



***CORPORATIONS LAW***

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**NEW COLLEGE  
(ACN 000 333 782)**

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## 1. PRELIMINARY

1.1 In this Constitution unless the contrary intention appears:

‘**Alternate Director**’ means a person appointed as an alternate Director under **clause 32**.

‘**Archbishop**’ means the Archbishop of the Anglican Diocese of Sydney from time to time.

‘**Auditor**’ means the Company’s auditor.

‘**Chairman**’ means the chairman of Directors of the Company appointed in accordance with **clause 14.7**

‘**College**’ means the college known as New College conducted at Anzac Parade, Kensington, New South Wales.

‘**Company**’ means New College, a company limited by guarantee, A.C.N. 000 333 782.

‘**Core Activities**’ means the activities set out in **Schedule 1**.

‘**Director**’ includes any person occupying the position of Director of the Company and, where appropriate, includes an Alternate Director.

‘**Directors**’ means all or some of the Directors acting in a meeting.

‘**Extraordinary Resolution**’ means a resolution of the Company in general meeting passed by at least 75% of the votes cast by Members entitled to vote on the resolution, whether present in person or by proxy.

‘**GST**’ has the meaning given to it in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

‘**Master**’ means the master from time to time of any Colleges Hostels Halls of Residence and Institutions founded and/or operated by the Company within the terms of this Constitution.

‘**Member**’ means a member under **clause 5**.

‘**Member and Director Declaration**’ means a declaration in the form of **Schedule 2**.

‘**Office**’ means the Company’s registered office.

‘**Register**’ means the register of Members of the Company.

‘**Registered Address**’ means the last known address of a Member as noted in the Register.

‘**Seal**’ means the Company’s common seal (if any).

‘**Secretary**’ means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

‘**Special Resolution**’ means a resolution which, under the *Corporations Law*, is required to be passed as a special resolution, as defined in that law.

‘**Staff Appointment Guidelines**’ means:

- (a) in relation to the Master – the guidelines in paragraph 1 of **Schedule 4**; and
- (b) in relation to the other staff – the guidelines set out in paragraphs 2, 3 and 4 of **Schedule 4** or such other guidelines as may be determined from time to time by resolution of the Directors passed:
  - (i) at a meeting of which Directors have been given at least one month’s notice in accordance with **clause 42**; and
  - (ii) by at least 75% of the Directors present and voting at the meeting.

‘**Standing Committee**’ means the Standing Committee of the Synod of the Anglican Diocese of Sydney.

‘**Trust**’ means the Anglican Church Property Trust Diocese of Sydney which is a body incorporated under the *Church of England Trust Property Incorporation Act 1881*.

‘**UNSW**’ means The University of New South Wales, being a body incorporated by Act of Parliament and established at Kensington in the State of New South Wales.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
  - (b) words importing natural persons include corporations;
  - (c) words and expressions defined in the *Corporations Law* have the same meaning in this Constitution;
  - (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
  - (e) a reference to the *Corporations Law* is a reference to the *Corporations Law* as modified or amended from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Law* that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Law* do not apply to the Company.

## 2. OBJECTS

- 2.1 The objects for which the Company is established are to do anywhere within Australia and either as principal trustee agent or otherwise and either alone or in conjunction with any person or other association federation or organisation whether incorporated or not and either by or through servants, agents trustees or otherwise any of the following acts or things namely:

### **Prime Object**

- (a) To found, and provide by means of, Colleges Hostels Halls of Residence and Institutions for the advancement of the Christian religion and morality and the promotion of useful knowledge and in particular to provide for persons in or attending the Colleges Hostels Halls of Residence or Institutions gratuitously or otherwise in any manner whatsoever:
  - (i) Religious services and instruction but at all times in conformity and in accordance with the Thirty-nine Articles of Religion of the Anglican Church of Australia authorised and in use at the time of incorporation of this Company.
  - (ii) Residence accommodation meals board and lodging under academic supervision and control for students of any race, nationality or creed.
  - (iii) Tutorial and other academic assistance to students in their studies.
  - (iv) Medical dental surgical nursing ambulance and such other attendances and facilities as the Company in its absolute discretion shall consider desirable.
  - (v) Transport and conveyance anywhere.
  - (vi) Grants of money clothing or of goods of the description or such other assistance as the Company may in its absolute discretion consider desirable.
  - (vii) Recreational and sporting facilities of all and every kind and description.
  - (viii) Such other benefits as the Company in furtherance of its objects may in its absolute discretion consider desirable.

### **Supplemental Objects**

- (b) To provide by means of the Colleges Hostels Halls of Residence and Institutions all the facilities services and benefits thereof including in particular religious instruction tutorial assistance the use of recreational and sporting facilities and meals to such students (not being resident members of the Colleges Hostels Halls of Residence and Institutions) as may desire to take advantage of such provision as are acceptable to the Company and are admitted to associate membership of the particular College Hostel Hall of Residence or Institution in the life and activities of which in the manner aforesaid they may desire to take part.

- (c) In furtherance of the objects of the Company to establish and maintain take over and carry on any Public War Memorial in connection with or associated with any of the Colleges Hostels Halls of Residence or other Institutions.
- (d) In furtherance of the objects of the Company to employ masters wardens chaplains counsellors lecturers teachers doctors nurses matrons secretaries clerks housemaids waitresses drivers gardeners and other servants (hereinafter called 'employees') and from time to time to dismiss suspend or re-employ such employees and (subject to **clause 4** hereof) to pay them in return for services rendered to the Company salaries wages allowances fees and gratuities and to provide for them as necessary accommodation quarters transport means of conveyance and other facilities for the carrying out of their work.
- (e) In furtherance of the objects of the Company to provide for employees or former employees of the Company and for the wives, widows and families or other dependants of such persons who are deserving of assistance by pensions grants of money or of goods or by such other means as the Company shall consider desirable.
- (f) To establish purchase, provide, construct, erect, alter, adapt, repair, furnish and maintain any buildings or building necessary or convenient for carrying out any of the objects of the Company and without limiting the generality thereof particularly colleges hostels halls of residence institutions chapels residences for employees hospitals homes and clinics.
- (g) In furtherance of the objects of the Company to establish maintain libraries and to provide and acquire for them or for libraries otherwise established copies of books magazines or publications of any description whatever.
- (h) In furtherance of the objects of the Company to establish and operate contributory schemes to alleviate charges for medical dental nursing and ambulance services and medicines for persons in or attending any of the Company's colleges hostels halls of residence or institutions or otherwise in need of such assistance.
- (i) To accept or refuse any gift subscription donation endowment or bequest made to or acquired by the Company generally for the objects herein set forth or for the purpose of any specific object and to undertake execute and carry out any charitable or other trusts which may seem conducive to the objects of the Company.
- (j) To purchase take on lease or in exchange or otherwise acquire any real or personal property or any interest therein which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Company and to sell lease mortgage give in exchange or dispose of any real or personal property or any interest therein. In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
- (k) To invest the moneys and funds of the Company in any one or more of the investments following:
  - (i) Upon mortgages of freehold property in any part of the Commonwealth of Australia.
  - (ii) In the purchase of or advances upon public or Government securities of the Commonwealth of Australia or of any of the States thereof.
  - (iii) In the purchase of real estate of freehold tenure.
  - (iv) In the purchase or acquisition of equities of redemption or any other outstanding interest in respect of any property the subject of a security held by the Company under which default has been made.
  - (v) On deposit with any bank or public company or society carrying on business in the Commonwealth of Australia.
  - (vi) In advances upon the security of city municipal shire or other rates tolls or dues which may be authorised to be raised or charged by or under the authority of any Act of the Commonwealth or any State therein.
  - (vii) In the purchase of shares in any public companies listed on any Stock Exchange provided that the written down value of the assets of any such company is not less than the amount of the paid up capital of such company.
  - (viii) In the purchase of or advances upon any bonds debentures mortgages or other securities of any city municipality share or other public body corporation or company secured upon any undertakings or words or upon rates tolls or revenues leviable or obtainable thereout.

- (ix) In any shares in any company where such shares may have been given or bequeathed to the Company and in paying calls on such shares or in taking up shares in new issues by any such company.

Except that the Company may not invest in shares or other securities of any company substantially engaged in the business of mineral, oil or gas exploration, gambling or the production or manufacture or distribution of alcoholic beverages or products containing nicotine.

And to vary any such investments from time to time for any other or others of the kind described and to sell any real property so purchased for money or for valuable consideration and purchase other or otherwise invest the proceeds of sale. And also to leave money for any period at current account with any bank.

- (l) To give any guarantee or enter into any bond in connection with the affairs of the Company and to indemnify any person or persons who may incur or may have incurred any personal liability for the benefit of the Company and for that purpose to give to such person or persons any security by way of mortgage or otherwise over the whole or any of the property and assets of the Company.
- (m) To borrow or raise money in such manner as the Company may think fit and in particular by mortgages or debentures (terminable or perpetual) or other securities of the Company with power if need be to charge such mortgage debentures or other securities upon all or any of the property of the Company both present and future and (subject to **clause 3** hereof) to pay interest upon any borrowed money at such rates and from such date or dates as the Directors of the Company may think proper or reasonable.
- (n) To apply for and obtain any special Act of Parliament the provisions of which shall have first been approved by the Company as being calculated to promote or advance the interests of the Company and any of its objects.
- (o) To take such lawful steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations annual subscriptions or otherwise and to print publish any newspaper periodicals books leaflets or other documents which the Company may think desirable for the promotion of its objects or any one of them.
- (p) In furtherance of the objects of the Company to support (by making donations of the Company's funds or otherwise) and to aid the support of any other body (whether corporate or not) having objects altogether or in part similar to those of the Company.
- (q) To establish and maintain relations with bodies having similar objects throughout the world.
- (r) To undertake and execute any trusts for the purpose of directly or indirectly carrying out the objects of the Company as set forth in this Constitution.
- (s) To institute conduct defend or compromise proceedings either at law or in equity by or against the Company or the officers or employees thereof.
- (t) To make and/or adopt rules and/or by-laws for the internal management operation control maintenance and regulation of any college hostel hall of residence or similar institution belonging to or associated with the Company and of any employee thereof and/or of any student or resident therein and to alter or rescind such rules and/or by-laws or any of them and for the purposes of carrying on managing operating controlling maintaining and regulating any such college hostel hall of residence or similar institution and under any such rules or by-laws to appoint Boards of Management or Committees and for such purposes to delegate all or any of the objects or powers of the Company to such Boards or Committees.
- (u) Subject to the provisions of any statute in that regard and to **clause 3** hereof to grant transfers and hand over to any University or other tertiary educational bodies any freehold property of the Company upon which the Company has established colleges hostels halls of residence institutions chapels residences for employees hospitals homes and clinics subject in all cases however to the Company retaining the management and control of such colleges hostels halls of residence institutions chapels residences for employees hospitals homes and clinics or other buildings established by the Company.
- (v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

2.2 The Company may only exercise the powers in section 124(1) of the *Corporations Law* to:

- (a) carry out the objects in this **clause 2**; and
- (b) do all things incidental or convenient in relation to the exercise of power under **clause 2.2(a)**.

### 3. INCOME AND PROPERTY OF COMPANY

3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 2**.

3.2 No income or property will be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company provided that nothing in this Constitution will prevent payment to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a commercial rate for moneys lent.

### 4. PAYMENTS TO DIRECTORS

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

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) a financial benefit to a Director to which section 212 of the *Corporations Law* refers.

### 5. MEMBERSHIP – Admission and Replacement

5.1 The maximum number of Members of the Company is 10.

5.2 The Members of the Company will be:

- (a) Eight persons appointed by the Standing Committee
- (b) The Archbishop; and
- (c) The Trust.

The Directors must use their best endeavours to ensure that there are at all times ten Members of the Company.

5.3 For the Members of the Company appointed by Standing Committee:

- (a) Appointment by the Standing Committee will be by written notice to the Company;
- (b) Subject to **clause 5.5(b)** and **clause 6.2**, the term of the appointment of a Member will commence at the conclusion of the annual general meeting of the Company following the appointment by Standing Committee and finish at the conclusion of the annual general meeting of the Company four years after the term commenced.
- (c) To enable rotation of Members, two of the eight Members appointed by Standing Committee are to retire each year.
- (d) A person appointed by Standing Committee in accordance with **clause 5.3(b)** is eligible for reappointment at the discretion of the Standing Committee though is not eligible for appointment for more than three consecutive four year terms.

5.4 Subject to **clauses 5.3** and **5.5**, a person will be admitted as a Member of the Company if that person is a natural person and has:

- (a) been appointed by the Standing Committee;
- (b) consented in writing to become a Member of the Company; and



- (c) signed and delivered to the Secretary a Member and Director Declaration.

The requirements of this clause 5.4 do not apply in the case of the Archbishop or the Trust.

- 5.5 (a) The Standing Committee is entitled by written notice to the Company to appoint, remove and replace from time to time any or all Members of the Company who have first met the requirements of **clause 5.4(a), (b), and (c)**.
- (b) If a Member appointed by Standing Committee is removed or replaced prior to the expiration of his or her term of appointment, the person appointed to replace the Member will hold office for the term for which the Member being removed or replaced would have been a Member if the Member had not been removed or replaced.
- (c) Neither the Master of the College, nor any student resident in the College, nor any employee of the Company may be appointed as a Member of the Company.
- 5.6 A Member of the Company appointed by the Standing Committee will be deemed to have retired at the expiry of the term of the appointment.
- 5.7 The rights and privileges of a Member will be personal to that Member and will not be transferable by that Member's own act or by operation of law, except that the Member may appoint a proxy in accordance with **clauses 7 and 21**.
- 5.8 If the Trust serves a notice on the Company (being a written notice under the common seal of the Trust and delivered to the Office) in which it:
- (a) states that it does not wish to remain a member of the Company, and
- (b) nominates a corporation (being either the Sydney Diocesan Secretariat or a body corporate constituted by or pursuant to the *Anglican Church of Australia (Bodies Corporate) Act 1938* at the instance of the Diocese of Sydney) as a member of the Company in its place.

Then, upon the service of such notice:

- (i) the Trust shall cease to be a member of the Company; and
- (ii) the corporation or company nominated in such notice shall be deemed to be and to have become a member of the Company and, notwithstanding anything in **clause 1** or any other clause to the contrary, the word Trust, where used in this Constitution (including this **clause 5.8**), shall thereafter refer to that corporation or company until a further notice is served on the Company pursuant to this clause by that corporation or company.
- 5.9 Subject to **clause 5.3(b)**, a Member admitted in accordance with **clause 5.4** and who will have his or her 72<sup>nd</sup> birthday on or after the next Annual General Meeting may, with the approval of the Company by Ordinary Resolution, have his or her membership extended up to the end of the term of appointment that would otherwise have applied. A Member who wishes his or her membership to be extended in this manner must apply in writing and the application must reach the Secretary not less than 90 days prior to the Annual General Meeting at which the Member's membership would otherwise cease.

## 6. MEMBERSHIP - Ceasing to be a Member

- 6.1 A Member appointed by the Standing Committee will cease to be a member of the Company:
- (a) if the Standing Committee removes the Member by written notice to the Company;
- (b) if the Member gives the Secretary written notice of resignation, from the date specified in that notice or, if there is no date specified in that notice, the date of receipt of that notice by the Secretary;
- (c) if the Members of the Company in general meeting pursuant to an Extraordinary Resolution terminate the membership of a Member who is no longer able unequivocally to accept the basis of belief set out in the Member and Director Declaration or whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company, but only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (d) if the Member ceases to be a Director in terms of **clause 27**;

- (e) if the Member:
  - (i) dies;
  - (ii) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
  - (iii) is convicted of an indictable offence;
- (f) on the Member's 72nd birthday or on such later date as is approved under **clause 5.9**.

6.2 A vacancy in the office of a Member appointed by the Standing Committee that arises under **clause 6.1** may be filled by the Standing Committee. The person so appointed holds office, subject to **clause 6.1**, for the balance of the term of the Member whose place that person has taken.

## 7. MEMBERSHIP - Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- 7.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 7.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## 8. GENERAL MEETINGS - Convening general meeting

- 8.1 The Directors may, at any time, convene a general meeting.
- 8.2 A Member may:
  - (a) only request the Directors to convene a general meeting in accordance with section 249D of the *Corporations Law*; and
  - (b) not convene or join in convening a general meeting except under section 249E or 249F of the *Corporations Law*.

## 9. GENERAL MEETINGS - Notice of general meeting

- 9.1 Subject to the provisions of the *Corporations Law* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 9.2 A notice convening a general meeting:
  - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used; and
  - (b) must state the general nature of the business to be transacted at the meeting including whether any special resolutions or extraordinary resolutions are to be considered; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 9.3 A notice of an annual general meeting must state that the business to be transacted at the meeting includes:
  - (a) the consideration of the annual financial report, Directors' report and the Auditor's report; and
  - (b) the election of Directors in accordance with **clause 24.2(c)**.
- 9.4 The Directors:

- (a) may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under **clause 8.2**; and
- (b) must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

9.5 The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## **10. PROCEEDINGS AT GENERAL MEETINGS - Member**

In **clauses 11, 12, 14 and 18**, 'Member' includes a Member present in person or by proxy, or in the case of the Trust only, by Representative.

## **11. PROCEEDINGS AT GENERAL MEETINGS - Quorum**

11.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

11.2 A quorum for any General Meeting which is to consider a Special Resolution must include the Trust.

11.3 Subject to **clause 11.4(b)(ii)**, a quorum is 50% of the total number of Members.

11.4 If a quorum is not present within 30 minutes after the time appointed for a meeting:

- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
  - (i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Directors; and
  - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved (unless the meeting is an annual general meeting, in which case those Members present will be deemed to constitute a quorum).

Note: **Clause 14.2** contains other provisions which are relevant to the determination of a quorum at a general meeting to consider an Extraordinary Resolution or a Special Resolution.

## **12. PROCEEDINGS AT GENERAL MEETINGS - Chairman**

12.1 The Chairman, or in the Chairman's absence, the deputy chairman of Directors' meetings will be the chairman at every general meeting.

12.2 If:

- (a) there is no chairman or deputy chairman; or
- (b) neither the chairman nor deputy chairman is present within 15 minutes after the time appointed for holding the meeting; or
- (c) the chairman and deputy chairman are unwilling to act as chairman of the meeting,

the Members present may elect a chairman for that meeting.

12.3 If there is a dispute at a general meeting about a question of procedure, the chairman may determine the question.

## **13. PROCEEDINGS AT GENERAL MEETINGS - Adjournment**

13.1 The chairman of a meeting at which a quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and

(b) must adjourn a meeting if the meeting directs him or her to do so.

13.2 An adjourned meeting may take place at a different venue to the initial meeting.

13.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

13.4 Notice of an adjourned meeting must only be given in accordance with **clause 9.1** if a general meeting has been adjourned for more than 21 days.

#### **14. PROCEEDINGS AT GENERAL MEETINGS - Decision of questions**

14.1 Subject to the *Corporations Law* in relation to Extraordinary Resolutions and Special Resolutions, a resolution is carried if a majority of the votes cast on the resolution is in favour of the resolution.

14.2 A Member, other than the Archbishop and the Trust, is not eligible to vote in relation to an Extraordinary Resolution or a Special Resolution, and is not to be counted for the purposes of determining a quorum at the general meeting at which the resolution is to be considered unless the Member has lodged with the Secretary, prior to the commencement of the meeting, a Member and Director Declaration which is signed and dated not more than 30 days prior to the day of the meeting.

14.3 All Special Resolutions must be determined by polls.

14.4 Subject to **clause 14.2** a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

(a) the chairman; or

(b) at least 5 Members or their duly appointed proxies present in person.

14.5 Unless a poll is demanded:

(a) a declaration by the chairman that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

14.6 The demand for a poll may be withdrawn.

14.7 The Chairman of Directors must be appointed by the Members of the Company in general meeting pursuant to an Extraordinary Resolution.

14.8 The Chairman of Directors will hold office for up to 4 years, subject to his or her term of appointment as a Director and shall be eligible for re-election.

14.9 Ordinary resolutions at a general meeting are determined by a majority of Members voting either in person or by proxy.

#### **15. PROCEEDINGS AT GENERAL MEETINGS - Taking a poll**

15.1 A poll will be taken when and in the manner that the chairman directs. However, in the case of a Special Resolution, on a poll every member present at the meeting in person or by proxy shall have one vote. After the total number of votes by all Members present at the meeting either in person or by proxy (but excluding the Trust) have been cast the Trust shall be entitled to exercise votes equivalent to one half of the total number of votes then cast by those Members and the question shall then be decided by adding the votes of the Trust to the total number of votes cast by those Members.

15.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

15.3 The chairman may determine any dispute about the admission or rejection of a vote.

15.4 The chairman's determination, if made in good faith, will be final and conclusive.

15.5 A poll demanded on the election of the chairman or the adjournment of a meeting must be taken immediately.

- 15.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

## 16. **PROCEEDINGS AT GENERAL MEETINGS - Casting vote of chairman**

The chairman does not have a casting vote on a show of hands or on a poll.

## 17. **PROCEEDINGS AT GENERAL MEETINGS - Offensive material**

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
  - (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article,

that the chairman considers to be dangerous, offensive or liable to cause disruption.

## 18. **VOTES OF MEMBERS - Entitlement to vote**

A Member entitled to vote has one vote except that apart from the provisions of **clause 15.1** the Trust is not entitled to any vote on any resolution.

## 19. **VOTES OF MEMBERS - Objections**

- 19.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered a vote.
- 19.2 An objection must be referred to the chairman of the meeting whose decision is final.
- 19.3 A vote which the chairman does not disallow because of an objection is valid for all purposes.

## 20. **VOTES OF MEMBERS - Votes by proxy**

- 20.1 If a Member appoints a proxy, that proxy may vote on a show of hands or in any other appropriate manner.
- 20.2 A proxy may demand or join in demanding a poll.

## 21. **VOTES OF MEMBERS - Instrument appointing proxy**

- 21.1 A Member may appoint any person who has signed and delivered to the Secretary a declaration in the same terms as the Member and Director Declaration, excluding paragraphs 4 and 5 of the Member and Director Declaration as a proxy by a written appointment signed by the appointor or the appointor's attorney.
- 21.2 (a) An appointment of a proxy must be in a form approved by the Directors.
- (b) **Schedule 3** sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form.
- 21.3 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- 21.4 A proxy's appointment is valid at an adjourned meeting.

## 22. VOTES OF MEMBERS - Lodgment of proxy

- 22.1 The written appointment of a proxy or attorney must be received by the Company, or another address nominated by the Company, at least 48 hours before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote.
- 22.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a notarially certified copy of it, must be received by the Company with the appointment.
- 22.3 The Company receives an appointment of a proxy and any other power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
  - (b) a facsimile number at the Office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 23. VOTES OF MEMBERS - Validity

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

- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power,

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

## 24. DIRECTORS – Number of Directors

- 24.1 The Company will have a maximum of 10 Directors.
- 24.2 The Directors will be:
- (a) The eight Members identified in **clauses 5.2(a)**, subject to **clause 6.1**;
  - (b) one who may be appointed by UNSW; and
  - (c) one who may be appointed by the Members of the Company in general meeting pursuant to an Ordinary Resolution;
- 24.3 The term of appointment of a Director appointed under **clause 24.2(b) or (c)** shall be for a period of up to four years. A Director so appointed is eligible for reappointment though may not be appointed for more than three consecutive terms.
- 24.4 Neither the Master of the College from time to time nor any student resident in the College nor any employee of the Company is eligible to be a Director.

## 25. DIRECTORS – Appointment Removal and Replacement

- 25.1 Standing Committee may by written notice to the Company remove any Director appointed under Clause 24.2(a) by removing them as a Member of the Company. Standing Committee may replace the Member and Director in accordance with **clause 5**.
- 25.2 The Company in general meeting may by Extraordinary Resolution remove any Director appointed under **clause 24.2(b) or (c)** before the end of the Director's term of office. The Company may by ordinary resolution appoint another person in accordance with **clause 24.2(c)** in that Director's place.

- 25.3 UNSW may by written notice to the Company remove any Director appointed under **clause 24.2(b)** and appoint another person in that Director's place.
- 25.4 A person appointed under **clause 25** will hold office for the remainder of the term for which the Director replaced would have held office if the Director had not been removed.

## 26. **DIRECTORS - Nomination of Company Appointed Director**

- 26.1 A person is not eligible for election under clause 24.2(c) as a Director at a general meeting unless the person has signed and delivered to the Company a Member and Director Declaration modified in paragraphs 4 and 5 to replace the word 'member' by the word 'director', and the person or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:
- (a) giving the person's consent to the nomination;
  - (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.
- 26.2 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least 7 days before every general meeting at which an election of a Director will take place.

## 27. **DIRECTORS - Vacation of office**

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Law* from continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing to the Company and if appointed under **clause 24.2(a)** resigns as a Member;
- (e) is removed by a resolution of the Company;
- (f) is absent from Directors' meetings on 3 consecutive occasions without leave of absence from the Directors;
- (g) holds any office of profit under the Company (except the office of Secretary); or
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Law*.

## 28. **DIRECTORS – Powers and Duties**

- 28.1 Subject to **clauses 28.2, 28.3** and **28.4**, the business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Law* do not require to be exercised by the Company in general meeting.
- 28.2 The Directors must ensure that the Company does not conduct any activities other than Core Activities and activities incidental to Core Activities.
- 28.3 The Directors must not sell or otherwise dispose of the whole or any material part of the assets or undertaking of the Company without the sanction of a Special Resolution.
- 28.4 The Directors must:
- (a) not appoint any person as Master or for a period of more than 8 calendar months as Acting Master without the sanction of an Extraordinary Resolution; and
  - (b) ensure that the appointment of persons to provide tutorial and other academic assistance to students of the College is undertaken in accordance with the Staff Appointment Guidelines.
- 28.5 Without limiting the generality of **clause 28.1**, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company; and
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

28.6 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors determine.

## 29. PROCEEDINGS OF DIRECTORS - Directors' meetings

- 29.1 (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Directors' meeting.
- (b) A Directors' meeting must be convened by at least 48 hours written notice of a meeting to each Director, each Director's alternate, the Master of the College and an appointed representative of the students of the College.
- 29.2 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.
- (a) a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) the Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) subject to **clause 31**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 29.3 **Clause 29.2** applies to meetings of Directors' committees as if all committee members were Directors.
- 29.4 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 29.5 A quorum is a majority of Directors for the time being.
- 29.6 The Master of the College from time to time and the appointed representative of the students of the College are each entitled to attend and be heard on any matter at all Directors' meetings except in circumstances where a majority of Directors present and voting considers that their presence, either individually or together, would not be in the best interests of the Company.

## 30. PROCEEDINGS OF DIRECTORS - Decision of questions

- 30.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting.
- 30.2 The chairman of a meeting does not have a casting vote in addition to his or her deliberative vote.
- (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (b) If the Alternate Director is a Director, he or she also has a vote as a Director.

## 31. PROCEEDINGS OF DIRECTORS - Directors' interests

- 31.1 Every Director who has a direct or indirect interest in a matter that is to be considered at a Directors' meeting:
- (a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and
- (b) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the *Corporations Law*.
- 31.2 Each Director must disclose to the Company any direct or indirect interest in a matter before the Directors and, in the case of a contract, provide the Company with the names of the parties to the contract, particulars of the contract and the



Director's interest in the contract. Failure by a Director to disclose under this clause will not render void or voidable a contract in which the Director has an interest.

- 31.3 A Director may attest the affixing of the Seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

## **32. PROCEEDINGS OF DIRECTORS - Alternate Directors**

- 32.1 A Director may, with the approval of the body appointing him as per **clause 24.2**, appoint any person who has signed and delivered to the Secretary a declaration in the same terms as the Member and Director Declaration, excluding paragraphs 4 and 5 of the Member and Director Declaration as his or her alternate for a period determined by that Director. This clause does not apply to the Director appointed by UNSW.
- 32.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 32.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.
- 32.4 The provisions of this Constitution that apply to Directors also apply to Alternate Directors.
- 32.5 (a) The appointment of an Alternate Director may be revoked at any time by the appointor or by ordinary resolution passed by the other Directors.
- (b) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- 32.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

## **33. PROCEEDINGS OF DIRECTORS - Remaining Directors**

- 33.1 The Directors may act even if one or more Director positions are vacant.
- 33.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to convene a general meeting.

## **34. PROCEEDINGS OF DIRECTORS - Chairman**

- 34.1 If no Chairman is in office or if the Chairman is not present at any Directors' meeting within 10 minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairman of the meeting.
- 34.2 The Directors may elect a Director as deputy chairman to act as chairman in the chairman's absence.

## **35. PROCEEDINGS OF DIRECTORS - Directors' committees**

- 35.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors in a meeting, to a committee of Directors.
- (b) The Directors may at any time revoke any delegation of power to a committee.
- (c) The Master is entitled to attend and be heard at all committee meetings.
- 35.2 At least one member of each such committee must be a Director.
- 35.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 35.4 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 35.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

## **36. PROCEEDINGS OF DIRECTORS - Written resolutions**

- 36.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 36.2 For the purposes of **clause 36.1**, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 36.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 36.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this **clause 36**.
- 36.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

### **37. PROCEEDINGS OF DIRECTORS - Validity of acts of Directors**

If it is discovered that:

- (a) there was an error in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

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

### **38. PROCEEDINGS OF DIRECTORS - Minutes and registers**

- 38.1 The Directors must cause minutes to be made of:
- (a) the names of the persons present at all general meetings, Directors' meetings and meetings of Directors' committees;
  - (b) all proceedings of general meetings, Directors' meetings and meetings of Directors' committees;
  - (c) all appointments of officers;
  - (d) all orders made by the Directors and Directors' committees; and
  - (e) all disclosures of interests made pursuant to **clause 31**.
- 38.2 Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body.
- 38.3 The Company must keep all registers required by this Constitution and the *Corporations Law*.

### **39. APPOINTMENT OF ATTORNEYS AND AGENTS**

- 39.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Law* appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
  - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
  - (c) for the period; and
  - (d) subject to the conditions,
- determined by the Directors.
- 39.2 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

- 39.3 The Directors may appoint attorneys or agents by facsimile transmission to act for and on behalf of the Company.
- 39.4 An attorney or agent appointed under this **clause 39** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

#### **40. SECRETARY**

- 40.1 If required by the *Corporations Law*, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 40.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings except in circumstances where, if the Secretary is not also a Director, a majority of Directors present and voting considers that the presence of the Secretary at a Directors' meeting would not be in the best interests of the Company.
- 40.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

#### **41. SEALS - Common seal**

- 41.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
  - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
  - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

#### **42. NOTICES - Service of notices**

- 42.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
  - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 42.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
  - (b) on the second day after the day on which it was posted.
- 42.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (b) on the day after its dispatch.
- 42.4 If a Member has no registered address, a notice will be taken to be served on that Member 24 hours after it was posted to his or her last known address.
- 42.5 A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this clause.
- 42.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 42.7 Subject to the *Corporations Law* the signature to a written notice given by the Company may be written or printed.
- 42.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

### 43. NOTICES - Persons entitled to notice

43.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Alternate Director;
- (c) any Auditor; and
- (d) those persons referred to in **clause 29.6**.

43.2 No other person is entitled to receive notice of a general meeting.

### 44. AUDIT AND ACCOUNTS

44.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Law*.

44.2 The Directors must cause the financial records of the Company to be audited annually by one or more properly qualified auditor or auditors registered with the Australian Securities and Investments Commission.

### 45. CHANGES TO THE CONSTITUTION

45.1 Subject to the provisions of **clause 15.1**, the provisions of this Constitution may be amended or others may be substituted or added by Special Resolution of the Company in a General Meeting called for the purpose. At least one month's notice of the General Meeting at which such proposed amendment, substitution or addition is to be considered shall be given in terms of **clause 42**.

### 46. WINDING UP

46.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to **clause 46.1(b)**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$20.

46.2 The Company must be wound up immediately upon revocation of the Company's endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth).

46.3 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but must be given or transferred to another Anglican corporation:

- (a) which is exempt from income tax;
- (b) to which gifts can be deducted under Division 30 of the *Income Tax Assessment Act 1997* (Cth);
- (c) which is approved by Standing Committee; and
- (d) which, by its constitution, is:
  - (i) required to pursue charitable purposes only;
  - (ii) required to apply its profits (if any) or other income in promoting its objects; and

- (iii) prohibited from making any distribution to its members or paying fees to its Directors,

such corporation to be determined by the Members at or before the winding up (with preference being given to any corporation having objects substantially similar to the prime object of the Company) and in default, by application to the Supreme Court for determination.

#### **47. INDEMNITY AND INSURANCE**

- 47.1 To the extent permitted by law and that the officer is not indemnified by Directors' and officers' liability insurance maintained by the Company, and subject to the restrictions in sections 199A and 199B of the *Corporations Law*, the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company.
- 47.2 To the extent permitted by law and that the officer is not indemnified by Directors' and officers' liability insurance maintained by the Company, and subject to the restrictions in sections 199A and 199B of the *Corporations Law*, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability or an alleged liability incurred by that person as such an officer of the Company.
- 47.3 The amount of any indemnity payable under this **clause 47** will include an additional amount ('**GST Amount**') equal to any GST payable by the officer being indemnified ('**Indemnified Officer**') in connection with the indemnity (less the amount of any input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer issuing the Company with a GST tax invoice for the GST Amount.
- 47.4 The Company may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the *Corporations Law*.
- 47.5 For the purposes of this clause, '**officer**' means a Director as defined in this Constitution or an executive officer of the Company as defined by the *Corporations Law*.

## **SCHEDULE 1 – CORE ACTIVITIES**

The College exists to provide within UNSW a witness to the Christian gospel of reconciliation with God through the death and resurrection of Jesus Christ and to the centrality of the person of Jesus Christ in human life and experience.

It does this from within a collegiate life in the University by:

- the provision of accommodation, pastoral care and academic support and development;
- the encouragement of and provision for both personal growth in and corporate expression of the Christian faith;
- the development of Christian scholarship and academic excellence.

The College seeks to serve not only its own resident members but others who may benefit from association with The College without compromising its primary focus towards UNSW.

While being publicly and actively Christian, The College imposes no test of religious belief or practice for its resident members. To facilitate its aims and goals it retains the right to apply such tests to those it employs and appoints as its representatives.

**SCHEDULE 2 – MEMBER and DIRECTOR DECLARATION**

1. I am a communicant and active member of the Anglican Church of Australia or I am an active member of a congregation of a denomination approved by the Directors.
2. I believe and hold to that doctrine of the Anglican Church of Australia which is consistent with the canonical Scriptures (as defined in Article 6 of the Articles of Religion) and which is embodied in and consistent with the Articles of Religion sometimes called the Thirty Nine Articles interpreted according to their plain and literal sense.
3. In particular, I believe:
  - (a) that the canonical Scriptures of the Old and New Testaments are the comprehensible, trustworthy, infallible and sufficient rule and standard of faith and conduct, which Scriptures are given by inspiration of God and contain all things necessary to salvation and obedience to God;
  - (b) that the Lord Jesus Christ by his propitiatory sacrifice, died in our place to reconcile his Father to us and rose again bodily for us with flesh, bones, and all things appertaining to the perfection of Man's nature;
  - (c) that justification before God is completely accomplished only through the merit of the Lord Jesus Christ and is received solely and simply by faith in Him;
  - (d) that our Lord Jesus Christ will return personally in glory at the end of this present evil age for the judgement and division of humanity into those who receive eternal life and those who are condemned to eternal punishment.
4. I shall endeavour to fulfil my duties as a Member/Director of the Company in accordance with this declaration and the Constitution of the Company.
5. I undertake to resign as a Member/Director of the Company forthwith if at any time I become unable conscientiously to subscribe to this declaration.

**SCHEDULE 3 – PROXY FORM**

**NEW COLLEGE  
GENERAL MEETING**

**PROXY FORM**

The Secretary  
New College  
[address]

I.....  
(please print)

of.....  
(please print)

being a Member of New College appoint:

Name of proxy.....

Address of proxy .....

Or, in his/her absence:

Name of proxy .....

Address of proxy .....

or, in his/her absence, the chairman of the meeting as my proxy to vote on my behalf  
at the general meeting of New College to be held on .....  
at. .... am/pm and at any adjournment of that meeting.

**Proxy instructions**

*To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.*

I instruct my proxy to vote as follows:

**Resolution**

**For**

**Against**

**Abstain**



---

**NEW COLLEGE**

**GENERAL MEETING**

*This proxy must be signed by each appointing member or the member's attorney.*

Dated: .....

<b>SIGNATURE(S)</b>	<b>NAME (print)</b>

**This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:**

- (a) **the registered office of New College;**
- (b) **a facsimile number at the registered office of New College; or**
- (c) **place, facsimile number or electronic address specified for this purpose in the notice of meeting**

**by [time] on [date], being at least 48 hours before the meeting.**

**Notes:**

- 1. A member who is entitled to vote at the meeting may appoint one proxy.**
- 2. If you require an additional proxy form, the company will supply it on request.**
- 3. A proxy must be a member of the company.**

## **SCHEDULE 4 – STAFF APPOINTMENT GUIDELINES**

### **1. The Master**

The Master is to be appointed by an Extraordinary Resolution of the Company in general meeting. For the appointment to take effect the Master must sign and deliver to the Secretary a Member and Director Declaration (with the exclusion of paragraphs 4 and 5), and any other contract of employment agreed by the Directors.

### **2. Director Appointments**

The following categories of positions are to be appointed by the Directors' upon the recommendation of the Master. For those appointments to take effect the appointee must sign and deliver to the Secretary a Member and Director Declaration and any other contract of employment agreed by the Directors.

- Acting Masters for a period of less than eight calendar months,
- Deans, Deputy Masters and Chaplains;
- Bursars and Business Managers;
- Directors of divisions

### **3. Master's Appointments**

The following categories of positions are to be appointed by the Master, in accordance with policies agreed by the Directors from time to time, with advice to the Directors no later than the next meeting after the effective date of the appointment. For those appointments to take effect the appointee must sign and deliver to the Master a Member and Director Declaration (which may be modified by the inclusion in paragraph. 1 of Schedule 2 of the words "or an active member of a congregation or denomination approved by the Master") and any other contract of employment agreed by the Master.

- Teachers of theology, or
- Teachers of humanities as defined by Company policy

The following categories of positions are to be appointed by the Master, in accordance with policies agreed by the Directors from time to time, with advice to the Directors no later than the next meeting after the effective date of the appointment. For those appointments to take effect the appointee must sign and deliver to the Secretary a contract of employment agreed by the Master.

- Tutors with Christian pastoral responsibility or their equivalent

### **4. All Other Appointments are to be made by the Master or his or her delegate**