

CONSTITUTION

OF

SYDNEY COLLEGE OF DIVINITY LTD
A Public Company Limited by Guarantee
ACN 002 653 036

Name

1. The name of the company is "Sydney College of Divinity Ltd" (hereinafter called "the College").

Definitions and interpretation

2A. Definitions

In this Constitution unless the subject matter or context indicates otherwise:

"Academic Board" means the Academic Board constituted pursuant to Clause 70

"the Act" means the Corporations Act 2001 (C'th)

"the College" means Sydney College of Divinity Limited

"Council" means the Council constituted pursuant to Clause 41

"Course" means a course of study which leads to a higher education award within the structures and standards required from time to time by the relevant accrediting authority

"Institution" means a body corporate or unincorporated association or Church organisation or body which maintains a structure within which students study Christian theology or prepare for ministry within the Christian Church or within which students study in disciplines related to Christian theology or ministry

"CEO" means the Chief Executive Officer of a Member Institution, Associate Member Institution, Provisional Member Institution or Provisional Associate Member Institution who may also be the Principal of that Institution

"Principal" means

- (a) the academic head of a Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution or such other person as the governing council of a Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution may from time to time designate to have the rights and responsibilities of the Principal of such Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution for the purpose of this Constitution; or
- (b) in the case of a Member Institution which comprises a cluster of Institutions, the person designated by the governing councils of such institutions to have the rights and responsibilities of a Principal of a Member Institution for the purpose of this Constitution

"the seal" means the common seal of the College

“Secretary” means the secretary of the College

“State” means the state of New South Wales

2B. Interpretation

In this Constitution unless the contrary intention appears:

Expressions referring to writing shall be construed as writing in any visible form

Words importing the singular number include the plural number and vice versa

Words importing any gender include each other gender

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act as in force at the date at which this amended Constitution becomes binding on the College.

2C. Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act;
- (b) “section” means a section of the Corporations Act; and
- (c) while the College is a registered charity under the Australian Charities and Not for profits Commission Act 2012 (C’t’h):
 - (i) subject to clause 2B(c)(ii), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply as if section 111L(1) of the Corporations Act was not enacted; and
 - (ii) where a particular provision of the Corporations Act referred to in section 111L(1) includes a reference to ASIC including a reference to lodge any document with, or seek consent or approval from ASIC, that particular provision does not apply to the College to the extent that section 111L(1) of the Corporations Act is in force.

Mission Statement

3. The Sydney College of Divinity is a Higher Education Provider owned by an ecumenical consortium of private Christian colleges, which are its Member Institutions.

The Sydney College of Divinity will operate as a leading theological provider, equipping people for effective professional and lay ministry in a rapidly changing environment.

The Sydney College of Divinity will

- provide high quality, accredited courses in theology and related disciplines from undergraduate to postgraduate levels, including research degrees;
- encourage theological scholarship and train future theological scholars;

- prepare leaders and ministers, both ordained and non-ordained, who are well-qualified to build up the Church;
- promote a theologically literate membership of the Church.

Objects and Powers

4. The principal object for which the College is established is:

- (a) to provide a structure in which students preparing for Christian ministry and/or studying Christian theology and/or associated disciplines within any institution which is, pursuant to this Constitution, a Member Institution or Associate Member Institution or one of a cluster of institutions which comprise a Member Institution, may complete programs of study which lead to the granting of degrees and other awards in theology, ministry and the associated disciplines.

Other objects are:

- (b) to do those things which the College may from time to time consider necessary or desirable to promote or facilitate professional education for Christian ministry;
- (c) to provide such facilities, services and assistance for
- (i) students within the College or desiring to study within the College
 - (ii) students for the Christian ministry
 - (iii) persons engaged in educating persons for Christian ministry or Christian ministers seeking further education, qualifications or training
- as the College may from time to time think fit;
- (d) to relate to and co-operate with other higher education institutions and Christian theological institutions whether in Australia or elsewhere as the College may from time to time determine;

And for the purpose of carrying out the aforesaid objects the College may:

- (e) establish trust funds and undertake and execute either gratuitously or otherwise any trust the undertaking whereof may seem desirable and make, execute or enter into any trust, trust deed, declaration of trust or other deed or instrument, and vary, amend or revoke the same by deed, instrument or otherwise;
- (f) subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the College PROVIDED that the College shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the College under or by virtue of clause 3 of this Constitution;
- (g) publish and transmit theses, books, periodicals or journals as the College may think desirable for the promotion of its objects;

- (h) operate a Tuition Assurance Scheme (TAS) under the Education Services for Overseas Students Act 2000 (ESOS Act) as amended from time to time and ensure that overseas students receive the education and training for which they have paid;
- (i) carry out all or any of the objects of the College and do all or any of the above things in any part of the world and either as principal or through trustees or agents or otherwise and either alone or in conjunction with others; and
- (j) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the College.

IT IS HEREBY DECLARED that in the interpretation of this clause 4 the meaning and effect of any of the College's objects or powers shall not be restricted by references to any other object or power or by the juxtaposition of any two or more and each object and power will be construed and have effect as an independent object or power and in the event of any ambiguity the said objects and powers shall be construed in such a way as to widen and not restrict them.

Application of income and property

- 5. The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the College PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the College or to any member of the College in return for any services actually rendered to the College or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding a rate for the time being paid by the Commonwealth Bank of Australia on term deposits on money borrowed from any members of the College or reasonable and proper rent for premises demised or let by any member of the College.

Limited liability

- 6. The liability of the members is limited.

Contribution by members

- 7. Every member of the College undertakes to contribute to the property of the College, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the College (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty dollars (\$50.00).

Distribution upon winding up or dissolution

- 8. If upon the winding up or dissolution of the College there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the College, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College, and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the College at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

Replaceable rules not to apply

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

Member Institution

10. Categories of Institutional Membership

- (a) The categories of institutional membership of the College are:
- (i) Member Institutions
 - (ii) Associate Member Institutions
 - (iii) Provisional Member Institutions
 - (iv) Provisional Associate Member Institutions
 - (v) Adjunct Member Institutions, referring to institutional membership for purposes other than the delivery of SCD awards
- (b) The founder Member Institutions of the College were:
- (i) Baptist Theological College
 - (ii) Catholic Institute of Sydney
 - (iii) Churches of Christ (NSW) Theological College
 - (iv) St Paul's National Seminary
 - (v) Union Theological Institute
 - (vi) United Theological College.

11. The Council shall not grant approval as a Member Institution to any Institution, whether having a single campus or multiple campuses, or cluster of Institutions unless satisfied that the applicant Institution possesses, or in the case of a cluster of Institutions, such Institutions jointly possess, the following attributes:

- (a) Adequate facilities and equipment for learning and for private study by students;
- (b) A faculty of such number and quality as to constitute with the students a vigorous community of faith and learning and to provide adequate instruction for a higher degree program;
- (c) An adequate annual grant of funds for the maintenance and upkeep of its library or their libraries and such other attributes as the Council from time to time considers necessary.

12. (a) An Institution may be admitted by the Council into a relationship with the College as:

- (i) a Member Institution with full rights of membership as conferred by this Constitution; or

- (ii) an Associate Member Institution where the Institution will not deliver SCD awards at degree level or above;
 - (iii) a Provisional Member Institution;
 - (iv) a Provisional Associate Member Institution;
 - (v) an Adjunct Member Institution; or
 - (vi) an Affiliated Institution.
- (b) The Council may from time to time approve an institution as an Associate Member Institution, a Provisional Member Institution, a Provisional Associate Member Institution, an Adjunct Member Institution or an Affiliated Institution upon such conditions and subject to such limitations as the Council may from time to time determine.
- (c) It shall be a precondition of acceptance into any category of institutional membership that the applicant shall enter into an agreement or memorandum of understanding with the College in such form as may be required by the Council from time to time.
- (d) An agreement or memorandum of understanding between the College and an Institution which is admitted to institutional membership of the College in one of the categories mentioned in clause 10 (a):
- (i) will include conditions applicable across the membership category and, where applicable, conditions or limitations relating to the Provisional or Associate status of the institution; and
 - (ii) may include conditions applicable only to the particular Institution.
13. An Institution in any of the first four categories of institutional membership set out in Clause 10 shall at all times provide programs which conform to the structure approved from time to time by the Council in accordance with the requirements of the relevant higher education accrediting authority for the granting of a degree or other award.
14. A Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution shall cease to be such:
- (a) If at any time its governing council or, in the case of a Member Institution which comprises a cluster of Institutions, the governing council of any Institution within the cluster, gives written notice to the Secretary that it has resolved so to cease; or
 - (b) If the Council, having sought advice from the Institutional Membership Committee, resolves after receiving that advice to cancel approval of the Institution or cluster of Institutions as a Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution, on the ground:
 - (i) in the case of a Member Institution, that it does not, in the opinion of the Council, possess the attributes mentioned in Clause 11 and such other attributes as the Council from time to time considers necessary; or
 - (ii) that, in the opinion of the Council, it has not complied or is not able to comply with the conditions imposed by the Council pursuant to Clause 12 or with conditions or obligations set out in an agreement or memorandum of understanding between it and the College; or

- (iii) that it has failed or refused to enter into a revised agreement or memorandum of understanding when required to do so by the Council; or
- (iv) in the case of a Member Institution, that it is, in the opinion of the Council, failing to comply with Clause 13 or maintain satisfactory standards in regard to any matter relevant to the awarding of degrees or other academic awards by the College or the recognition of such degrees or other academic awards; or
- (v) that, in the opinion of the Council, the Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution has failed in any manner to maintain proper academic integrity in the administration of the degree;

subject to the Institution concerned having first been informed of the advice received by the Council from the Institutional Membership Committee and given an opportunity to reply.

15. No Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution shall be a member of the College in its own right.

Membership

16. The members of the College shall be:

- (a) the Principals of the Member Institutions or the Principals' representatives;
- (b) one (1) person appointed by the governing council of each of the Member Institutions;
- (c) one (1) additional representative of each Member Institution to be appointed by and from its full time academic staff; and
- (d) one (1) person appointed by the governing council of each Associate Member Institution;

PROVIDED that, except in the case of the original subscribers, any such person shall not become a member until he or she has submitted a written, signed consent to membership to the Secretary.

17. Membership shall automatically cease:

- (a) upon the member giving written notice of resignation signed by the member to the Secretary at the registered office of the College;
- (b) in the case of a person who is a member pursuant to Clause 16(a), upon such person ceasing to be Principal of the Member Institution;
- (c) in the case of a person who is a member pursuant to Clause 16(b), (c) or (d), upon the appointing body or full time academic staff, as the case may be, terminating the appointment of such member by written notice to the Secretary;
- (d) if the Institution of which he or she is Principal or by whose governing council or full time academic staff he or she was appointed, ceases to be a Member Institution or Associate Member Institution; or
- (e) upon the member becoming bankrupt or dying.

18. Membership is not transferable.

19. Where a person is qualified to be a member in more than one of the categories mentioned in clause 16, the person will retain their first category of membership until their membership in that category expires. The person may then become a member in another category of membership.

General Meetings

20. An annual general meeting of the College shall be held at least once in each calendar year and within five months of the end of the financial year in accordance with the provisions of the Act. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
21. The Council may convene and arrange to hold a general meeting of the College whenever the Council thinks fit and must do so if required to do so under the Act. The Council may, as it sees fit, cancel the meeting or postpone the holding of the meeting (other than a meeting convened pursuant to Clause 22 or Clause 24) to a date and time proposed by the Council.
22. The Council shall, on the requisition of not less than five percent (5%) in number of the members, forthwith convene a general meeting to be held as soon as practicable but, in any case, not less than two (2) months after the receipt by the College of the requisition.
23. The requisition shall state the objects of the meeting and shall be signed by the requisitioning members as the case may be and deposited at the registered office of the College, and may consist of several documents in like form each signed by one or more requisitioner.
24. If the Council does not, within twenty one (21) days after the date of the deposit of the requisition, proceed to convene a meeting, the requisitioning members or any of them representing more than fifty percent (50%) of the total voting rights of all the requisitioning members, may themselves, convene a meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the date of the deposit of the requisition.
25. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one (21) days notice at the least (exclusive of the day on which notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notice from the College. In any such notice there shall also appear with reasonable prominence a statement that a member is entitled to appoint the chairperson of the meeting or another member to attend as proxy and vote instead of the member on any poll.
26. The accidental omission to give any such notice to or the non-receipt of such notice by any member shall not invalidate any resolution passed at or the proceedings of any general meeting.
27. (a) A notice of a general meeting will specify the place, the day and the hour of the meeting and, except as provided by (b), shall state the general nature of the business to be transacted at the meeting;
- (b) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of accounts, the reports of the Council and Auditors and fixing of the remuneration of the Auditors.
28. A meeting may be held at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

Proceedings at General Meetings

29. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Save as herein otherwise provided one third of the members shall be a quorum.
- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy shall be deemed to be a member.
30. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) where the meeting was convened upon the requisition of members the meeting shall be dissolved; or
- (b) in any other case:
- (i) the meeting stands adjourned to such day, and at such time and place, as the Council determine or, if no determination is made by the Council, to the twenty eighth (28th) day after the initial date at the same time and place; and
- (ii) if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting stands adjourned a second time upon the same terms as set forth in (i) above and if at the second adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting:
- (1) seven (7) members constitute a quorum; or
- (2) where seven members are not present, the meeting shall be dissolved.
31. (a) The President of the College shall preside as chairperson at every general meeting at which he or she is present within fifteen (15) minutes after the time appointed for the holding of the meeting and is willing to act.
- (b) Where a general meeting is held and the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the following may preside as the chairperson of the meeting (in order of precedence):
- (i) the Vice-President of the College;
- (ii) a member who is present in person and who is appointed by a resolution of the meeting.
32. (a) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of any original meeting.
33. (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (i) the chairperson;

- (ii) at least three (3) members present in person or by proxy or members with at least 5% of the votes that may be cast on the resolution on a poll;
 - (iii) a member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting;
 - (b) Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the College, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution;
 - (c) The demand for a poll may be withdrawn.
34. (a) If a poll is duly demanded, it shall be taken in such manner and (subject to (b)) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded;
- (b) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall not have a second or casting vote and the motion shall be lost.
36. (a) At any general meeting each member entitled to vote may vote in person or by proxy or by attorney; and
- (b) On a show of hands every person present who is a member or representative of a member has one vote and on a poll every member present in person or by proxy or attorney or other duly authorised representative has one vote.
37. (a) An objection may be raised to the qualification of a voter only at the meeting at which the vote objected to is given or tendered;
- (b) Any such objection shall be referred to the chairperson of the meeting, whose decision is final;
- (c) A vote not disallowed pursuant to such an objection is valid for all purposes.
38. (a) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing;
- (b) An appointment may be a standing one;
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote as proxy on the resolution except as specified in the instrument;
- (d) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;
- (e) A later appointment revokes an earlier one.

- (f) An instrument appointing a proxy may be in the following form or a common or usual form:

SYDNEY COLLEGE OF DIVINITY LTD

I, of being a member of the above-named College hereby appoint of or in his/her absence of to vote for me on my behalf at the general meeting of the company to be held on the day of 20.... or at any adjournment of the meeting.

* This form is to be used *against/*in favour of the resolution

Signed this day of 20....

*Strike out whichever is not desired.

39. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are deposited, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the registered office of the College or at such other place within the State as is specified for that purpose in the notice convening the meeting.
40. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power was given if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the College at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

The Council

41. The members of the Council shall be:
- (a) the President of the College;
 - (b) the Chairperson of the Academic Board (ex officio);
 - (c) at least three (3) and no more than six (6) persons who shall be elected pursuant to Clause 44 and who may be employees of any Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution or students of the College;
 - (d) three (3) additional persons who shall be elected pursuant to Clause 44 and to whom Clause 42 applies;
 - (e) the following persons elected pursuant to Clause 45:
 - (i) two (2) persons with financial expertise as demonstrated by relevant qualifications and financial management experience at a senior level;

- (ii) one (1) person with commercial expertise as demonstrated by relevant experience at a senior level; and
 - (ii) two (2) persons competent and experienced in tertiary education.
- 42. The persons described in Clause 41(a), 41(d) and 41(e) above shall be external and independent persons who are not employees of the College or any Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution or students of the College.
- 43.
 - (a) The President shall be elected at an annual general meeting of the College on the nomination of the Council.
 - (b) The President shall not be an employee of the College or a Member Institution or an Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution or a student of the College.
 - (c) If at any time there is a vacancy in the office of President, the office may be filled by the Council and the term of the President so appointed shall hold office for the remainder of the term in respect of which there is a vacancy.
- 44. The persons referred to in Clause 41(c) and 41(d) shall be elected at annual general meetings from persons nominated by the governing bodies of Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions.
- 45. The persons referred to in Clause 41(e) shall be elected at annual general meetings from persons nominated by the Council.
- 46.
 - (a) Subject to clause 46(b), each Director is to hold office until the conclusion of the third successive annual general meeting following the date of the Director's appointment, but is eligible for reappointment.
 - (b) Directors are entitled to seek reappointment as Directors on three (3) occasions provided that a Director's period of service to the College shall not exceed a period of twelve (12) consecutive years.
- 47. If at any time the position of a member of the Council to be elected under Clause 41(c), (d) or (e) becomes vacant, the position may be filled by a general meeting or by election by postal ballot of the members of the College, and the term of any member so appointed shall be deemed to expire at the time when the officeholder would have retired if the vacancy had been filled when it last became vacant for appointment by reason of retirement pursuant to Clause 46.
- 48. The Council shall elect a Vice President from amongst its members. The term of a Vice President shall expire at the conclusion of the next annual general meeting of the College.
- 49. The College may from time to time by ordinary resolution passed at a general meeting:
 - (a) increase or reduce the number of members of the Council and determine any qualification for the additional members;
 - (b) remove any office bearer and other member of the Council and may by ordinary resolution appoint another person in his or her stead.

50. A person shall cease to be a member of Council if:
- (a) such person resigns by written notice to the College at its registered office;
 - (b) in the case of a person who is a member pursuant to Clause 41(b), the person ceases to hold the office of Chairman of the Academic Board;
 - (c) in the case of a person who is a member pursuant to Clause 41(a), (d) or (e), he or she becomes a student of the College or an employee of a Member Institution or Associate Member Institution or Provisional Member Institution or Provisional Associate Member Institution;
 - (d) the person becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (e) the person becomes prohibited from being a director of a company by reason of an order made under the Act;
 - (f) the person ceases to be a director by removal pursuant to the Act or by operation of section 203B of the Act; or
 - (g) the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

Powers and Duties of the Council

51. (a) Subject to the Act and any other provision of these Clauses and to the resolutions from time to time passed by the College in general meeting, the College shall be managed by the Council who may exercise all such powers of the College as are not, by the Act or by this Constitution or by resolution of the College in general meeting, required to be exercised by the College in general meeting or by the Academic Board;
- (b) The Council may make by-laws regarding any matter within its sphere of responsibility PROVIDED that any by-law of the College made by the Council may be disallowed by the College in general meeting;
- (c) No resolution or by-law made by the College in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or by-law had not been passed or made.
52. Without limiting the generality of the preceding Clause 51, and, in particular, subject to the resolutions of the College in general meeting from time to time, the responsibilities of the Council shall include:
- (a) Approving and cancelling approval of Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions, after receiving a recommendation from the Institutional Membership Committee;
 - (b) By delegation to the Academic Board, moderating the academic standards of Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions;
 - (c) Awarding degrees of the College and keeping a register of such awards;
 - (d) Receiving and determining any appeals from decisions of the Academic Board;

- (e) Appointing such executive officers as may from time to time be required;
 - (f) Operating a Tuition Assurance Scheme (TAS) under the Education Services for Overseas Students (Registration of Providers and Financial Regulation) Act 2000 ensuring that overseas students receive the education and training for which they have paid;
 - (g) Approving and revising from time to time the membership policy of the College and the forms of agreements or memorandums of understanding between the College and Institutions in any of the categories of institutional membership or between the College and an Affiliated Institution;
 - (h) Determining fees payable from time to time by Institutions in any of the categories of institutional membership and by students.
53. A Council meeting may be called or held using any technology consented to by all members of the Council. The consent may be a standing one. A member of the Council may only withdraw consent within a reasonable period before the meeting.
54. The Council may exercise all the powers of the College to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the College.
55. The Council shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of names of the members of the Council present at all meetings of the College and the Council; and
 - (c) of all proceedings at all meetings of the College and of the Council.
- Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting,
56. The members of the Council are directors of the College and shall have the duties and be subject to the sanctions prescribed by a law, regulation or guideline applicable to the College. Their duties shall include the following:
- (a) act always in the best interests of the College as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her;
 - (b) act in good faith, honestly and for a proper purpose;
 - (c) exercise appropriate care and diligence;
 - (d) not improperly use their position to gain an advantage for themselves or someone else; and
 - (e) disclose matters involving material personal interest and comply with a law, regulation or guideline applicable to the College regarding disclosure of and voting on such matters;
 - (f) not be present or participate in, vote on or be counted in a quorum when any matter involving a material interest of the member, whether personal or deriving from employment, is being considered or decided by the Council.

Proceedings of the Council

57. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall on the requisition of three (3) members of the Council summon a meeting of the Council.
58. Subject to this Constitution questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
59. At a meeting of Council the number of members of the Council whose presence is necessary to constitute a quorum shall be one-third of the members of the Council (rounded up to the nearest whole number) or such greater number as they shall from time to time determine.
60. The continuing members of the Council may act notwithstanding any vacancy in the membership provided that the membership is not less than nine (9).
61. (a) The President shall be chairperson.
- (b) If there is no President, or if at any meeting he or she is not able or willing to act or present within fifteen (15) minutes after the time appointed for holding the meeting, then the Vice President shall be chairperson.
- (c) If neither the President or the Vice President is able or willing to act or present within fifteen (15) minutes after the time approved for holding the meeting, members of the Council who are present may choose one of their number to be chairperson of the meeting.
62. (a) The Council shall appoint an Institutional Membership Committee.
- (b) The Institutional Membership Committee shall consider and make recommendations to the Council regarding:
- (i) applications by Institutions for any of the categories of institutional membership mentioned in clause 10(a);
- (ii) any cancellation of approval of an institution's institutional membership category pursuant to clause 14;
- and shall have such additional authority and responsibility as the Council shall determine.
- (c) The Council shall appoint an Audit Committee of not fewer than five (5) persons including a chairperson appointed by the Council and the members of the Council referred to in clause 41(f) (i) and (ii).
- (d) The Audit Committee shall have such authority and responsibility as the Council shall determine.
- (e) The Council shall appoint a Standing Committee of Council which shall perform duties of the Council between the scheduled meetings, and its actions shall be reported to the next meeting of the Council.

- (f) The members of the Standing Committee of Council shall be
- (i) The President of the College or, in the event that the President is not available, the Vice-President;
 - (ii) The Chair of the Academic Board or, in the event that the Chair of the Academic Board is not available, a member of Council in category 41 (f) (iii);
 - (iii) The Chair of the Audit Committee or, in the event that the Chair is not available, another member of the Audit Committee who is also a member of Council;

63. The Council may delegate any of its powers and/or functions (not being duties imposed on them as the Council by the Act or the general law) to one or more sub-committees consisting of such member or members of the Council and such other persons as the Council think fit. Any committee so formed shall conform to any regulation that may be imposed by the Council and subject thereto shall have the power to co-opt any member or members of the College and each member of any such committee shall have one vote.

64. The Council may appoint one or more advisory boards consisting of such member or members of the Council and such other persons as they think fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any by laws that may be imposed by the Council and subject thereto shall have power to co-opt.

65. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall not have a second or casting vote.

66. All acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

67. A resolution in writing signed by not less than two thirds (2/3) in number of the members of the Council in Australia for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council. Such a resolution is deemed to be signed by a member of the Council if it exists in electronic form bearing the personal identification of the member.

68. The Council shall report regularly to the members of the College.

Academic Board

69. The members of the Academic Board shall be:

- (a) the discipline coordinators appointed by the Academic Board under Clause 75(b)(xi);
- (b) the chairpersons of the Academic Board's committees;
- (c) the Dean of the College;
- (d) at least one (1) and up to three (3) persons external to the College co-opted by members of the Academic Board mentioned in (a), (b) (c) and (d) provided that such persons shall be competent and experienced in higher education;

- (e) the Principal Librarian of the College;
 - (f) the academic directors of the Office of the Dean;
 - (g) one student member currently enrolled within any teaching body of the College and appointed annually by the members of the Academic Board.
70. The Academic Board shall elect a Chairperson and deputy Chairperson from amongst its members.
71. The College may from time to time by ordinary resolution passed at a general meeting:
- (a) increase or reduce the number of members of the Academic Board and determine any qualification for the additional members;
 - (b) remove any office bearer or other member of the Academic Board and may by ordinary resolution appoint another person in his or her stead.
72. The Academic Board may from time to time determine the term or terms for which persons may be co-opted pursuant to Clause 69(d).
73. A person shall cease to be a member of the Academic Board if:
- (a) such person resigns by written notice to the Secretary;
 - (b) in the case of a person who is a Principal and a member pursuant to Clause 69(b) the person ceases to hold the office of Principal;
 - (c) in the case of a person who is a member as a nominated representative pursuant to Clause 69(b) the nomination of such person is revoked or another representative is nominated;
 - (d) in the case of a person who is appointed pursuant to Clause 70(b), the appointment of such person is revoked or his or her term of appointment expires or another person is appointed by the appointing body in his or her place.

Powers and Duties of the Academic Board

74. Subject to any resolutions from time to time passed by the College in general meeting or by the Council:
- (a) The Academic Board shall be delegated by the Council to determine:
 - (i) the primary qualifications of and the maintenance of academic standards by Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School; and
 - (ii) the structure of courses including entrance requirements and the fields of study and general content; and
 - (iii) the curriculum, academic standards and delivery of all courses of study leading to an award of the College;
- and to report to Council through the Chairperson of Academic Board on a regular basis regarding the foregoing matters.

- (b) Without limiting the generality of the foregoing, the functions of the Academic Board shall include:
- (i) the supervision of education entrance standards for students;
 - (ii) determining whether the proposed programs of Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School conform with the structures of the appropriate course;
 - (iii) in the event that the proposed programs do not conform, providing programs for Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School that do conform, in consultation with them;
 - (iv) carrying out the review and evaluation of programs in Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School in relation to the course;
 - (v) establishing and overseeing the standards of assessment in Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School and adjudicating on matters relating to standards of assessment;
 - (vi) providing for the assessment of students in Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions in consultation with the governing councils of the respective Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School;
 - (vii) appointing external moderators;
 - (viii) setting criteria which lecturers in Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology and the Graduate Research School should meet in order that they may be qualified to teach in a course;
 - (ix) granting recognition for courses or part thereof completed at other higher education institutions or equivalent achievement;
 - (x) facilitating the undertaking of courses by students in Member Institutions and Associate Member Institutions and Provisional Member Institutions and Provisional Associate Member Institutions and the Korean School of Theology other than the institution in which the students are enrolled;
 - (xi) defining disciplines within the curriculum of the College and appointing discipline coordinators and course unit coordinators;
 - (xii) overseeing and determining directions of higher education programs provided through the Office of the Dean.

- (c) The Council shall appoint a Standing Committee of the Academic Board which shall perform such duties of the Academic Board between the scheduled meetings of the Board as cannot be delayed, and whose actions shall be reported to the next meeting of the Board.
 - (d) The members of the Standing Committee of the Academic Board shall be:
 - (i) The Chair of the Academic Board or, in the event that the Chair is not available, the Deputy Chair;
 - (ii) One member of the Academic Board, to be appointed at the first meeting of each calendar year, who may be a Director of the Office of the Dean;
 - (iii) One member of the Academic Board, to be appointed at the first meeting of each calendar year, who shall not be a Director of the Office of the Dean;
 - (iv) The Dean of the College.
75. (a) The Academic Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit;
- (b) the quorum necessary for a meeting of the Academic Board shall be one third of the number of members of the Academic Board or, if this calculation results in a fraction, the next whole number above one third provided that such persons shall include persons not less than one half in number from the Member Institutions.

Secretary

76. The Secretary shall in accordance with the Act be appointed by the Council for such term and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. Nothing herein shall prevent the Council from appointing a member of the College as Secretary.

Seal

77. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of the sub-committee of Council authorised by the Council in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

Accounts

78. The Directors must cause proper financial records to be kept and if required by a law, regulation or guideline applicable to the College or otherwise considered by the Directors to be appropriate, cause the accounts of the College to be audited accordingly.
79. The Directors must distribute to the Members copies of the annual financial reports of the College accompanied by a copy of the Auditor's report and Directors' report in accordance with the requirements of a relevant law, regulation or guideline.

Inspection of records

80. Subject to any reasonable restrictions as to the time and manner of inspecting the accounts of the College that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the members.
81. The Council shall from time to time determine in accordance with clause 81 of this Constitution at what times and places and under what conditions or regulations the accounting and other records of the College shall be open to inspection of members.

Audit

82. If required by a law, regulation or guideline applicable to the College or otherwise considered by the Directors to be appropriate, the College shall:
- (a) appoint a properly qualified Auditor or Auditors; and
 - (b) cause the accounts of the College to be audited accordingly.
83. If an auditor is required to be appointed under clause 82, the College must give its auditor:
- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
 - (b) any other communications relating to the general meeting that a member is entitled to receive.
84. The College's auditor (if any) or the auditor's authorised representative (if any) is entitled to attend any general meeting and to be heard:
- (a) on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
 - (b) even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.

Notice

85. Any notice required by law or by or under this Constitution to be given to any member may be given;
- (a) personally;
 - (b) by sending it by post to the member at his or her registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by the member to the College for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post, or
 - (c) by sending it to a facsimile transmission number or electronic address nominated by the member. If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed

to be effected by properly addressing and transmitting the facsimile or electronic transmission, and to have taken place on the day following its dispatch.

86. (a) Notice of every general meeting shall be given in any manner herein before authorised to:
- (i) every member except those members who (having no registered address within the State) have not supplied to the College an address within the State for the giving of notices to them; and
 - (ii) the Auditor or Auditors for the time being of the College.
- (b) No other person shall be entitled to receive notices of general meetings.

Indemnity

87. Subject to the Act, every member of the Council, Auditor, Secretary and other officer for the time being of the College shall be indemnified out of the assets of the College against any liability arising out of the execution of the duties of office which is incurred by the member in defending any proceedings, whether civil or criminal, in which judgment is given in member's favour or in which the member is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

Amendment of this Constitution

88. This Constitution may be amended by special resolution at a general meeting of the College.

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Last Approval (Date)	College 16 March 2016
Date for Review	As determined by the College
Previous Approval(s)	Adopted by the College 21 June 2006 Amended by the College 18 May 2011, 22 May 2013, 7 May 2014, 11 March 2015
Minor Amendments from 1 January 2017	14 March 2018