

Incorporating amendments made on 16 September 2016

CORPORATIONS ACT 2001

CONSTITUTION

of

ALPHACRUCIS COLLEGE LIMITED

(Name adopted 9 April 2009)

ACN 072 747 187

A Company LIMITED BY GUARANTEE

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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.
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2. NAME

- 2.1 The name of the Company is **ALPHACRUCIS COLLEGE LIMITED** (hereinafter called "**the College**").
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3. REGISTERED OFFICE

- 3.1 The Registered Office of the College shall be situated at 30 Cowper Street, Parramatta in the State of New South Wales or in such other place in Australia as the Council may from time to time determine.
- 3.2 The College must display its name and the expression "Registered Office" at that place.
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4. OBJECTS

- 4.1 The principal purpose of the College is to provide education. The College will provide education consistent with the following objects of the College:
- (a) To establish, operate, maintain and promote, as part of the mission of the Church, the College in accordance with the beliefs, traditions, practices and legislation of the Church.
 - (b) To promote education and conduct research principally in Australia, and also in New Zealand and other locations through contribution to the educational and research facilities available by:
 - (i) The establishment and operation (in such places as the Council sees fit) of a tertiary educational institution or institutions;
 - (ii) The provision of educational and other programs and courses of high academic and ethical standard towards equipping Christian leaders for professional vocations and community service;
 - (iii) The conferral by Council of higher education and vocational education awards;
 - (iv) The promotion of sound scholarship and development of lifelong learning to prospective students regardless of sex, race, colour, national origin, denomination or physical disability in line with its pursuit of higher learning and scholarship, commitment to a culture of sustained scholarship, teaching and research through:

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- (A) Open independent intellectual enquiry by faculty and students; and
 - (B) Promotion of sustained publishable research by faculty and appropriately qualified students; and
 - (C) Engagement of faculty in teaching and research informed by modern scholarly developments in their respective areas of expertise; and
 - (D) The pursuit of higher learning and scholarship and commitment to a culture of sustained scholarship, teaching and research.
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5. POWERS

- 5.1 The College has the legal capacity and powers of an individual as set out in Section 124(1) of the Act for the purpose of carrying out the objects set out in clause 4.
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6. DOCTRINES

- 6.1 The College is the National College of ACC as described in Article 15 of the United Constitution of ACC, and will act consistently with such doctrines as are expressed from time to time in Article 4 of the United Constitution of ACC and the relevant obligations as imposed by the United Constitution of ACC.
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7. USE OF THE INCOME AND PROPERTY OF THE COLLEGE

- 7.1 The income and property of the College whencesoever derived shall be applied solely towards the promotion of the objects of the College as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the College.
- 7.2 Nothing in clause 7.1 prevents the payment in good faith of reasonable and proper:
- (a) Remuneration to any Officers or servants of the College or to any Member of the College in return for any services rendered by them to the College;
 - (b) Payment for goods supplied to the College by any Member in the ordinary and usual course of business;
 - (c) Interest on money borrowed from any Member for any purpose of the College at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or
 - (d) Reasonable and proper rent for premises let by any Member to the College.

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8. TYPE OF COMPANY

- 8.1 The College is a non-for-profit public company limited by guarantee which is established to be and continue as, a charity.
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9. MEMBERS' CONTRIBUTIONS

- 9.1 Every Member of the College undertakes to contribute to the property of the College in the event of the same being wound up whilst they are a Member or within one year after they cease to be a Member for payment of the debts and liabilities of the College and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among the Members such amounts as may be required but not exceeding ten dollars (\$10.00).
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10. GIFT FUND

- 10.1 The College may maintain a Gift Fund:
- (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received because of such gifts is to be credited;
 - (c) that does not receive any other money or property; and
 - (d) complies with any other requirements specified in subdivision 30-BA of the Act.
- 10.2 All gift moneys shall forthwith be deposited into a separate account or accounts in the name of the College (Gift Fund). The College may have any number of separate accounts. The College may receive moneys from any source but only gift moneys (and accretions therefrom) can be credited to the Gift Fund.
- 10.3 The College must use the property described in clause 7 only for the objects of the College as described in clause 4 of this Constitution.
- 10.4 The College shall upon receiving a gift, issue a receipt to the donor. Receipts issued for gifts must state:
- (a) the name of the Gift Fund;
 - (b) the College's Australian Business Number;
 - (c) the date of the gift;
 - (d) a reasonable description of the contributed property; and
 - (e) the fact that the receipt is for a gift.

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11. USE OF PROPERTY ON WINDING UP

- 11.1 If upon the winding up or dissolution of the College there remains after satisfaction of all its debts and liabilities, any surplus, the surplus shall not be paid to or distributed amongst the Members of the College.
- 11.2 The surplus shall be given or transferred to some other institution or institutions which have:
- (a) charitable objects similar to the objects of the College as set out in clause 4; and
 - (b) a governing document which prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the College under this Constitution; and
 - (c) a governing document which requires its income and property to be applied in promoting its objects.

The identity of such institution or institutions is to be determined by Special Resolution of the Members of the College at or before the time of dissolution and failing such determination being made, by application to the Supreme Court.

- 11.3 If the College conducts a Gift Fund and the Gift Fund is wound up or if the endorsement of the College 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 which complies with the requirements of item 2 of the table in section 30-15 of the ITAA 97 to which income tax deductible gifts can be made.

12. AMALGAMATION

- 12.1 The College must not amalgamate with any other body that is not registered as a charity.

13. COLLEGE MEMBERSHIP

- 13.1 The College shall comprise the following Members:
- (a) The elected members of the National Executive of ACC;
 - (b) The elected members of the State Executive of ACC in New South Wales;
 - (c) The elected members of the State Executive of ACC in Victoria;
 - (d) The elected members of the State Executive of ACC in Queensland and Northern Territory;
 - (e) The elected members of the State Executive of ACC in South Australia;
 - (f) The elected members of the State Executive of ACC in Western Australia;

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- (g) The elected members of the State Executive of ACC in Tasmania; and
 - (h) Such other members as are appointed by the Members in General Meeting.
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14. REGISTER OF MEMBERS

14.1 The Council must keep a Register of Members.

14.2 The Register of Members must be kept by the Secretary of Council and must contain:

- (a) for each current Member:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (iv) date the Member was entered on to the Register,
- (b) for each person who stopped being a Member in the last 7 years:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (iv) dates the Membership started and ended.

14.3 When an applicant has been accepted for membership the Secretary of Council must forthwith send to the applicant written notice of their acceptance and enter the name of the Member in the Register.

14.4 No entrance fee or annual subscription is payable by Members.

14.5 The College must give current Members reasonable access to the Register of Members.

15. CESSATION OF MEMBERSHIP

15.1 A person stops being a Member if:

- (a) they die;
- (b) they are wound up or otherwise dissolved or deregistered (for an incorporated Member);
- (c) they resign, by writing to the Secretary of Council;

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- (d) the College in general meeting resolves by a Special Resolution, to terminate the Membership of a Member whose conduct or circumstances in the opinion of the College renders it undesirable that that Member continue to be a Member of the College. The Member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed;
 - (e) they have not responded within 3 months to a written request from the Secretary of Council that they confirm in writing that they want to remain a Member; or
 - (f) they cease to hold office in a position held pursuant to clause 13.1(a) to 13.1(h).
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16. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 16.1 A right privilege or obligation which a person has by reason of being a Member of the College:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's Membership.
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17. MEMBERS' RIGHTS

- 17.1 Members of the College will be entitled to:
- (a) receive notice of and attend and vote at general meetings of the College; and
 - (b) receive annual reports of the College including financial reports in relation to each Financial Year.
- 17.2 All other rights, privileges and obligations of Members are in accordance with the Act.
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18. CONVENING OF GENERAL MEETINGS

- 18.1 The President or a majority of Councillors may whenever they think fit convene an extraordinary general meeting.
- 18.2 5% of Members shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- 18.3 A general meeting of the College may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting, including to hear and be heard.
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19. NOTICE OF GENERAL MEETINGS

- 19.1 Notice of a general meeting must be given to:

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- (a) each Member; and
 - (b) the auditor (if any).
- 19.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 19.3 Subject to clause 19.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (b) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 19.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a Councillor;
 - (b) appoint a Councillor in order to replace a Councillor who was removed; or
 - (c) remove an auditor.
- 19.5 Notice of a general meeting must include:
 - (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (d) any other information required under the Act.
- 19.6 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 19.7 Where any general meeting is cancelled or postponed or the venue for the same is changed:
 - (a) the Council must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

20. PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

- 20.1 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.
- 20.2 At least one half of the Members, present in person or by proxy, is a quorum. For the purpose of this clause "Member" includes a person attending as proxy or as representing a corporation which is a Member.
- 20.3 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 Chair of Council 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.

21. CHAIRPERSON

- 21.1 The Chair of Council must preside as chairperson at every general meeting of the College, or if there is no chairperson, or if s/he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair of Council must be the chairperson, or if the Deputy Chair of Council is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.
- 21.2 The rulings of the chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.
- 21.3 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 is taken or at which the poll is demanded is entitled to a casting vote.

22. ADJOURNMENT OF MEETINGS

- 22.1 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.
- 22.2 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. It shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

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23. HOW VOTING IS CARRIED OUT

- 23.1 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 the declaration of the result of the show of hands) demanded:
- (a) by the chairperson, or
 - (b) by 5% of Members present in person or by proxy.
- 23.2 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the College, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
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24. POLLS

- 24.1 A poll may be demanded:
- (a) before a vote on a resolution is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.
- 24.2 If a poll is demanded it must be taken in such manner and at such time and place as the chairperson of the meeting directs subject to clause 24.5.
- 24.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- 24.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 24.5 A poll demanded on the election of a chairperson or any question of adjournment of the meeting must be taken immediately.
- 24.6 The demand for a poll may be withdrawn.
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25. VOTING RIGHTS

- 25.1 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 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 authorised representative shall have one vote.

26. CIRCULAR RESOLUTIONS

26.1 Circular resolutions:

- (a) 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.
- (b) For the purposes of clause 26.1(a), two or more separate documents containing statements in identical terms each of which are signed by one or more Members shall together be deemed to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) A reference in clause 26.1(a) 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.
- (d) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a Councillor or remove a Councillor;
 - (ii) for passing a Special Resolution; or
 - (iii) where the Act or this Constitution requires a meeting to be held.
- (e) The College may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
- (f) The Councillors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.

27. APPOINTING A PROXY

- 27.1 A Member who is entitled to attend and vote at a general meeting of the College may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and such person need not be a Member.
- 27.2 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 appointor 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

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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.

27.3 The instrument of proxy is valid if it contains the information required by the Act which at the date of this Constitution is the following information:

- (a) the name and address of the Member;
- (b) the name of the College;
- (c) the proxy's name or the name of the office of the proxy; and
- (d) the meetings at which the instrument of proxy may be used.

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

"

I.....of.....
being a Member of ALPHACRUCIS COLLEGE LIMITED hereby appoint
..... of or failing him
..... of as my proxy to
vote for me on my behalf at the (annual or extraordinary, as the case may be) general
meeting of the College, to be held on the day of
..... 20... and at any adjournment thereof.

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

Signed this day of20....

(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."*

27.5 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.

27.6 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by clause 27.3.

27.7 An instrument of proxy may be revoked at any time by notice in writing to the College.

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28. LODGEMENT OF PROXIES

- 28.1 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 College 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.
- 28.2 For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.
- 28.3 For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email transmission by the College.

29. VALIDITY OF PROXIES

- 29.1 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding:
- (a) the previous death or unsoundness of mind of the Appointing Member; or
 - (b) revocation of the instrument or of the authority under which the instrument was executed; or
 - (c) if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the College at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used; or
 - (d) the bankruptcy or liquidation of the Member.
- 29.2 A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

30. GOVERNING AUTHORITY

- 30.1 The Council is the governing authority of the College.

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31. COMPOSITION OF COUNCIL

31.1 The Council shall consist of a maximum of 12 Councillors comprised of:

- (a) The Chair of Council (ex officio);
- (b) The President of the College (ex officio);
- (c) The Chair of the Academic Board of the College (ex officio);
- (d) One person elected by the Members (other than those elected in accordance with 31.1(g), 31.1(h) or 31.1(i));
- (e) One person elected by and from the staff of the College;
- (f) One person elected by and from the students of the College;
- (g) Two persons External to the College who in the opinion of the Members have Financial and/or Legal Expertise elected by the Members;
- (h) Two persons External to the College who in the opinion of the Members have Commercial Expertise elected by the Members;
- (i) Two persons External to the College who in the opinion of the Members have Higher Education Expertise elected by the Members.

subject to the persons:

- (j) giving the College their signed consent to act as a Councillor of the College;
- (k) receiving written approval from the National President or the National Secretary for the person to take office in accordance with Article 22.2.3 of the United Constitution of ACC; and
- (l) are not ineligible to be a Councillor under the Act or the ACNC Act.

31.2 In case there shall not be sufficient number of candidates nominated the Council may appoint Councillors to the remaining vacancy or vacancies, having regard to the Council composition in clause 31.1.

32. TERM OF OFFICE

32.1 With the exception of any student Councillor elected pursuant to clause 31.1(f) and subject to clause 34.5, an elected Councillor shall hold office for a term of three years, such term commencing at the time of election and continuing until the Annual General Meeting three years subsequent to their election, when they must retire, but they shall be eligible for re-election.

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- 32.2 A Councillor elected from among the students of the College in accordance with clause 31.1(f) shall hold office for a term of one year, such term commencing at the time of election and continuing until the Annual General Meeting one year subsequent to their election, when they must retire, but they shall be eligible for re-election, provided that they shall serve on the Council for no more than three consecutive one year terms.
- 32.3 The Councillors elected at the first Annual General Meeting following the adoption of this Constitution shall be known as the Transitional Councillors. One third of the Transitional Councillors (identified by agreement or ballot) shall retire at the second Annual General Meeting following the adoption of this Constitution but shall be eligible for re-election. One half of the remaining Transitional Councillors (identified by agreement or ballot) shall retire at the third Annual General Meeting following the adoption of this Constitution but shall be eligible for re-election. The final Transitional Councillors shall retire at the fourth Annual General Meeting following the adoption of this Constitution but shall be eligible for re-election. A Transitional Councillor re-elected pursuant to this clause is no longer a Transitional Councillor.
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33. WHEN A COUNCILLOR STOPS BEING A COUNCILLOR

- 33.1 The office of a Councillor shall become vacant if the Councillor:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes ineligible to be a Councillor of the College under the Act or the ACNC Act;
 - (c) ceases to be a Councillor by operation of any provision of the Act;
 - (d) 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;
 - (e) resigns his office by notice in writing to the College and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the delivery of the notice to the College);
 - (f) for more than two consecutive meetings is absent without permission of the Council from meetings of the Council held during that period;
 - (g) if elected in accordance with clause 31.1(f) ceases to be a Student, or if elected in accordance with clause 31.1(e) ceases to be a member of the Staff, or ceases to hold office in the positions listed in 31.1(a) to 31.1(c);
 - (h) die; or
 - (i) are removed by a resolution of the Members in accordance with the Act.
- 33.2 If the office of any elected Councillor be vacated for any reason, the Council is empowered to appoint any person to fill the vacancy having regard to the Council composition in

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clause 31.1. Any Councillor so appointed shall hold office only until the following Annual General Meeting.

34. POWERS AND DUTIES OF THE COUNCIL

- 34.1 The business of the College shall be managed by the Council who may exercise all such powers of the College as are not, by the Act or by this Constitution, required to be exercised by the College in general meeting. The Council may make regulations for the conduct of the activities of the College, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the College made by the Council may be disallowed by the College in general meeting provided that no resolution by the College in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution had not been passed or made.
- 34.2 The Council may exercise all the powers of the College to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the College.
- 34.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Councillors or in such other manner as the Council from time to time determines.
- 34.4 A Councillor is responsible and accountable to the Council. When exercising the functions of a Councillor, the Councillor must always act in the best interests of the College.
- 34.5 The duties of Councillors include the requirements to:
- (a) act always in the best interests of the College as a whole, with this obligation to be observed in priority to any duty a Councillor may owe to those electing or appointing him or her;
 - (b) act in good faith, honestly and to advance the charitable purposes of the College;
 - (c) exercise appropriate care and diligence;
 - (d) not improperly use their position to gain an advantage for themselves or someone else;
 - (e) disclose and avoid conflicts of interest;
 - (f) to ensure that the financial affairs of the College are managed responsibly; and
 - (g) not to allow the College to operate while it is insolvent.

35. CONFLICTS OF INTEREST

- 35.1 Subject to the Act, a Councillor who has a material personal interest in a matter that relates to the affairs of the College must give the other Councillors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter.
- 35.2 The notice required to be given to the other Councillors 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 College.
- 35.3 Notice must be given at a Council meeting as soon as practicable after the Councillor becomes aware of their interest in the matter.
- 35.4 Details must be recorded in the minutes of the Council meeting.
- 35.5 A Councillor may still be present and vote if:
- (a) their interest arises because they are a Member of the College;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Councillor against liabilities that the Councillor incurs as a Councillor of the College (see clause 65);
 - (c) their interest relates to a payment by the College under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the Act;
 - (d) the Australian Securities and Investments Commission makes an order allowing the Councillor to vote on the matter; or
 - (e) the Councillors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Councillor, the nature and extent of the Councillor's interest in the matter and how it relates to the affairs of the College; and
 - (ii) says that those Councillors are satisfied that the interest should not stop the Councillor from voting or being present.
- 35.6 A general notice given to the Council by a Councillor that the Councillor is an Officer, a Member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Councillor's interest in the corporation or firm shall, in relation to any matter involving the College and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Councillor's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Council than was stated in the notice.

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36. PAYMENTS TO COUNCILLORS

- 36.1 The Councillors may, if the Members resolve by ordinary resolution, be paid as remuneration for their services the aggregate annual sum that is fixed by the Members from time to time. If any sum is voted by the Members, it will be divided amongst the Councillors as the Members decide.
- 36.2 The College may:
- (a) pay a Councillor for any services rendered to the College in a professional or technical capacity, other than as a Councillor, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a Councillor for expenses properly incurred by the Councillor in connection with the affairs of the College.
- 36.3 Any payment made under clause 36.1 must be approved by the Council of the College.
- 36.4 The College may pay premiums for insurance indemnifying Councillors, as allowed for by law (including the Act) and this Constitution.

37. PROCEEDINGS OF COUNCIL

- 37.1 The Council shall meet together at least quarterly for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Councillor may at any time, and the Secretary of Council must on the requisition of a Councillor, summon a meeting of the Council by giving at least 48 hours' notice of the meeting to all Councillors.
- 37.2 Circular resolution:
- (a) If a majority of the Councillors have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Council held on the day on which the document is signed and at the time at which the document was last signed by a Councillor or, if the Councillors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Councillor.
 - (b) For the purposes of clause 37.2(a), two or more separate documents containing statements in identical terms each of which is signed by one or more Councillors shall together be deemed to constitute one document containing a statement in those terms signed by those Councillors on the respective days on which they signed the separate documents;
 - (c) A reference in clause 37.2(a), to a majority of the Councillors does not include a reference to a Councillor who, at a Council meeting, would not be entitled to vote on the resolution.

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- (d) A resolution of the Council passed in accordance with clause 37.2(a) must be ratified at the next Council meeting where notice of the meeting has been given to all Councillors.

38. QUORUM OF COUNCIL

- 38.1 The quorum necessary for the transaction of the business of the Council shall be a majority of the total Council or such greater number as may be fixed by the Council.
- 38.2 No business may be transacted at any Council meeting unless a quorum of Councillors is present at all times during the meeting.
- 38.3 A majority of Councillors shall be deemed to hold or be present at a meeting of Councillors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear and be heard. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed by the Council pursuant to this clause must be ratified at the next Council meeting where notice of the meeting has been given to all Councillors.

39. VOTING

- 39.1 Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes of those Councillors present and a determination by a majority shall for all purposes be deemed a determination of the Council.
- 39.2 Each Councillor shall have one vote.
- 39.3 In case of an equality of votes the chairperson of the meeting shall have a casting vote.
- 39.4 The continuing Councillors may act notwithstanding any vacancy in the Council, 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 Council, the continuing member or members may act for the purpose of increasing the number of Councillors to that number or of summoning a general meeting of the College, but for no other purpose.

40. USE OF TECHNOLOGY TO HOLD COUNCIL MEETINGS

- 40.1 The Councillors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Councillors.
- 40.2 The Councillors' agreement may be a standing one.
- 40.3 A Councillor may only withdraw their consent within a reasonable period before the meeting.

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41. CHAIRPERSON OF COUNCIL MEETING

- 41.1 The Chair of Council shall preside as chairperson at every meeting of the Council, but if there is no Chair of Council, or if the Chair of Council is not present within ten minutes after the time appointed for holding the meeting, the Deputy Chair of Council shall preside as chairperson or if the Deputy Chair of Council is not present at the meeting then the Councillors may choose one of their number to preside as the chairperson of the meeting.
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42. DELEGATION OF POWERS

- 42.1 The Council may delegate any of its powers and or functions (not being duties imposed on the Council as the Councillors of the College by the Act or the general law) to one or more Committees. Any Committee so formed shall conform to any regulations that may be imposed by the Council and all members of such Committee shall have one vote on that Committee.
- 42.2 Powers conferred under this clause may be exercised concurrently with the powers of the Council in that regard and the Council may from time to time withdraw, revoke or vary all or any of such powers.
- 42.3 The delegation must be recorded in the College's minute book.
- 42.4 The Council shall appoint an Audit Committee whose members shall consist of at least those 3 Councillors who shall have the relevant financial and Commercial Expertise. The Audit Committee shall conform to any regulations that may be imposed by the Council and each member of the Audit Committee shall have one vote on that Committee.
- 42.5 The Council may appoint one or more advisory boards consisting of such persons as the Council thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Council and all members of such advisory board shall have one vote on the advisory board.
- 42.6 A Committee or advisory board may meet and adjourn as it thinks proper.
- 42.7 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 Committee or advisory board shall have a casting vote.
- 42.8 All acts done by any meeting of the Council or of a Committee or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Councillor or person acting as aforesaid, or that the Councillors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
- 42.9 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Council are required by the Act and this Constitution to be made, entered and signed. A copy of these minutes shall be tabled at the next Council meeting.

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43. ELECTION OF CHAIR OF COUNCIL

- 43.1 The Council shall elect a person (whether or not then a Councillor and subject to the criteria stated in clause 31) from nominees approved by the ACC National Executive and ratified by the Members in General Meeting to be the Chair of Council.
- 43.2 A person elected Chair of Council, shall contemporaneously with such appointment, but only for so long as such appointment continues, be an ex-officio Councillor.
- 43.3 If at the time a person is appointed as Chair of Council the person is already a Councillor, the person's office of elected Councillor is vacated and the casual vacancy must be filled in accordance with this Constitution.
- 43.4 The Chair of Council shall hold office for a term of 3 years after which he shall retire but be eligible for re-appointment.
- 43.5 The person recommended for appointment as Chair of Council must in the opinion of the Council satisfy the following criteria:
- (a) The person must hold a view that accepts the doctrines of the College;
 - (b) The person must have an interest in tertiary education from a Christian stance;
 - (c) The person must have a clear public profile;
 - (d) The person must not be an employee or a student of the College.
- 43.6 The Council may from time to time delegate certain administrative, ceremonial and public duties to the Chair of Council that are appropriate or incidental to the office.
- 43.7 The Chair of Council is an ex-officio member of any Committee or board of the Council (other than the Academic Board) which the Council may appoint from time to time.

44. ELECTION OF DEPUTY CHAIR OF COUNCIL

- 44.1 The Council shall elect from its members a Deputy Chair of Council. The Councillor elected as Deputy Chair of Council shall serve as Deputy Chair of Council for a term of three (3) years or such shorter period as will coincide with the expiry of the Councillor's term as a Councillor.
- 44.2 The Deputy Chair of Council is ex-officio a member of any Committee or board (other than the Academic Board) which the Council may appoint from time to time.
- 44.3 In the event of the incapacity of the Chair of Council, the Deputy Chair of Council shall be the interim Chair of Council until a new Chair of Council is appointed in accordance with clause 43.

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45. APPOINTMENT OF PRESIDENT

- 45.1 The Council shall appoint a person (whether or not then a Councillor) from nominees approved by the ACC National Executive and ratified by the Members in General Meeting to be President of the College for such period and on such conditions as the Council determines.
- 45.2 Any proposed dismissal of the President by the Council must first be ratified by a Special Resolution of the Members in General Meeting.
- 45.3 The President shall be the chief executive officer of the College and, subject to this Constitution, possess such powers and perform such duties as the Council determines.
- 45.4 A person appointed as President, shall be an ex-officio Councillor but only for so long as such appointment continues.
- 45.5 If at the time a person is appointed as President the person is already a Councillor, the person's office of elected Councillor is vacated.
- 45.6 The President may without specific appointment, exercise the right of membership of any Committee or board within the College.

46. ACADEMIC BOARD

- 46.1 The College shall establish and delegate authority to an Academic Board for the formulation and implementation of academic policy and the administration of academic programs.
- 46.2 The Academic Board:
- (a) has the authority and responsibility to formulate, administer, and implement the academic policies and programs of the College and monitor academic quality assurance processes. It serves as primary custodian of the academic values and standards of the College;
 - (b) shall advise the Council with respect to the academic policies and programs of the College and may submit to the Council an opinion on any matter relating to the College;
 - (c) determines lists of Graduands of the College specifying the degree or other academic award that each Graduand is to receive;
 - (d) must ensure the high quality of learning, teaching, research and scholarship within the College by developing and implementing appropriate academic policies;
 - (e) must report to the Council on all matters submitted to it by the Council for report and advise the Council and the President on all matters related to teaching, scholarship and research conducted by the College or in collaboration with other institutions;

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- (f) has such powers and duties as are conferred or imposed upon it by this Constitution or by regulations and must consider and report on all matters referred to it by the Council or the President; and
 - (g) except as otherwise provided by regulations, may regulate its own proceedings;
 - (h) shall safeguard, encourage and assist open and independent intellectual inquiry by its faculty and students;
 - (i) has the authority to accredit new courses of study which have been approved for development by Council and which are within the fields for which AC has self-accrediting authority.
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47. APPOINTMENT OF CHAIR OF THE ACADEMIC BOARD

- 47.1 The Council shall from time to time appoint a person as Chair of the Academic Board on the recommendation of the Academic Board for a period of three years and on such conditions as the Council determines.
 - 47.2 The Chair of the Academic Board, subject to this Constitution, shall possess such powers and perform such duties as the Council determines.
 - 47.3 A person appointed as Chair of the Academic Board, shall contemporaneously with such appointment, but only for so long as such appointment continues, be an ex- officio Councillor.
 - 47.4 If at the time a person is appointed as Chair of the Academic Board the person is already a Councillor, the person's office of elected Councillor is vacated.
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48. SECRETARY OF COUNCIL

- 48.1 The College must have at least one Secretary, who may not simultaneously be a Councillor.
- 48.2 A Secretary must be appointed by the Council (after giving the College their signed consent to act as Secretary of Council) and may be removed from that role by the Council.
- 48.3 The Council must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 48.4 The role of the Secretary of Council includes:
 - (a) maintaining a Register of the College's Members; and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Council meetings and circular resolutions.

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49. EXECUTION OF DOCUMENTS

- 49.1 Without limiting the manner in which the College may execute any contract, including as permitted under section 126 of the Act, the College may execute a document without using a common seal if the document is signed by:
- (a) two Councillors of the College, or
 - (b) a Councillor and the Secretary of Council.
- 49.2 The Council may provide for the College to have a common seal which must only be used with the authority of the Council and every instrument to which the seal is affixed shall be signed by a Councillor and shall be counter-signed by the Secretary of Council or by a second Councillor or by some other person appointed by the Council for that purpose.
- 49.3 Nothing in this Constitution requires the College to execute any agreement, deed or other document under common seal for the same to be effectively executed by the College.
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50. FINANCIAL AND RELATED RECORDS

- 50.1 The College must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 50.2 The College must also keep written records that correctly record its operations.
- 50.3 The College must retain its records for at least 7 years.
- 50.4 The Councillors must take reasonable steps to ensure that the College's records are kept safe.
- 50.5 The Council shall from time to time determine at what times and places and under what conditions the accounting and other records of the College shall be open to the inspection of Members.
- 50.6 The Council shall annually distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act to each Member provided however that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
- 50.7 The Council shall distribute financial reports to the National Treasurer in accordance with Article 22.2.4 of the United Constitution of ACC.

51. MINUTES AND RECORDS

51.1 The Council shall cause minutes to be made:

- (a) of all appointments of Officers and servants;
- (b) of names of Councillors present at all meetings of the College and of the Council; and
- (c) of all proceedings at all meetings of the College and of the Council. Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

51.2 The College must make and keep the following records:

- (a) minutes of proceedings and resolutions of general meetings;
- (b) circular resolutions of Members;
- (c) a copy of a notice of each general meeting.

51.3 The College must make and keep the following records:

- (a) minutes of proceedings and resolutions of Council meetings (including meetings of any Committees); and
- (b) circular resolutions of Councillors.

51.4 To allow Members to inspect the College's records:

- (a) the College must give a Member reasonable access to the records set out in clause 51.2; and
- (b) the Council may authorise a Member to inspect other records of the College, including records referred to in clause 51.3 and clause 50.1.

51.5 The College must ensure that minutes of a general meeting or a Council meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next meeting.

51.6 The Council must ensure that minutes of the passing of a circular resolution (of Members or Councillors) are signed by the chairperson within a reasonable time after the resolution is passed.

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52. AUDIT

- 52.1 A properly qualified Auditor or Auditors may be appointed and his or their duties regulated in accordance with the Act and the ACNC Act.
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53. NOTICE

- 53.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given:
- (a) Personally; or
 - (b) By sending it by post to the address for the Member in the Register of members; or
 - (c) By sending it to the fax number nominated by the Member; or
 - (d) By sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.
- 53.2 Where a notice is given personally, service of the notice shall be deemed to occur on the day of delivery.
- 53.3 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.
- 53.4 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.
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54. INDEMNITY

- 54.1 Subject to the Act, the College shall indemnify every Officer against a liability:
- (a) incurred by any such person acting in that capacity to a person other than the College or a related body corporate where the liability does not arise out of a lack of good faith;
 - (b) for the costs and expenses incurred by any Officer:
 - (i) 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
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the him or her under the Act.
- 54.2 Every employee who is not an Officer may be indemnified out of the property of the College against a liability:

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- (a) incurred by the employee acting in that capacity;
 - (b) for the costs and expenses incurred by him or her:
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the employee or in which he or she is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.
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55. INSURANCE

- 55.1 Subject to the Act, the College may pay insurance premiums in respect of insurance for the benefit of an Officer acting in that capacity against:
- (a) Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - (b) A liability arising from negligence or other conduct
- except for 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 College or a breach of the provisions of the Act dealing with improper use of inside information or position.
- 55.2 The College may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the College who is not an Officer
- 55.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the College shall not be required to indemnify the Officer under clause 55 except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.
- 55.4 The indemnity granted by the College contained in clause 55 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.
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56. ALTERATION OF THIS CONSTITUTION

- 56.1 A resolution altering or repealing any part of this Constitution must be passed by Special Resolution.
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57. DEFINITIONS AND INTERPRETATION

57.1 Definitions

In this Constitution unless there be something in the subject or context inconsistent therewith:

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- (a) **"ACNC Act"** the Australian Charities and Not-for-profits Commission Act 2012.
- (b) **"Act"** means the Corporations Act 2001 as amended from time to time;
- (c) **"Annual General Meeting"** means the general meeting held each year as required by the Act and this Constitution;
- (d) **"Australian Christian Churches (ACC)"** means the unincorporated association constituted by the United Constitution of Australian Christian Churches;
- (e) **"Chair of the Academic Board"** means the person appointed as chair of the Academic Board pursuant to clause 47 of this Constitution;
- (f) **"Chair of Council"** means the chair of the Council appointed in accordance with clause 43;
- (g) **"Church"** means the ACC;
- (h) **"College"** or **"Company"** means Alphacrucis College Limited, ACN 072 747 187;
- (i) **"commercial Expertise"** means having commercial expertise as demonstrated by relevant experience at a senior level in the public or private sectors;
- (j) **"Committee"** means a committee established in accordance with clause **42.1**.
- (k) **"Constitution"** means this constitution as amended or supplemented from time to time by a Special Resolution of the Members in a general meeting and approved by the National Executive in accordance with Article 13 of the United Constitution of ACC.
- (l) **"Council"** means the Council acting as the board of the College;
- (m) **"Councillor"** means a member of the Council and has the same meaning as director for the purposes of the Act;
- (n) **"Deputy Chair of Council"** means the person appointed in that role in accordance with clause 44;
- (o) **"external to the College"** means not belonging to or forming part of the staff, students or Members of the College;
- (p) **"financial and/or legal expertise"** means having financial and / or legal expertise as demonstrated by relevant qualifications and financial and / or legal management experience at a senior level in the public or private sectors;
- (q) **Financial Year** means the financial year of the College ending on 31 December.
- (r) **"Gift Fund"** means a fund established and managed in accordance with clause 11.3.
- (s) **"higher education expertise"** means having relevant qualifications and experience in the higher education sector;

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- (t) **"Member"** means a member of the College;
- (u) **"National Executive"** means the group of individuals that hold office in accordance with Article 7 of the United Constitution of ACC;
- (v) **"National President"** means the person constituting that office in accordance with Article 6 of the United Constitution of ACC;
- (w) **"National Secretary"** means the person constituting that office in accordance with Article 6 of the United Constitution of ACC;
- (x) **"National Treasurer"** means the person constituting that office in accordance with Article 6 of the United Constitution of ACC;
- (y) **"Officer"** has the same meaning as given to that term in section 9 of the Act.
- (z) **"Person"** shall include natural persons and corporations;
- (aa) **"Poll"** means a secret ballot;
- (bb) **"President"** means the President appointed pursuant to this Constitution;
- (cc) **"Register"** means the register of Members of the College kept pursuant to the Act;
- (dd) **"Registered Office"** means the registered office for the time being which must always be located in Australia.
- (ee) **"Regulations"** means the regulations made by the Council pursuant to this Constitution;
- (ff) **"Seal"** means the common seal of the College;
- (gg) **"Secretary of College"** means any person appointed to perform the duties of a secretary of the College and includes any acting or assistant secretary;
- (hh) **"Special Resolution"** means, subject to the Act, a resolution passed by a majority of not less than 75% of Members, both in person or by proxy at a general meeting of the College of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution as a special resolution and stating the resolution has been given;
- (ii) **"State"** means the State of New South Wales.
- (jj) **"United Constitution of ACC"** means the constitution of the unincorporated association known as the Australian Christian Churches.

57.2 Interpretation

In the construction of this Constitution unless there is something in the subject or context which is inconsistent:

- (a) a gender includes all genders;

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- (b) the singular includes the plural and vice versa;
- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

57.3 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 College.