

Corporations Act 2001
A Company Limited by Guarantee

Constitution

of

Islamic College of Brisbane Limited

As amended by special resolution made on # 2019; and
Further amended by special resolution on January 2021

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of
Islamic College of Brisbane Limited
A Company Limited by Guarantee

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1. Preliminary

- 1.1 The name of the company is Islamic College of Brisbane Limited (the "**School Authority**").
- 1.2 The School Authority is a company limited by guarantee. The liability of the Members of the School Authority is limited to the guarantee provided in article 1.3.
- 1.3 Every Member of the School Authority undertakes to contribute to the property of the School Authority, in the event of the same being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the School Authority contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20-00).
- 1.4 The income and property of the School Authority must be applied solely towards the pursuit of charitable purposes through the promotion of the Objects and no portion thereof may be paid or transferred directly or indirectly by way of dividend, bonus, return of capital or otherwise to the Members.

2. Interpretation

- 2.1 In this Constitution the following words and phrases have the meanings as set out below and all derivatives of these words and phrases have the relevant corresponding meanings:

Term	Meaning
ACNC	the Australian Charities and Not-for-Profits Commission
ACNC Act	the <i>Australian Charities & Not-for-Profits Commission Act 2012</i>
Blue Card	a Blue Card issued by the Queensland Public Safety Business Agency pursuant to the <i>Working with Children (Risk Management) & Screening Act 2000</i>
Board	The directors of the School Authority holding office pursuant to this Constitution
Constitution	This document as it may be amended from time to time in accordance with its terms.
Business Hours	from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business in the State in which the School is located

Term	Meaning
CEO	The chief executive officer from time to time of the School
Chairperson	The Chairperson of the Board, as appointed by the Board from time to time,
CLO	The chief learning officer from time to time of the School
Corporations Act	<i>The Corporations Act 2001</i>
Director	A duly appointed director of the School Authority
Education Act	<i>The Education (Queensland College of Teachers) Act 2005</i>
Education Committee	Is defined in article 12.
First Directors	The persons who are directors of the School Authority on the adoption of the amendments to this constitution on 2016
Founding Members	The persons who are the members of the School Authority on the adoption of the amendments to this constitution on 2016.
Member	A member of the School Authority
Objects	The objects of the School Authority as set out at article 4.
Office	The registered office for the time being of the School Authority.
School	The school conducted by the School Authority known as Islamic College of Brisbane Limited together with any other school established and/or managed by the School Authority from time to time
Seal	The common seal of the School Authority
Secretary	Any person appointed to perform the duties of a secretary of the School Authority and includes an honorary secretary
Special Resolution	A resolution passed by at least three-quarters of those Members or Directors (as the case may be) entitled to vote on that resolution
Treasurer	The Treasurer of the School Authority, as appointed by the Board from time to time
Vice-chairperson	The Vice-chairperson of the Board, as appointed by the Board from time to time

2.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) references to any statutory enactment shall mean and be construed as references to that enactment as amended, modified and re-enacted from time to time;

- (c) all monetary amounts are in Australian dollars;
- (d) a reference to time is to local time in the Capital of the State in which the School is located;
- (e) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (f) a reference to a person includes a firm, unincorporated association, corporation, government or statutory body or any other legal entity, together with its successors, replacements and assigns;
- (g) the words "include", "including", "for example" or "such as" when introducing an example, do not limit the meaning of the words to which the example relates to the example or to examples of a similar kind;
- (h) a reference to any thing or amount is a reference to the whole and each part of it; and
- (i) a reference to one gender is a reference to both genders.

2.3 Headings are for convenience only and do not affect the interpretation of this document.

3. Replaceable Rules

3.1 The provisions of the Corporations Act which operate as replaceable rules do not apply to the School Authority.

4. Objects

4.1 The objects for which the School Authority is established are:

- (a) to establish and manage the School, as a not-for-profit institution to provide a balanced general education in an Islamic environment to Muslim and other children.
- (b) to provide centers of educational activities, which will provide a high quality and standard of education in an Islamic environment and thus produce good citizens, imbued with Islamic spiritual values;
- (c) to provide for the pupils, staff and employees of the School, conveniences, necessities and other facilities;
- (d) to acquire such assets and make all relevant applications with appropriate authorities which would facilitate the establishment and operation of the School;
- (e) to ensure that there is provision for good communication between staff, parents, pupils and the community; and
- (f) to further the objects of the School.

4.2 The objects of the School are:

- (a) to establish an educational environment in which each pupil may develop an understanding of the central truths of the Islamic faith, the moral values that are rooted in the Holy Qur'an, the Hadith and man's relation to God and fellow man;
- (b) to provide for general, liberal, scientific, cultural, artistic, religious education and also education for vocational effectiveness, social responsibility, inter-cultural and international understanding, effective use of leisure, creativity and individual fulfilment and to prepare pupils for effective participation in the community life;
- (c) to create a harmonious and stimulating community atmosphere in which staff are mutually supportive and care for the pupils and in which the pupils can grow as persons developing a feeling of self-worth, a high level of personal integrity, a sincere respect for others, and increasing sense of individual responsibility and competence to form mature value judgements and an ability to establish constructive relationship; and
- (d) to promote physical fitness and confidence through maintenance of good health and to encourage participation in sports and recreational activities of the School;
- (e) in particular, but without limiting the generality of the foregoing, to give effect to the following educational objectives:
 - (i) to encourage each pupil to develop self appreciation, social awareness, reverence of life, integrity and responsibility;
 - (ii) to ensure that each pupil is encouraged to develop the highest possible level of academic and cultural attainment of which he or she is capable, with excellence as a goal in all activities;
 - (iii) to help each pupil develop the power to think constructively and logically, to solve problems and to reason independently;
 - (iv) to guide each pupil towards a spirit of freedom and confidence which recognises self-discipline and personal responsibility;
 - (v) to encourage tolerance, respect for others and good manners, in accordance with the teachings of Islam;
 - (vi) to involve each pupil in a range of experiences which will enable him or her to participate effectively in society;
 - (vii) to encourage in each pupil a practical and informed awareness and appreciation of the natural environment; and
 - (viii) to offer experience of Islamic living through example and counselling, study of the Qur'an, the traditions of the Islamic life and prayers.

5. Powers

- 5.1 The School Authority has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 5.2 Despite rule 5.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the School Authority set out in rule 4.
- 5.3 The School Authority may borrow money for the School and secure the repayment thereof of any debts, liabilities, contracts or obligations incurred or undertaken by the School in such manner and upon such terms and conditions in all respects as it thinks fit subject.

6. Payments to Directors

- 6.1 The payment of directors' fees, in whatever form, is prohibited to Directors for serving in that capacity. However, payments may be made to a Director:
- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
 - (b) for any service rendered to the School Authority in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - (c) as an employee of the School Authority, where the terms of employment have been approved by a resolution of the Board.

7. Members

7.1 Membership

- (a) The members of the School Authority are:
 - (i) the Founding Members;
 - (ii) a Director who ceases to hold office after a minimum period of 3 years service and who the Directors admit to membership; and
 - (iii) any other persons the Directors admit to membership in accordance with this constitution.

7.2 Categories of membership

- (a) The sole category of membership is that of ordinary members.
- (b) Any person admitted to membership other than in accordance with clause 7.1(a)(ii) consents to acting as a Director of the School Authority.

7.3 **Application for ordinary membership**

- (a) Other than a person admitted to membership in accordance with clause 7.1(a)(ii), any individual who:
- (i) is not less than 18 years of age at the date of application;
 - (ii) is sympathetic to the objects of the School Authority; and
 - (iii) has been invited to become a member by the Directors on the basis that he or she is a suitable person to hold the office of Director pursuant to board policies approved by the Directors from time to time (and who therefore must first be admitted to membership of the School Authority);

may apply for ordinary membership with the Company.

7.4 **Form of application**

- (a) An application for membership must be:
- (i) in writing in a form approved by the directors; and
 - (ii) signed by the applicant.

7.5 **Admission to membership**

- (a) The directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- (b) The directors need give no reason for the rejection of an application.
- (c) No application fee or annual subscription is payable by Members.
- (d) If an applicant is accepted for membership by the Directors:
- (i) the secretary must notify the applicant of admission as soon as practicable thereafter; and
 - (ii) the name and details of the Member must be entered in the register of members.
- (e) If an application for membership is rejected the secretary must notify the applicant in writing.
- (f) The applicant becomes a Member when their name and details are entered in the register of Members.

7.6 **Register of Members**

- (a) A register of Members of the Company must be kept in accordance with the Act.

- (b) The following must be entered in the register of members in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the residential address, facsimile number and electronic mail address, if any, of the Member;
 - (iii) the date of admission to and cessation of membership;
 - (iv) such other information as the Directors require.
- (c) Each Member must notify the secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

7.7 **Resignation of membership**

- (a) A Member may resign from membership of the School Authority by giving written notice to the secretary.
- (b) The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

7.8 **Cessation of membership**

- (a) A Member ceases to be a member:
 - (i) on the death of the Member;
 - (ii) if the Member is expelled under rule 7.9; or
 - (iii) subject to clause 7.1(a)(ii), if the Member ceases to be a Director.

7.9 **Disciplining Members**

- (a) If any Member:
 - (i) wilfully refuses or neglects to comply with the provisions of this constitution; or
 - (ii) is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interest of the School Authority;

the Directors may resolve to censure, suspend or expel the Member from the School Authority and, in the case of expulsion, to remove the Member's name from the register of Members.

- (b) At least 1 week before the meeting of the Directors at which a resolution of the nature referred to in rule 7.9(a) is passed the directors must give to the Member notice of:
 - (i) the meeting;

- (ii) what is alleged against the Member; and
 - (iii) the intended resolution.
- (c) At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member sees fit.
- (d) If any Member ceases to be a member under this rule, the Directors may reinstate the Member and restore the name of that Member to the register of Members upon and subject to any terms and conditions they see fit.

8. Appointment of directors

8.1 Number of directors

- (a) The number of the Directors must be not less than 5 nor more than 9.
- (b) The School Authority in general meeting may by resolution increase or reduce the number of directors referred to in rule 8.1(a) but the number may not be reduced below 5.

8.2 Directors' qualifications

- (a) No person may be a Director unless that person:
 - (i) is a Member; and
 - (ii) holds a current Blue Card.

8.3 First Directors

- (a) The First Directors hold office until the termination of the next annual general meeting of the School Authority following the date of adoption of the amendments of this constitution (**First AGM**) but, subject to this constitution, the First Directors are eligible for election at the First AGM meeting.
- (b) If a Director resigns before the First AGM, he or she may be replaced at a general meeting before the First AGM, and the replacement holds office until the termination of the First AGM.

8.4 Appointment of Directors

- (a) Any person admitted to membership of the School Authority, other than in accordance with clause 7.1(a)(ii), will be a Director.
- (b) Commencing from conclusion of the First AGM, Directors will hold office until the annual general meeting next following the third anniversary of their appointment.
- (c) At the expiry of his or her term, Directors must:
 - (i) resign; or

- (ii) offer himself or herself for re-election by the Members.

8.5 Time appointment or retirement takes effect

- (a) Directors who are appointed at a meeting of Members take office immediately after the end of the meeting.
- (b) Directors who retire at a meeting of Members continue to hold office until the end of the meeting.

8.6 Office bearers

- (a) The office bearers of the Company are:
 - (i) the chairperson;
 - (ii) the vice-chairperson;
 - (iii) the treasurer; and
 - (iv) the secretary.

8.7 First office bearers and subsequent election at board meeting

- (a) Office bearers are elected by the directors at the first meeting of the Directors held after the commencement of each financial year and hold office until the end of the first meeting of the Directors held after the commencement of the next financial year.
- (b) The Directors present must appoint one of their number to act as chair of the meeting for the purpose of the election.

8.8 Eligibility and nomination

- (a) Only Directors may be office bearers. Any Director is eligible for election to any office bearer position.
- (b) Each Director standing for election as an office bearer must be proposed by another Director.
- (c) If a Director stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.
- (d) A nomination may be:
 - (i) in writing, received by the secretary not less than 24 hours prior to the board meeting at which the election is to take place and signed by the candidate and the proposer; or
 - (ii) made orally at the meeting, provided that the candidate is present and consents to the nomination.

8.9 Election procedure – office bearers

- (a) The election of the office bearers is held in the order in which the positions are listed in rule 8.6.
- (b) If there is only 1 candidate for election to any office bearer position that person is declared elected to that position.
- (c) If there is more than 1 candidate for election to any office bearer position a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- (d) In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.
- (e) If a director is elected to a position as office bearer, then his or her nomination, if any, for any other position must be treated as withdrawn before the election is held in respect of the other position or positions.
- (f) Subject to this rule 8.9, a ballot is conducted in the manner the Directors determine.

8.10 Removal of Directors

- (a) Subject to the *Corporations Act*, the School Authority may by resolution remove a Director from office.

8.11 Resignation of Director

- (a) A Director may resign as a director of the School Authority by giving a written notice of resignation to the School Authority at its registered office.

8.12 Vacation of office of Director

- (a) In addition to any other circumstances in which the office of a director becomes vacant under the *Corporations Act*, the office of a director becomes vacant if the Director:
 - (i) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (ii) 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;
 - (iii) is not present (either personally or by an alternate director) at 3 consecutive meetings of directors without special leave of absence from the directors and the directors declare his or her seat to be vacant;
 - (iv) ceases to be a Member of the School Authority;
 - (v) becomes disqualified from being a director under the Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act;

- (vi) is removed from office in accordance with rule 8.10; or
- (vii) resigns from office in accordance with rule 8.11.

9. CEO

- 9.1 The Board must appoint and maintain a CEO who will be the chief executive officer of the School, responsible for day-to-day management of the School. However, educational leadership within the School will be the responsibility of the CLO.
- 9.2 The duties of the CEO will be determined from time to time by the Board but this will be an executive appointment and the CEO will be entitled to be appropriately compensated for the services he or she performs.
- 9.3 Subject to the Education Act, the Board may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the CEO any of the powers exercisable by the Board. Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board, but must be exercised in accordance with any policies, directives or limitations imposed by the Board.
- 9.4 The Directors may at any time revoke or vary any of the powers conferred on the CEO.

9A CLO

- 9A.1 The Board must appoint and maintain a CLO who will be the chief learning officer, responsible for educational leadership within the School and who will, subject to the Education Act, report to the CEO.
- 9A.2 The duties of the CLO will be determined from time to time by the Board but this will be an executive appointment and the CLO will be entitled to be appropriately compensated for the services he or she performs.

10. Powers and Duties of the Board

- 10.1 The business of the School Authority will be managed by the Board and the Board may exercise all such powers of the School Authority as are not, by the Corporations Act or by this Constitution, required to be exercised by the School Authority in General Meeting.
- 10.2 The Board must cause minutes to be made:
 - (a) of all appointments of office bearers
 - (b) of the names of Directors present at all meetings of the School Authority and of the Board; and
 - (c) of all proceedings at all meetings of the School Authority and of the Board,
 such minutes to be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

- 10.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors of the Board or in such other manner as the Board from time to time determines.
- 10.4 All electronic transfers or payments must be approved by two (2) Directors of the Board or in such other manner as the Board from time to time determines.

11. Delegation by Board to Committees or Sub-Committees

- 11.1 The Board may, by instrument in writing, delegate to one or more committees or sub-committees (consisting of such persons as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Corporations Act or by any other law.
- 11.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 11.3 A delegation under this article may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 11.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 11.5 Any act or thing done or suffered by a committee or sub-committee acting in the exercise of a delegation under this article has the same force and effect as it would have if it had been done or suffered by the Board.
- 11.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 11.7 A committee or sub-committee may meet and adjourn, as it thinks proper.

12. Education Committee

- 12.1 Without limiting the generality of article 11, the Board may delegate its powers and functions with respect to educational matters to an Education Committee consisting of not less than five persons, who should all be appropriately knowledgeable in the field of school education, and who are not required to also be members of the School Authority.
- 12.2 The members of the Education Committee will be appointed by the Board and will include the Principal as chairperson of the Education Committee.
- 12.3 Members of the Education Committee will hold office for a term of two years, and will be eligible for reappointment.

- 12.4 The duties and obligations of the Education Committee are to:
- (a) develop the educational programs for the school keeping in mind the specific requirements of the curriculum as specified by the respective State or Territory Education department;
 - (b) report its deliberations to the Board, with such further information, advice or recommendations as it thinks fit;
 - (c) from time to time approve rules for the management and conduct of the business and affairs of the Education Committee.
- 12.5 The quorum necessary for the transaction of the business of the Education Committee is three.
- 12.6 Questions arising at any meeting of the Education Committee are to be decided by a majority of votes, and in case of an equality of votes the chairperson will have a second or casting vote.
- 12.7 The Board, at its discretion and subject to agreement with such body, may approve the Education Committee being a joint Education Committee with one or more other educational institutions with membership and modus operandi as agreed by the boards of those organisations.

13. Advisory Committees

- 13.1 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board in respect to their operation.

14. Proceedings of the Board

- 14.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may, at any time, request the Chairman of the Board to ask the Secretary to summon a meeting of the Board.
- 14.2 Provided that all of the members of the Board agree, the members of the Board may participate in a meeting of the Board by any technological means allowing all persons participating in the meeting to hear each other at the same time. Any member of the Board participating in such a meeting shall for the purposes of this Constitution be deemed to be personally present at the meeting.
- 14.3 Questions arising at any meeting of the Board will be decided by a majority of votes and a determination by a majority of the members of the Board will for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 14.4 A member of the Board must not vote in respect of any contract or proposed contract with the School Authority in which he or she is interested, and if he or she does so vote his or her vote must not be counted.

- 14.5 The quorum necessary for the transaction of the business of the Board is five (5) or such greater number as may be fixed by the Board.
- 14.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, 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 Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or for summoning a general meeting of the School Authority but for no other purpose,
- 14.7 The Chairperson (or if the Chairperson is absent, unable or unwilling to act, the Vice-Chairperson) is to preside as chairperson at every Board meeting of School Authority.
- 14.8 If neither the Chairperson nor the Vice-Chairperson is present within 10 minutes after the time appointed for holding the meeting, or if being present is or are unwilling to act as chairperson, the Directors present must choose one of their number to be chairperson.
- 14.9 Subject to this Constitution, the chairperson's ruling on all matters relating to the order of business and the procedure and conduct of the meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the chairperson may be moved.

15. Annual General Meeting

- 15.1 An annual general meeting of the School Authority must be held each year in accordance with the provisions of the Corporations Act.
- 15.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive and consider the accounts.
- 15.3 An annual general meeting must be specified as such in the notice convening it.

16. Special General Meetings

- 16.1 Any three Directors may request the Chairman of the Board to call a special general meeting at any time.
- 16.2 Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, at least 14 days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) must be given of any special general meeting, specifying the time and place(s) of the meeting and the general nature of the business to be discussed at that meeting.

17. Proceedings at General Meetings

- 17.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 17.2 Except as provided for in article 17.3, five (5) Members constitutes a quorum.
- 17.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved if it was convened upon the requisition of Members. In all other cases, it will 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 Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will constitute a quorum.
- 17.4 The Chairperson will preside as chairperson at every general meeting of the School Authority, or if there is no Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-chairperson will be the chairperson or if the Vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.
- 17.5 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 may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it will not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 17.6 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
 - (b) by any Member present in person.
- 17.7 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 School Authority will be 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.
- 17.8 If a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

- 17.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.

18. Proxies

- 18.1 A Member or Director may vote in person or, but only where approved by the Chairman, by proxy.
- 18.2 At all meetings, a quorum is to be determined by reference to those attending either personally or by proxy.
- 18.3 An instrument appointing a proxy;
- (a) must be in the form set out in Schedule 1 or in a form that is as similar to that form as the circumstances allow and must be in writing under the hand of the appointor duly authorised in writing;
 - (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - (c) may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy must not vote in respect of the resolution; and
 - (d) is deemed to confer authority to demand or join in demanding a poll.
- 18.4 Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- 18.5 The instrument appointing a proxy must be delivered to the Secretary not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default the instrument of proxy will not be treated as valid.

19. Circular Resolutions

- 19.1 If all of the Directors or all of the Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been unanimously passed at a Board Meeting, committee meeting, or General Meeting, as the case may be, held at the date and time at which the document was last signed by a Director or Member, as the case maybe.
- 19.2 For the purposes of article 19.1:
- (a) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors or Members, as the case may be, are together deemed to constitute one document containing a statement in those terms by these persons at the respective dates and times at which they signed the separate documents;

- (b) a reference to "all of the Directors" or "all of the Members" does not include a Director or Member who would not be entitled to vote on the resolution at the relevant meeting;
- (c) "document" includes a document created or stored in any electronic medium and retrievable in perceivable form; and
- (d) to "sign" includes to sign by electronic or digital method intended by the party to have the same force and effect as the use of a manual signature provided that such signature is:
 - (i) unique to the person using it;
 - (ii) capable of verification;
 - (iii) solely under the control of that party; and
 - (iv) linked to the relevant document in such a manner that if the document is changed the electronic signature is invalidated.

20. Concurrent Meetings and Multiple Venues

- 20.1 A general meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

21. Financial Records

- 21.1 The School Authority must keep proper books of account (which may include computer records) in accordance with the Australian Accounting Standards and any additional requirements imposed upon it by any relevant authority.
- 21.2 The School Authority must also ensure that it maintains adequate records of all conditions or restrictions which may apply to any money received by it and the compliance of the School Authority to those conditions or restrictions.
- 21.3 Each Member or the person nominating that Member may at its own expense at any reasonable time either itself or by its agents, attorneys or accountants inspect, copy or make extracts from all books, accounts and records of the School Authority.
- 21.4 The accounts must be audited at least annually by one or more properly qualified auditor or auditors who must report to the Members in accordance with the provisions of the Corporations Act.

22. Accounts, audit and records

22.1 Accounts

The directors must cause proper accounting and other records to be kept in accordance with the Act or the ACNC Act as the case may be.

The directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act or the ACNC Act as the case may be.

22.2 **Audit**

A registered company auditor must be appointed if required by the Act or the ACNC Act as the case may be.

The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act or the ACNC Act as the case may be.

23. **Seal**

- 23.1 The Board must provide for the safe custody of the Seal which may only be *used* by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Every instrument to which the Seal is affixed must be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

24. **Winding Up**

- 24.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Company but must be given or transferred to some other institution or institutions determined by the members of the Company at or before the time of dissolution which:
- (a) has similar objects to the School Authority; and
 - (b) is registered by the ACNC as a charity with the subtype of entity with a purpose that it is the advancement of education.

If the members do not make the necessary determination under rule 24.1, the Company may apply to the Supreme Court to determine the institution or institutions.

25. **Notice**

- 25.1 A notice (including a notice of a general meeting) may be given by the School Authority to any Member:
- (a) personally; or
 - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member: or
 - (d) by any other means that the provisions of this Constitution permit.

- 25.2 Where a notice is sent by post, service of the notice is deemed to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 25.3 A notice sent by facsimile or electronic means (provided a status report is received by the sender which shows the notice has been transmitted) shall be deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee is located, but if not, then at 9:00 am next occurring during business hours at such place.
- 25.4 For the purposes of this clause, "business hours" means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee is located.
- 25.5 Notice of every general meeting shall be given in the manner authorised by article 25.1 to:
- (a) every Member except those Members for whom the School Authority has no address for the giving of notice; and
 - (b) the auditor or auditors for the time being of the School Authority.
No other person shall be entitled to receive notices of general meetings.

26. Indemnity insurance

26.1 Indemnity

- (a) To the extent permitted by the Act, the Company indemnifies:
 - (i) every person who is or has been an officer of the Company; and
 - (ii) where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).
- (b) In accordance with section 199A of the Act, the Company must not indemnify a person against:
 - (i) any of the following liabilities incurred as an officer of the Company:
 - (1) a liability owed to the Company or a related body corporate;
 - (2) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (3) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or

- (ii) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
 - (1) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 26.1(b)(i);
 - (2) in defending or resisting criminal proceedings in which the person is found guilty;
 - (3) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (4) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (iii) For the purposes of rule 26.1(b)(ii) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.
- (c) An officer must:
 - (i) give notice to the Company promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under rule 26.1(a);
 - (ii) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
 - (iii) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Company;
 - (iv) allow the Company or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any Claim, including giving the Company or its insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
 - (v) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and

- (vi) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.
- (d) In rule 26.1(c) Claim means:
- (i) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
 - (ii) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
 - (iii) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 26.1(d)(i) or 26.1(d)(ii) may be initiated.

26.2 Insurance

The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Company; or
- (b) a contravention of section 182 or 183 of the Act.

In the case of a director, any premium paid under this rule is not remuneration for the purpose of rule 6.

26.3 Director voting on contract of insurance

Despite anything in this constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

26.4 Liability

An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

26.5 Meaning of "officer"

For the purposes of rules 26.1, 26.2, 26.3 and 26.4, officer means a director or secretary.

Schedule 1

Proxy Form
[insert School Authority name]

being a Member and Director of the above School Authority hereby appoint

.....of
.....

or, failing him/her,

. of
.....

as my proxy to vote for me and on my behalf at the *annual general/*general meeting/*directors meeting of the School Authority to be held on the day of....., 20..... and at any adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

[Description of resolution] *For/*Against/*Abstain

Signed this day of....., 20

Authorised signature of Member

**Strike out whichever is not desired. Instructions; To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.*