



**ASSOCIATED
CHRISTIAN SCHOOLS**

life through Christian education

CORPORATIONS ACT 2001

CONSTITUTION

of

ASSOCIATED CHRISTIAN SCHOOLS LTD

ACN 139 981 972

A COMPANY LIMITED BY GUARANTEE

11:57 AM

**ASSOCIATED CHRISTIAN SCHOOLS LTD - ACN 139 981 972
CONSTITUTION**

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1 DEFINED MEANINGS

- 1.1 Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

- 2.1 The name of the Company is Associated Christian Schools Ltd (hereinafter called "the Company")

3 REGISTERED OFFICE

- 3.1 The registered office of the Company shall be situated at such place in the State as the Executive Committee may from time to time determine.
- 3.2 The Company must display its name and the expression "Registered Office" at that place.

4 OBJECTS

- 4.1 The principal object for which the Company is established is to advance education from a Christian worldview for the public benefit.
- 4.2 In carrying out the Company's object the Company will, as part of its charter:
- 4.2.1 Provide collegial support;
 - 4.2.2 Encourage professional interaction and professional development;
 - 4.2.3 Facilitate personal and professional development for Principals and staff of School Members and their governing bodies;
 - 4.2.4 Promote Gospel values in society through schooling and education;
 - 4.2.5 Facilitate cooperation and mutual respect amongst Christian schools and school organisations;
 - 4.2.6 Promote professionalism in the education sector;
 - 4.2.7 Develop and maintain a round table relationship with other Christian faith-based schools or associations of schools in the state of Queensland, throughout Australia, and in other parts of the world.

5 POWERS

- 5.1 The Company has the legal capacity and powers of an individual as set out in Section 124(1) of the Act.

6 STATEMENT OF FAITH

- 6.1 The Company believes and holds dear the following Statement of Faith:
- 6.1.1 That there is one God, eternally existent in three persons: Father, Son and Holy Spirit;
 - 6.1.2 That the Bible is the inspired and authoritative Word of God;
 - 6.1.3 In the creation of the world and of man by the direct act of God;
 - 6.1.4 In the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father and His personal return in power and glory;
 - 6.1.5 That everyone has sinned and that regeneration by the Holy Spirit is essential for salvation;
 - 6.1.6 In salvation by grace through faith, in that salvation is received only by personal faith in the Lord Jesus Christ, apart from any works of the law or human merit;
 - 6.1.7 In the continuing ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a Godly life;
 - 6.1.8 In the resurrection of both the saved and the lost; they who are saved, eternal life and they who are lost, into eternal separation from God; and
 - 6.1.9 In the spiritual unity of believers in our Lord Jesus Christ.

7 NOT A TRADE UNION

- 7.1 The Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which, if an object of the Company, would make it a trade union within the meaning of the relevant legislation.

8 USE OF THE INCOME AND PROPERTY OF THE COMPANY

- 8.1 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company.
- 8.2 Nothing in clause 8.1 prevents the payment in good faith of reasonable and proper:
- 8.2.1 Remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered by them to the Company;
 - 8.2.2 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;

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- 8.2.3 Interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or
- 8.2.4 Reasonable and proper rent for premises demised or let by any Member to the Company.
- 8.3 No Executive Committee shall receive remuneration in respect of their ordinary duties as a Director of the Company.
- 8.4 If a Director is required to perform services for the Company which in the opinion of the Executive Committee are outside the scope of the ordinary duties of a Director, then the Company may pay the Director a fixed respect of those duties. sum determined by the Executive Committee in
- 8.5 The Company may also pay the Executive Committee' travelling and other expenses that they properly incur:
- 8.5.1 In attending Executive Committee' meetings Committees of Executive Committee; and or any other meetings of
- 8.5.2 In attending any general meetings of the Company; and
- 8.5.3 In connection with the Company's business, provided that no payment shall be made to any Director unless authorised by the Executive Committee.

9 LIMITED LIABILITY

- 9.1 The liability of Members is limited.

10 MEMBERS' CONTRIBUTIONS

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

11 USE OF PROPERTY ON WINDING UP

- 11.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Company.
- 11.2 The surplus shall be given or transferred to some other institution or institutions approved by the Commissioner of Taxation as a Tax Concession Charity such institution:

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11.2.1 having objects similar to the objects of the Company; and

11.2.2 whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Company under this Constitution; such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the State.

11.3 If the Company conducts a Gift Fund and if the Gift Fund is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

12 PUBLIC BENEVOLENT INSTITUTION

12.1 If the Company is endorsed as a Public Benevolent Institution, any gift or contribution to that institution must only be used for the principal purpose for which the Company was granted Deductible Gift Recipient status.

12.2 If the endorsement of the Company as a Public Benevolent Institution is revoked, the following assets remaining after the payment of the Company's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made, such fund, authority or institution to be determined by the members of the Company at the time the endorsement is revoked and in default thereof by a Judge of the Supreme Court of the State:

12.2.1 gifts of money or property for the principal purpose of the company;

12.2.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and

12.2.3 money received by the Company because of such gifts and contributions.

12.3 If the Company is endorsed as a Public Benevolent Institution the Company must:

12.3.1 Keep records that record and explain all transactions and other acts the Company engages in that are relevant to the Company's status as a Deductible Gift Recipient; and

12.3.2 Retain those records for at least five years after the completion of the transactions or acts to which they relate.

13 AMALGAMATION

13.1 The Company must not amalgamate with any other body that does not have Tax Concession Charity status.

14 CATEGORIES OF MEMBERSHIP

- 14.1 The categories of membership are:
- 14.1.1 School Members; and
 - 14.1.2 Associate Members.
- 14.2 Additional categories of members, if recommended by the Executive Committee, may be created from time to time by the Members in general meeting.

15 MEMBERSHIP

- 15.1 The subscribers and such Schools or individuals as the Executive Committee admits to membership in accordance with this Constitution shall be Members of the Company.
- 15.2 The Executive Committee may, by regulation, promulgate criteria for admission of new Members. A criterion for membership must be that an applicant for membership holds, in the opinion of the Executive Committee, a view that accepts the Statement of Faith of the Company and can endorse and support the Objects detailed in clause 4 above.
- 15.3 When an applicant has been accepted for membership the secretary must forthwith send to the applicant written notice of his acceptance and enter the name and address of the Member in the Register.
- 15.4 Despite anything in this Constitution to the contrary, an Associate Member:
- 15.4.1 has the right to receive notices of and to attend and be heard at any general meeting; but
 - 15.4.2 has no right to vote at any general meeting.
- 15.5 Despite anything in this Constitution to the contrary, a School Member shall have all of the rights attaching to membership including the right to vote at any general meeting of the Company via their nominated representative.

16 APPLICATION FOR MEMBERSHIP

- 16.1 Any School who has an interest in supporting the objects of the Company may apply for membership of the Company as either a School Member or as an Associate Member.
- 16.2 Any individual who:
- 16.2.1 is not less than 18 years of age at the date of application; and
 - 16.2.2 who has an interest in supporting the objects of the Company;
- may apply for membership of the Company as an Associate Member.
- 16.3 Any body corporate which has an interest in supporting the objects of the Company and which is not a School may apply for membership of the Company as an Associate Member.

17 UNINCORPORATED BODIES

- 17.1 If an entity is an unincorporated association but otherwise meets the criteria for membership, it may appoint a nominee to be its representative Member.

18 FORM OF APPLICATION

- 18.1 An application for membership must be:
- 18.1.1 in writing in a form approved by the Executive Committee;
 - 18.1.2 signed by the applicant; and
 - 18.1.3 accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Executive Committee require.
- 18.2 If the applicant is a body corporate it must nominate 1 person (nominated representative) to represent it in the Company. The application form must:
- 18.2.1 state the name and address of the nominated representative; and
 - 18.2.2 be signed by the nominated representative signifying their consent to act as the nominated representative.
- 18.3 An application form must be accompanied by:
- 18.3.1 An application fee, if any, determined in accordance with clause 19:1; and
 - 18.3.2 The annual subscription, determined in accordance with clause 22

19 APPLICATION FEE

- 19.1 The application fee payable by each applicant for membership, if any, is the sum the Executive Committee determines.

20 ADMISSION TO MEMBERSHIP

- 20.1 The Executive Committee must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 20.2 The Executive Committee need give no reason for the rejection of an application.
- 20.3 Where the Executive Committee determines to admit an applicant for Associate Membership the Executive Committee may impose such conditions upon such membership, or upon any Associate Members of a particular type, as the Executive Committee shall see fit.
- 20.4 If an application for membership is rejected the application fee, if any, and the annual subscription must be refunded to the applicant.
- 20.5 If an applicant is accepted for membership:

20.5.1 the secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in any other form the Executive Committee determine; and

20.5.2 the name and details of the Member must be entered in the register of members.

21 REGISTER OF MEMBERS

21.1 A register of members of the Company must be kept in accordance with the Act.

21.2 The following must be entered in the register of members in respect of each Member:

21.2.1 the full name of the Member;

21.2.2 the residential address, facsimile number and electronic mail address, if any, of the Member;

21.2.3 the date of admission to and cessation of membership;

21.2.4 the date of last payment of the Member's annual subscription;

21.2.5 the full name, address, facsimile number and electronic mail address, if any, of its nominated representative;

21.2.6 the Member's appropriate category of membership; and

21.2.7 such other information as the Executive Committee requires.

21.3 If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative must be entered in the register of Members. Subject to the Executive Committee's right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its representative with another person by notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new representative, without it being necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

22 ANNUAL SUBSCRIPTION

22.1 The annual subscription payable by a Member of the Company shall be such sum and shall be payable in such instalments as the Executive Committee determines.

22.2 The Executive Committee will determine annual subscriptions and a budget for the year in question and will present the budget and the details of the annual subscription to each Annual General Meeting.

23 UNPAID ANNUAL SUBSCRIPTIONS

- 23.1 If:
- 23.1.1 the annual subscription of a Member remains unpaid for 2 months after it becomes payable; and
 - 23.1.2 a notice of default is given to the Member following a resolution of the Executive Committee to do this,
- 23.2 the Member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Executive Committee sees fit.

24 NOTIFICATION BY MEMBERS

- 24.1 Each Member must promptly notify the secretary in writing of any change in their qualification to be a Member of the Company.
- 24.2 Each Member which is a body corporate must promptly notify the secretary in writing of any change in the person nominated as its nominated representative or of that person's name, address, facsimile number or electronic mail address, within 1 month after the change.

25 CESSATION AND SUSPENSION OF MEMBERSHIP

- 25.1 A person ceases to be a Member when a Member:
- 25.1.1 resigns; or
 - 25.1.2 is dissolved or otherwise ceases to exist;
 - 25.1.3 a liquidator or provisional liquidator is appointed to it; or
 - 25.1.4 becomes insolvent; or
 - 25.1.5 has their membership terminated by the Executive Committee or by the Company in general meeting in accordance with this constitution.
- 25.2 A Member may by written notice to the Company resign from membership with effect from a specified date occurring not less than 3 months after the service of the notice. A Member remains liable after resignation for all of the Annual Subscription Fee due and unpaid at the date of the Member's resignation, including any instalment not yet levied for that year, and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under this Constitution.
- 25.3 If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Executive Committee:
- 25.3.1 fails to demonstrate support of the Company's Objects or Charter;
 - 25.3.2 is contrary to a respect for the Statement of Faith;

- 25.3.3 brings the Company's name into disrepute or
- 25.3.4 is prejudicial to the interests of the Company,
- 25.4 the Executive Committee may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:
- 25.4.1 at least one week before the Executive Committee' meeting at which the resolution is passed, the Member must be given notice of the meeting setting out:
- (a) what is alleged against the Member; and
 - (b) the intended resolution;
- 25.4.2 at the Executive Committee' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- 25.4.3 the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least 24 hours before the time for holding of the Executive Committee' meeting at which the resolution is to be considered by the Executive Committee;
- 25.4.4 if the Member gives a notice under clause 25.3.7
- 25.4.5 no resolution of the Executive Committee on that matter is effective;
- 25.4.6 a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and
- 25.4.7 if, at the general meeting, a resolution is passed by a majority of at least sixty per cent (60%) of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
- 25.4.8 in the case of a resolution passed by the Executive Committee or in general meeting for the Member's expulsion under this clause, the membership of the Member automatically terminates, in which case the Member ceases to be a Member.

26 GENERAL MEETINGS OF MEMBERS

- 26.1 An Annual General Meeting of the Company must be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.
- 26.2 All meetings of the Company shall be held in Australia.
- 26.3 Any Director may whenever he thinks fit convene an extraordinary general meeting. A school Member or School Members can only convene a meeting where either:

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- 26.3.1 at least forty per cent (40%) of the School Members together give notice to the Executive Committee of their wish to convene a meeting; or
- 26.3.2 otherwise allowed by the Act.
- 26.4 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the period of notice with respect to general meetings shall be twenty-one (21) days.
- 26.5 Notice of a general meeting shall specify:
- 26.5.1 the place, the day, and the hour of meeting;
- 26.5.2 in case of special business the general nature of that business;
- 26.5.3 if a special resolution is to be proposed at the meeting -set out an intention to propose a special resolution and state the resolution; and
- 26.5.4 if a Member is entitled to appoint a proxy -a statement setting out information regarding the appointment of a proxy.

Notice must be given to such persons as are entitled to receive such notices from the Company. An accidental failure to give notice to a person, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

- 26.6 All business transacted at an extraordinary general meeting is special, as is all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Executive Committee and auditors, the election of Executive Committee, and the appointment of auditors, if necessary.
- 26.7 Where the Company has only one Member it may pass a resolution by the Member recording it and signing the record.

27 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

- 27.1 No business can be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least twenty-five percent (25%) of the School Members, present in person or by proxy, is a quorum
- 27.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 27.3 The chairperson must preside at every general meeting of the Company, or if there is no chairperson, or if he is not present within fifteen minutes after the time appointed for the holding

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of the meeting or is unwilling to act, the vice-chairperson must be the chairperson, or if the vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.

- 27.4 The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- 27.5 At any general meeting a resolution put to the vote of the meeting must 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:
- 27.5.1 by the chairperson, or
- 27.5.2 by a Member present in person or by proxy.
- 27.6 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 Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 27.7 If a poll is duly demanded it shall be taken in such a manner and 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 but a poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.
- 27.8 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 be entitled to a second or casting vote.
- 27.9 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a nominated representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
- 27.10 The chairperson may invite any person who is not a Member to attend and address a general meeting.
- 27.11 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll,

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by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

27.12 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

27.13 The instrument appointing a proxy may be in the following form or in a common or usual form:

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I _____ of _____ being
the nominated representative of _____
a Member of **ASSOCIATED CHRISTIAN SCHOOLS LTD** hereby appoint _____
_____ of _____
or failing him / her _____ of _____
_____ as my proxy to vote on my behalf at the (annual or
extraordinary, as the case may be) general meeting of the Company, to be held on the
_____ day of _____ 20__ and at any adjournment thereof.

My proxy is authorised to vote *in favour of/against the following resolutions:

1

2

Signed this _____ day of _____ 20__

(Note -in the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

**Strike out whichever is not desired.*

27.14 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of that power or authority, shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default of compliance the instrument or proxy shall not be treated as valid.

- 27.15 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting, or adjourned meeting, at which the instrument is used.
- 27.16 For the purpose of this clause 27 "Member" includes a person attending as proxy or as a nominated representative of a School Member.

28 CIRCULAR RESOLUTIONS

- 28.1 If all the Members have signed a document containing a statement that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a general meeting of the Members held on the day on which the document was signed and at a time at which the document was last signed by a Member or, if the Member signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Member;
- 28.2 For the purposes of clause A reference in clause 28.1 to all the Members does not include a reference to a Member who, at a meeting of Members, would not be entitled to vote on the resolution.

29 COMPOSITION OF THE EXECUTIVE COMMITTEE

- 29.1 The business and affairs of the Company shall be managed by the Executive Committee. The Company may from time to time by ordinary resolution passed at a general meeting set the number of directors who may be elected to the Executive Committee at the next election provided that the minimum number of Executive Committee must not be less than three (3). Absent any such resolution the number of directors in any given year shall be such number as was determined most recently in respect of a prior year, or failing any such resolution shall be three (3) directors.
- 29.2 The following named persons who have consented in writing to be directors of the Company shall constitute the first Executive Committee:
- Bruce Campbell;
 - Richard Brown; and
 - Allan Todd.

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- 29.3 At the first annual general meeting of the Company the entire Executive Committee shall retire but shall be eligible for re-election.
- 29.4 At each annual general meeting of the Company one half of the Executive Committee or, if there is an odd number of directors, the number which is half of the Executive Committee rounded up to the nearest whole number, must retire but shall be eligible for re-election. In determining which Directors must retire, preference will be given to those directors who have served on the Executive Committee the longest since they last retired or otherwise determined by a casting of lots.
- 29.5 The Executive Committee shall appoint, and may do so from time to time as occasion may require:
- 29.5.1 one of their number as chairperson; and
- 29.5.2 either one of their number or another person as secretary; and
- 29.5.3 one of their number, or the same person who is appointed as secretary, as treasurer.
- The secretary shall be appointed for such term and upon such conditions as the Executive Committee thinks fit, and any secretary so appointed may be removed by the Executive Committee.
- 29.6 The Executive Committee has the power at any time, and from time to time, to appoint any person to the Executive Committee, either to fill a casual vacancy or as an addition to the existing Executive Committee but so that the total number of Executive Committee shall not at any time exceed five (5) or such other maximum number, if any, as may be fixed, in accordance with this Constitution.

30 ELIGIBILITY AND NOMINATION

- 30.1 A Member of the Company shall be at liberty to nominate any other person to serve as a director. The candidate must be a nominated representative of a Member.
- 30.2 Each nomination must be approved in writing by the Member in question.
- 30.3 The nomination, which shall be in writing and signed by the candidate and his proposer, accompanied by a signed consent to act as a director, must be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.

31 ELECTION

- 31.1 If at any election the number of candidates nominated for election as directors is identical to the number of vacancies available then each candidate is declared elected.

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- 31.2 If there are more candidates nominated for election as directors than the vacancies then available a ballot must be held among the candidates. The candidate, or candidates, receiving the greatest number of votes cast in his or her favour is declared elected.
- 31.3 In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.
- 31.4 Subject to rule 30 a ballot is conducted in the manner the directors determine.

32 VACATION OF OFFICE OF DIRECTOR

- 32.1 Subject to the Act the Company may by resolution remove a director from office.
- 32.2 A director may resign as a director of the Company by giving a written notice of resignation to the Company at its registered office.
- 32.3 In addition to any other circumstances in which the office of a director becomes vacant under the Act, the office of a director becomes vacant if the director:
- 32.3.1 becomes bankrupt or suspends payment or compounds with his or her creditors;
 - 32.3.2 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;
 - 32.3.3 is not present (either personally or by an alternate director) at 3 consecutive meetings of directors without special leave of absence from the directors and the directors declare his or her seat to be vacant;
 - 32.3.4 ceases to be the nominated representative of a Member;
 - 32.3.5 becomes disqualified from being a director under the Act or any order made under the Act;
 - 32.3.6 is removed from office in accordance with clause 32.1;
 - 32.3.7 resigns from office in accordance with clause 32.2; or
 - 32.3.8 for more than three months is absent without permission of the Executive Committee from meetings of the Executive Committee held during that period.

33 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 33.1 The business of the Company shall be managed by the Executive Committee who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting. The Executive Committee may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of

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the Company made by the Executive Committee may be disallowed by the Company in general meeting provided that no resolution by the Company in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that resolution had not been passed or made.

- 33.2 The Executive Committee may exercise all the powers of the Company 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 a security for any debt, liability or obligation of the Company.
- 33.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Executive Committee or in such other manner as the Executive Committee from time to time determines.
- 33.4 The Executive Committee shall cause minutes to be made:
- 33.4.1 of proceedings and resolutions of meetings of the Company; and
 - 33.4.2 of proceedings and resolutions of meetings of the Executive Committee (including meetings of any other committee established by the Executive Committee); and
 - 33.4.3 of resolutions passed by Members without a meeting; and
 - 33.4.4 of resolutions passed by Executive Committee without a meeting. 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.
- 33.5 Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Executive Committee notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter. The notice required to be given to the other Executive Committee must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Company. Notice must be given at an Executive Committee meeting as soon as practicable after the Director becomes aware of their interest in the matter. Details must be recorded in the minutes of the Executive Committee meeting.
- 33.6 Subject to clause 33.5, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

33.7 A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

34 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

34.1 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the secretary must on the requisition of a Director, summon a meeting of the Executive Committee.

34.2 Circular resolution:

34.2.1 If all of the Executive Committee have signed a document containing a statement that they are in favour of a resolution of the Executive Committee in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Executive Committee held on the day on which the document is signed and at the time at which the document was last signed by a Director or, if the Executive Committee sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

34.2.2 For the purposes of clause 34.2.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Executive Committee shall together be deemed to constitute one document containing a statement in those terms signed by those Executive Committee on the respective days on which they signed the separate documents;

34.2.3 A reference in clause 34.2.1 to all of the Executive Committee does not include a reference to a Director who, at an Executive Committee meeting, would not be entitled to vote on the resolution.

34.2.4 A resolution of the Executive Committee passed in accordance with clause 34.2.1 must be ratified at the next Executive Committee meeting where notice of the meeting has been given to all Executive Committee.

34.3 The quorum necessary for the transaction of the business of the Executive Committee shall be a majority of the total Executive Committee or such greater number as may be fixed by the Executive Committee.

34.4 A majority of Executive Committee shall be deemed to hold or be present at a meeting of Executive Committee when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be

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held at the place where the chairperson was present during the meeting. A resolution passed by the Executive Committee pursuant to this clause must be ratified at the next Executive Committee meeting where notice of the meeting has been given to all Executive Committee.

- 34.5 Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes of those Executive Committee present and a determination by a majority shall for all purposes be deemed a determination of the Executive Committee. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 34.6 The continuing Executive Committee may act notwithstanding any vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Executive Committee, the continuing Director or Executive Committee act for the purpose of increasing the number of Executive Committee to that number or of summoning a general meeting of the Company, but for no other purpose.
- 34.7 The chairperson shall preside at every meeting of the Executive Committee, but if there is no chairperson, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, then the Executive Committee may choose one of their number to be chairperson of the meeting.
- 34.8 The Executive Committee may delegate any of its powers and or functions (not being duties imposed on the Executive Committee, as the Board of Directors of the Company by the Act or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed by the Executive Committee and all members of such sub-committee shall have one vote on the sub-committee.
- 34.9 The Executive Committee may appoint one or more advisory committees consisting of such persons as the Executive Committee thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Executive Committee and all members of such advisory committee shall have one vote on the advisory committee.
- 34.10 A sub-Committee or advisory 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 chairperson of the sub-committee or advisory committee shall have a second or casting vote.
- 34.11 All acts done by any meeting of the Executive Committee or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the

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Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

35 SEAL

- 35.1 The Executive Committee may provide for the Company to have a common seal which must only be used with the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the secretary or by a second Director or by some other person appointed by the Executive Committee for that purpose. The Executive Committee may resolve to execute documents under the hand of a Director or other nominated person without use of the common seal.

36 ACCOUNTS

- 36.1 True accounts shall be kept in accordance with the Act and any Charitable Fundraising Legislation (where applicable), of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company.
- 36.2 The Executive Committee shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.
- 36.3 The Executive Committee shall annually distribute to each Member, and shall cause to be made out and laid before each Annual General Meeting, copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) accompanied by a copy of the Auditor's report as required by the Act. At the Annual General Meeting, the balance sheet and profit and loss account must be made up to a date not more than five (5) months before the date of the meeting.

37 AUDIT

- 37.1 A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

38 NOTICE

- 38.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given:
- 38.1.1 personally; or
 - 38.1.2 by sending it by post to the address for the Member in the Register of members; or
 - 38.1.3 by sending it to the fax number nominated by the Member; or

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- 38.1.4 by sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.
- 38.2 Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt.
- 38.3 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected 3 days after it is posted.
- 38.4 Where a notice has been given by facsimile, e-mail or like device it shall be deemed to have been given on the same day as transmission.
- 38.5 Notice of every general meeting shall be given in any manner herein before authorized to:
- 38.5.1 every Member and Director; and
- 38.5.2 the Auditor or Auditors for the time being of the Company;
- 38.6 No other person shall be entitled to receive notices of general meetings.

39 INDEMNITY

- 39.1 Subject to the Act and to the extent permitted by law, the Company must indemnify every person who is or has been a Director, the Secretary or an executive officer of the Company against a liability:
- 39.1.1 incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
- 39.1.2 for the costs and expenses incurred by any such person:
- (a) in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
- (b) in connection with an application, in relation to such proceedings, in which the court grants relief to him or her under the Act.
- 39.2 Every employee who is not a Director, the Secretary or an executive officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:
- 39.2.1 incurred by the employee acting in that capacity;
- 39.2.2 for the costs and expenses incurred by him or her:
- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is acquitted; or
- (b) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

40 INSURANCE

- 40.1 Subject to the Act, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or executive officer acting in that capacity against:
- 40.1.1 costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - 40.1.2 a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Act dealing with improper use of inside information or position.
- 40.2 The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or executive officer concerned in the management of the Company.

41 ALTERATION OF THIS CONSTITUTION

- 41.1 A resolution altering or repealing any part of this Constitution must be passed by a resolution of at least a sixty per cent (60%) majority at an Annual General Meeting or an Extraordinary General Meeting which has been properly convened and where notice of the intention to pass such resolution or resolutions has been given to Members.
- 41.2 No amendment shall be made to clause 8 (Use of Income and Property of the Company) or clause 11 (Use of Property on Winding Up) without prior notice having been given to the Australian Taxation Office.

42 DEFINITIONS AND INTERPRETATION

42.1 Definitions

In this Constitution unless the context suggests otherwise, the following words and phrases have the following meanings:

- 42.1.1 "**Annual General Meeting**" means the general meeting held each year as required by the Act and this Constitution;
- 42.1.2 "**Chairperson**" means the chairperson of the Executive Committee;
- 42.1.3 "**Company**" means Associated Christian Schools Lid;
- 42.1.4 "**Corporation**" shall have the meaning attributed to it by Section 57A of the Act;
- 42.1.5 "**Director**" means a member of the Executive Committee;
- 42.1.6 "**Executive Committee**" means the Executive Committee of the Company consisting of the Directors elected or appointed pursuant to this Constitution;

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- 42.1.7 **"Member"** means a Member of the Company but, where the context requires, means only a School Member;
- 42.1.8 **"Ordinary resolution"** means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Company;
- 42.1.9 **"Person"** shall include natural persons and corporations;
- 42.1.10 **"Poll"** means a secret ballot;
- 42.1.11 **"Register"** means the membership register of the Company;
- 42.1.12 **"Regulations"** means the regulations made by the Executive Committee pursuant to this Constitution;
- 42.1.13 **"School"** means a school which is operating as a Christian school wherever situated in Australia and whether an incorporated association, an unincorporated association, a company limited by guarantee or otherwise;
- 42.1.14 **"School Member"** means a School which is admitted to membership of the Company in the manner detailed in this Constitution;
- 42.1.15 **"Seal"** means the common seal of the Company;
- 42.1.16 **"Secretary"** means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 42.1.17 **"Special resolution"** means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, both in person or by proxy at a general meeting of the company of which not less than twenty-one (21) days notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- 42.1.18 **"Subscribing Member"** means those Members who are the initial Members who have subscribed to this Constitution;
- 42.1.19 **"The Act"** means the *Corporations Act 2001* as amended from time to time;
- 42.1.20 **"The State"** means the State of Queensland.

42.2 Interpretation

In the construction of this Constitution:

- 42.2.1 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 42.2.2 a gender includes all genders;
- 42.2.3 the singular includes the plural and vice versa;

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42.2.4 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

42.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Company