

Constitution

LOURDES HILL COLLEGE

gadens

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Preamble

The Institute of the Sisters of the Good Samaritan of the Order of St Benedict was founded in Sydney by John Bede Polding OSB, the first Archbishop of Sydney, on 2nd February 1857. The founding charism of the Institute, the first religious institute to be established in Australia, was Polding's Benedictine vision drawn from the Rule of Benedict and the Benedictine tradition.

Inspired by the Gospel parable of the Good Samaritan and moved especially by the specific social need to care for women in need, Archbishop Polding entrusted the Sisters with a vision of service embracing a variety of charitable works including the education of children. The Sisters established their first school in 1861 in Sussex Street Sydney and extended their mission across Australia, Japan, Kiribati and the Philippines.

In fidelity to the Second Vatican Ecumenical Council, the Sisters showed great vision in developing their mission and creating ways to share their charism with the laity. During the period 1981 to 1993, having regard to circumstances of the time, the Sisters created a new model of governance for their ten schools by establishing each as a company limited by guarantee.

For the Sisters, their ten schools constituted one apostolic endeavour that carried on their mission within a particular arch/diocese at a specific locale and with each school as an educating community with its own identity, individuality and history. With the new governance structure, the relationship of the Superior and her Council with the schools was undertaken by those Sisters acting as the Company Members and by their relationship with the Directors and Principal. Over time, lay people were appointed as Company Members.

In the early 2000's, reading the signs of the times as they related to the Institute, the Sisters discerned that it was the time to embrace the future and to entrust their ten schools to the ownership and governance of Good Samaritan Education. This was achieved when Good Samaritan Education, founded by the Superior of the Congregation was constituted a Public Juridic Person in Canon law on 22 July 2011, by the Archbishop of Sydney in consultation with the Archbishops and Bishops of the local Churches in which the schools were located.

Good Samaritan Education assumed the rights and obligations of the Sisters to conduct and govern the ten Schools as apostolic works of Good Samaritan Education.

The Governing Council of Good Samaritan Education is responsible for ensuring the ten schools, which constitute one apostolic endeavour, collaborate in fostering and accomplishing the mission of Good Samaritan Education. Moreover, the Governing Council is to ensure that each school fulfils its mission in fidelity to the charism of Good Samaritan Education.

In 2024, the Governing Council undertook a review of the Company Constitutions whereby the Schools are governed, taking into account changes in law and circumstances which have occurred since the companies were first constituted. The Governing Council has determined after consultation with the Good Samaritan Education Community that the companies will now be single member companies. The sole member of each Company will be Good Samaritan Education ARBN 156 484 043, a body corporate established pursuant to the *Roman Catholic Church Communities' Lands Act 1942* (NSW).

This Preamble is for reference only and does not form part of this Constitution.

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Corporations Act 2001

Public Company Limited by Guarantee

Lourdes Hill College

ACN 010 639 460

1. General

1.1 Company Name

The name of the company is Lourdes Hill College (the **Company**).

1.2 Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretations clause at the back of this document.

2. Replaceable Rules

2.1 Application of the Replaceable Rules

The Replaceable Rules in the Corporations Act are displaced by this Constitution in their entirety and do not apply to the Company.

3. Charitable purposes and objects

3.1 Charism of Good Samaritan Education

The Charism of Good Samaritan Education is centred on the person of Jesus Christ in the communal seeking of God, believing that it is together – not as isolated individuals – that we go to God (RB 72:12), our hearts overflowing with the inexpressible delight of love (RB Prologue 49).

Enriched and inspired by the Parable of the Good Samaritan (Luke 10:25-37), the Rule of Benedict and the Sisters of the Good Samaritan, the mission of Good Samaritan Education is to sustain and nurture communities of learning in the Catholic tradition. Such faith communities of learning are formed by essential values drawn from the gospels and the Rule of Benedict: love of neighbour, prayer, stability, *conversatio*, obedience, discipline, humility, stewardship, hospitality, community, justice and peace.

3.2 Charitable purposes

The Company is established for the charitable purposes of advancing and promoting education and religion by operation of the School and other educational establishments and services for young people related to the operation of the School, as part of the mission of Good Samaritan Education, always in accordance with the beliefs, teaching and legislation of the Church and the Charism of Good Samaritan Education.

3.3 Objects

- (a) In pursuing its charitable purposes under clause 3.2, the objects of the Company include to:
 - (i) govern, conduct and operate the School as a Catholic school;
 - (ii) operate manage or control any pre-school, early learning, out of school hours program and other children's services, boarding facilities and provide other services and post-school pathways that are related or ancillary to the operation of the School;
 - (iii) establish, operate and maintain funds or trusts which may seem directly or indirectly conducive to any of the objects of the Company, including funds or trusts which will allow donors to obtain tax deductibility of their donations to such funds;
 - (iv) form commercial or strategic alliances in pursuit of these objects; and
 - (v) do all other lawful things as are incidental or ancillary to the attainment of the Company's purposes.
- (b) In the pursuit of its charitable purposes and the Objects, the Board shall at all times ensure that the Company is governed in accordance with the Charism of Good Samaritan Education, as outlined in clause 3.1, and in compliance with statements of the Member as issued pursuant to Directions of the Member under clause 5.3.

3.4 Powers under the Corporations Act

Subject to this Constitution, the Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the Objects set out in clause 3.3.

4. Income and Property of the Company

4.1 Application of income and property

The income and property of the Company will only be applied towards the promotion of the Objects.

4.2 Restriction on transfer of income and property

Subject to clause 4.3, no portion of the income or property will be paid or transferred directly or indirectly to the Member.

4.3 Payment of Company expenses

Nothing in clause 4.2 prevents the payment in good faith of reasonable and proper:

- (a) Remuneration to the Member in return for any services rendered by the Member to the Company;
- (b) interest on money borrowed from the Member for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings);
- (c) rent for premises let by the Member to the Company; or

- (d) payment for any goods supplied to the Company by the Member.

4.4 No Remuneration for Directors

- (a) Subject to clause 4.4(b), no Remuneration or other benefit may be paid or given by the Company to any Director.
- (b) Nothing in clause 4.4(a) prevents payment:
 - (i) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors and otherwise in accordance with relevant policies approved by the Board;
 - (ii) for any service rendered to the Company in a professional or technical capacity, other than in a capacity as a Director, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or
 - (iii) relating to an indemnity in favour of the Director or a contract of insurance, as provided for in clause 23.

4.5 No employment for Directors

The Company must not enter into any employment relationship with any of the Directors, and an employee of the Company shall not be eligible to be a Director.

4.6 Application of Grants

Subject to clauses 4.1 and 4.2, the allocation, distribution, expenditure or appropriation of Grants (including any interest accrued in respect of Grants) must be made in accordance with the terms and conditions that may attach to them and in accordance with any policies and procedures specified in legislation, program guidelines and other conditions issued or prescribed or otherwise imposed by the relevant Government Agency or by its Minister, as applicable.

4.7 Operation of school

All of the Company's assets that relate to the operation of the School or income in so far as it arises from the operation of the School (including revenue derived from the Commonwealth or a State Government specifically for the operation of the School) must not be used in any way which results in the School ceasing to be operated on a not-for-profit basis for the purposes of any applicable State or Commonwealth legislation concerning school regulation, government funding, charity registration, tax exemptions and concessions or any other matter relevant to the operation of the Company.

5. Membership

5.1 Sole member

The sole member of the Company is Good Samaritan Education ARBN 156 484 043, a body corporate established pursuant to the *Roman Catholic Church Communities' Lands Act 1942* (NSW).

5.2 Decisions of Member

The Member may pass a resolution of the Member by recording it and signing the record of that resolution.

5.3 Direction of Member

- (a) Subject to clause 5.3(b), the Member may direct the Board by notice in writing (**Direction**) to:
 - (i) adopt, implement or act upon the objectives, priorities, strategies and policies for the Company referred to in the Direction; and
 - (ii) consider and report to the Member, in a form and within such reasonable time period stipulated in the Direction, the achievement by the Company and Directors (as the case may be) of the requirements set out in the Direction, and the Board must comply with any such Direction.
- (b) Prior to issuing or amending a Direction under clause 5.3(a), the Member will first:
 - (i) engage with the Board, in good faith, to discuss the purpose, intention and necessity of the Direction; and
 - (ii) ensure that the Direction will not:
 - (A) be inconsistent with the powers and duties of the Board to direct the management of the business of the Company as provided under clause 7.1; or
 - (B) prejudice the Company's registration as a charity with the ACNC or cause it to cease to meet the requirements for registration as the proprietor of the School; or
 - (C) otherwise cause the Board to breach any law in following the Direction.

5.4 Membership rights, powers and obligations

- (a) The Member is entitled to all the rights and powers of an individual and a body corporate and must exercise its rights and powers in accordance with this Constitution and its own governing document.
- (b) The rights and privileges of the Member are personal to the Member and are not transferrable.

5.5 Member representative

- (a) The Member may appoint an individual as a representative to exercise all or any of the powers the Member may exercise under law or this Constitution, as specified in the appointment.
- (b) The appointment may be a standing one.
- (c) The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- (d) The Member may appoint more than one (1) representative but only one (1) representative may exercise the Member's powers at any one time.

5.6 Member's liability

The liability of the Member is limited.

6. Meetings of the Member and the Board

6.1 Meetings

- (a) The Member and the Board shall meet at least twice in each calendar year on a date determined by the Member for:
 - (i) a review meeting; and
 - (ii) a stewardship meeting.
- (b) Further meetings with the Member may be convened by the Secretary upon request by any of the Member, the Board or the Auditor, as soon as practicable and in any event within thirty (30) days after the request is made.

6.2 Notice of meetings

- (a) Notice of the review meeting and the stewardship meeting must be given on the request of the Member by the Secretary to the Directors, the Principal and other persons invited to attend any of these meetings by the Board or the Member (including always, in the case of the review meeting, the Auditor).
- (b) Notice of further meetings with the Member must be given by the Secretary to the Member and the Directors (and to the Auditor if the Auditor has requested the meeting).

6.3 Quorum at meetings

- (a) All Directors shall make all reasonable efforts to attend meetings convened pursuant to this clause 6.
- (b) A quorum for meetings comprises the Member and a majority of the Directors. The quorum must be present at all times during the meeting.

6.4 Business of review and stewardship meetings

- (a) The business of a review meeting is focused on the operations of the Company in the previous calendar year. The agenda is set by the Member and shall consist of the following:
 - (i) a review of the pursuit and implementation by the Board and the Principal of the Company's Objects, including specifically consistency with the matters outlined at clause 3.2;
 - (ii) consideration of the annual financial report, Directors' report and Auditor's report;
 - (iii) report of the Chair of the Board;
 - (iv) report of the Principal; and
 - (v) general discussion on matters pertaining to the School.

- (b) The business of a stewardship meeting is focused on the operations of the Company in the forthcoming calendar year. The agenda is set by the Member and shall consist of the following:
 - (i) a review of the proposed budget of the Company for the forthcoming financial year;
 - (ii) discussion of any proposed major strategic planning;
 - (iii) consideration of any significant risks identified by the Board;
 - (iv) succession planning for Directors;
 - (v) succession planning for the Principal, if applicable;
 - (vi) consideration of the stewardship of real property and other assets; and
 - (vii) general discussion on matters pertaining to the School.
- (c) In preparation for the meetings, pursuant to clause 11.2, the Member may in its discretion seek any information from the Board that it considers relevant or that would assist it in consideration of, and understanding, the progress of the Company in achieving the pursuit and implementation of the Company's Objects, which has not otherwise been, or will not otherwise be, addressed by the material accompanying the notice of the relevant meeting.

7. Board of Directors

7.1 Powers and duties of the Board

- (a) The Board is the governing body of the Company,
- (b) Subject to the Corporations Act and this Constitution, the business of the Company is to be managed under the direction of the Directors. The Directors may exercise all the powers of the Company that are not required by law or this Constitution (including those matters described at Schedule 1 and Schedule 2) to be exercised by the Member.

7.2 Number and appointment of Directors

- (a) The Board shall comprise a minimum of seven (7) and a maximum of twelve (12) Directors appointed by the Member by notice in writing to the Secretary, subject in each case to those persons consenting in writing to such appointment and obtaining a Director Identification Number.
- (b) Subject to the Corporations Act, the Member may at any time by written notice to the Secretary remove any Director from office, following consultation between the Member and the Chair of the Board (or the Deputy Chair of the Board, if the Director concerned is the Chair of the Board).

7.3 Considerations when appointing Directors

In appointing Directors under clause 7.2(a), the Member:

- (a) shall take into account recommendations made by the Board;

- (b) will ensure that there is among the Directors a desirable combination of skills, personal attributes, qualifications and experience, as relevant for the operations of the Company from time to time;
- (c) will consider each appointee's demonstrated commitment to the educational mission of the Church and suitability to participate in the mission of Good Samaritan Education;
- (d) will require each appointee to the office of Director to accept the Charism of Good Samaritan Education and to participate in an induction and such further formation as the Member requires from time to time; and
- (e) may otherwise adopt and apply a protocol for appointment of Directors from time to time.

7.4 Term

- (a) The term of office of each Director expires:
 - (i) if the Director's term of office commenced on 1 June, at the end of the day prior to the 1 June that is the third anniversary of the commencement of the Director's term of office; or
 - (ii) if the Director's term of office commenced on a date other than 1 June, at the end of the day prior to the 1 June that immediately follows the third anniversary of the commencement of the Director's term of office,
 after which that Director must retire from office.
- (b) Subject to clause 7.4(d), a retiring Director shall be eligible for re-appointment for two further terms as determined by the Member, subject to a maximum tenure of three consecutive terms in office, unless otherwise determined by the Member.
- (c) Subject to a determination of the Member that special circumstances apply, a Director who has reached the maximum tenure under clause 7.4(b) is only eligible for re-appointment after a break of at least twelve (12) months from office. For the purposes of this clause, a person ceasing to serve as a Director at any time for a period of less than twelve (12) months will not be considered to have broken their consecutive years of service in office as a Director.

7.5 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of Director is vacated automatically:

- (a) if the person is prohibited by the Corporations Act, or by an order made under the Corporations Act, from holding office or continuing as a Director;
- (b) if the person dies;
- (c) if the person is of unsound mind or a person whose person or estate is liable to be dealt in any way under the laws relating to mental health or 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;
- (d) if the person becomes bankrupt or makes any general arrangement or composition with his or her creditors;

- (e) upon the person resigning in writing to the Company from the date specified in the resignation;
- (f) if the Director is removed from office by the Member pursuant to clause 7.2(b);
- (g) if the person becomes an employee of the Company;
- (h) if the person is absent from more than three (3) consecutive meetings of Directors without the prior leave of the Board or fails to respond to three (3) consecutive requests for a circulatory resolution in accordance with clause 8.7 to be passed without a meeting of Directors, unless determined otherwise by resolution of the Board;
- (i) if the person is convicted under Australian law of an indictable offence;
- (j) if the person 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 ACNC Act; or
- (k) if the person ceases to be a fit and proper person for the purposes of the Education Legislation.

7.6 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body, provided however that if the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:

- (a) to request that the Member appoint a person or persons to fill vacancies on the Board; or
- (b) in emergencies.

8. Board meetings

8.1 Board meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it shall meet at regular intervals and not less than six (6) times per year.

8.2 Use of technology to hold Board meetings

- (a) A Board meeting may be called or held using any technology.
- (b) Without limiting clause 8.2(a), a Board meeting may be held:
 - (i) at one or more physical venues;
 - (ii) at one or more physical venues and using virtual meeting technology; or
 - (iii) using virtual meeting technology only.

- (c) Despite clauses 8.2(a) and 8.2(b), if technology is used to call a Board meeting, or to hold a Board meeting (whether or not the meeting is held at one or more physical venues), the technology must be reasonable.
- (d) Notwithstanding clause 8.2(a), the Board shall endeavour to meet in person at all times and shall do so at least four (4) times a year.

8.3 Quorum

A quorum of the Board comprises a majority of the Directors eligible to vote. The quorum must be present at all times during the meeting.

8.4 Chair and Deputy Chair of the Board

- (a) The Board shall elect from among its number the Chair and Deputy Chair of the Board, from time to time, and shall determine the period for which such persons are to hold office as Chair and Deputy Chair of the Board, respectively.
- (b) The Chair of the Board shall preside at Board meetings.
- (c) Where a Board meeting is held and the Chair of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act:
 - (i) the Deputy Chair of the Board shall preside at the meeting; and
 - (ii) if the Deputy Chair of the Board is absent or not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present must choose one of their number to preside at that meeting.

8.5 Vacancy of Chair and/or Deputy Chair of the Board

- (a) The office of the Chair and/or Deputy Chair of the Board shall become and be vacant:
 - (i) if the Chair and/or Deputy Chair of the Board ceases to be a Director; or
 - (ii) by the written resignation of the Chair and/or the Deputy Chair of the Board from the office.
- (b) Where the office of the Chair and/or Deputy Chair of the Board becomes vacant, a new Chair and/or Deputy Chair of the Board (as applicable) will be appointed in accordance with clause 8.4.

8.6 Voting

- (a) At a Board meeting, each Director present will have one vote.
- (b) Questions arising at any Board meeting shall be decided by a majority of votes of the Directors present and entitled to vote and a determination by a majority of Directors shall for all intents and purposes be deemed a determination of the Board.
- (c) The Chair of the Board does not have a second or casting vote in addition to their deliberative vote.

8.7 Circulatory resolutions

- (a) If a majority of the total number of Directors have provided consent in writing that they are in favour of a resolution of the Board which has been circulated to the

Directors, such resolution is treated as having been passed at a meeting of the Directors held on the day on which the written consent was provided by the majority of the total number of Directors. If the Directors provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was provided by the last Director thereby constituting such majority. A resolution is not treated as passed on that day if the circular resolution, by its terms, is said to take effect from another specified date.

- (b) For the purposes of this clause, two (2) or more separate documents containing written consent in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing written consent in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) The document or documents referred to in clauses 8.7(a) and 8.7(b) are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

8.8 Validity of acts of Directors

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.

9. Directors' interests

Guidelines for the identification and management of conflicts of interest for the Directors are recorded in the Company's policies and procedures for the management of conflicts of interest, as amended from time to time.

10. Observers

- (a) The Board may request the attendance at any meeting of the Board of any person who in the opinion of the Board may be able to assist the Board regarding any matter before it.
- (b) The Member is entitled to receive notice of each Board meeting at the time the Directors are notified of the meeting and is entitled to attend the meeting through its representative(s), but does not have a right to vote.
- (c) The Member may authorise the attendance at any Board meeting of any person who, in the opinion of the Member may be able to assist the Board regarding any matter before it.

11. Exchange of documentation

11.1 Member to provide to Board

- (a) The Member shall provide to the Board, as amended from time to time:

- (i) any documents relating to compliance by the Board with any Direction of the Member pursuant to clause 5.3; and
- (ii) any statements or plans and proposals of the Member for the future operations of the Company.

11.2 Board to provide to Member

- (a) The Board shall provide to the Member, for its information, on request of the Member or at such intervals as the Member determines:
 - (i) current and/or proposed Policies regarding enrolments and fee structures for the School;
 - (ii) any other Policies requested by the Member;
 - (iii) a current and/or proposed organisational chart of the management structure of the School;
 - (iv) information regarding any proposed significant changes in the areas or pastoral care, learning and teaching at the School;
 - (v) a copy of minutes of each meeting of the Board, of each meeting of the finance/audit committee, including cash flow situation, budget performance and forecast, and of major property meetings;
 - (vi) a copy of the budget of income and expenditure and cash flow forecasts; and
 - (vii) such other information as is requested from time to time by the Member.
- (b) For the avoidance of doubt, in preparation for the meetings contemplated by clause 6.1, the Board shall, at the time of giving notice of the relevant meeting, forward to the Member reports and resolutions pertaining to the business of the relevant meeting.

12. Board Committees

12.1 Establishment

- (a) The Board must establish a finance/audit standing Committee or Committees with, at a minimum, the following functions (and in aggregate, if more than one):
 - (i) preparation, implementation and monitoring of the annual budget of the Company (including, in particular, its School operations) and reporting to the Board;
 - (ii) assisting the Board to assess adequacy of existing financial practices;
 - (iii) oversight of Company assets;
 - (iv) ensuring compliance with applicable laws;
 - (v) ensuring appropriate internal Company controls are in place; and
 - (vi) ensuring external audits occur as required and are responded to,
- (b) The Board may establish and maintain such other Committees of the Board as

determined by the Board from time to time.

12.2 Terms of reference

Subject to this Constitution, each Committee will have terms of reference specified by the Board.

12.3 Membership

The membership of each Committee will be determined by the Board, provided that at least one member of a Committee must be a Director.

13. Delegation

13.1 Delegation by the Board

The Board may, by resolution and instrument of the delegation in writing, delegate to such one or more Directors, a Committee established under clause 12, the Principal, any other employee or any other person (delegate or delegates, as the case may be) the performance or exercise of such of the duties, functions, powers and authorities imposed or conferred on it by this Constitution, other than those which by law must be dealt with by the Board.

13.2 Terms of delegation

- (a) A delegation made under this Constitution may be subject to such conditions and/or limitations as to the performance or exercise of any of the specified duties, functions, powers and authorities delegated or as to time or other circumstances the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board, as specified in the resolution and instrument of delegation. The Board may at any time or times alter, revoke, withdraw or vary all or any delegations.
- (b) An instrument of delegation shall be signed by the Chair of the Board and one other Director who is not a delegate pursuant to that instrument, provided that, if the Chair of the Board is to be a delegate pursuant to an instrument of delegation, that instrument shall be signed by two Directors who are not delegates pursuant to it.
- (c) A delegate or, where there is more than one delegate, one of their number as determined by them, shall report to the next following ordinary meeting of the Board and thereafter as directed by the Board with regard to the performance or exercise of the duties, functions, power and authorities delegated.
- (d) The Board may at any time revoke, withdraw, alter or vary all or any of such powers.
- (e) Subject to clause 13.2(f), any act or thing done by the delegate or delegates when acting within the terms of the delegation will have the like force and effect as if the act or thing had been done by the Board.
- (f) Notwithstanding any delegation made under this Constitution, the Board may continue to perform or exercise all or any of the duties, functions, powers and authorities delegated.

14. Minutes and Registers

14.1 Minutes

- (a) The Company must keep minute books in which it records within one (1) month:

- (i) all appointments of Officers;
 - (ii) all proceedings and resolutions of Board meetings and Committee meetings;
 - (iii) all proceedings and resolutions of the Member;
 - (iv) all circular resolutions of the Board in accordance with clause 8.7;
- (b) Minutes of Board meetings or circular resolutions passed must be signed by the Chair of the Board within a reasonable time after the meeting is held or the resolution is passed (as applicable).

14.2 Registers

The Company must keep all registers required under the Corporations Act.

15. Policies

15.1 Power of Board to make Policies

Subject to and consistent with this Constitution, the Board may from time to time make Policies for or with respect to all matters relating to the organisation, management and good governance of the Company and all of its operations, including specifically the School operations, providing always that such Policies must be consistent with the Charism of Good Samaritan Education and any Direction of the Member pursuant to clause 5.3.

15.2 Variation of Policies

The Board may, by resolution, repeal, revoke, alter, amend or otherwise modify any Policy or part of a Policy, subject to the same restrictions as are outlined in clause 15.1.

16. Execution of documents

- (a) Any document or instrument will be properly executed and binding on the Company if the document is signed by any two Directors or a Director and the Secretary. The Board may from time to time determine or authorise that a document or instrument on behalf of the Company may be executed in a different way.
- (b) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in accordance with delegations authorised by the Board or as otherwise approved by the Board.
- (c) For the avoidance of doubt, the Company may execute documents electronically, in such manner as is authorised by the laws of the State.

17. Principal

17.1 Principal

The Principal, subject to the directions of the Board, is responsible to the Board for the leadership, stewardship and management of the Company and the education, care and welfare of its students and staff.

17.2 Appointment

The Board shall have the power to appoint or reappoint a person to the office of Principal on such terms, conditions and remuneration as the Board determines, subject to the prior approval of the Member. The Board shall have the power to suspend or remove the Principal from office, with the prior approval of the Member, subject to relevant laws.

17.3 Board meetings

- (a) The Principal shall receive notice of and attend all Board meetings except where otherwise requested by the Board.
- (b) For the avoidance of doubt:
 - (i) the Principal may speak, but not vote, at Board meetings;
 - (ii) the Principal is not to be counted towards quorum at Board meetings; and
 - (iii) the Principal shall not be eligible to be a Director.

17.4 Acting Principal

If the Principal is for any reason unable to fulfil the function of Principal for a period of more than 4 months, the Board may appoint an Acting Principal with the approval of the Member. The Acting Principal whilst acting in that position has all the powers and is subject to all the constraints as if the Acting Principal were the Principal. The Board shall have the power to re-appoint, suspend or remove the Acting Principal from office, subject to the prior approval of the Member. For the avoidance of doubt, the Principal may appoint an Acting Principal in his or her place for any period of absence for less than 4 months.

18. Secretary

- (a) The Board shall appoint a Secretary of the Company for a term and on conditions determined by them.
- (b) The Secretary of the Company is entitled to attend and be heard on any matter at all Board and general meetings.
- (c) The office of the Secretary shall become and be vacant:
 - (i) by the written resignation of the Secretary from the office; or
 - (ii) by written notice of removal given by the Board.

19. Accounts and Audit

19.1 Preparation of accounts

- (a) The Board must cause the Company to prepare financial accounts in accordance with the law.
- (b) The Board must cause the Company to prepare a financial report, a Director's report and any other reports that comply with the ACNC Act and any other relevant legislation.

19.2 Auditing of financial report

- (a) The Auditor shall be appointed and removed by resolution of the Member, in accordance with the requirements of the Corporations Act.
- (b) The Board must cause the Company's financial report for each Financial Year to be audited by the Auditor and obtain an auditor's report in accordance with any requirements of the ACNC Act and any other relevant legislation.

19.3 Inspection of books

- (a) The Member may inspect the books of the Company at its request as contemplated by clause 11.2.
- (b) The following persons may at any reasonable time access and inspect any financial record of the Company:
 - (i) any nominee of the Member authorised in writing by it, subject to the terms of such authorisation;
 - (ii) the Auditor; and
 - (iii) any Director.

20. Notice

20.1 Notice by the Company

- (a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (i) personally; or
 - (ii) by sending it by post to the address supplied by the person to the Company for sending notices to the person; or
 - (iii) by sending it to the electronic mail address (if any) or other electronic means of communication nominated by the person;
 - (iv) by any other means authorised by the Corporations Act.
- (b) A notice sent by post is taken to be given three (3) days after it is posted.
- (c) A notice sent by electronic mail or by other electronic means, is taken to be given on the Business Day after it is sent.

20.2 Notice to Company

Any notice or other document required to be served upon the Company may be served by leaving it with the Secretary or by forwarding it through the post in a pre-paid letter addressed to the Company at its registered office or by electronic means to the Secretary.

21. Amendments

- (a) Subject to clause 21(c), the Member may make such amendments to this Constitution as it determines.

- (b) For the avoidance of doubt, the Board may make recommendations to the Member for amendments to the Constitution, from time to time.
- (c) No amendment may be made to this Constitution which would prejudice the Company's registration as a charity with the ACNC, or cause it to cease to meet the requirements for registration as a proprietor of a school under the Education Legislation, and any resolution or document purporting to make such an amendment shall be void and of no effect with respect to that amendment.

22. Winding up

22.1 Winding up

The Company must be wound up if the Member resolves that the Company should be wound up and/or if the Company is required to be wound up at law.

22.2 Contribution by the Member

If the Company is wound up, the Member undertakes to contribute to the property of the Company for the payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up such amount as may be required, not exceeding \$100.

22.3 Distribution of surplus assets

Subject to clause 22.4, upon the winding up of the Company, any surplus remaining after the satisfaction of all its debts and liabilities, will not be paid to or distributed to the Member in its capacity as member but, will be dealt with as follows:

- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied in accordance with the conditions attaching to the Grant; and
- (b) in any other case, the surplus must be given or transferred to a charitable institution, body, entity or organisation operated in Australia that provides education services to school children or that has similar objects to the Company, which is not carried on for the profit or gain of its individual members and whose governing documents prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this clause 22.3,

such institution, body, entity or organisation to be determined by the Member at or before the winding up and in default, by application to the Supreme Court of the State for determination.

22.4 Distribution of surplus assets comprising DGR Contributions

Upon the winding up of the Company or a deductible gift recipient fund operated by the Company, or the revocation of the endorsement of the Company in respect of a deductible gift recipient fund operated by the Company (as applicable), whichever is earlier, any surplus comprising of DGR Contributions shall be transferred to an institution, body, entity or organisation:

- (a) that is charitable at law;
- (b) whose governing documents prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution;
- (c) to which income tax deductible gifts can be made,

such institution, body, entity or organisation to be determined by the Member at or before the winding up of the Company, the relevant deductible gift recipient fund or the revocation of the endorsement of the Company in respect of the relevant deductible gift recipient fund.

22.5 Distribution of surplus assets to Member

Notwithstanding clause 22.3(b), the surplus referred to in clause 22.3(b) (which is surplus that does not comprise of Grants) may be paid to the Member provided the Member is a charitable institution as described in clause 22.3(b) at the date of the distribution.

23. Indemnity and access

23.1 Indemnity for liability

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 any liability (other than for legal costs) incurred by that person as such an Officer of the Company (including liabilities incurred by the Officer as a director of a subsidiary of the Company where the Company requested the Officer to accept appointment as director).

23.2 Indemnity for reasonable legal costs

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 reasonable legal costs incurred:

- (a) in defending an action for a liability incurred by that person as an Officer of the Company (including such legal costs incurred by the officer as a director of a subsidiary of the Company where the Company requested the Officer to accept appointment as director); or
- (b) in connection with or arising from any enquiry or investigation by an Authority or External Administrator involving that person as an Officer of the Company.

23.3 Indemnity in respect for premiums

To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may at any time:

- (a) pay premiums in respect of a contract insuring a person (whether with others or not) who is, or has been, an Officer of the Company or a related body corporate; and
- (b) bind itself in any contract or deed with any person who is or has been an Officer of the Company or related body corporate to make the payments.

The liability insured against may not include that which the Corporations Act prohibits. Any such premium in relation to a Director is not to be regarded as Remuneration paid to a Director.

23.4 GST

The amount of any indemnity payable under clauses 23.1 or 23.2 or 23.3 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.

23.5 Documentary indemnity

Where the Board considers it appropriate, the Company may execute a documentary indemnity in any form in favour of a person who is or who has been an Officer of the Company, provided the terms of such documentary indemnity are not inconsistent with this clause 23.

23.6 Access to documents

Where the Board considers it appropriate, the Company may:

- (a) give a person who is or who has been an Officer of the Company, access to certain documents, including documents provided or available to the Board and other papers referred to in those documents; and
- (b) bind itself in any contract or deed with any person who is or has been an Officer of the Company to give the access.

23.7 Reporting on indemnities and insurances

Subject to any exception provided for in the Corporations Act, full particulars of the Company's indemnities and insurance premiums in relation to its Officers must be included each year in the Directors' report.

24. Interpretation

24.1 Definitions

In this Constitution unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-profits Commission or its successor.

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

Auditor means the person appointed for the time being as auditor of the Company.

Authority means:

- (a) a Royal Commission, Board of Inquiry, Parliamentary Committee or similar body;
- (b) the Australian Securities & Investments Commission, the Australian Competition and Consumer Commission, ACNC and any other regulatory authority;
- (c) a department of any Australian government or of any other jurisdiction;
- (d) a public authority;
- (e) an instrumentality, agent or appointee of the Crown in right of the Commonwealth, in right of a State or in right of a Territory or the equivalent of any of them in any other jurisdiction;
- (f) any other body exercising statutory or prerogative power;
- (g) a government, a governmental, semi-governmental or judicial person, authority, body or entity;
- (h) a statutory corporation; or
- (i) a person, authority, body or entity (whether autonomous or not) who is charged with the administration of law.

Board means the board of Directors, being the board of directors of the Company.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in the State.

Chair means the person appointed to preside over the Board in accordance with clause 8.4.

Committee means a committee established in accordance with clause 12.

Company means Lourdes Hill College ACN 010 639 460.

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

Controller has the meaning given by the Corporations Act.

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

Deputy Chair means the person appointed to such office in accordance with clause 8.4.

DGR Contributions means:

- (a) gifts of money or property for the principal purpose of a deductible gift recipient fund

operated by the Company;

- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of a deductible gift recipient fund operated by the Company, and
- (c) money received by the Company because of such gifts and contributions.

Director means any director of the Company for the time being appointed in accordance with clause 7.2(a) and includes any person occupying the position of a director.

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

Education Legislation means the *Education (General Provisions) Act 2006 (Qld)*, *Education (Accreditation of Non-State Schools) Act 2017*, the attendant *Education (Accreditation of Non-State Schools) Regulation 2017*, the *Australian Education Act 2003 (Cth)* and the *Australian Education Regulation 2023 (Cth)* and any other State or Commonwealth legislation regulating the governance and operation of non-government schools.

External Administrator means a liquidator, provisional liquidator, Controller or an administrator.

Financial Year has the same meaning as in section 9 of the Corporations Act.

Government Agency means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia or a State or Territory of Australia.

Grant means a financial assistance arrangement or contribution, whether as capital or otherwise, provided by a State, the Commonwealth, a Government Agency, a private corporation or others, for a specific purpose and period, either by a progress payment or lump sum.

GST has the meaning given to that term in the *A New Tax System (Goods and Services Tax) Act 1999*.

Member means the sole member of the Company as described in clause 5.1.

Objects means the objects of the Company undertaken in pursuit of the charitable purposes as described in clause 3.

Officer means a Director, a Secretary, a member of a Committee and an executive officer of the Company as defined by the Corporations Act.

Policies means the policies made by the Board under clause 15.

Principal means the person appointed to serve as the principal (or any analogous role or title) of the School in accordance with clause 17.

Registered Entity has the meaning given in the ACNC Act.

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances or bonuses.

Replaceable Rules means the provisions referred to in section 141 of the Corporations Act.

Responsible Entity has the meaning given in the ACNC Act.

School means the registered school operated by the Company (AGEID 17239) known as Lourdes Hill College.

Secretary means any person appointed by the Board under clause 18 to perform any of the duties of a secretary of the Board.

State means the state of Queensland.

24.2 Interpretation

- (a) 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.
- (b) In this Constitution, except where the context otherwise requires:
 - (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
 - (iii) 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;
 - (iv) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations), and any exemption or modification to that Act applying to the Company, including ministerial orders or other legislative instruments from time to time;
 - (v) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (vi) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
 - (vii) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

Schedule 1**Decisions of Board subject to approval of Member**

	Matter	Clause	Description/requirement
1	Appointing and removing the Principal	17.2	The Directors must ensure that the Company does not employ (or otherwise appoint), re-appoint, suspend or terminate a Principal without the Member's prior written approval.
2	Appointing and removing an Acting Principal	17.4	The Directors must ensure that the Company does not employ (or otherwise appoint) an Acting Principal for a period of more than four months, or re-appoint, suspend or terminate an Acting Principal, without the Member's prior written approval.
3	Delegations and financial limits Direction of Member	7.1	<p>The Directors must ensure that the Company does not undertake the following without the prior written approval of the Member or otherwise permission for the same having been granted in accordance with a Direction issued by the Member under clause 5.3:</p> <ul style="list-style-type: none">(a) acquire real property;(b) sell, transfer, mortgage, charge, lease or encumber in any other way any real property;(c) borrow;(d) undertake capital works; or(e) make any investments other than with an Australian-owned bank supervised by the Australian Prudential Regulation Authority or any Catholic Diocesan development fund.
4	Establish any subsidiary or other new entity, joint venture or other corporate affiliation	7.1	The Directors must not, and must ensure that the Company does not, establish any subsidiary or other new entity, joint venture or other corporate affiliation without the prior written approval of the Member.
5	Changes to the School registration and approved apostolic works	7.1	<p>The Directors must ensure that the Company does not undertake any of the following without the prior written approval of the Member or otherwise permission for the same having been granted in accordance with a Direction issued by the Member under clause 5.3:</p> <ul style="list-style-type: none">(a) make any changes to the registration of the School, including without limitation relocation, opening a new campus, adding a year level;(b) take any steps to close the School, amalgamate with another school, open a new school; or(c) conduct a new apostolic work, or change or cease to conduct the apostolic work(s)

			<p>provided or performed by the Company, such that the Company operates otherwise than in accordance with the specific purpose for which it was established.</p> <p>..</p>
6	Revoke or jeopardise revocation of the Company's status as a registered charity or the registration of the Company as proprietor of schools	7.1	<p>The Directors must not, and must ensure that the Company does not, revoke or jeopardise revocation of its status as a charity registered with the ACNC, or its status as a proprietor of registered schools with the State school regulator, without the prior written approval of the Member.</p>

Schedule 2

Powers to be exercised by the Member

This Constitution and the law provide the following powers to be exercised by the Member. In exercising these powers, the Member will comply with Church Laws and any relevant decrees, policies, procedures and protocols.

- (a) issue a Direction to the Board to adopt, implement or act upon the objectives, priorities, strategies and policies for the Company (clause 5.3);
- (b) appoint or remove a Director or determine a Director's term of office (clauses 7.2(a), 7.2(b) and 7.4(a));
- (c) receive notice of, and authorise the attendance of representative(s) at, Board meetings (clause 10(b));
- (d) authorise the attendance of an observer at a Board meeting (clause 10(c));
- (e) receive requested Company documents and information (clause 11.2);
- (f) approve the appointment, re-appointment, suspension or removal of the Principal (clause 17.2);
- (g) approve the appointment, re-appointment, suspension or removal of the Acting Principal (clause 17.4);
- (h) appoint and remove the Auditor (clause 19.2(a));
- (i) access or inspect (or authorise any nominee of the Member to access or inspect) any financial record of the Company (clause 19.3);
- (j) amend the constitution of the Company (clause 21(a));
- (k) wind up the Company and determine distribution of any surplus (clauses 22.1 and 22.3);
- (l) change the company type of the Company; and
- (m) change the name of the Company.