinary and Extra-ordinary Forms of the Roman Rite; and
 - (d) be at least formally instituted as an acolyte or admitted to a holy order.
- 58.3 The Board may waive the requirement of formal institution as an acolyte or admission to a holy order under clause 58.2 (d), where the person has a proven record and commitment to a ministry in accordance with the tradition of the Catholic Church.
- 58.4 In addition to having relevant teaching qualifications, the Dean of Mission must:
- (a) have undertaken suitable theological studies or a combination of biblical studies, church history, and/or philosophy;
 - (b) possess a sound understanding of, and commitment to, Catholic education;
 - (c) be free of any canonical penalty or irregularity; and
 - (d) live a life which befits the role;
- 58.5 If, at any time, after the date of appointment, the criteria contained in this clause ceases to be satisfied, the Board must appoint a new Dean of Mission.

59. College Executive

- 59.1 The Board may appoint and maintain a College Executive to assist the College Principal in the administration of the College and apply proactive educational, ethical, managerial and financial skills to enhance the College's mission.
- 59.2 The College Executive may comprise the following positions (or any analogous role or title):
- (a) College Principal;
 - (b) Assistant Principal;
 - (c) Dean of Mission;
 - (d) Dean of Curriculum;
 - (e) Dean of Administration;
 - (f) Dean of Welfare;
 - (g) Dean of Staff Services;
 - (h) Dean of Finance;
- 59.3 The Board may at any time revoke or vary any of the powers conferred on the College Executive.

60. Policies

- 60.1 The Board may construct, adopt and review from time to time as appropriate, overarching Board policies that will describe the way in which the College is governed.
- 60.2 The Board may delegate to the College Principal the responsibility for the construction of operational policies that the College Principal will bring to the Board for ratification.
- 60.3 The operational policies should reflect the overarching Board policies.
- 60.4 Both Board and operational policies should be reviewed at times designated by the Board and consistent with the requirements of regulatory authorities.
- 60.5 A proper register of all Board and operational policies will be kept under the direction of the Secretary and/or the College Principal.

61. Parents Advisory Committee

- 61.1 In accordance with clause 39, the Board may appoint parents and other suitable individuals to the Parents Advisory Committee (PAC), the objects of which are:
- (a) to gather and become involved in the life of the College;
 - (b) to represent the views of the College community to the Board;
 - (c) to provide support for the College in areas such as:
 - (i) social functions for the College community;
 - (ii) uniform requirements;
 - (iii) maintenance of grounds, buildings and equipment;
 - (iv) fundraising for particular needs in the College; and
 - (v) voluntary support for educational programs upon the request of the College Principal;

- (d) to provide considered advice to the Board in relation to any matter the Board requests;
- 61.2 Subject to any Board directive, the members of the PAC shall be responsible for all matters relating to the operation and activities of that PAC.
- 61.3 All recommendations of the PAC will be presented to the Board. Only the Board shall have authority to make decisions or policies binding on the College or the Company.
- 61.4 The PAC and its composition may be established, amended and/or dismissed by the Board as it considers necessary in the best interest of the College or the Company.