

CONSTITUTIONS

(updated July 2016)

PCQ BODIES

300	Adult Singles Ministry (rescinded as of September 2015)	
301	Campsite Sub-committee - Bunya Mountains (rescinded as of September 2015)	
302	Campsite Sub-committee - Lammermoor (rescinded as of September 2015)	
303	Campsite Sub-committee - Tinaroo (rescinded of September 2015)	
304	Presbyterian Women's Association of Australia in the State of Queensland	3
305	Presbyterian Women's Missionary Union	9
306	Presbyterian Youth (rescinded as of September 2015)	
307	Queensland Theological College	13

PCQ RELATED BODIES

330	Fairholme College Toowoomba	25
331	PresCare	37
332	Surecom (rescinded as of March 2016)	
333	Credeere Services Group	47

PCQ RELATED AFFILIATED BODIES

350	Emmanuel College	84
351	Grace College	90
352	St Andrew's Toowoomba Hospital	96
353	The Presbyterian and Methodist Schools Association	112

**PRESBYTERIAN WOMEN'S ASSOCIATION OF AUSTRALIA
IN THE STATE OF QUEENSLAND
304**

NAME

1. The name of the Association shall be the **Presbyterian Women's Association of Australia (Queensland Unit)**

AIMS

2. *To link women within the Presbyterian Church of Queensland in the Worship and Service of God as revealed to us by Jesus Christ in the Power of the Holy Spirit.*

To share in the witness of the church by encouraging and supporting missionary, educational and social activities approved of and/or conducted by the State Assembly.

To extend the range and influence of Presbyterian women by providing opportunity for worship, Bible study, and equipping women for Christian service.

To co-operate with other women's organisations within the Community and beyond as approved by the State Assembly.

MEMBERSHIP

3. The members of the Association shall be women who are members of a local Branch of the Association within a charge/church.

Only communicants and/or adherents of the Presbyterian Church shall be eligible to hold office.

Women who are unable to attend local Branch meetings may become Associate Members of the State Unit by paying an affiliation fee as set down by a State Council meeting.

ORGANISATION

4. The Association shall be comprised of local Branches within a church, Presbyterial Associations, a State Conference, together with the State Council Standing Committee and special groups.

LOCAL BRANCHES

5. A local Branch or Branches may be formed in each congregation within a charge/church with the approval of the Kirk Session. Local Branches shall operate in accordance with the Constitution and Rules of the Presbyterian Church of Queensland. There may be more than one Branch within a charge.

PRESBYTERIAL ASSOCIATIONS

6. Presbyterian Associations shall be established by the State Council on the authority of the State Conference, following prior approval of the relevant Presbytery.

A Presbyterian Association shall consist of Branches contained in one, or more Presbyteries.

Each PA shall elect annually from those nominated by local Branches two representatives who shall represent the PA on the State Council.

STATE CONFERENCE

7. There shall be a State Conference held annually and on such dates and at such time and place as the State Council shall determine. The State Conference shall be the ruling body of the Association and it shall deal with all matters of general policy and its decisions shall govern all organizations within the Association.

The State Conference shall consist of the State Council and voting delegate from each Branch.

Any members of the Association may attend the State Conference, but only duly elected delegates and members of the State Council can vote.

The State Conference shall declare the results of the ballot for a State President, two State Vice Presidents (one from Brisbane Metropolitan and one from a country area), State Secretary and a State Treasurer or a State Secretary/Treasurer. Secretary and Treasurer shall all act in these capacities on the Executive of the State Council.

The State Conference shall receive the PWA Annual Report and submit same to the State Assembly.

STATE COUNCIL

8. There shall be a State Council which shall consist of the President, two Vice Presidents, Secretaries, Treasurer, Immediate Past President, representatives of the Standing Committee and up to two representatives from each Presbyterian Association and each Branch.

The State Council shall:

Appoint its own Executive Committee Appoint Special Representatives as required to deal with matters not already covered by the work of the Standing Committee.

Appoint Representatives to the Federal Conference of the Presbyterian Women's Association of Australia.

Arrange the business of the State Conference.

Have power to fill any vacant office which appointment shall stand until the next meeting of the State Conference.

Compile an Annual Report- for presentation to the State Conference- from reports and audited financial statements received from the Secretary and Treasurer of State Council, the Standing Committee and PA's. Such reports and statements to be in the hands of the Secretary of the State Council at a date to be determined by the State Council but not less than two months prior to the first day of the State Conference.

STANDING COMMITTEE

9. **The Standing Committee of the Association shall be:**

Presbyterian Women's Missionary Union (Queensland)

The Standing Committee shall:

Be autonomous, working under its own Constitution as approved by the State Assembly of Queensland.

Send their Constitution to the PWA State Council for reference.

Present reports to the State Conference and to Council.

Appoint up to two representatives to the State Council.

FINANCES

10. State Council shall set an annual affiliation fee to be paid by each member for administration of State Council.

AMENDMENTS TO THE CONSTITUTION

11. **The Constitution shall be amended:**

- At the Annual Meeting of the PWA of Australia (Qld Unit);
- By a two-thirds majority of eligible voters;
- With written notice of proposed amendment being received by the State Secretary three calendar months before the day of the Annual Meeting; and
- Being circulated to all branches two calendar months before the day of the Annual Meeting.

All amendments shall be deemed provisional only, until confirmed by the State Assembly.

BY-LAWS

12. The procedure and business of meetings shall follow the practise of the General Assembly of Australia.

By-laws may be disallowed by the Queensland State Assembly.

The Annual Meeting may make by-laws consistent with the Constitution.

- Procedure and business of meetings.
- Method and voting at elections
- Quorums
- Finance and affiliation fees.
- Notices of motion.

PRESBYTERIAN WOMEN'S ASSOCIATION OF AUSTRALIA (QUEENSLAND UNIT)

BY-LAWS

BRANCHES

1. After the Annual Meeting of the Branch and whenever changes occur, each Branch shall notify the State Secretary of the name and address of the Branch President, Secretary, Treasurer and Council representatives. Council representatives may appoint a proxy from their own Branch who shall have written authority.

PRESBYTERIAL ASSOCIATIONS

2. The Presbyterial Association shall meet in conference at least annually. At this meeting the Presbyterial Association shall elect as it's Executive, a President, a Secretary, a Treasurer, up to two representatives to the State Council, and other officers as determined by the particular Presbyterial Association., these to form the Executive Committee. Executive has the power to make urgent decisions when necessary. These decisions to be endorsed later by the Presbyterial Association.

The Work of the Presbyterial Association shall be in line with that of the PWA. And the Secretary shall send a report and a copy of the audited Financial Statement to the State Council three months prior to the State Annual Conference.

FINANCE

3. A collection shall be made during each Annual Conference which shall, after deducting reasonable expenses be sent to the State Treasurer of PWA for

Deputation purposes. Each Guild or Group within the Presbyterian Association shall pay an affiliation fee to the Presbyterian Association as fixed by the State Conference. This is in addition to the individual' member's fee to State Council.

STATE

4. The business of the State Conference shall be:
 - (a) To receive the Annual Report from the State Council on the work of the past year, including the Balance Sheet and other Audited Financial Statements.
 - (b) To declare results of Ballot for office on the State Council under Clause 7 of the Constitution.
 - (c) To appoint an Auditor for the ensuing year.
 - (d) To consider any other business which may be brought forward to the Conference, in accordance with the Constitution, provided that the State Council is given notice in writing, no later than three months before the first day of the Annual Conference in each year.
 - (e) To deal with any special matters arising as determined by the State Council.
 - (f) No member of Conference shall have more than one vote.
5. The State Office Bearers shall not hold any one office for more than three consecutive years and shall not be eligible for re-election to the same office until a lapse of at least one year.
6. Nominations from Branches for State Office Bearers shall be made three months prior to the State Conference.

No office shall be otherwise filled at Conference except in the case of positions for which no nomination has been received by the prescribed date.
7. A Branch may appoint as a delegate to represent them at the State Conference, any member from any affiliated Branch, who is not already a voting delegate.
8. Representatives from one-tenth of the Branches shall form a Quorum.

COUNCIL

9. (a) The State Council shall meet regularly at such time and place as the President and the State Secretary shall direct.

At such meeting the President shall have a casting vote but no deliberative vote.

At any such meeting, **eight** shall form a quorum.

The Presbyterian Church of Queensland Commission of Assembly will be able to vary the quorum if necessary.
 - (a) Immediate Past President remains a member of the Executive Committee.
-
1. Annual Membership Fees for the current year (calculated on number of members as at 31st December of the preceding year) shall be paid to the State Treasurer not later than 31st March in each year. Each Branch shall be responsible for the fees of its Life Members.

AMENDMENT OF BY-LAWS

2. By-Laws shall be amended by the two-thirds majority of those voting at the Annual State Conference, provided that written notice of the proposed amendment has been forwarded to the State Secretary in time to be circulated to all Branches two calendar months before the first day of the State Conference.

PRESBYTERIAN WOMEN'S MISSIONARY UNION

305

NAME

1. The Presbyterian Women's Missionary Union (Qld) (PWMU Qld) is a Standing Committee of the Presbyterian Women's Association of Australia (Queensland Unit)

OBJECTS

2.
 - (a) To support in effort and by financial assistance the mission of the Church as expressed through the APWM (Queensland) of the General Assembly of the Presbyterian Church of Queensland.
 - (b) To encourage the women of the Church to have a zeal for this mission outreach as revealed to us in the Word of God through our Lord and Saviour Jesus Christ and in obedience to His Commission to preach the Gospel to the whole world.
 - (c) To maintain direct and constant correspondence, support, prayer and generally encourage our Missionaries in their calling.
 - (d) To faithfully continue to maintain such other areas of mission and support as may be delegated to it by the Presbyterian Women's Association of Australia (Queensland Unit).

MEMBERSHIP

3.
 - (a) Attendance at meetings is open to all Communicant Members and Adherents of the Presbyterian Church of Australia and Queensland.
 - (b) Only duly affiliated members of the Presbyterian Women's Association of Australia (Queensland Unit) are eligible to vote and hold office.
 - (c) An Associate member shall have all rights and privileges of members, except that they shall not move or second a motion or an amendment, vote on any question or occupy office; (see SO 10).

OFFICERS

4. Will be elected annually at the Annual General Meeting of the Committee and shall be:
 - (a) Convener
 - (b) Deputy Convener
 - (c) Secretary
 - (d) Treasurer

- (e) Representatives to: Presbyterian Women's Association of Australia (Queensland Unit) State Council.

EXECUTIVE.

- 5. The Convener, Secretary and Treasurer shall comprise the Executive to make urgent decisions which must be reported to the next meeting of the Committee to be endorsed.

FINANCE

- 6. (a) All working accounts will be vested by the Treasurer in one bank account entitled Presbyterian Women's Missionary Union (Qld)
- (b) All cheques and documents shall be signed by any two of the following: Convener, Secretary, and Treasurer.

ELECTIONS

- 7. (a) Only duly affiliated members of the PWA of A (Queensland Unit) are eligible to nominate or be nominated for any office or position;
- (b) A Deputy Convener may hold a second office;
- (c) All officers are elected at the Annual Meeting;
- (d) Casual vacancies may be filled by the General Committee on a recommendation of the Executive Committee.

MEETINGS.

- 8. The Committee shall meet as follows:
 - (a) The Annual General Meeting will be held normally on the first Friday of February at which the Annual Report and audited Financial Statement will be presented. Officers, appointees as set out in 4 above will be elected and the Auditor appointed.
 - (b) General meetings: as determined from time to time.
 - (c) Special meetings:
 - (i) may be called by the Convener on her own initiative
 - (ii) by the Deputy Convener on a written request by two members. Quorum - three (3) members.

ALTERATIONS TO CONSTITUTION

- 9. (a) The Constitution may be altered and/or amended by a two-thirds majority of those voting at a General Meeting after two months' notice given at a General Meeting and published in at least one issue of "Notes & News"

- (b) All such alterations/amendments are provisional only until approved by the Presbyterian Women's Association of Australia (Queensland Unit).

QUEENSLAND THEOLOGICAL COLLEGE

307

1. Interpretation

- 1.1 In this Constitution, unless the context requires otherwise: “Assembly” means the General Assembly of the Church; “Finance and Administration Board” means the Finance and Administration Board of the Church as constituted from time to time by the Rules and Forms of Procedure of the Church; “Chairman” means the Chairman of Directors appointed pursuant to Rule 5.15; “Church” means the body corporate incorporated in Queensland as The Presbyterian Church of Queensland; “Directors” means the Directors duly appointed from time to time by the State Assembly and through other processes; “Queensland Theological College” means the college currently owned by the Church; “Law” means the Corporations Law, and where appropriate, the Trust Act of Queensland; “Principal” means the Principal appointed by the Assembly; “Rules” means the provisions of this Constitution as amended, modified or supplemented by the Assembly or its Commission; and “Secretary” means any person appointed to perform the duties of a secretary of the Board.
- 1.2 In this Constitution, unless there be something in the subject or context inconsistent herewith:
- (a) Paragraph headings are for convenience only and shall not affect the interpretation of the provisions of this Constitution.
 - (b) Words importing only singular include the plural and vice versa.
 - (c) Words importing any gender include the other gender.
 - (b) Words importing only natural persons include corporations, partnerships, joint ventures, associations or other body corporate and any governmental or semi-governmental agency and vice versa.
 - (c) A reference to any statute or regulation includes all statutes and regulations amending, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.
 - (d) A reference to a document includes an amendment or supplement to, or replacement or notation of that document.
 - (e) A reference to a party to a document includes that party’s successors and permitted assigns.
 - (f) A reference to a “Rule” means a clause number or sub-clause of this Constitution.

2. Name

- 2.1 There shall be constituted an organisation within the Presbyterian Church of Queensland to be known as “Queensland Theological College” and all other references in other places of the Code of the Presbyterian Church of Queensland which refer to ministry training institutions shall be taken as referring to Queensland Theological College.

3. Objects

- 3.1 The Queensland Theological College, from its position within the evangelical, biblical and reformed Christian tradition, exists to encourage and stimulate theological thinking and application, and to educate, disciple and train people for Christian life and service in a variety of situations both formal and informal; which is to be achieved by:

- (1) Training students to examine and evaluate contemporary challenges in the light of the gospel;
- (2) Giving strong emphasis to evangelism;
- (3) Giving specific and practical training for a variety of ministries;
- (4) Giving particular attention to the essential training of men for the ministry of Word and Sacrament of the Presbyterian Church of Australia;
- (5) Subject to teaching and training provisions as set forth in the Code, Regulations and Guidelines of the Presbyterian Church of Queensland and the Constitution, Procedure and Practice of the Presbyterian Church of Australia, act as the body within the Presbyterian Church of Queensland with the responsibility for provision of formal training in theology and ministry to support the ministry of congregations, Presbyteries, the Assembly, and other Committees, Boards and entities of the church.
- (6) Developing flexible delivery systems where these are an appropriate means to achieve the above Objects.

4. Doctrinal Basis

- 4.1 The doctrinal basis of the Presbyterian Church of Australia shall be the doctrinal basis of Queensland Theological College.

5. Management and Appointment of Directors

- 5.1 The management of Queensland Theological College shall be vested in a Board as provided in this Constitution. Directors shall be appointed by the State Assembly or where necessary the Commission of that Assembly and appointments shall be for a period of three years. From the inception of this constitution sections of the board shall retire to ensure that a third of appointees

are made annually, each alternately serving ultimately, a three year term.

- 5.2 Written consent is required for each person who agrees to become a Director, such consent being made through the Assembly's nomination form. The Assembly shall seek to ensure, so far as possible, that the Board reflects the qualities of policy delivery, the culture and the ethos of the College, the College's corporate and historical profile, the foundational principles of the Christian faith and the succession process for the Board.
- 5.3 The Board shall consist of:
- (a) Five (5) persons all of whom are Communicant members or Ministers of the Church appointed by the Assembly, one of whom preferably shall have an accounting qualification and one of whom preferably shall have a legal qualification. Any vacancy caused by a resignation or termination of the membership of any of the five persons so appointed, shall be filled by the Assembly.
 - (b) Three (3) persons appointed by the Committee on Training for the Ministry.
 - (c) Those persons who for the time being hold a position of Moderator, Clerk and Treasurer of the Assembly shall be members of the Board without the need for the Assembly making an appointment. The Principal and Vice-Principal for the time being of Queensland Theological College by virtue of those persons holding those positions shall be members of the Board without the need for the Assembly making an appointment.
- 5.4 To be eligible for appointment as a Director, Directors shall be active members, or adherents of a Presbyterian Church as defined by Rule 1.8 (Communicants) and Rule 1.10 (Adherents) of the Rules and Forms of Procedure of the Church, and all Directors shall prior to their appointment sign the required nomination form.
- 5.5 The Directors appointed pursuant to this rule shall hold office for a three year term from 1 July in each year or the date of their appointment (whichever shall be the latter) for a three year term with the proviso that for the introductory period of this constitution sufficient members should retire for possible re-election to fulfill the requirements of the three year term.
- 5.6 The parties and bodies responsible for the appointment of Directors in accordance with this Rule shall endeavour to appoint persons who have qualifications, experience and ability in such fields as theology, ministry, education, finance, management, law, administration, communication, planning and design, public relations, social science or other fields related to the conduct of Queensland Theological College.

- 5.7 A person's appointment by the Assembly in terms of clause 5 as a Director shall be sufficient evidence of the validity of such appointment notwithstanding any invalidity or irregularity in any proceeding or meeting procedure of the body or association making such nomination in terms of this clause.
- 5.8 Any Director being otherwise qualified is eligible for re-appointment either in the same or a different capacity.
- 5.9 The office of Director becomes vacant if the Director:
- (a) 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; or
 - (b) is absent without the prior consent of the Directors from more than three (3) consecutive meetings of the Directors; or
 - (c) holds any other office of profit under the Board except that of Principal or Vice-Principal; or
 - (d) is directly or indirectly interested in any contract or proposed contract with the Board and fails to declare the nature of his or her interest in a manner required by the Law and this Constitution; or
 - (e) becomes an employee of Queensland Theological College unless such employment is as Principal or as Vice-Principal; or
 - (f) ceases to be Principal or Vice-Principal of Queensland Theological College (in the case of the Directors appointed pursuant to Rule 5.3) and is not otherwise appointed to be a Director; or
 - (g) ceases to be Moderator, Clerk or Treasurer as the case may be (in the case of the respective persons appointed as Directors pursuant to Rule 5.3) and is not otherwise appointed to be a Director.
- 5.10 Subject to other provisions of this Rule each member of the Board holds office for a period from the date of appointment until the end of the General Assembly which is at least three years after that date.
- 5.11 A person appointed to fill a casual vacancy shall be appointed for the balance of the term of office of the member of the Board being replaced. The Commission of Assembly shall approve the appointment of such a casual vacancy.
- 5.12 The Assembly may, from time to time, remove the Board members appointed by it or any of them, from membership of the Board and may also remove any person appointed pursuant to clause 5.14 hereof.
- 5.13 A member shall automatically and forthwith cease to be a member of the Board in any of the following circumstances:
- (a) On retirement or resignation of membership by notice in writing to the Chairman in that behalf;

- (b) On failure to attend three consecutive meetings of the Board without the approval of the Board;
 - (c) When adjudicated bankrupt or has entered into a Deed of Arrangement or assigned his/her estate for the benefit of his/her creditors or otherwise takes advantage of laws in force for the time being relating to bankruptcy;
 - (d) On incapacity to continue to act as a member or incapacity as determined by the Assembly on the basis of evidence submitted by the Board;
 - (e) Failure to subscribe to the objects of this Constitution and/or failure to observe any of the provisions of this Constitution or acts in breach of the terms of this Constitution;
 - (f) Is convicted of an indictable offence;
 - (g) Conducts himself or herself in a manner considered to be injurious or prejudicial to the Constitution or interests of Queensland Theological College or the Church.
 - (h) The Assembly or its Commission determines whether any of clauses 5.14(e), (f), (g) applies on the basis of evidence submitted to it.
- 5.14 The Chairman, Vice Chairman and Secretary shall be elected by the Board at the first meeting after each Annual General Assembly in each calendar year.
- 5.15 Where the position of Chairman, Vice Chairman or Secretary falls vacant during the year a new Chairman, Vice Chairman or Secretary as the case may be shall be elected by the Board at the first meeting after the vacancy occurs.
- 5.16 The Chairman, or in the absence of the Chairman, the Vice-Chairman, shall preside at all meetings of the Board and if neither are present by a member elected by those present.
- 5.17 The Chairman of a meeting shall have a deliberative vote and, if there is an equality of votes, he shall have a casting vote in terms of Standing Order 84.

6. Visitor

- 6.1 The Moderator of the Assembly shall have the right to visit the College's premises at any time and to examine the manner in which any of the College's activities are being conducted.

7. Meetings

- 7.1 The Board shall meet monthly or such times as it may determine. Additional or special meetings may be called by any three members of the Board as they shall deem necessary.

- 7.2 Four members, of whom two are appointed members, shall constitute a quorum at any duly convened meeting of the Board.
- 7.3 The Board may hold any meeting by electronic means whereby participants can be heard and can hear, but are not necessarily in the same place.
- 7.4 Decisions may be made by the Board without a meeting if a consent in writing setting out such a decision is signed by all members of the Board other than those on leave of absence with the permission of the Board.
- 7.5 At least 48 hours' notice shall be given to members of the Board specifying the place, date and the hour of meeting of the Board or Subcommittee and the general nature of the business to be transacted. Such notice may be given to or served upon a member either personally, or by telephone, facsimile machine, electronic mail or by sending it through the post in a prepaid letter addressed to such member's usual or last known place of business or abode but the non-receipt of such notice by any member shall not invalidate the proceedings at any meeting. The members present (or participating in accordance with the provisions of this Constitution) and constituting a quorum at any meeting of the Board may, by unanimous decision, agree to abridge the period of notice required to be given for the holding of that meeting.
- 7.6 A special meeting of the Board must be held within 14 days after the Chairman receives a requisition in writing signed by the visitor or by not less than 1/3 of the members of the Board. The requisition must clearly state the reason the special meeting is being convened and the nature of the business to be transacted at the special meeting.

8. Report

- 8.1 The Board shall arrange for the yearly audit of Queensland Theological College Profit and Loss Accounts and Balance Sheet. The audit shall be carried out by a person registered as an auditor with the Australian Securities Commission and approved by the Assembly.
- 8.2 The Board shall present a Report annually to the Assembly and shall on a quarterly basis, submit a written report of its activities to the Commission of Assembly together with a financial report which will not be required to be audited and which will in the first instance be provided to the Finance and Administration Board. It shall however present its audited annual financial statement to the Assembly immediately it is available.

9. Special Audit

- 9.1 The Assembly may by resolution appoint an auditor to investigate the financial affairs of Queensland Theological College. Any auditor so appointed shall have full authority to inspect all account books and records of Queensland Theological College.

10. Powers

10.1 Subject always to any direction or decision of the Assembly and to the provisions of this Constitution and in accordance with the Rules and Forms of Procedure of the Church, the Board shall be responsible for the whole management of Queensland Theological College and shall have the following powers:

- (a) To conduct appeals for funds and accept donations, gifts and bequests of money and any real or personal property provided however that any real property, securities or other property shall be held in the name of the Church;
- (b) To make from time to time other regulations for the internal management, organisation, administration and procedures of Queensland Theological College, including the establishment of the Committees of the Board which may have membership beyond the membership of the Board provided that such regulations are not inconsistent with this Constitution;
- (c) To provide the Principal of Queensland Theological College with policies and guidelines that will enable him to proceed with the day to day management of Queensland Theological College;
- (d) To invest in the Principal of Queensland Theological College the authority to employ, supervise and discipline non-Faculty staff as appropriate and in keeping with the policies and guidelines laid down.
- (e) To appoint non-Faculty members to lecturing and teaching positions at the QTC upon the recommendation of the Executive, subject to the concurrence of the Commission of Assembly in the case of any full-time appointments.
- (f) To purchase, take on lease, exchange, hire or otherwise acquire an interest in any real or personal property;
- (g) To borrow or raise money whether on mortgage or other security or otherwise as the Board may think fit;
- (h) To erect buildings and maintain, alter and improve existing buildings and to provide the same with such facilities at it deems necessary and, for these purposes, to employ persons on such terms as the Board may determine;
- (i) To make investments in any one or more of the forms of investment and to operate banking accounts whether trading, savings or investment accounts with such bank or banks as the Board may determine;

- (j) In furtherance of the objects of Queensland Theological College to sell, improve, develop, dispose of, or otherwise deal with all or any part of the property and rights of Queensland Theological College.
- 10.2 The Directors may pay all expenses incurred in operating Queensland Theological College and may exercise powers to borrow money, to charge any property or business of the College but only in relation to the business of the College in accord with the Rules and Procedures of the Presbyterian Church of Queensland.
- 10.3 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are valid and effective, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the person to be a Director or a member of a committee or to act or to continue to act as a Director, or that a person so appointed was disqualified.

11. Principal and Vice Principal

- 11.1 The Assembly shall appoint a Principal and Vice Principal in terms of Chapter 6 of the Code of the Presbyterian Church of Queensland.
- 11.2 In the event of the absence, resignation, removal or death of the Principal, the Vice Principal shall act as Principal, until and unless the Commission of Assembly determines to appoint another member of Faculty as acting Principal, on the recommendation of the CTM in consultation with the Board.
- 11.3 The CTM may appoint another full-time lecturer as acting Vice Principal in the event of the absence, resignation, removal or death of the Vice Principal to the next Assembly, such appointments being made on the recommendation of the Board.
- 11.4 The requirements of the Principal and Vice Principal shall be as set out in the addendum to this constitution and the Commission of Assembly shall have the power to change such addendum on the recommendation of the CTM.
- 11.5 The Principal shall chair an Academic Subcommittee, comprised of the Vice Principal and up to three other members of the lecturing staff of the QTC who shall be appointed by the Board and upon nomination of the Principal, which shall oversee and arrange the delivery of all courses, units and subjects.

12. Discipline of Academic Staff

- 12.1 In terms of 4.1 it is acknowledged that the doctrinal basis of QTC is that of the Presbyterian Church of Australia. This constitution acknowledges that any discipline of academic staff which falls within the jurisdiction of the Code of Discipline shall be undertaken by the appropriate bodies in terms of that code.
- 12.2 Other administrative matters concerning employment shall be dealt with by the Board in terms of specific employment contracts or agreements whereby in terms of the Code of the Presbyterian Church of Queensland appeal may be

made to a superior body.

13. Relationship with the Committee on Training for the Ministry

- 13.1 The Queensland Theological College shall be the official training institution within Queensland for both students and candidates for the ministry of Word and Sacrament and for candidates for the order of deaconesses.
- 13.2 The Queensland Theological College shall ensure that all training programs in relation to the Training of Ministers or Deaconesses shall conform to the requirements of the General Assembly of Australia and the College Committee as well as any external body so approved by the Assembly.
- 13.3 The Queensland Theological College shall participate in any post graduate studies which fall within the post graduate scholarship fund administered by the Committee on Training for the Ministry.
- 13.4 The Queensland Theological College shall cooperate both with the Faculty and the Committee on Training for the Ministry in relation to field education appointments and allowances administered by the Committee on Training for the Ministry.

14. Candidates and Probationary Students for the ministry of the Presbyterian Church of Australia and Deaconess students

- 14.1 QTC will provide studies as required by the General Assembly of Australia and the College Committee and where applicable any decisions of the Queensland State Assembly in relation to such training.

15. Operational Management

- 15.1 The Board of QTC shall be responsible for the policy direction of the college always in terms of any instructions given to the Board by the State Assembly or its Commission.
- 15.2 The day to day implementation of the policy of the Board together with daily operational matters shall be under the direction of the Principal of the college.
- 15.3 An Executive Management Team made up of specific members of staff and led by the Principal shall be established to direct and administer the day to day operations of the college. This Executive shall be comprised of the Principal, the Vice Principal, a full-time lecturer of the college appointed by the full-time lecturers from among their own number, and two other members of staff appointed to the Executive by the Principal.
- 15.4 All administrative staff shall be appointed in terms of the Rules and Regulations of the Presbyterian Church of Queensland and shall be reported to the Board for noting.
- 15.5 The Board is required to set reserve powers in relation to any financial or other matters which it may allocate to the Executive Management Team.

15.6 The Lecturer (or Professor) on Church History in Queensland Theological College shall be entitled The Caldwell–Morrow Lecturer (or Professor).

16. Winding Up

16.1 If any resources or assets of Queensland Theological College have been received in terms of any not-for-profit status then the Assembly shall act in accordance with any relevant Law or Tax requirement and distribute such assets to any other authority, organisation, fund or institution of the Assembly's choosing. Such authority, organisation, fund or institution shall have the same or similar objects of Queensland Theological College, which prohibit the distribution of its or their income and property among its or their members and which is an organisation to which gifts are allowable deductions under the provisions of the Income Assessment Act as amended.

16.2 The Queensland Theological College is an institution solely owned and operated by the Presbyterian Church of Queensland and in the event of QTC being wound up then the Assembly of the Presbyterian Church of Queensland shall determine the future use of such assets.

ADDENDUM

The Role of the Principal and Vice Principal under the Constitution

(A) PRINCIPAL

The Principal shall implement Faculty decisions, Committee on Training for the Ministry (CTM) decisions related to Queensland Theological College (QTC) and manage the day to day operations of QTC and in doing so shall:

1. Report to the Board on the day to day operations of QTC and on identified future directions and needs.
2. Manage the ongoing relationship with Emmanuel College.
3. Managing the relationship with the GAA College Committee.
4. In accordance with the policies developed by the Board, exercise management responsibility and oversight of:
 - (a) the admission, enrolment and progression of students at QTC.
 - (b) arrangements for the education, support and development of students
 - (c) the holdings, services and acquisitions of the Gibson-Radcliffe Library.
5. Operate the programs of QTC within the budget approved by the Board.
6. Manage the recruitment of Library, administrative and other staff to support the operation of QTC by:
 - (a) Developing specific job descriptions for those who work in non-teaching roles at QTC (e.g. financial management, administrative, promotion) for approval by the Board in terms of the relevant rules.
 - (b) Appointing personnel to those non-teaching positions approved by the Board and where the Board has approved the budget for such positions.
7. Manage those appointed to work in non-teaching roles (including library staff) in the college including making arrangements for regular performance reviews and providing appropriate pastoral care.
8. Lead the performance appraisals of QTC lecturers under the arrangements put in place by the Board, and make arrangements for performance appraisals of other teachers and tutors at QTC as required by the Board.
9. Develop specific job descriptions for those who work in lecturing and teaching positions at QTC, for approval in terms of the relevant rules.

(B) VICE-PRINCIPAL

Under the direction of the Principal, the Vice-Principal is to:

1. Assist the Principal in his management of strategic and pastoral matters, and represent / deputise for the Principal as and when requested by him;
2. Perform the role and duties of Acting Principal when the Principal is on leave, or otherwise absent from QTC;
3. Retain current knowledge of the tertiary education sector in Australia and of theological education practices and methods in Australia and overseas, and regularly review the curriculum and educational practices of QTC in relation to the needs of students, PCQ and destination ministries. Provide advice and recommendations to the Principal, Executive and Board on these matters to assist them to ensure that the college is performing its educational function at the level of best-practice;
4. Manage the relationship with the Australian College of Theology on behalf of the Executive Management Team;
5. Supervise the QTC Registrar and other staff as directed by the Principal;
6. Fulfill the role and responsibilities of Academic Dean in relation to the requirements of the Australian College of Theology regarding this role within affiliated colleges.

FAIRHOLME COLLEGE TOOWOOMBA

330

1. Interpretation

1.1 In this Constitution, unless the context requires otherwise:

“*Assembly*” means the General Assembly of the Church;

“*Finance and Administration Board*” means the Finance and Administration Board of the Church as constituted from time to time by the Rules and Forms of Procedure of the Church;

“*Chairman*” means the Chairman of Directors appointed pursuant to Rule 4.1;

“*Church*” means the body corporate incorporated in Queensland as The Presbyterian Church of Queensland;

“*Directors*” means the Directors of Fairholme College duly appointed from time to time by the State Assembly;

“*Fairholme College*” means the school currently owned by the Church at Wirra Wirra Street, Toowoomba in the State of Queensland;

“*Law*” means the Australian Corporations Law, and where appropriate the Queensland Trust Act;

“*Principal*” means the Principal appointed by the Directors pursuant to Rule 10.1;

“*Rules*” means the provisions of this Constitution as amended, modified or supplemented by the Assembly or its Commission; and

“*Secretary*” means any person appointed to perform the duties of a secretary of the Board.

1.2 In this Constitution, unless there be something in the subject or context inconsistent herewith:

(a) Paragraph headings are for convenience only and shall not affect the interpretation of the provisions of this Constitution.

(b) Words importing only singular include the plural and vice versa.

(c) Words importing any gender include the other gender.

(d) Words importing only natural persons include corporations, partnerships, joint ventures, associations or other body corporate and any governmental or semi-governmental agency and vice versa.

(b) A reference to any statute or regulation includes all statutes and regulations amending, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.

(c) A reference to a document includes an amendment or supplement to, or replacement or notation of that document.

(d) A reference to a party to a document includes that party’s successors and permitted assigns.

- (e) A reference to a “Rule” means a clause number or sub-clause of this Constitution.

2. Name

- 2.1 There shall be constituted an organisation within the Presbyterian Church of Queensland to be known as ‘Fairholme College Toowoomba’.

3. Objects

- 3.1 To conduct a school in Toowoomba having the following key objectives:
 - (a) To lead and nurture students in their knowledge, understanding and experience of the Christian faith reminding them that God is the Creator of all things and has revealed himself in creation and that His will is to be served and glorified throughout that creation.
 - (b) To seek excellence in the provision of quality teaching and learning.
 - (c) To provide an environment that offers opportunities for students to grow and extend and enrich their God given talents.
 - (d) To develop contributing members of future communities through providing rich and diverse experiences of leadership, service and learning, all of which to take place within the context of the gospel message.

4. Management and Appointment of Directors

- 4.1 The management of Fairholme College shall be vested in a Board as provided in this Constitution. Directors shall be appointed by the State Assembly or where necessary the Commission of that Assembly and appointments shall be for a period of three years. From the inception of this constitution sections of the board shall retire to ensure that a third of appointees are made annually, each alternately serving ultimately, a three year term.
- 4.2 Written consent is required for each person who agrees to become a Director of the Board, such consent being made through the Assembly’s nomination form. The Assembly shall seek to ensure, so far as possible, that the Board reflects the qualities of policy delivery, the culture and the ethos of the College, the College’s corporate and historical profile, the foundational principles of the Christian faith and the succession process for the Board.
- 4.3 Nine directors shall be appointed by the Assembly (on nomination of the board) for a three year term of whom at least six shall be members of the Presbyterian Church.
- 4.4 Two Directors shall be appointed annually by the Assembly on nomination through the Board by The Parents’ and Friends’ Association of Fairholme

College (or its successor, should that Association become incorporated or replaced by a similar body).

- 4.5 The process by which clauses 4.3 and 4.4 are carried out shall be:
- (a) In the first instance the nomination shall be presented to the Board or its Chairman.
 - (b) In its Annual Report to the Assembly the Board shall provide comment in relation to each nomination and include each nomination into a Deliverance for the Assembly's consideration. Any other nomination shall first of all be referred to the Board for its comment, and should this process not be finalised, the Assembly shall authorise the Commission of Assembly to make the final determination concerning the appointment.
- 4.6 To be eligible for appointment as a Director, all Directors, other than those referred to in Rule 4.4 shall be active members, or adherents of a branch of the Christian Church as defined by Rule 1.8 (Communicants) and Rule 1.10 (Adherents) of the Rules and Forms of Procedure of the Church. If a Director is not a member of the Presbyterian Church that Director shall comply to the equivalent of some other branch of the Christian Church (4.3). Prior to their appointment they shall be required to subscribe in writing to the Educational Aims of the Church in its Schools as declared from time to time by the Assembly.
- 4.7 Those persons who for the time being hold a position of Moderator, Clerk and Treasurer of the Assembly shall be members of the Board without the need for the Assembly making an appointment. The Principal for the time being of Fairholme College by virtue of that person holding that position shall be a member of the Board without the need for the Assembly making an appointment.
- 4.8 The Directors appointed pursuant to this rule shall hold office for a three year term from 1 July in each year or the date of their appointment (whichever shall be the latter) for a three year term with the proviso that for the introductory period of this constitution sufficient members should retire for possible re-election to fulfill the requirements of the three year term.
- 4.9 The parties and bodies responsible for the appointment of Directors in accordance with this Rule shall endeavour to appoint persons who have qualifications, experience and ability in such fields as theology, education, finance, management, law, administration, communication, planning and

design, public relations, social science or other fields related to the conduct of a school.

- 4.10 A person nominated through the Board to be a Director as a nominee as a body or association referred to shall, upon being appointed by the Assembly be a Director unless disqualified by these rules or the law from being a Director.
- 4.11 A person's appointment by the Assembly in terms of clause 4.10 as a Director as a nominee of a body or association referred to shall be sufficient evidence of the validity of such appointment notwithstanding any invalidity or irregularity in any proceeding or meeting procedure of the body or association making such nomination in terms of this clause.
- 4.12 Any Director being otherwise qualified is eligible for re-appointment either in the same or a different capacity.
- 4.13 The office of Director becomes vacant if the Director:
- (a) 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; or
 - (b) is absent without the prior consent of the Directors from more than three (3) consecutive meetings of the Directors; or
 - (c) holds any other office of profit under the Board except that of Principal; or
 - (d) is directly or indirectly interested in any contract or proposed contract with the Board and fails to declare the nature of his or her interest in manner required by the Law and this Constitution; or
 - (e) becomes an employee of Fairholme College unless such employment is as Principal; or
 - (f) ceases to be Principal of Fairholme College (in the case of the Director appointed pursuant to Rule 4.7) and is not otherwise appointed to be a Director; or
 - (g) ceases to be Moderator, Clerk or Treasurer as the case may be (in the case of the respective persons appointed as Directors pursuant to Rule 4.7) and is not otherwise appointed to be a Director.
- 4.14 Subject to other provisions of this Rule each member of the Board holds office for a period from the date of appointment until the end of the General Assembly which is at least three years after that date.

- 4.15 A person appointed to fill a casual vacancy shall be appointed for the balance of the term of office of the member of the Board being replaced. The Commission of Assembly shall approve the appointment of such a casual vacancy.
- 4.16 The Assembly may, from time to time, remove the Board members appointed by it or any of them, from membership of the Board and may also remove any person appointed pursuant to clause 4.15 hereof.
- 4.17 A member shall automatically and forthwith cease to be a member of the Board in any of the following circumstances:
- (a) On retirement or resignation of membership by notice in writing to the Chairman in that behalf;
 - (b) On failure to attend three consecutive meetings of the Board without the approval of the Board;
 - (c) When adjudicated bankrupt or has entered into a Deed of Arrangement or assigned his/her estate for the benefit of his/her creditors or otherwise takes advantage of laws in force for the time being relating to bankruptcy;
 - (d) On incapacity to continue to act as a member or incapacity as determined by the Assembly on the basis of evidence submitted by the Board;
 - (e) Failure to subscribe to the objects of this Constitution and/or failure to observe any of the provisions of this Constitution or acts in breach of the terms of this Constitution;
 - (f) Is convicted of an indictable offence;
 - (g) Conducts himself or herself in a manner considered to be injurious or prejudicial to the Constitution or interests of Fairholme College or the Church.
 - (h) The Assembly determines whether any of clauses 4.17(e), (f), (g) applies on the basis of evidence submitted to it.
- 4.18 The Chairman and Vice Chairman shall be elected by the Board at the first meeting after each Annual General Assembly in each calendar year.
- 4.19 Where the position of Chairman or Vice Chairman falls vacant during the year a new Chairman or Vice Chairman as the case may be shall be elected by the Board at the first meeting after the vacancy occurs.
- 4.20 The Chairman, or in the absence of the Chairman, the Vice-Chairman, shall preside at all meetings of the Board and if neither are present by a member elected by those present.

- 4.21 The Chairman of a meeting shall have a deliberative vote and, if there is an equality of votes, he shall have a casting vote in terms of Standing Order 84.
- 4.22 The Board shall appoint a secretary to the Board, and a Director or an employee of the College may be appointed to this position. Any act carried out by the secretary shall be effective even if the secretary's appointment or the continuance of that appointment is invalid because the Board or secretary did not comply with this Constitution or any provision of the law.
5. **Visitor**
The Moderator of the Assembly shall have the right to visit the College's premises at any time and to examine the manner in which any of the College's activities are being conducted.
6. **Meetings**
- 6.1 The Board shall meet monthly or such times as it may determine. Additional or special meetings may be called by any three members of the Board as they shall deem necessary.
- 6.2 Seven members shall constitute a quorum at any duly convened meeting of the Board.
- 6.3 The Board may hold any meeting by electronic means whereby participants can be heard and can hear, but are not necessarily in the same place.
- 6.4 Decision may be made by the Board without a meeting if a consent in writing setting out such a decision is signed by all members of the Board other than those on leave of absence with the permission of the Board.
- 6.5 At least 48 hours' notice shall be given to members of the Board specifying the place, date and the hour of meeting of the Board or Subcommittee and the general nature of the business to be transacted. Such notice may be given to or served upon a member either personally, or by telephone, facsimile machine, electronic mail or by sending it through the post in a prepaid letter addressed to such member's usual or last known place of business or abode but the non-receipt of such notice by any member shall not invalidate the proceedings at any meeting. The members present (or participating in accordance with the provisions of this Constitution) and constituting a quorum at any meeting of the Board may, by unanimous decision, agree to abridge the period of notice required to be given for the holding of that meeting.

6.6 A special meeting of the Board must be held within 14 days after the Chairman receives a requisition in writing signed by the visitor or by not less than 1/3 of the members of the Board. The requisition must clearly state the reason the special meeting is being convened and the nature of the business to be transacted at the special meeting.

7. **Report**

7.1 The Board shall arrange for the yearly audit of Fairholme College Profit and Loss Accounts and Balance Sheet. The audit shall be carried out by a person recognised as an auditor and approved by the Assembly or its Commission.

7.2 The Board shall present a Report annually to the Assembly and shall on a quarterly basis, submit a written report of its activities to the Commission of Assembly together with a financial report which will not be required to be audited and which will in the first instance be provided to the Finance and Administration Board. It shall however present its audited annual financial statement to the Assembly immediately it is available.

8. **Special Audit**

8.1 The Assembly may by resolution appoint an auditor to investigate the financial affairs of Fairholme College. Any auditor so appointed shall have full authority to inspect all accounts books and records of Fairholme College.

9. **Powers**

9.1 Subject always to any direction or decision of the Assembly and to the provisions of this Constitution and in accordance with the Rules and Forms of Procedure of the Church, the Board shall be responsible for the whole management of Fairholme College and shall have the following powers:

- (a) To conduct appeals for funds and accept donations, gifts and bequests of money and any real or personal property provided however that any real property, securities or other property shall be held in the name of the Church;
- (b) To make from time to time other regulations for the internal management, organisation, administration and procedures of Fairholme College, including the establishment of the Committees of the Board which may have membership beyond the membership of the Board provided that such regulations are not inconsistent with this Constitution;
- (c) To provide the Principal of Fairholme College with policies and guidelines that will enable him/her to proceed with the day to day management of Fairholme College;

- (d) To invest in the Principal of Fairholme College the authority to employ, supervise and discipline staff as appropriate and in keeping with the policies and guidelines laid down.
- (e) To purchase, take on lease, exchange, hire or otherwise acquire an interest in any real or personal property;
- (f) To borrow or raise money whether on mortgage or other security or otherwise as the Board may think fit;
- (g) To erect buildings and maintain, alter and improve existing buildings and to provide the same with such facilities as it deems necessary and, for these purposes, to employ persons on such terms as the Board may determine;
- (h) To make investments in any one or more of the forms of investment and to operate banking accounts whether trading, savings or investment accounts with such bank or banks as the Board may determine;
- (i) In furtherance of the objects of Fairholme College to sell, improve, develop, dispose of, or otherwise deal with all or any part of the property and rights of Fairholme College.

9.2 The Directors may pay all expenses incurred in operating Fairholme College and may exercise powers to borrow money, to charge any property or business of the College but only in relation to the business of the College in accord with the Rules and Procedures of the Presbyterian Church of Queensland.

9.3 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are valid and effective, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the person to be a Director or a member of a committee or to act or to continue to act as a Director, or that a person so appointed was disqualified.

10. Principal

10.1 The Directors shall appoint a Principal and, until otherwise authorised by a resolution of the Assembly, must include in the Principal's Contract of Employment requirements that the Principal shall:

- (a) be and remain a member of a Protestant Christian Church; and
- (b) subscribe, in writing, to the Education Aims of the Church in its schools as declared from time to time by the Assembly.

11. Business Manager

11.1 The Directors shall appoint a Business Manager with terms and conditions approved by the Board.

12. Chaplains

- 12.1 (a) The Directors shall appoint a College Chaplain to carry out activities at Fairholme College:
- (i) The Appointee shall preferably be an ordained minister of the Presbyterian Church of Australia or shall be a member of a Protestant Christian denomination.
 - (ii) The Commission of Assembly shall concur in the appointment before it is validated.
 - (iii) The Appointee shall sign a form of the acceptance of the appointment in which he/she shall agree that the appointment shall be terminated if the appointee withdraws from membership of the body in which he had standing when the appointment was made.
 - (iv) If the Appointee is a Presbyterian minister he must subscribe to the church's Educational Aims as to schools, as declared from time to time by the Assembly.
 - (v) If the Appointee is not a Presbyterian minister he/she should be accepted by the Committee on Ministry Resourcing as a Home Missionary or a specialised Ministry Worker and shall have an understanding and acceptance of the confessional position of the Presbyterian Church of Australia and the appointee shall subscribe to the church's Educational Aims as to schools as declared from time to time by the Assembly.
 - (vi) The Appointee shall conform to any additional specific requirements the Board may approve.
- (b) The Directors may appoint one or more assistant chaplains who shall be a member of a Christian denomination and conform in general to the requirements of clause (a) above; however the Commission of Assembly shall not be required to concur in such an appointment.
- (c) Teachers of Christian Education within the school are appointed by the Principal in the normal course of the Principal's management responsibility.

13. Indemnity

13.1 The Board shall be responsible to ensure that each member of the Board is protected in the situation where a case involving any form of liability is brought against a member of the Board or the Board corporately.

13.2 Nevertheless this Constitution recognises that when the Board or any member of the Board acts in good faith in terms of Civil and Ecclesiastical Law then the responsibility for Fairholme College stands as an act of ministry of the Presbyterian Church of Queensland and shall be dealt with in terms of the corporation of the Presbyterian Church of Queensland as represented by the Trustees of the corporation established under Letters Patent.

14. Alteration to the Constitution

14.1 This Constitution may be amended from time to time by the Assembly or by a special meeting of the Board called for the purpose provided that:

- (a) Notice in writing of the proposed amendment has been given to all members of the Board not less than fourteen (14) days before the date of the special meeting;
- (b) The motion to amend is supported by a majority of the members present and voting at the meeting;
- (c) The amendment to become effective shall require the approval of the Assembly by a 60% majority.

15. Use of income and property

15.1 The income and property of Fairholme College shall be applied solely towards the promotion of the objects of Fairholme College as set forth in this Constitution.

15.2 No portion thereof shall be paid or transferred directly or indirectly by way of bonus dividend or otherwise to any member or members of Fairholme College or any member or members of the Board or any member or members of The Presbyterian Church of Queensland.

15.3 Nothing herein contained shall prevent the payment in good faith:

- (a) to any officers, servants or contractors of Fairholme College in return for any services actually rendered or for goods supplied in the ordinary and usual course of business;
- (b) to any officers or servants or contractors of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by Fairholme College or reasonable and proper rent for premises demised or let to Fairholme College.

15.4 With the exception of the Principal no member of the Board of Fairholme College shall be employed by Fairholme College save that the Chairman of the Board of Fairholme College may be remunerated for governance work done on terms and conditions recommended by the Board of Fairholme College and as approved by the Assembly or its Commission.

16. Dissolution

16.1 Fairholme College may be dissolved and its affairs wound up by:

- (a) a resolution of the Assembly, provided written advice from the Board of Finance and Administration and the Board of Fairholme College is first obtained.
- (b) subject to the approval of the Assembly, a resolution of the Board supported by at least three-fourths of the members of the Board provided that notice of the proposal to put such a resolution is given to all members of the Board at least twenty-one (21) days prior to the meeting at which such proposal is to be considered.

16.2 Upon dissolution the assets of Fairholme College after payment of all expenses and liabilities shall be transferred, handed over or paid by resolution of the Assembly after consideration of any recommendation from the Board to one or more authority, organization, fund or institution, having similar objects or in part similar objects to that of Fairholme College and which prohibits the distribution of its or their income and property among its or their members and which is an organization to which gifts are allowable deductions under the provisions of the *Income Tax Assessment Act* as amended.

PRESCARE

331

1. Name

There shall be constituted an organization to be known as "PresCare".

2. Interpretation

In the interpretation of this Constitution, the following words and expressions shall, where the context so admits and requires, have the following meanings:

"The Board" means the Board of Management of PresCare.

"The Church" means The Presbyterian Church of Queensland.

"The Assembly" means the General Assembly of The Presbyterian Church of Queensland or a Commission of that Assembly.

3. Objects

The objects of PresCare are:

- 3.1 To acquire and conduct the business of the six aged person complexes and other health and family related activities owned and operated by the Church through its Department of Social Mission.
- 3.2 To carry out all necessary functions directed towards the establishment and conduct of homes for the aged and/or disabled, respite day care centre or centres and the provision of community health services.
- 3.3 To provide aged and/or health care and community services to the public irrespective of religious beliefs in a manner which best serves the needs of the community.
- 3.4 To conduct a ministry of care and compassion administered in the name and spirit of Christ.
- 3.5 To provide education and training for persons involved in aged, health, religious or charitable activities.
- 3.6 To engage in any other activity of a charitable or religious nature which the Board considers necessary or desirable.
- 3.7 To enter into arrangements or joint ventures with other associations or bodies to benefit the charitable or religious objects of PresCare or which, in the opinion of the Board, will enhance or promote the future viability of the business of PresCare.

- 3.8 To act as Trustee of or to merge with any other association to benefit the charitable or religious objects of PresCare.
- 3.9 To initiate processes that will enable PresCare to conform to the standards for accreditation determined from time to time by the Aged Care Standards Agency.
- 3.10 To conduct research by all such means as the Board may think advisable into all or any matters that may relate to the above objects whether or not in collaboration with any other authority.
- 3.11 To engage in all such activities and to do make perform and execute all such further acts matters and things incidental or conducive to the attainment of the above objects.

4. Management

- 4.1 The management of PresCare shall be vested in a Board as provided in this Constitution.
- 4.2 The Board shall consist of:
 - a. Eight (8) persons all of whom are Communicant Members or Ministers of the Church appointed by the Assembly, one of whom preferably shall have an accounting qualification and one of whom preferably shall have a legal qualification. Any vacancy caused by any resignation or termination of the membership of any of the eight persons so appointed, shall be filled by the Assembly.
 - b. Ex officio: The Moderator, the Clerk of the Assembly and Treasurer of the Church.
- 4.3 The Board may from time to time, form and disband Subcommittees and determine their terms of reference. The Board may delegate to any Subcommittee such power or powers as it may think fit and may at any time revoke such delegation.
- 4.4 The Board may appoint a person to serve on a Subcommittee whether or not that person is a member of the Board.
- 4.5
 - (i) The Assembly shall from time to time appoint an Officer to manage PresCare known as the CEO.
 - (ii) The Board shall submit a nomination of the person to fill in this position, together with such terms and conditions as approved by the Board, to go before the State Assembly or its Commission.

(iii) In making any decision, the Assembly shall act in terms of the processes outlined in the Rules and Forms of Procedure of the Church.

4.6 The Assembly shall ensure that the Directors will include in any Contract of Employment for the Officer to manage PresCare, irrespective of his title, a requirement that the Officer shall be and remain a member of a Protestant Christian Church. (BB 2014 Minute 46.4)

5. Term of Office

5.1 Subject to other provisions of this Rule 5 each member of the Board holds office for a period from the date of appointment until the end of the General Assembly which is at least three years after that date but no longer than four years in total unless the Assembly designates the time of such appointment for some other period of time.

5.2 (Rescinded BB 2011 Minute 63.10.)

5.3 A person appointed to fill a casual vacancy shall be appointed for the balance of the term of office of the member of the Board being replaced. The Commission of Assembly may approve the appointment of such a casual vacancy. (BB 2014 Minute 46.4)

5.4 The Assembly may, from time to time, remove the Board members appointed by it or any of them, from membership of the Board and may also remove any person appointed pursuant to clause 4.5 hereof.

6. Termination of Membership

A member shall automatically and forthwith cease to be a member of the Board in any of the following circumstances:

6.1 On retirement or resignation of membership by notice in writing to the Chairman in that behalf;

6.2 On failure to attend three consecutive meetings of the Board without the approval of the Board;

6.3 When adjudicated bankrupt or has entered into a Deed of Arrangement or assigned his/her estate for the benefit of his/her creditors or otherwise takes advantage of laws in force for the time being relating to bankruptcy;

- 6.4 On incapacity to continue to act as a member or incapacity as determined by the Assembly on the basis of evidence submitted by the Board;
- 6.5 Failure to subscribe to the objects of this Constitution and/or failure to observe any of the provisions of this Constitution or acts in breach of the terms of this Constitution;
- 6.6 Is convicted of an indictable offence;
- 6.7 Conducts himself or herself in a manner considered to be injurious or prejudicial to the Constitution or interests of PresCare or the Church.
- 6.8 The Assembly determines whether any of clauses 6.3, 6.4 or 6.7 applies on the basis of evidence submitted to it.

7. Chairman

- 7.1 The Chairman and Vice Chairman shall be elected by the Board at the first meeting after each Annual General Assembly in each calendar year.
- 7.2 Where the position of Chairman or Vice Chairman falls vacant during the year a new Chairman or Vice Chairman as the case may be shall be elected by the Board at the first meeting after the vacancy occurs.
- 7.3 The Chairman, or in the absence of the Chairman, the Vice-Chairman, shall preside at all meetings of the Board and if neither are present by a member elected by those present.
- 7.4 The Chairman of a meeting shall have a deliberative vote and, if there is an equality of votes, the motion shall be deemed to be lost.

8. Visitor

There shall be two visitors appointed by the Assembly:

- (a) The Chairman of the Finance and Administration Board of the Church or a representative appointed by that Board;
- (b) The Convener of the Committee on Ministry Resourcing or a representative appointed by that Committee.

Each of these visitors of PresCare shall have the right to visit PresCare at any time to examine the procedures of the Board and the manner in which PresCare is being conducted and to see that the Assembly's laws, rules and regulations are being duly observed and executed. Each visitor shall have the right to examine ancillary factors relating to PresCare to enable them to

undertake their function. (BB 2014 Minute 46.4)

9. Meetings

- 9.1 The Board shall meet monthly or such times as it may determine. Additional or special meetings may be called by any three members of the Board as they shall deem necessary.
- 9.2 Four members, of whom two are appointed members, shall constitute a quorum at any duly convened meeting of the Board.
- 9.3 The Board may hold any meeting by electronic means whereby participants can be heard and can hear, but are not necessarily in the same place.
- 9.4 Decision may be made by the Board without a meeting if a consent in writing setting out such a decision is signed by all members of the Board other than those on leave of absence with the permission of the Board.
- 9.5 At least 48 hours' notice shall be given to members of the Board specifying the place, date and the hour of meeting of the Board or Subcommittee and the general nature of the business to be transacted. Such notice may be given to or served upon a member either personally, or by telephone, facsimile machine, electronic mail or by sending it through the post in a prepaid letter addressed to such member's usual or last known place of business or abode but the non-receipt of such notice by any member shall not invalidate the proceedings at any meeting. The members present (or participating in accordance with the provisions of clause 9.3 of this Constitution) and constituting a quorum at any meeting of the Board may, by unanimous decision, agree to abridge the period of notice required to be given for the holding of that meeting.
- 9.6 A special meeting of the Board must be held within 14 days after the Chairman receives a requisition in writing signed by the visitor or by not less than 1/3 of the members of the Board. The requisition must clearly state the reason the special meeting is being convened and the nature of the business to be transacted at the special meeting.

10. Report

- 10.1 The Board shall arrange for the yearly audit of PresCare's Profit and Loss Accounts and Balance Sheet. The audit shall be carried out by a person registered as an auditor with the Australian Securities Commission and approved by the Assembly.

- 10.2A The Board shall present a Report annually to the Assembly and shall on a quarterly basis, submit a written report of its activities to the Commission of Assembly together with a financial report which will not be required to be audited which will in the first instance be provided to the Finance and Administration Board. It shall however present its audited annual financial statement to the Assembly immediately it is available.
- 10.2B Before carrying out any activity or action in relation to clauses 3.7 and 3.8 (other than preliminary research for the purpose of formulating a report for the Board of PresCare and/or the Assembly), the Board shall:
1. Decide whether the proposed action expands the scope of the business of PresCare into new initiatives beyond its existing activities;
 2. If so, it shall obtain the concurrence of the Assembly or, if urgent and emergent, the Commission of Assembly, before undertaking the activity. (BB 2011 Min 63.12).

11. Special Audit

The Assembly may by resolution appoint an auditor to investigate the financial affairs of PresCare. Any auditor so appointed shall have full authority to inspect all accounts books and records of PresCare.

12. Powers

- 12.1 Subject always to any direction or decision of the Assembly and to the provisions of this Constitution and in accordance with the Rules and Forms of Procedure of the Church, the Board shall be responsible for the whole management of PresCare and shall have the following powers:
- (a) To conduct appeals for funds and accept donations, gifts and bequests of money and any real or personal property provided however that any real property, securities or other property shall be held in the name of the Church;
 - (b) To make from time to time other regulations for the internal management, organization, administration and procedures of PresCare, provided that such regulations are not inconsistent with this Constitution;
 - (c) To provide the Manager of PresCare with policies and guidelines that will enable him/her to proceed with the day to day management of PresCare;
 - (d) To invest in the Manager of PresCare the authority to employ, supervise and discipline staff as appropriate and in keeping with the policies and guidelines laid down.

- (e) To purchase, take on lease, exchange, hire or otherwise acquire an interest in any real or personal property;
- (f) To borrow or raise money whether on mortgage or other security or otherwise as the Board may think fit;
- (g) To erect buildings and maintain, alter and improve existing buildings and to provide the same with such facilities as it deems necessary and, for these purposes, to employ persons on such terms as the Board may determine;
- (h) To make investments in any one or more of the forms of investment and to operate banking accounts whether trading, savings or investment accounts with such bank or banks as the Board may determine;
- (i) In furtherance of the objects of PresCare to sell, improve, develop, dispose of, or otherwise deal with all or any part of the property and rights of PresCare.
- (j) Power to enter into derivatives, interest rate and foreign currency transactions:

"to enter into and perform its obligations under:

- (i) Derivative Transactions; and
- (ii) Master Agreements,

In this clause:

Derivative Transaction means any:

- (i) interest rate swap, currency swap, currency option, interest rate option, swap option, smart forward, money market transaction, foreign exchange transaction, margin foreign exchange transaction, futures transaction, forward rate agreement, forward rate bill transaction, synthetic forward exchange transaction, deposit transaction, currency transaction, interest rate transaction, bond option, commodity (including precious metals, electricity or energy) option or other transaction, credit derivative, equity derivative, capital market transaction, securities buy-back transaction or sell-back transaction;
- (ii) other product traded, or transaction undertaken, on financial markets (whether on an exchange or not) from time to time and at any future time;
- (iii) synthesis or derivative of any of them; and
- (iv) option on any transaction or product referred to in paragraphs (i) - (iii) above.

Master Agreement means any agreement (however described) that sets out the terms of, or otherwise relates to, any Derivative Transaction, and which is published or prepared by any bank, financial

institution, domestic or international financial industry body or association, and any schedule, annexure, annex, supplement, addendum (however described) to, or of, that agreement."

13. Chaplains

- (a) The Director of Chaplaincy for PresCare shall be appointed by the Assembly in consultation with the Board of PresCare and the Committee on Ministry Resourcing of the Church;
- (b) Serving or retired Ministers, Accredited Ministry Workers and Deaconesses of the Presbyterian Church of Queensland, on recommendation by the Director of Chaplaincy, following consultation with the Committee on Ministry Resourcing, may be appointed by the Board of PresCare as full or part-time Chaplains to carry out chaplaincy in support of any PresCare Service and the Board of PresCare may designate any Chaplain as a Senior Chaplain to perform duties as required by the Board; (COA Minute 14/19)
- (c) Paid part-time Pastoral Carers may be appointed by the Board of PresCare in support of a PresCare Service for up to a period of 20 hour per week for any one worker, on the recommendation of the Director of Chaplaincy, after consultation with the Committee on Ministry Resourcing;
- (d) Appointees covered by clauses 13 (a), (b) and (c) shall be remunerated on the basis of the stipends package of the Presbyterian Church of Queensland;
- (e) Inducted or retired Ministers and Accredited Missionary Workers and Deaconesses of the Presbyterian Church of Queensland, on recommendation by the Director of Chaplaincy, may be appointed by the Board of PresCare as Honorary Chaplains to carry out chaplaincy work in support of any PresCare Service;
- (f) Pastoral Carers may be appointed by the Director of Chaplaincy as Honorary Pastoral Carers in accordance with the Service Agreement in effect from time to time, with the concurrence of the Board of PresCare, to carry out pastoral visitation as part of any PresCare Service;
- (g) Visiting Chaplains from other Christian denominations shall be monitored by the Director of Chaplaincy through the local PresCare Chaplain or Pastoral Carer in accordance with the Service Agreement in effect from time to time. (COA Min. 12/47.5)

14. Alteration to the Constitution

This Constitution may be amended from time to time by the Assembly or by a special meeting of the Board called for the purpose provided that:

- (a) Notice in writing of the proposed amendment has been given to all members of the Board not less than fourteen (14) days before the date of the special meeting;
- (b) The motion to amend is supported by a majority of the members present and voting at the meeting;
- (c) The amendment to become effective shall require the approval of the Assembly.

15. Use of Income and Property

- 15.1 The income and property of PresCare shall be applied solely towards the promotion of the objects of PresCare as set forth in this Constitution.
- 15.2 No portion thereof shall be paid or transferred directly or indirectly by way of bonus dividend or otherwise to any member or members of PresCare or any member or members of the Board or any member or members of The Presbyterian Church of Queensland.
- 15.3 Nothing herein contained shall prevent the payment in good faith:
 - (a) to any officers, servants or contractors of PresCare in return for any services actually rendered or for goods supplied in the ordinary and usual course of business;
 - (b) to any officers or servants or contractors of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by PresCare or reasonable and proper rent for premises demised or let to PresCare.
- 15.4 No member of the Board of PresCare shall be employed either directly or in a contractual relationship with PresCare save that the Chairman of the Board of PresCare may be remunerated for governance work done on terms and conditions recommended by the Board of PresCare and as approved by the Assembly or its Commission. (BB 2014 Minute 46.4)

16. Dissolution

- 16.1 PresCare may be dissolved and its affairs wound up by:
 - (a) a resolution of the Assembly, provided written advice from the Board and Finance and Administration Board is first obtained.
 - (b) subject to the approval of the Assembly, a resolution of the Board supported by at least three-fourths of the members of the Board

provided that notice of the proposal to put such a resolution is given to all members of the Board at least twenty-one (21) days prior to the meeting at which such proposal is to be considered.

- 16.2 Upon dissolution the assets of PresCare after payment of all expenses and liabilities shall be transferred, handed over or paid by resolution of the Assembly after consideration of any recommendation from the Board to one or more authority, organization, fund or institution, having similar objects or in part similar objects to that of PresCare and which prohibits the distribution of its or their income and property among its or their members and which is an organization to which gifts are allowable deductions under the provisions of the *Income Tax Assessment Act* as amended.

CREDERE SERVICES GROUP

333

1.	General	48
2.	Definitions and interpretation	48
3.	Share capital and variation of rights	50
4.	Right to share certificate	51
5.	Lien	52
6.	Calls on shares	53
7.	Transfer of shares	54
8.	Transmission of shares	55
9.	Forfeiture of shares	56
10.	General meetings	57
11.	Proceedings at general meetings	59
12.	Appointment, removal and remuneration of Directors	62
13.	Powers and duties of Directors	64
14.	Proceedings of Directors	64
15.	Secretary	69
16.	Execution of documents	69
17.	Inspection of Records	69
18.	Dividends and reserves	70
19.	Capitalisation of profits	73
20.	Notices	74
21.	Winding up	75
22.	Indemnity and insurance	75
	Annexure A Reserve Powers	79
	Reports	82

CONSTITUTION OF CREDERE SERVICES GROUP PTY LTD A COMPANY LIMITED BY SHARES

1. General

1.1 Name of company

The name of the Company is Credere Services Group Pty Ltd.

1.2 Proprietary company

The Company is a proprietary limited company.

1.3 Liability of Members

The liability of Members is limited.

1.4 Replaceable Rules not to apply

The Replaceable Rules do not apply to the Company but instead the rules contained in this Constitution apply to the Company.

2. Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ASIC	means the Australian Securities and Investments Commission.
Business Day	means a day that is not a Saturday, Sunday or public holiday in the place where the contract or act is being performed.
Church	means The Presbyterian Church of Queensland.
Company	means Credere Services Group Pty Ltd.
Corporations Act	means Corporations Act 2001 (Cth).
Directors	means the directors of the Company.
Executive Officer	for the purposes of rule 22, has the meaning set out in rule 22.
Liability	has the meaning set out in rule 22.

Term	Definition
Member	means a shareholder of the Company in accordance with the Corporations Act.
Officer	for the purposes of rule 22, has the meaning set out in rule 22.
PresCare	means PresCare ABN 85 338 603 114, being the sole Member of the Company.
Relevant Corporation	has the meaning set out in rule 14.4(e).
Replaceable Rules	means all or any of the replaceable rules contained in the Corporations Act from time to time and includes any replaceable rule that was or may become, a provision of the Corporations Act.
Reserve Powers	means the reserve powers in respect of the Company place from time to time.
Seal	means the common seal of the Company, if any, and includes any certificate seal of the Company.
Secretary	means any person appointed to perform the duties of a Secretary of the Company.

2.2 Interpretation

In this document:

- (a) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;

- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

3. Share capital and variation of rights

3.1 Holders of ordinary shares

The holder of an ordinary share has the right:

- (a) to receive notice of and to attend general meetings of the Company;
- (b) to vote at a general meeting of the Company, on the basis of one vote for each share held;
- (c) in a winding up or reduction of capital of the Company to repayment of the capital paid up on that share and to participate in the distribution of the surplus assets of the Company; and
- (d) to receive dividends as determined from time to time by the Directors to be payable to the holders of ordinary shares.

3.2 Directors power to issue shares

- (a) Without prejudice to any special rights previously conferred on the holders of any existing share or class of shares but subject to the Corporations Act, shares in the Company may be issued by the Directors with such preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors determine.
- (b) Subject to the Corporations Act, any preference shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed.

3.3 Variation of rights

- (a) The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up be varied with the consent in writing of Members with at least 75% of the votes in the class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

- (b) The rights conferred upon the holders of the shares of any class issued with preferred or other rights are, unless otherwise expressly provided by the terms of issue of the shares of that class, deemed not to be varied by the creation or issue of further shares ranking equally with the first mentioned shares.

3.4 Commission and brokerage

- (a) The Company may exercise the power to make payments by way of brokerage or commission conferred by the Corporations Act in the manner provided by the Corporations Act.
- (b) Payments by way of brokerage or commission may be satisfied by the payment of cash, by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

3.5 Recognition and disclosure of interests

- (a) Except as required by law, the Company does not recognise a person as holding a share upon any trust.
- (b) The Company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or right concerned) any equitable, contingent, future or partial interest in any share or unit of a share or (except as otherwise provided by these rules or by law) any other right in respect of a share except an absolute right of ownership in the registered holder.

4. Right to share certificate

4.1 Availability of certificates

It is a condition of issue of any shares that the Company need not have ready for delivery any certificate relating to those shares unless the person who is registered as the current holder of the shares makes a request in writing for the Company to complete and deliver the share certificates in which case the Company must do so within one calendar month of receipt by the Company of such a request. Where the Company is required to issue certificates for shares, every Member is entitled, without payment, to one certificate for the shares registered in that Member's name or to several certificates in reasonable denominations, each for a part of the shares.

4.2 Delivery of certificates

Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders.

5. Lien

5.1 Lien on a share

- (a) The Company has a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share.
- (b) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder for all money presently payable by the holder or their estate to the Company.
- (c) The Directors may at any time exempt a share wholly or in part from the provisions of this rule.
- (d) The Company's lien (if any) on a share extends to all dividends payable in respect of the share.

5.2 Sale under lien

- (a) Subject to rule 5.2(b), the Company may sell, in such manner as the Directors think fit, any shares over which the Company has a lien.
- (b) A share on which the Company has a lien may not be sold unless:
 - (i) a sum in respect of which the lien exists is presently payable; and
 - (ii) not less than 14 days before the date of the sale, the Company has given to the registered holder for the time being of the share or the person entitled to the share by reason of the death or bankruptcy of the registered holder, a notice in writing setting out and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.

5.3 Transfer on sale under lien

- (a) For the purpose of giving effect to a sale mentioned in rule 5.2, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares.
- (b) The Company must register the purchaser as the holder of the shares comprised in any such transfer and the purchaser is not bound to see to the application of the purchase money.
- (c) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

5.4 Proceeds of sale

The proceeds of a sale mentioned in rule 5.2 are to be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) is (subject to any like lien for sums not presently payable that existed upon the shares before the sale) to be paid to the person entitled to the share at the date of the sale.

6. Calls on shares

6.1 Directors to make calls

- (a) The Directors may make calls upon the Members in respect of any money unpaid on the shares of the Members and not by the terms of issue of those shares made payable at fixed times, except that no call may exceed one quarter of the sum of issue price of the shares or be payable earlier than one month from the date fixed for the payment of the last preceding call.
- (b) Each Member must, upon receiving at least 14 days' notice specifying the time and place of payment, pay to the Company at the time and place so specified the amount called on their shares.
- (c) The Directors may revoke or postpone a call.

6.2 Time of call

A call is deemed to have been made at the time when the resolution of the Directors authorising the call is passed and may be required to be paid by instalments.

6.3 Members liability

The joint holders of a share are jointly and severally liable to pay all calls in respect of the share.

6.4 Interest upon default

If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due must pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate not exceeding 8% per annum as the Directors determine, but the Directors may waive payment of that interest wholly or in part.

6.5 Fixed instalments deemed calls

Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date is for the purposes of these rules deemed to be a call duly made and payable on the date on which by the terms of issue the sum

becomes payable, and, in case of non-payment, all the relevant provisions of these rules as to the payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

6.6 Differentiation between Members as to calls

The Directors may, on the issue of shares, differentiate between holders as to the amount of calls to be paid and the times of payment.

6.7 Prepayment of calls

- (a) The Directors may accept from a Member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
- (b) The Directors may authorise payment by the Company of interest upon the whole or part of an amount so accepted, until the amount becomes payable, at such rate, not exceeding the prescribed rate, as is agreed upon between the Directors and the Member paying for the sum.
- (c) For the purposes of rule 6.7(b), the prescribed rate of interest is:
 - (i) if the Company has, by resolution, fixed a rate – the rate so fixed; and
 - (ii) in any other case – 8% per annum.

7. Transfer of shares

7.1 Forms of instrument of transfer

- (a) Subject to these rules, and in particular rule 7.2, a Member may transfer all or any of their shares by instrument in writing in any usual or common form or in any other form that the Directors approve.
- (b) An instrument of transfer referred to in rule 7.2(b) is to be executed by or on behalf of both the transferor and the transferee.

7.2 Registration procedure

- (a) A transferor of shares remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of Members in respect of the shares.
- (b) The instrument of transfer must be left for registration at the registered office of the Company or such other place nominated by the Directors, together with such fee (if any) not exceeding \$10 as the Directors require, accompanied by the certificate of the shares to which it relates and such other information as the Directors properly require to show the right of the transferor to make the transfer, and thereupon the Company must, subject to the powers vested in the Directors by these rules,

register the transferee as a Member.

7.3 Directors may decline to register or suspend

- (a) The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares.
- (b) The registration of transfers may be suspended at such times and for such periods as the Directors from time to time determine not exceeding in the whole 30 days in any year.

8. Transmission of shares

8.1 Transmission of shares on death of holder

In the case of the death of a Member, the survivor or survivors, where the deceased was a joint holder (unless the shares are held as tenants in common), and the legal personal representatives of the deceased, where the deceased was a sole holder or the shares are held as tenants in common, are the only persons recognised by the Company as having any title to the deceased's interest in the shares, but this rule does not release the estate of a deceased joint holder from any liability in respect of a share that had been jointly held by the deceased with other persons.

8.2 Right to registration on death or bankruptcy

- (a) Subject to the Bankruptcy Act 1966 (Cth), a person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such information being produced as is properly required by the Directors, elect either to be registered themselves as holder of the share or to have some other person nominated by them registered as the transferee of the share.
- (b) If the person becoming entitled elects to be registered themselves, they must deliver or send to the Company a notice in writing signed by them stating that they so elect.
- (c) If they elect to have another person registered, they must execute a transfer of the share to that other person.
- (d) All the limitations, restrictions and provisions of these rules relating to the right to transfer, and the registration of a transfer, of shares are applicable to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

8.3 Effect of transmission

- (a) Where the registered holder of a share dies or becomes bankrupt, their personal representative or the trustee of their estate, as the case may be, is, upon the production of such information as is properly required

by the Directors, entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if the registered holder had not died or become bankrupt.

- (b) Where two or more persons are jointly entitled to any share in consequence of the death of the registered holder, they are, for the purpose of these rules, deemed to be joint holders of the share.

9. Forfeiture of shares

9.1 Notice requiring payment of call

- (a) If a Member fails to pay a call or instalment of a call on the day appointed for payment of the call or instalment, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on the Member requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued.
- (b) The notice is to name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that, in the event of non-payment on or before the time appointed, the shares in respect of which the call was made are liable to be forfeited.

9.2 Forfeiture for failure to comply with notice

- (a) If the requirements of a notice served under rule 9.1 are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.
- (b) Such a forfeiture includes all dividends to be paid in respect of the forfeited shares and not actually paid before the forfeiture.
- (c) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.

9.3 Effect of forfeiture on former holder's liability

A person whose shares have been forfeited ceases to be a Member in respect of the forfeited shares but remains liable to pay to the Company all money that, at the date of forfeiture, was payable by them to the Company in respect of the shares (including interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest), but the Member's liability ceases if and when the Company receives payment in full of all moneys (including interest) payable

in respect of the shares.

9.4 Evidence of forfeiture

A statement in writing declaring that the person making the statement is a Director or a Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the statement, is prima facie evidence of the facts stated in the statement as against all persons claiming to be entitled to the share.

9.5 Transfer of forfeited share

- (a) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (b) Upon the execution of the transfer, the transferee will be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.
- (c) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.

9.6 Forfeiture applies to non-payment of instalments

The provisions of these rules as to forfeiture apply in the case of non-payment of any sum that, by the terms of issue of a share, becomes payable at a fixed time as if that sum had been payable by virtue of a call duly made and notified.

10. General meetings

10.1 General meeting

- (a) A Director may whenever the Director thinks fit call a general meeting.
- (b) Except as permitted by the Corporations Act, the Members may not call a general meeting of the Company. By resolution of the Directors, any general meeting (other than a general meeting which has been requisitioned or otherwise called by Members in accordance with the Corporations Act) may be cancelled or postponed prior to the date on which it is to be held.

10.2 Notice of general meeting

- (a) A notice of a general meeting is to specify the place, the day and the hour of meeting and the general nature of the business to be transacted at the meeting as well as any other matters required to be specified by the Corporations Act.

- (b) If the meeting is to be held at two or more places the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Corporations Act in relation to the use of such technology.

11. Proceedings at general meetings

11.1 Quorum

- (a) No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Where the Company has only one Member that Member shall constitute a valid quorum.
- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy, or an attorney or as a representative of a corporation that is a Member, is deemed to be a Member.

11.2 Appointment and powers of chairman of general meeting

- (a) The chairman of PresCare is to preside as chairman at every general meeting.
- (b) Where a general meeting is held and the chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present must elect one of their number to be chairman of the meeting.
- (c) Where the Directors present fail to elect one of their number as chairman of the meeting as provided by rule 11.2(b) or such chairman is unwilling or unable to act then the Members present may elect one of their number to be chairman of the meeting.

11.3 Adjournment of general meeting

- (a) The chairman may, with the consent of any meeting at which a quorum is present, and must, if so directed by the Members present who may cast a majority of votes able to be cast at 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.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (c) Except as provided by rule 11.3(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.4 Voting at general meeting

At any general meeting a resolution put to the vote of the meeting is decided on a show of hands.

11.5 Equality of votes

In the case of equality of votes, the chairman of the meeting at which a show of hands takes place or at which a poll is demanded, has no casting vote in addition to the Chairman's deliberative vote (if any).

11.6 Entitlement to vote

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (a) at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney;
- (b) on a show of hands every person present who is a Member or a representative of a Member has one vote except where a proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy cannot vote; and
- (c) on a poll every person present in person or by proxy or attorney has one vote for each share they hold.

11.7 Joint Member's vote

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by attorney, is to be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the register of Members.

11.8 Effect of unpaid call

A Member is not entitled to vote at a general meeting unless all calls and other sums presently payable by them in respect of shares in the Company have been paid.

11.9 Objection to voting qualification

- (a) An objection may be raised to the qualification of a vote only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (b) Any such objection is to be referred to the chairman of the meeting, whose decision is final.
- (c) A vote not disallowed pursuant to such an objection is valid for all purposes.

11.10 Appointment of proxy

- (a) An instrument appointing a proxy is to be signed by the appointor or their 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.
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (c) An instrument appointing a proxy is deemed to confer authority to speak on behalf of the appointor to the extent permitted by law and demand, or join in demanding, a poll.
- (d) A Member who is entitled to cast two or more votes at the meeting may appoint two proxies. If the Member does so, and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, then each proxy may exercise half of the votes.
- (e) The Directors may determine from time to time the form of an instrument appointing a proxy.

11.11 Deposit of proxy and other instruments

An instrument appointing a proxy is not effective unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, at least 48 hours before the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Company or faxed to the registered office of the Company or at such other place within the State, fax number or electronic address as may be specified for that purpose in the notice calling the meeting.

11.12 Validity of vote in certain circumstances

A vote given in accordance with the terms of an instrument or proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

11.13 Special meetings

All the provisions of these rules as to general meetings apply to any special meeting of any class of Members which may be held pursuant to the operation of these rules or the Corporations Act.

11.14 Resolutions passed without meetings

- (a) Where the Company has:
 - (i) one Member; or
 - (ii) a class of shares with only one holder of the shares in that class, the Company may pass a resolution by written resolution without holding a general meeting as permitted by the Corporations Act.
- (b) A circular resolution signed by all Members eligible to vote in respect of the subject matter of the resolution, may be used to pass a resolution of Members in lieu of holding a general meeting, as permitted by the Corporations Act.

12. Appointment, removal and remuneration of Directors

12.1 Number and appointment of Directors

- (a) The names of the Directors are those persons listed as consenting to act as Directors at the date of adoption of these rules.
- (b) The Board may comprise such number of Directors as the Board of PresCare shall determine from time to time but must comprise:
 - (i) a majority of Directors who are members of the Church;
 - (ii) one Director who is the chief executive officer of PresCare from time to time, who will also act as chief executive officer of the Company;
 - (iii) one Director who is the chairman of PresCare from time to time; and
 - (iv) one Director who is a trustee of the Church, as nominated by the Church from time to time; and
- (c) In addition to the Directors, the Church may, by written notice to the Company, nominate one trustee of the Church (in addition to the person appointed as a Director under rule 12.1(b)(iv)) to receive notice and minutes of all board meetings of the Company and any circular resolutions, and attend any board meetings of the Company as an observer (Observer).

12.2 Casual vacancy

The Directors have the power at any time to appoint any person to be a Director to fill a casual vacancy in accordance with Rule 12.1.

12.3 Removal of Directors

The Members may not remove or appoint Directors.

12.4 Remuneration of Directors

- (a) A Director is to be paid such remuneration as the Directors, subject to the Reserve Powers, determine from time to time or if the Company has a sole Director who is also the sole Member, then the Company is to determine the Director's remuneration.
- (b) Remuneration is deemed to accrue from day to day.
- (c) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committees of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

12.5 Share qualification of Directors

The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed, there is no qualification.

12.6 Vacation of office of Director

The office of a Director is vacated:

- (a) upon the death of the Director;
- (b) upon the Director becoming an insolvent under administration, suspending payment generally to creditors or compounding with or assigning the Director's estate for the benefit of creditors;
- (c) upon the Director becoming a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws relating to mental health;
- (d) upon the Director being absent from meetings of Directors during a period of three consecutive calendar months without leave of absence from the Directors where the Directors have not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (e) upon the Director resigning office by notice in writing to the Company;
- (f) upon the Director being lawfully removed from office; or
- (g) upon the Director being prohibited from being a Director by reason of the operation of law.

13. Powers and duties of Directors

13.1 Directors to manage Company

Subject to the Corporations Act, the Reserve Powers, and to any other provision of these rules, the business of the Company is to be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company and be reimbursed for all such expenses by the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by these rules, required to be exercised by the Company in general meeting.

13.2 Appointment of attorney

- (a) The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of a person dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

13.3 Execution of Company cheques, etc.

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

14. Proceedings of Directors

14.1 Directors' meetings

- (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Each Director, and the Observer, is entitled to reasonable notice of any meetings of the Directors of the Company.
- (b) Notice is deemed to have been given to a Director and the Observer, and all Directors are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personally delivered, sent by facsimile transmission or electronically to the usual place of residence, fax number or electronic address of the Director or at any other address given to the Secretary by the Director from time to time subject to the right of a Director to withdraw such consent within a reasonable period before a meeting.
- (c) The Directors may meet either in person or by any technology consented to by all Directors subject to the right of a Director to

withdraw such consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other technology is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

14.2 Questions decided by majority

- (a) Subject to these rules, and in particular Rule 14.3, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes deemed to be a decision of the Directors. The Observer shall not be entitled to vote.
- (b) In the case of an equality of votes, the chairman of the meeting has no casting vote, in addition to his deliberative vote.

14.3 Reserve Powers

The Directors must operate the Company in accordance with the Reserve Powers.

14.4 Directors' interests

- (a) Subject to the Corporations Act and subject to satisfying the requirements of Rule 14.4(b), neither the holding of office as a Director (nor the fact that a Director was a promoter of the Company) nor the fiduciary relationship resulting therefrom:
 - (i) disqualifies any Director from holding any office or place of profit (other than that of auditor) in the Company or in any Relevant Corporation;
 - (ii) disqualifies any Director from entering into any arrangement, contract or dealing with the Company or any Relevant Corporation or any other person in any capacity;
 - (iii) avoids or vitiates any arrangement, contract or dealing entered into by or on behalf of the Company or any Relevant Corporation in which a Director is in any way interested; or
 - (iv) renders any Director or any corporation of which a Director is an officer or Member or in any way interested or any partnership of which a Director is a Member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement contract or dealing.

- (b) The nature and extent of a Director's interest is to be disclosed at the meeting of Directors at which the arrangement, contract or dealing is determined by the Directors, if the Director's interest then exists, or, in any other case, at the meeting of Directors next following the acquisition of their interest.
- (c) Subject to the Corporations Act, a Director who is any way interested in any arrangement, contract or dealing as referred to in Rule 14.4(a)(iii) (whether existing or proposed) may vote in respect thereof at a meeting of the Directors and be counted in a quorum present at such meeting.
- (d) A Director may affix or attest the affixation of the Seal to any instrument or otherwise execute any document notwithstanding any interest which such Director has in the subject matter of that instrument or any other office or place of profit held by such Director.
- (e) In this rule, Relevant Corporation means any corporation in which the Company owns shares or is in any way interested or which owns shares in the Company or with which the Company has or may have dealings or any corporation which would be deemed under the Corporations Act and for the purposes of the Corporations Act to be related to the Company.

14.5 Alternate Directors

A Director may not appoint a person (whether a Member or not) to be an alternate Director in their place.

14.6 Quorum for Directors meetings

- (a) At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is determined by the Directors and, unless so determined, is two Directors.
- (b) Rule 14.6(a) does not apply where the Company has been formed with one Director or where only one Director holds office in accordance with the Corporations Act (subject to Rule 14.7), in which case a sole Director may pass a resolution by written resolution in accordance with the Corporations Act.

14.7 Remaining Directors may act

Where the Company has more than one Director, and a vacancy or vacancies in the office of a Director or offices of Directors occurs, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.

14.8 Chairman of Directors

- (a) The chairman of PresCare shall also be the chairman of the Company.
- (b) Where a meeting of Directors is held and the chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present must elect one of their number to be chairman of the meeting.

14.9 Directors' committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- (b) A committee to which any powers have been so delegated may exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is deemed to have been exercised by the Directors.
- (c) The Members of such a committee may elect one of their number as chairman of their meetings.
- (d) Where such a meeting is held and:
 - (i) a chairman has not been elected as provided by Rule 14.9(c); or
 - (ii) the chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act,
 - (iii) the Members present may elect one of their number to be chairman of the meeting.
- (e) A committee may meet and adjourn as it thinks proper.
- (f) Questions arising at the meeting of a committee are determined by a majority of votes of the Members present and voting.
- (g) In the case of an equality of votes, the chairman has no casting vote in addition to their deliberative vote.

14.10 Resolution in writing

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by all of Directors entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors.
- (b) For the purposes of this rule the references to Directors include any alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia but does not include any other alternate Director.
- (c) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's

authority is deemed to be a document in writing signed by the Director.

14.11 Validity of acts of Directors

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are as valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a Member of the committee, or to act as a Director, or that person so appointed was disqualified from acting as a Director.

14.12 Appointment of managing Director

- (a) The Directors may from time to time appoint one or more of their number to the office of managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) A Director's appointment pursuant to Rule 14.12(a) is automatically determined if they cease from any cause to be a Director.

14.13 Remuneration of managing Director

A managing Director, subject to the terms of any agreement entered into in a particular case and the Reserve Powers, is to receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors determine.

14.14 Powers of managing Director

- (a) The Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a managing Director any of the powers exercisable by them.
- (b) Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.
- (c) The Directors may at any time withdraw or vary any of the powers so conferred on a managing Director.

14.15 Nominee Directors

If at any time the Company is or becomes a wholly owned subsidiary of a corporation then the Directors appointed by that corporation to the board of the Company are hereby authorised and permitted to take into account the interests of the appointor corporation when exercising their powers or performing their duties as Directors of the Company, acting together or individually.

15. Secretary

A Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

16. Execution of documents

16.1 Company Seal is optional

The Company may have a Seal.

16.2 If the Company has a Seal

- (a) If the Company has a Seal then the Directors must provide for the safe custody of the Seal.
- (b) Subject to Rule 16.2(c), the Seal is to be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal, and every document to which the Seal is affixed is to be signed by a Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.
- (c) If one person is the sole Director and the sole Secretary of the Company, then that person may affix the Company Seal and near the Seal, sign the document to which the Seal is affixed.

16.3 Execution of documents without a Seal

The Company may execute a document, including a deed, by having the document signed by:

- (a) two Directors;
- (b) a Director and the company Secretary; or
- (c) if the Company has a sole Director who is also the company Secretary, that Director, and if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in Rule 16.2 or this rule.

16.4 Other ways of executing documents

Notwithstanding the provisions of Rules 16.2 and 16.3, any document including a deed, may also be executed by the Company in any other manner permitted by law.

17. Inspection of Records

The Directors may determine whether and to what extent, and at what time and place and under what conditions, the financial records and other books of the Company or any of them are to be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to

inspect any book or record of the Company except as provided by law or as authorised by the Directors.

18. Dividends and reserves

18.1 Payment of dividends

The Directors may:

- (a) subject to clause 18.2, pay any interim and final dividends that, in their judgment, the financial position of the Company justifies;
- (b) rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment; and
- (c) pay any dividend required to be paid under the terms of issue of a share.

18.2 Conditions

A dividend may only be paid if permitted by law.

18.3 Reserves and profits carried forward

- (a) The Directors may:
 - (i) set aside out of the Company's profits, the sums they think proper as reserves, to be applied at the discretion of the Directors, for any purpose for which the Company's profits may be properly applied;
 - (ii) appropriate to the Company's profits any amount previously set aside as a reserve or provision; or
 - (iii) carry forward any profits remaining that they consider appropriate, without transferring those profits to a reserve or provision.
- (b) Setting aside an amount as a reserve or provision does not require the Directors to keep the amount separate from the Company's other assets or prevent the amount being used in the Company's business or being invested as the Directors decide.

18.4 Calculation and apportionment of dividends

- (a) Subject to the rights of Members owning shares with special rights as to dividend (if any), all dividends are to be paid according to the amounts paid or credited as paid on the shares for which the dividend is paid.
- (b) All dividends are to be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period for which the dividend is paid. If any share is issued on terms providing that it will rank for dividend as from a particular date, that share ranks accordingly.

- (c) An amount paid or credited as paid on a share in advance of a call is not to be taken for the purposes of this rule to be paid or credited as paid on the share.

18.5 Record date

- (a) The Directors may fix a record date for a dividend, with or without suspending the registration of transfers from that date under Rule 7.3.
- (b) A dividend must be paid to the person who is registered, as the holder of the share:
 - (i) where the Directors have fixed a record date for the dividend, on that date; or
 - (ii) where the Directors have not fixed a record date for that dividend, on the date fixed for payment of the dividend, and a transfer of a share that is not registered, on or before that date is not effective, as against the Company, to pass any right to the dividend.

18.6 No interest

Interest is not payable by the Company in respect of any dividend.

18.7 Method of payment

- (a) The Directors may pay dividends by:
 - (i) cheque sent to the address of the Member shown in the register of Members, or for joint holders, the first listed name and address;
 - (ii) by any electronic or other means approved by the Directors directly to an account (of a type approved by the Directors) nominated in writing by the Member or the joint holders; or
 - (iii) any other method the Directors may decide.
- (b) Different methods of payment may apply to different Members or groups of Members.
- (c) A cheque sent under Rule 18.7(a)(i):
 - (i) may be made payable to bearer or to the order of the Member to whom it is sent or any other person the Member directs; and
 - (ii) is sent at the Member's risk.
- (d) If the Directors decide to pay dividends by electronic means under Rule 18.7(a)(ii), but:
 - (i) no account is nominated by the Member; or

- (ii) an electronic transfer into a nominated account is rejected or refunded, the Company may credit the amount payable to an account of the Company to be held until the Member nominates a valid account.
- (e) Where a Member does not have a registered address or the Company believes that a Member is not known at the Member's registered address, the Company may credit an amount payable to the Member to an account of the Company to be held until the Member claims the amount or nominates an account into which payment may be made.
- (f) An amount credited to an account under Rules 18.7(a)(ii) or 18.7(e) is to be treated as having been paid to the Member at the time it is credited to that account. The Company is not a trustee of the money and no interest accrues on the money.

18.8 Deductions from dividends

The Directors may deduct from any dividend payable to a Member all sums of money (if any) presently payable by the Member to the Company on account of calls or otherwise in relation to shares in the Company.

18.9 Retention of dividends

The Directors may retain the dividend payable on a share:

- (a) where a person is entitled to a share because of an event under Rule 8, until that person becomes registered as the holder of that share or transfers it; and
- (b) apply it to any amount presently payable by the holder of that share to the Company.

18.10 Distribution of specific assets

- (a) The Directors may distribute specific assets, including paid-up shares or other securities of the Company or of another body corporate, either generally or specifically to Members as direct payment of the dividend in whole or in part and, if they do so they may:
 - (i) fix the value of any asset distributed;
 - (ii) make cash payments to Members on the basis of the value fixed or for any other reason so as to adjust the rights of Members between themselves; and
 - (iii) vest an asset in trustees.

- (b) Where the Company satisfies a dividend by way of distribution of securities of another body corporate, each Member is taken to have agreed to become a Member of that corporation and to have agreed to be bound by the constitution of that corporation. Each Member also appoints each Director their agent and attorney to:
 - (i) agree to the Member becoming a Member of that corporation;
 - (ii) agree to the Member being bound by the constitution of that corporation; and
 - (iii) sign any transfer of shares or securities, or other document required to give effect to the distribution of shares or other securities to that Member.

18.11 Source of dividends

The Directors may pay a dividend to particular Members wholly or partly out of any particular fund or reserve or out of profits derived from any particular source, and to the other Members wholly or partly out of any other particular fund or reserve or out of profits derived from any other particular source.

18.12 Reinvestment of dividends

The Directors may permit the Members or any class of Members to:

- (a) reinvest cash dividends by subscribing for shares or other securities in the Company or a related body corporate; and
- (b) forgo the right to receive cash dividends and receive instead some other form of distribution of entitlement (including securities),
- (c) on any terms the Directors think fit.

18.13 Unclaimed dividends

Unclaimed dividends may be invested by the Directors as they think fit for the benefit of the Company until claimed or until required to be dealt with under the law.

19. Capitalisation of profits

19.1 Power of Directors

- (a) Subject to the Reserve Powers, the Directors may resolve that it is desirable to capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to Members, and that that sum be applied, in any of the ways mentioned in Rule 19.1(b), for the benefit of Members in the proportions to which those Members would have been entitled in a distribution of that sum by way of dividend.

- (b) The ways in which a sum may be applied for the benefit of Members under Rule 19.1(a) are:
 - (i) in paying up any amounts unpaid on shares held by Members;
 - (ii) in paying up in full unissued shares or debentures to be issued to Members fully paid; or
 - (iii) partly as mentioned in Rule 19.1(b)(i) and partly as mentioned in Rule 19.1(b)(ii).

19.2 Further powers of Directors

- (a) The Directors may do all things necessary to give effect to their resolution to capitalise described in this rule and, in particular, to the extent necessary to adjust the rights of the Members among themselves, may:
 - (i) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions; and
 - (ii) authorise any person to make, on behalf of all the Members entitled to any further shares or debentures upon the capitalisation, an agreement with the Company providing for the issue to them, credited as fully paid up, of any such further shares or debentures or for the payment up by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised.
- (b) Any agreement made under an authority referred to in Rule 19.2(a)(ii) is effective and binding on all the Members concerned.

20. Notices

20.1 Service of notices

- (a) A notice may be given by the Company to any Member either by serving it on them personally or by sending it by post to them at their address as shown in the register of Members or the address supplied by them to the Company for the giving of notices to them or by sending it to the facsimile number or electronic address (if any) nominated by the Member.
- (b) Any notice served on a Member personally is deemed to have been served when delivered. Any notice served on a Member by post is deemed to have been served 48 hours after posting. Any notice served on a Member by facsimile transmission or other electronic means is deemed to have been served when the transmission or electronic message is sent.

- (c) A notice may be given by the Company to the joint holders of a share by giving the notice to either or any of the joint holders.
- (d) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a Member by serving it on them personally or by sending it to them by post addressed to them by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) within the State supplied for the purpose by the person or, if such an address has not been supplied at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

20.2 Persons entitled to notice of general meeting

- (a) Notice of every general meeting is to be given in the manner authorised by Rule 20.1 to:
 - (i) each Member individually who is entitled to vote at general meetings of the Company;
 - (ii) each Director;
 - (iii) each person entitled to a share in consequence of the death or bankruptcy of a Member who, but for their death or bankruptcy, would be entitled to receive notice of the meeting; and
 - (iv) the auditor, if any, for the time being of the Company.
- (b) No other person is entitled to receive notices of general meetings.

21. Winding up

21.1 Power of liquidator

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Members or different classes of Members.

21.2 Vesting of property

The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Member is compelled to accept any shares or other securities in respect of which there is any liability.

22. Indemnity and insurance

22.1 Indemnity in favour of Directors, Secretaries and Executive Officers

Subject to the Corporations Act and Rule 22.2 the Company shall indemnify

each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them by virtue of their holding office as, and acting in the capacity of, Director, Secretary or Executive Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

22.2 Indemnity for legal costs

The Company shall indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them by virtue of their holding office as, and acting in the capacity of, Director, Secretary or Executive Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under Rule 22.1;
- (b) in defending or resisting criminal proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this Rule 22.2 (c) the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the Director, Secretary or Executive Officer under the Corporations Act in which the court denies the relief.

22.3 Indemnity for other Officers

Subject to the Corporations Act and Rule 22.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them by virtue of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;

- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

22.4 Indemnity for legal costs of other Officers

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or by virtue of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under Rule 22.3;
- (b) in defending or resisting criminal proceedings in which the Officer is found guilty;
- (c) in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this Rule 22.4(c) does not apply to costs incurred in responding to actions taken by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

22.5 Proceedings

For the purposes of Rules 22.2 and 22.4, proceedings includes the outcomes of the proceedings and any appeal in relation to the proceedings.

22.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

- (a) Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company acting in that capacity against:
 - (i) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - (ii) a Liability arising from negligence or other conduct.

22.7 Insurance for other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Company, acting in that capacity, but who is not a Director, Secretary or Executive Officer of the Company 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.

22.8 When insurance may not be provided by the Company

The Company shall not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of the Company, against 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 section 183 Corporations Act.

22.9 Definitions for the purposes of Rule 22

In this rule, except to the extent the context otherwise requires:

Term	Definition
Executive Officer	means a person who is concerned in, or takes part in, the management of the Company (regardless of the person's designation and Company).
Liability	includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Officer	means: a Director or Secretary of the Company; or a person: who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; who has the capacity to affect significantly the Company's financial standing; or in accordance with whose instructions or wishes the Directors are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Company).

Annexure A Reserve Powers

Tier 1 – PresCare only

Despite the rules set out in Credere Services Group's constitution, the following matters may only be undertaken by Credere Services Group with the prior written approval of the board of PresCare:

- (a) **(allotment of securities)** the allotment of shares, convertible notes, options or other securities in Credere Services Group;
- (b) **(share option schemes)** the approval of any employee share or option scheme for the issue of securities to employees, directors or consultants of Credere Services Group;
- (c) **(transfer of assets)** the transfer by Credere Services Group of an asset or assets of Credere Services Group having an aggregate book or market value (whichever is the greater) of more than 10% of the aggregate book or market value of its net assets;
- (d) **(loans)** the making of a loan or giving of credit or other financial accommodation to a person which is not specifically provided for in the Annual Program;
- (e) **(encumbrances)** the grant of any encumbrance over any assets of Credere Services Group save for in favour of trade creditors the ordinary course of business;
- (f) **(guarantees)** the giving or entry into any guarantee, letter of comfort or performance bond which has a liability (whether actual or contingent) of more than \$25,000 and which is not specifically provided for in the Annual Program;
- (g) **(new business)** Credere Services Group entering into or agreeing to any commitment, indemnity or liability (whether actual or contingent) of more than \$25,000 which is not specifically provided for in the Annual Program or otherwise in the ordinary and usual course of the Business;
- (h) **(acquisition of businesses)** the acquisition by Credere Services Group of an interest in any other business or any other company, which is within the budget provision for acquisitions contained in the Annual Program;
- (i) **(operational expenditure)** any operational expenditure above that specifically provided for in the Annual Program or otherwise in the ordinary and usual course of the Business which:
 - (i) is in excess of \$100,000; or
 - (ii) would otherwise cause total operational expenditure of Credere Services Group to exceed that specifically provided for in the Annual Program by \$100,000 or more;
- (j) **(remuneration and bonuses)** except as approved under the Annual Program, the agreement to set or increase the remuneration per annum or any bonus

- payable to any senior employee of Credere Services Group (excluding the Directors but including the managing Director if appointed);
- (k) **(insurance)** the amendment or variation of the insurance cover over Credere Services Group or the business activities of Credere Services Group except as provided in the Annual Program;
 - (l) **(unusual agreements)** the entry into or variation of agreements which are:
 - (i) other than in the ordinary and usual course of the Business;
 - (ii) not on arm's length terms;
 - (iii) unusual or abnormal;
 - (iv) with a related party;
 - (v) likely to involve performance at a loss; or
 - (vi) of a term of more than three years;
 - (m) **(material agreements)** the termination, variation, assignment, novation or enforcement of, or waiver of a right under, or decision not to comply with, any material agreement;
 - (n) **(material litigation)** the instigation or settlement of, or implementation of any strategy about, any dispute, claim, litigation or arbitration proceedings by Credere Services Group when the amount claimed is more than \$50,000 or, in the case of trading debts, is more than \$20,000
 - (o) **(transactions concerning Directors)** the entry into, termination, variation, assignment, novation or enforcement of, or waiver of a right under, or decision not to comply with, any contract or arrangement with or for the benefit of a Director;
 - (p) **(change in nature of business and winding up)** stopping carrying on, or materially altering, the scale or nature of operations of Credere Services Group or commencing any material business or operational activities other than the current business operations of Credere Services Group, including any proposal to wind up the Company;
 - (q) **(branding)** changing the business names, trademarks, service marks, trade names, domain names, logos or branding of Credere Services Group or the Business;
 - (r) **(Annual Programs)** the adoption of an Annual Program and any material variation to any approved Annual Program;
 - (s) **(dividends)** the declaration of any dividends or decision to pay any dividends, including by way of distribution of specific assets;
 - (t) **(reserves)** the decision to set aside out of the Company's profits, any sums as reserves;
 - (u) **(delegation of powers)** the delegation of any powers from the Board;
- and
- (v) **(agreement to do things)** the agreement to do any of the things listed above.

Tier 2 – PresCare and the Assembly or the Commission of the Assembly

Despite the rules set out in the Credere Services Group' constitution, the following matters may only be undertaken by Credere Services Group with the prior written approval of the board of PresCare and the prior written approval of the Assembly or the Commission of the Assembly of the Church:

- (a) **(constitutions)**
 - (i) any amendment to the constitution of Credere Services Group;
 - (ii) however, despite the rule set out in Tier 2(a)(i) above the Assembly or the Commission of the Assembly grants Credere Services Group all delegated authority to approve any constitution of any subsidiary entity of Credere Services Group, subject to obtaining the prior written approval of the board of PresCare;
- (b) **(indebtedness)** the incurring of external financial indebtedness in excess of the amount that is determined by the Assembly or the Commission in respect of PresCare from time to time;
- (c) **(acquisition of businesses)** the acquisition by Credere Services Group of an interest in any other business or any other company other than within the budget provision for acquisitions contained in the Annual Program;
- (d) **(remuneration and bonuses of Directors)** except as approved under the Annual Program, the agreement to set or increase the remuneration per annum or any bonus payable to any Director of Credere Services Group;
- (e) **(capital expenditure)** any capital expenditure above that specifically provided for in the Annual Program which:
 - (i) is in excess of \$5 million; or
 - (ii) would otherwise cause total capital expenditure of Credere Services Group to exceed that specifically provided for in the Annual Program by \$5 million or more; and
- (f) **(agreement to do things)** the agreement to do any of the things listed above.

Reports

Company to keep records

The Company and the Directors must ensure that its records and accounting books:

- (a) are kept in accordance with the Corporations Act;
- (b) contain full, true and correct entries of all dealings and transactions of the Business and the Company's affairs; and
- (c) are sufficient to enable PresCare to comply with its reporting requirements, as set out in the constitution of PresCare.

Member access to records and employees

The Company must permit, after receiving reasonable notice, its Member or any accountant, agent, consultant or employee of its Member to, at the Member's own cost, at reasonable times and as often as is reasonable:

- (a) visit and inspect any property of the Company;
- (b) inspect and take copies of documents relating to the Business and the Company's affairs, including its financial records; and
- (c) discuss the affairs, finances and financial records of the Company with the officers, employees and auditors of the Company,
- (d) for any purpose.

Definitions

For the purposes of this document, the capitalised terms have the meanings given to them in the constitution of Credere Services Group and the following terms have the meanings given to them below:

Annual Program

Means a program for carrying on the Business during a financial year consisting of:

a business plan setting out proposed marketing plans, finance arrangements, capital expenditures, operational expenditures and activities for carrying on the Business during that financial year; and

a budget setting out an estimate of the income to be received and the expenses to be incurred in carrying out that business plan.

Board

means the board of directors of Credere Services Group.

Business

means the business as carried on by Credere Services Group from time to time.

Company or Credere Services Group

means Credere Services Group Pty Ltd.

EMMANUEL COLLEGE

350

NAME

1. The name of the College is "Emmanuel College", and by that name the Principal and Councillors, for the time being, shall constitute a body politic and corporate.

OBJECTS

2. The objects of the College are:
 - (i) To provide appropriate accommodation and tuition for students attending The University of Queensland.
 - (ii) To foster a liberal education within the College.
 - (iii) To encourage students to relate their academic discipline to Christianity, and to encourage their growth in Christian faith by the provision of facilities for worship, discussion and counselling.
 - (iv) To assist in the training of candidates for the Christian ministry, and in particular to provide a centre for such theological training.

GOVERNMENT

3. The government in every respect of the College and all matters relating thereto shall at all times be vested in a Council consisting of:
 - (i) A Principal.
 - (ii) Three persons appointed by the Assembly (see Para. 7(a) (i)).
 - (iii) Three persons appointed by the Synod (see Para. 7(a) (ii)).
 - (iv) Three persons elected by members of the Students' Club.
 - (v) A nominee of the Senate of the University.
 - (vi) Three persons elected by former resident members of College who are graduates (see Para .7(b)).
 - (vii) Up to three persons co-opted by the Council.
4. The Council shall elect a Chairman who, when present, shall preside at all meetings of the Council.

THE PRINCIPAL

5. A Principal shall from time to time be appointed by the Council for such term as may in each instance be resolved by the Council prior to the appointment. A Principal may be re-appointed from time to time.

6. The Principal shall be a member of either the Presbyterian Church of Australia or The Uniting Church in Australia or a person who subscribes to the doctrine of either of the said Churches.

THE COUNCILLORS

7. (a) (i) The General Assembly shall every five years appoint three persons as Councillors and thereupon such members of Council who were the previous appointees of the General Assembly (unless re-appointed) shall retire from office.
- (ii) The Synod shall every five years appoint three persons as Councillors and thereupon such members of Council who were the previous appointees of the Synod (unless re-appointed) shall retire from office.
- (b) The former resident members of the College who are graduates shall, every fifth year, elect three persons who shall be members of the Church as Councillors. Thereupon such of the Councillors, apart from the persons elected by the Students' Club and the Senate, the Principal and those appointed by the Churches, who are not so elected, shall retire from office.
- (c) The Council shall co-opt up to three persons to serve as Councillors until the next quinquennial election of Councillors (see 7 (b)).
- (d) Each Councillor appointed under clause (a) or elected under clause (b) hereof shall be entitled to remain in office for five years from the date of appointment or election as the case may be.
- (e) (i) Whenever a vacancy occurs in the office of Councillor appointed by the Assembly, the General Assembly shall fill such vacancy by appointing a Councillor who shall hold office only until the next quinquennial appointment of Councillors by the General Assembly.
- (ii) Whenever a vacancy occurs in the office of Councillor appointed by the Synod, the Synod shall fill such vacancy by appointing a Councillor who shall hold office only until the next quinquennial appointment of Councillors by the Synod.
- (f) Whenever a vacancy occurs in the office of Councillor elected by the former resident members of College who are graduates or co-opted by the Council, the Council may elect or co-opt a Councillor who shall hold office only until the next quinquennial election.

8. No person who:
 - (a) is not prepared to be involved in the implementation of the principles and policies of the Churches in relation to this College.
 - (b) is not the full age of twenty-one years;
 - (c) has been a resident member of the College within the previous five years;
 - (d) has his/her affairs placed in the hands of a trustee in bankruptcy; or
 - (e) is an undischarged bankrupt;
 - (f) has been convicted on an indictable offence unless he/she has received a free pardon or has undergone the sentence passed upon him/her; or
 - (g) is a mentally ill person within the meaning of the laws in force for the time being relating to mental illness, shall be capable of being or continuing to be a member of the Council.
 - (h) provision (a) shall not necessarily apply to the nominee of the Senate of the University, nor provisions (b) and (c) above apply necessarily to the persons elected by members of the Emmanuel College Students' Club.
9. The office of Member of the Council shall be vacated:
 - (a) if he or she is or has become disqualified under this Constitution;
 - (b) if without leave obtained from the Council in that behalf, he or she has been absent from three consecutive meetings of the Council; or
 - (c) upon death or resignation.
10. Except in case of death, disqualification or removal by the General Assembly and the Synod, a Councillor shall be deemed to remain in office until a successor is appointed, elected or co-opted.
11. Any one or all of the Councillors, except the Principal or the nominee of the Senate of the University, may be removed from their respective offices from time to time by a resolution of both the General Assembly and the Synod.
12. The votes at all meetings of the Council shall be taken inclusively of the Chairman or person presiding, but when there is any equality of votes the person presiding shall have a casting vote as well as a deliberative vote.
13. Subject to such conditions as to the due convening of meetings of the Council as shall have been determined, four Councillors shall constitute a quorum and the votes and proceedings of the majority at a meeting at which a quorum is present shall be taken and accepted as the votes and proceedings of the Council.

14. The Council may act in every respect notwithstanding any vacancies in the office of the Principal or any vacancy or vacancies in the office of the number of the Councillors and no such vacancy shall in any way affect the Constitution of the College in its privileges or status.

THE VISITORS

15. The Moderator of the Synod and the Moderator of the General Assembly shall by virtue of such offices, and so long as they shall hold such respective offices, be Visitors of the College.

They shall have the right to visit the College at any time and to attend all meetings of the Council or its Committees, to examine the manner in which the College is conducted, and to see that its laws and regulations are duly observed and executed.

PROFESSORS, LECTURERS AND TUTORS

16. All professors, lecturers and tutors of the College shall be chosen and appointed by the Council provided always that:
 - (i) The General Assembly shall have exclusive power to appoint, control or remove professors, lecturers and tutors of subjects of the curriculum prescribed for students of divinity of the Presbyterian Church; and
 - (ii) The Synod shall have exclusive power to appoint, control or remove professors, lecturers and tutors of subjects of the curriculum prescribed for students of divinity of the Uniting Church.
17. Subject to the last preceding clause the Principal, professors, lecturers and tutors of the College shall respectively be liable to removal or suspension by the Council from their offices with the rights and privileges thereto appertaining for sufficient cause with the right of appeal to the Visitors and two assessors appointed by each of them.
18. The Council shall have power to choose and appoint as Fellows, Honorary Fellows and Honorary Foundation Fellows such persons as it deems fit, and the said Fellows, Honorary Fellows and Honorary Foundation Fellows shall have such duties and privileges as the Council shall determine from time to time.

BY-LAWS AND RULES

19. The Council shall have power from time to time to make and establish all such By-Laws and Rules as to the Council shall seem expedient for carrying into effect the several provisions of this Constitution and the objects of the College and particularly for the election of Councillors, meetings of the Council and the ordering of all things in and connected with the College and the discipline thereof to the promotion of religion and learning.

RESIDENCE

20. All students of the College shall ordinarily be enrolled in a course offered by the University and shall be required duly and regularly to attend the lectures of the University on those subjects, an examination and proficiency in which are required for honours and degrees, provided that students and graduates of the University may continue in the College at the discretion of the Council for the purposes of further study.

THE COMMON SEAL

21. The custody of the Common Seal of the College may be entrusted to such person as the Council shall from time to time determine.
22. The Common Seal shall not be affixed to any document except by order of the Council and in the presence of three Councillors at least, and three Councillors shall attest the sealing.

NON PROFIT OPERATION

23. The assets and income of the College shall be applied solely in furtherance of the objects of the College and no portion shall be distributed directly or indirectly to members of the College except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

DISSOLUTION

24. In the event of the College being wound up, any surplus assets remaining after the payment of the College's liabilities and the transfer to the University of the College land and improvements in accordance with the Deed of Trust shall be transferred equally between other university residential colleges with similar purposes and which are not carried on for the purposes of profit or gain to its individual members. The Queensland Synod of The Uniting Church in Australia and the General Assembly of the Presbyterian Church of Queensland shall each specify one such college to be recipients of the transfer of surplus assets.

ALTERATION TO THE CONSTITUTION

25. Subject to the proviso hereto, this Constitution may be amended from time to time by resolution of the Council passed by not less than two-thirds of all members of the Council provided that any such amendment shall not take effect until the same has been duly approved by majority vote of the Synod and the Assembly.
 - (a) The resolution of the Council may be passed before, at the same time, or after the resolutions of the Assembly and the Synod.
 - (b) No such alteration shall have any force or effect until consented to by the Senate of the University.

INTERPRETATION

26. In this instrument:

"The University" means The University of Queensland.

"The Church" means any major denomination of the Christian Church.

"The Churches" means the Presbyterian Church of Australia and The Uniting Church in Australia.

"The General Assembly" means the General Assembly of The Presbyterian Church of Queensland.

"The Synod" means the Queensland Synod of The Uniting Church in Australia.

"A former resident member of the College who is a graduate of the University" is a person who having been a resident student for the period prescribed by the By-Laws or Rules of the College has attained a degree in the University and whose name remains on the College books.

"A member of the Church" means a person in full communion with the Presbyterian Church of Australia or The Uniting Church in Australia, or a Communicant member of any major denomination of the Christian Church.

GRACE COLLEGE

351

1. INTERPRETATION

On the interpretation of this Constitution the following words and expressions shall where the context so admits or requires have the meanings attached thereto, that is to say:

"The College" means the residential college for women students of The University of Queensland known as "Grace College".

"The Synod" means the Queensland Synod of the Uniting Church in Australia.

"The Assembly" means the General Assembly of the Presbyterian Church of Australia within the State of Queensland.

"The University" means The University of Queensland.

The masculine gender shall wherever the context so admits include the feminine gender.

2. NAME

The name of the College is Grace College.

3. OBJECTS

The objects of the College will be:

- (a) To provide proper accommodation and tuition for women students of the University for the purpose of giving such students the benefit of collegiate life and of making provision for their care, guidance, discipline and instruction.
- (b) To encourage a liberal education for its students by endeavouring to draw its students from all faculties within the University.
- (c) To provide all necessary facilities for the presentation of and instruction in the Christian faith, including worship, study, teaching and counselling.
- (d) To encourage students to relate their academic disciplines to Christianity and grow in the Christian faith.

4. GOVERNMENT

The government in every respect of the College and all matters relating thereto shall at all times be vested in a Council consisting of sixteen (16) members appointed as hereunder provided.

5. THE COUNCIL

The Council shall consist of:

- (a) Six persons appointed by the Synod, of whom at least one and no more than three shall be Ministers and not less than three shall be women.
- (b) Three persons appointed by the Assembly of whom no more or less than one shall be a Minister and not less than one shall be a women.

- (c) The Principal of the College, who shall be a non-voting member.
- (d) Three graduate past students of the College appointed by the Council on the recommendation of the Grace Old Girls' Association.
- (e) Two students elected by secret ballot by the residential students as soon as practicable after the beginning of the academic year.
- (f) A person appointed by the Senate of the University.

6. APPOINTMENT

The Members of the Council appointed by the Synod and the Assembly shall be appointed for a term of three years and shall hold office from the first day of January in the year next after the year in which the Synod and the Assembly appointing them meet. This period of three years is hereinafter called "the term".

No member appointed by the Synod or the Assembly shall hold office for more than four complete consecutive terms.

The member appointed by the Senate of the University shall be appointed for such period as the Senate may determine.

Student members shall hold office for one year but shall be eligible for re-election. Graduate students shall hold office for a period of three years from the first day of January in the year following the year in which they are appointed. They shall hold office for no more than four complete consecutive terms.

7.1 QUALIFICATIONS

No person may be a Councillor who:

- (a) has his/her affairs under liquidation by arrangement with his/her creditors;
- (b) is an undischarged bankrupt;
- (c) has been convicted of an indictable offence unless he/she has received a free pardon, has his/her conviction quashed or has undergone the sentence passed upon him/her; or
- (d) is an insane person within the meaning of the laws in force, for the time being, relating to insanity.

7.2 In addition, in the case of members nominated by the Churches the following shall apply:

- (a) Presbyterian nominees must be Communicant Members of the Presbyterian Church in Queensland.
- (b) Uniting Church nominees shall have an affiliation with a Christian church.

8. VACATING OFFICE

The office of member of Council shall be vacated:

- (a) If he is or has become disqualified under this Constitution.

- (b) If he has been absent from three consecutive ordinary meetings of the Council without leave of absence or good cause shown.
- (c) Upon death or resignation.

9. REMOVAL FROM OFFICE

- (a) The Synod may by resolution passed by a majority of not less than three-fourths of its members present and voting thereon from time to time remove the members of the Council who have been appointed by the Synod or any of them.
- (b) The Assembly may by resolution passed by a majority of not less than three-fourths of its members present and voting thereon from time to time remove the members of the Council who have been appointed by the Assembly or any of them.
- (c) The Synod or the Assembly which so removes members of the Council from office shall appoint members to the Council to fill the vacancies so created and such members shall hold office for the balance of the term in which they are appointed.
- (d) The Senate of the University may from time to time remove and replace its nominee on the Council.

10. CASUAL VACANCY

Any casual vacancy occurring among the members of the Council appointed by the Synod shall be filled by the Synod or by any Committee or Body appointed in that behalf by the Synod. Any casual vacancy occurring among the members of the Council appointed by the Assembly shall be filled by the Assembly or by any Committee or Body appointed in that behalf by the Assembly. Any person appointed under this clause shall hold office for the balance of the term in which he is appointed. Any casual vacancy occurring in the case of the member appointed by the Senate shall be filled by the Senate. Any casual vacancy occurring in the case of student members shall be filled by secret ballot of the residential students as soon as practicable thereafter. Any casual vacancy occurring in the case of a graduate past student member shall be filled by the Council on the recommendation of the Grace Old Girls' Association.

11. PRINCIPAL

- (a) The Principal of the College shall be appointed by the Council for such period as may in each instance be resolved by the Council prior to the election. The Principal may be re-appointed from time to time.
- (b) The Principal shall be a Communicant Member of a branch of the Christian church.
- (c) The Principal shall have such other qualifications as the Council may determine, provided that the qualifications must be such as to enable the Principal to give effect to the Objects of the College.

- (d) The Council may from time to time by resolution determine the powers and the duties of the Principal.

12. VISITORS

The Moderator of the Synod and the Moderator of the Assembly shall by virtue of such office and so long as they shall hold office, be Visitors of the College. The Visitors of the College shall have the right to attend all meetings of the Council and any Committee thereof, and shall have the right to visit the College at any time. They shall have the duty of examining the manner in which the College is conducted to ensure that its aims are being implemented and its Regulations are being duly observed.

13. OFFICE BEARERS AND EXECUTIVE

- (a) The Council shall at the Annual General Meeting each year from amongst its members elect a Chairman, a Deputy Chairman, a Secretary and a Treasurer who shall respectively perform the duties normally associated with such offices, and who shall hold office until their successors are appointed at the next Annual General Meeting. Any casual vacancy occurring in any office may be filled by resolution of the Council.
- (b) The Chairman, Deputy Chairman, Secretary, Treasurer and Principal shall form the Executive Committee of the Council. The Executive Committee shall exercise such powers and responsibility as may be delegated to it by the Council from time to time.

14. MEETINGS OF THE COUNCIL

- (a) Ordinary meetings of the Council shall be held at least three times each year at such times and places as may be appointed by the Council for that purpose. Special meetings may be convened by the Chairman on his own responsibility, and a special meeting shall be convened by him forthwith upon the receipt by him of a written requisition signed by not less than five members of the Council.
- (b) There shall be a meeting of the Council not later than the month of April each year which shall be called the Annual General Meeting at which the business shall be:
 - (i) the presentation by the Executive Committee of an Annual Report covering the previous year's activities.
 - (ii) the presentation of duly audited accounts covering the financial operations of the previous year and the financial position as at the conclusion of the previous year.
 - (iii) the election of office bearers.
 - (iv) the appointment of an auditor.
 - (v) any other business which the Executive may place on the agenda.

- (c) At all meetings of the Council eight voting members present in person shall constitute a quorum, and no business (other than adjournment) shall be transacted in the absence of a quorum.
- (d) The votes of all meetings of the Council shall be taken inclusive of the Chairman or person presiding, but when there is an equality of votes the Chairman or person presiding shall have a casting vote as well as a deliberative vote.

15. POWERS OF THE COUNCIL

- (a) The Council shall administer and control the finances of the College in all respects and shall have the power to borrow as well as to pledge the assets of the College and in all other respects may exercise the powers conferred by the "Religious Educational and Charitable Institutions Acts, 1861 to 1967".
- (b) The Council shall have power to make such regulations for or in any way relating to the governance or ordering of the College and for the effective working of the Council as it may from time to time think fit. The Council may amend any such Regulations PROVIDED ALWAYS that no Regulation or amended Regulation shall be made which shall be inconsistent with any part of the Constitution.
- (c) The Council may engage and employ for any of the purposes of the College such persons and on such terms as it may from time to time think fit.
- (d) The Council shall if requested in each year present a Report and Balance Sheet both to the Synod and the Assembly.
- (e) The general powers of the Council as the governing body of the College shall not in any way be restricted or affected by the foregoing enumeration of particular powers.

16. STUDENTS

- (a) Students of the College may be residential or non-residential.
- (b) No student shall be admitted to residence in the College unless either:
 - (i) Having qualified to undertake studies at the University she shall be pursuing a course of study at the University or shall, whether at the University or at the College, be engaged in research.
 - (ii) Notwithstanding the provisions of paragraphs (a) and (b)(i), the Principal may at his/her discretion admit to residence a limited number of other students.

17. INCORPORATION

The Chairman, the Secretary and the Treasurer having been incorporated under the provisions of the "Religious, Educational and Charitable Institutions Acts, 1861 to 1967" shall, subject to the approval of the Governor in Council, bear the corporate name of "Grace College".

18. COMMON SEAL

The Council shall provide a Common Seal for the purpose of the College and the seal shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of any two of the following persons - The Principal, the Deputy Chairman, the Chairman, the Secretary and the Treasurer.

The form of attestation shall be as follows:

Given under the Common Seal of Grace College this day of 20.. pursuant to a resolution of the Council and in the presence of and

NB The Seal is affixed over the signatures. Any two of the persons mentioned in this paragraph of the Constitution may sign.

All uses of the seal must be recorded in the Minutes of Grace College Council.

19. ALTERATION OF CONSTITUTION

Subject to the proviso hereto, this Constitution may be amended from time to time by resolution of the Council passed by not less than three-quarters of all the members of the Council or certified in writing by not less than three-quarters of all such members PROVIDED that any such amendment shall not take effect until the same has been duly approved by the Synod, the Assembly and the Senate of the University.

20. DISSOLUTION

Subject to the proviso herein contained, the College shall not be dissolved except pursuant to a resolution of the Council passed by at least three-quarters of the members thereof present and voting or evidenced in writing by at least three-quarters of the members thereof whose signatures thereto shall be duly attested by a Justice of the Peace. Any assets of the College shall on dissolution be disposed of or vested in some body or corporation for such purposes as shall be specified in such resolution and as shall be in accordance with the provisions of Section 78 (1)(a) of the Income Tax Acts PROVIDED that any such resolution shall be of no effect unless and until it is approved by the Synod, the Assembly and the Senate of the University.

21. NON-PROFIT CLAUSE

The assets and income of the College shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the College except as bona fide compensation for services rendered or expenses incurred on behalf of the College.

ST ANDREW'S TOOWOOMBA HOSPITAL

352

Background	97
Name and Formation	97
Objects	98
Government	98
Board of Governors	98
Rotational Retirements and Appointments	99
Casual Vacancies	100
Removal or Retirement of Governors	100
Conduct of Meetings	101
Reports to Assembly	101
Execution of Documents	101
Delegation of Powers to Committees	101
Nominations Policy	102
By-Laws and Rules	102
Alternation of Constitution	102
Income and Property	103
Indemnity	103
Surplus Assets on Winding Up or Dissolution	104
Interpretation	104
Definitions	105
Schedule 'A'	107
Schedule 'B'	108

CONSTITUTION OF ST ANDREW'S TOOWOOMBA HOSPITAL

BACKGROUND

- A. St Andrew's Toowoomba Hospital (**Hospital**) was founded in 1961, opened in 1966 and governed until 1977 as an integral work of the Presbyterian Church of Queensland (**Church**), in partnership with the community of Toowoomba.
- B. The property of the Hospital was held as part of the property of the Church on the usual charitable trust for the advancement of the Christian faith in the Presbyterian cause, in this case by the hospital ministry of healing as embodied in its objects in its constitution.
- C. During the course of Church Union in 1977 the General Assembly of the Church (**Assembly**) approved the transfer of ownership of the Hospital property to the Hospital and Assembly enacted a new constitution for the Hospital, with half of the Governors to be appointed by Assembly and half by the Synod of the Uniting Church of Queensland (UCQ).
- D. The 1977 constitution continued until it was varied by Assembly in 2003, following the withdrawal of UCQ (at its request) from an appointment role of Governors of the Hospital, leaving that appointment role and constitutional approval role solely to Assembly.
- E. The Hospital and Assembly conducted a review of their constitutional relationship throughout 2013 and 2014 and adopted this Constitution by resolution of the Board of Governors dated _____ and by resolution of Assembly dated _____.
- F. **Legal Status**
 - i. The Hospital is a body corporate created under the Hospital Letters Patent executed by the then Governor of Queensland on 30 March 1978 pursuant to the authority of the *Religious Education and Charitable Institutions Act 1861 (RECI Act)*.
 - ii. Following the repeal of the *RECI Act*, the Hospital Letters Patent were preserved through s144 of the *Associations Incorporation Act 1981 (Associations Incorporation Act)*.
 - iii. By the Hospital Letters Patent, the Chairman, the Vice-Chairman and the Treasurer of the Hospital are declared to be a 'Body Corporate' by the 'name and style of St Andrew's Toowoomba Hospital'.

NAME AND FORMATION

1. The name of the Hospital is *St Andrew's Toowoomba Hospital* and by that name the persons at any given time elected by and from amongst the Board of Governors under Rule 9 and thus occupying the offices of Chairman, Vice-Chairman and Treasurer of the Hospital together shall:
 - (a) Continue to constitute a body politic and corporate; and
 - (b) Be authorized to make application for incorporation.

OBJECTS

2. The Objects of the Hospital are:
 - (a) To conduct and maintain a true community hospital in which Jesus Christ is proclaimed as Healer and Redeemer and in which religious services are conducted for patients and staff with due regard for their personal freedom;
 - (b) To provide health services for members of the public irrespective of their religious beliefs;
 - (c) To contribute to professional education in health and health related fields; and
 - (d) To do all such things as may be essential or conducive to the furtherance of the above objects.

GOVERNMENT

3. The whole governance and oversight of the management and operations of the Hospital shall be vested in the Board of Governors.
4. For the avoidance of doubt, in carry out their role and responsibilities, each of the members of the Board of Governors must act at all times in the interests of the Hospital having regard to the Objects of the Hospital as set out in Rule 2.
5. The Board of Governors shall have all of the powers and authorities necessary or incidental to the conduct and operation of the Hospital including the power to delegate any of its powers or authorities to others on terms as the Board of Governors sees fit.

BOARD OF GOVERNORS

6. Assembly performs the function of making appointments to the Board of Governors, other than appointments made by the Board of Governors to fill casual vacancies under Rule 16.
7. The Board of Governors as at the date of adoption of this Constitution shall be the persons who comprised the Board of Governors immediately prior to its adoption.
8. As from the adoption of this Constitution, the Board of Governors shall consist of at least 9 and not more than 16 persons appointed by Assembly, of which, subject to Rule 9:
 - (a) at least one shall be a Minister of the Church;
 - (b) at least one shall be a member of the Presbytery of the bounds or representative of a Presbyterian women's group operating within the bounds of the Presbytery;
 - (c) at least three shall be Medical Practitioners who are or have been registered as such with AHPRA within the last 5 years; and
 - (d) at least three quarters shall be members of a Christian Church.

9. Notwithstanding Rule 8:
 - (a) if for any reason the number of Governors falls below 9, the Board of Governors shall have the power to act solely for the purposes of filling any casual vacancies so as to bring the total number of Governors back to at least 9; and
 - (b) if for any reason there are at least 9 Governors but there is deficiency in the composition of the Board of Governors, having regard to the requirements of paragraphs (a) to (d) of Rule 8 (***Rule 8 Composition Requirements***) and the Nominations Policy:
 - (a) the Board of Governors shall, notwithstanding the deficiency, continue to have the full power to act until such time as any casual vacancies can be filled so as to restore the Board to compliance with the Rule 8 Composition Requirements and the Nominations Policy; and
 - (i) the Board of Governors must act promptly and in good faith to exercise its power under Rule 16 to fill any casual vacancies so as to restore the Board to compliance with the Rule 8 Composition Requirements and the Nominations Policy.
10. The Board of Governors shall elect from amongst their number 3 separate Governors to fill the respective offices of Chairman, Vice-Chairman and Treasurer:
 - (a) at the first meeting of the Board of Governors after conclusion of the meeting of the General Assembly each year; and
 - (b) if a casual vacancy arises on the Board of Governors at any time which results in any of those offices being vacated, as soon as reasonably practicable after the casual vacancy arises.

ROTATIONAL RETIREMENTS AND APPOINTMENTS

11. As and from the date of adoption of this Constitution, the persons who are on the Board of Governors shall retire in the order and at the time set out in Schedule 'A' to this Constitution but shall be eligible for reappointment by Assembly, provided that they fulfill the Board Eligibility Criteria.
12. Each person appointed to the Board of Governors by Assembly after the date of adoption of this Constitution shall be appointed for a term of 3 years commencing as and from the date of their appointment.
13. Provided that the person fulfills the Board Eligibility Criteria, including any express limitation on the number of terms a person may serve, a person shall be eligible for appointment or reappointment as a Governor.
14. All appointments to the Board of Governors must be made in accordance with the Nominations Policy.

15. Notwithstanding any other provision of this Constitution, the Nominations Policy or the Board Eligibility Criteria, a person who:
 - (a) is under 18 years of age;
 - (b) has entered into a Deed of Arrangement with his/her creditors or has executed a Deed of Assignment for their benefit under the laws relating to bankruptcy;
 - (c) is an uncertificated or undischarged bankrupt;
 - (d) has been convicted of an indictable offence; or
 - (e) becomes physically or mentally unable to carry out properly his/her duties as a Governor Shall be incapable of being appointed to a continuing to be a member of the Board of Governors.

CASUAL VACANCIES

16. If a casual vacancy arises on the Board of Governors due to any person retiring from or otherwise vacating their position on the Board of Governors, the Board of Governors may appoint a person to fill such vacancy provided that:
 - (a) the appointment shall be subject to an comply with the Nominations Policy;
 - (b) the person appointed to fill the casual vacancy fulfills the Board Eligibility Criteria and Board Composition Requirements;
 - (c) the appointment shall be for the balance of the term of appointment of the person who vacated the position on the Board of Governors that gave rise to the casual vacancy; and
 - (d) the appointment shall be subject to approval by Assembly.

REMOVAL OR RETIREMENT OF GOVERNORS

17. Whether by its own initiative or on request of the Board of Governors supported by a Special Resolution of the Board of Governors, Assembly may by a resolution of not less than 75% of its members present and voting and entitled to vote from time to time remove any or all of the Governors from the Board of Governors provided that all such persons to be removed are given by the Assembly:
 - (a) at least 14 days notice in writing of the proposal to remove them from the Board of Governors;
 - (b) written reasons for the proposal to remove them; and
 - (c) a reasonable opportunity to make written and oral submissions to Assembly in response.
18. The shall inform, and invite comments from, the Board of Governors as a whole in advance of any proposal to remove any or all of the Governors.
19. The office of Governor shall otherwise become vacant:
 - (a) if, without leave first obtained from the Board in that behalf, a Governor has been absent from all meetings of the Board held during a period of

- six consecutive months; or
- (b) upon resignation or death of a Governor; or upon a Governor becoming incapable under Rule 15 of continuing to act as such.

CONDUCT OF MEETINGS

- 20. The Chairman or in his absence, the Vice-Chairman shall preside at the meetings of the Board, but if no such Chairman or Vice-Chairman is elected or if at any meeting neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the same, the Governors present shall choose someone of their number to be Chairman of the meeting.
- 21. The voting at all meetings of the Board shall be taken inclusively of the Chairman or person presiding, but when there is an equality of votes, the person presiding shall have a casting vote as well as a deliberative vote.
- 22. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. The votes and proceedings of a majority at a meeting at which a quorum is present shall be taken and accepted as the votes and proceedings of the Board.
- 23. A quorum for a meeting of the Board of Governors is the number equal to a simple majority of the total number of Governors then in office.
- 24. A Board of Governors' meeting may be called or held using any technology consented to by all the Governors on the proviso that all Governors are heard and understood throughout the meeting. The consent may be a standing one. A Governor may only withdraw his or her consent within a reasonable period before the meeting. The Governors may otherwise regulate their meetings as they think fit.

REPORTS TO ASSEMBLY

- 25. The Board of Governors shall present a quarterly report of its activities to the Assembly. Such report shall be accompanied by a financial updated.
- 26. The Board of Governors shall present an annual report of its activities to Assembly. Such report shall be accompanied by the annual audited financial statements of the Hospital.

EXECUTION OF DOCUMENTS

- 27. The execution of documents by the Hospital shall be in accordance with the express delegations and authorities of the Board to the extent permissible by law.

DELEGATION OF POWERS TO COMMITTEES

- 28. The Board may delegate any of its powers to committees consisting of such Governors and such other persons as they think fit.
- 29. In the exercise of any powers delegated to it, a committee formed by the Board:
 - (a) must conform to the directions of the Board; and

- (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

NOMINATIONS POLICY

- 30. The Nominations Policy as at the date of adoption of this Constitution is set out in Schedule 'B' to this Constitution and sets out the Board Eligibility Criteria and Board Composition Requirements;
- 31. The Nominations Policy may be amended, modified, supplemented or replaced from time to time by:
 - (a) a Special resolution of the Board of Governors; and
 - (b) a resolution of Assembly passed by a simple majority of its members present and voting thereon and entitled to vote.
- 32. A nominations committee, which shall include a person appointed by the Assembly, shall be established and shall provide advice and make recommendations to the Board of Governors and Assembly with respect to nominations for appointment to the Board of Governors in accordance with the Nominations Policy.

BY-LAWS AND RULES

- 33. The Board of Governors shall have power from time to time to make, repeal or alter all such by-laws and Rules as the Board of Governors shall deem expedient for carrying into effect the several provisions of this Constitution and the objects of the Board of Governors and particularly for meetings of the Board of Governors and its Committees and the ordering of all things in and connected with the Hospital.

ALTERNATION OF CONSTITUTION

Alteration

- 34. This Constitution may be altered in any respect by:
 - (a) a Special Resolution of the Board of Governors; and
 - (b) a resolution of Assembly passed by at least 60% of its members present and voting thereon and entitled to vote.

Letters Patent

- 35. The persons occupying the offices of Chairman, Vice-Chairman and Treasurer, who together constitute the body politic and corporate under the Letters Patent must not seek revocation of the Letters Patent except in accordance with:
 - (a) A Special Resolution of the Board of Governors; and
 - (b) A resolution of Assembly passed by at least 75% of its members present and voting thereon and entitled to vote.

INCOME AND PROPERTY

36. All of the income and property of the Hospital shall be used and applied solely in promotion of the Objects and the exercise of the powers of the Board of Governors and no portion thereof shall be distributed directly or indirectly to any person other than in accordance with Rule 37.
37. Nothing in Rule 36 prevents the payment in good faith of interest to any person in respect of:
- (a) moneys advanced by the person to the Hospital or otherwise owing by the Hospital to the person;
 - (b) the supply in good faith of property, goods or services to the Hospital by the person; or
 - (c) reasonable out-of-pocket expenses actually incurred by the person in relation to their role as an employee or a Governor, provided that, in the case of Governors, the incurring of the expense has been agreed in advance by the Board of Governors.

INDEMNITY

Costs and expenses

38. Every Governor and past Governor is and will continue to be indemnified by the Hospital to the extent permissible by law, for and against all costs, claims and expenses suffered or incurred by that person in their capacity as a Governor whether:
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted; or
 - (b) in connection with any application in relation to those proceedings in which the Court grants relief to that person.

Liabilities to third parties

39. Every Governor and past Governor is and will continue to be indemnified by the Hospital to the extent permitted by law, for and against all liability incurred by that person in their capacity as a Governor to any person other than the Hospital or a related body corporate, except that they shall not be indemnified in respect of any liability which arises from conduct that involves a lack of good faith.

Insurance premiums

40. The Hospital may pay the premium on a contract insuring a person who is or has been a Governor of the Hospital against:
- (a) A liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and

- (b) Other liability incurred by the person as an officer of the Hospital except a liability which arises from conduct that involves a willful breach of duty in relation to the Hospital.

SURPLUS ASSETS ON WINDING UP OR DISSOLUTION

Surplus

41. Subject to clause 42, upon the winding up or dissolution of the Hospital, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the persons constituting the Hospital as a body corporate (see Rule 1) (the **Corporators**) nor among the members of the Board of Governors, but will be given or transferred to some other charitable institution or organization which:
- (a) gifts of money or property for the principal purpose of the organization;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organization;
 - (c) money received by the organization because of such gifts and contributions.

Deductible gifts

42. Notwithstanding clause 41, if the Hospital is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organization to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organization;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organization;
 - (c) money received by the organization because of such gifts and contributions.

INTERPRETATION

References to law and the Constitution

43. A reference to:
- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
 - (b) this Constitution, where amended, means this Constitution as so amended.

Presumptions of interpretation

44. Unless the context otherwise requires a word which denotes:
- (a) The singular denotes the plural and vice versa;
 - (b) Any gender denotes the other genders; and
 - (c) A person denotes an individual and a body corporate.

45. Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
46. Headings and any table of contents must be ignored in the interpretation of this Constitution.
47. Unless the context otherwise requires a reference to a time of day means that time of day in Queensland.
48. For the purpose of determining the length of a period (but not its commencement) a reference to:
 - (a) A day means a period of time commencing at midnight and ending 24 hours later; and
 - (b) A month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
49. Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
50. A provision of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
51. A reference to a business day means a day during which banks are open for general banking business in Queensland.

DEFINITIONS

52. In this Constitution, except where the context requires otherwise:
 - (a) **AHPRA** means the Australian Health Practitioners Regulation Agency which manages the register of Medical Practitioners registered by the Medical Board of Australia, and includes any successor bodies or associations carry out similar functions.
 - (b) **Assembly** means the General Assembly of the Presbyterian Church of Queensland and includes, where the context permits, the Commission of Assembly as defined in this Constitution;
 - (c) **Board Composition Requirements** means, in addition to the provisions of Rule 8 of this Constitution, the criteria from time to time forming part of the Nominations Policy in relation to the preferred composition of skills and other competencies of the Board;
 - (d) **Board of Governors** means governing body of the Hospital appointed in accordance with this Constitution;
 - (e) **Board Eligibility Criteria** means, in addition to the provisions of Rule 15 of this Constitution, the eligibility criteria from time to time forming

part of the Nominations Policy for the appointment of persons to the Board of Governors;

- (f) **Church** means the Presbyterian Church of Queensland;
- (g) **Commission of Assembly** means the body appointed by Assembly to represent it when it is not meeting and which body has been delegated authority to act for Assembly and to make decisions as if it were Assembly;
- (h) **Governor** means a person appointed to the Board of Governors pursuant to this Constitution;
- (i) **Hospital** means the body corporate known as St Andrew's Toowoomba Hospital which was created under the Hospital Letters Patent;
- (j) **Hospital Letters Patent** means the Letters Patent executed by the then Governor of Queensland on 30 March 1978 pursuant to the authority of the Religious Educational and Charitable Institutions Act and by which the Hospital created as a body corporate;
- (k) **Nominations Policy** means the document or documents contemplated by Rule 30 approved by the Board of Governors and Assembly from time to time which sets the policy for selection, nomination and appointment of all persons to the Board of Governors and includes the Board Eligibility Criteria and Board Composition Requirements;
- (l) **Objects** means the Objects of the Hospital set out in Rule 2;
- (m) **Presbytery or Presbytery of the bounds** means the Darling Downs Presbytery of the Church in Queensland or its successor presbytery in the event of an alteration to the number or boundaries of the presbyteries of the church affecting the boundaries of the Darling Downs Presbytery.
- (n) **Special Resolution of the Board of Governors** means a resolution of the Board of Governors passed by a majority of not less than 75% of the Governors present and voting thereon and entitled to vote, at a meeting of Governors convened on not less than 28 days' notice, such notice to include the terms of the proposed resolution.

SCHEDULE 'A'

PROGRESSIVE RETIREMENT OF BOARD OF GOVERNORS (SEE RULE 11)

	June 2016	June 2017	June 2018
1 x Chairman			John Rowe
3 x Ecclesiastical	Jan Saunders	Very Rev Dr Ken Gardner	Rev John Gilmour
3 x Medical	Dr Neil Parker	Dr David van Gend	Dr Stuart Paige
9 x General	Greg Skelton Nathan Bouchier Dr Tim Porter	Liz Farr Paul McMahon Jeanette Loxton	Ian Andersen Isaac Moody William Laird
Total 16			

SCHEDULE 'B'

Nominations Policy (see Constitution – Rule 30)

This document sets out:

- (a) the board composition requirements for the preferred composition of skills and other competencies on the Board, in addition to the provisions of Rule 8 of the Constitution;
- (b) the eligibility criteria for the appointment of persons to the Board of Governors in addition to the provisions of Rule 15 of the Constitution; and
- (c) the policy contemplated by Rule 30 of the Constitution for selection, nomination and appointment of all persons to the Board of Governors.

1. Board of Eligibility Criteria

- 1.1 The individual eligibility criteria for each candidate for election or appointment as a Governor are as follows, namely that each person:
- (a) is not a full-time or permanent part-time employee of the Hospital (being St Andrew's Toowoomba Hospital);
 - (b) has either never previously been elected or appointed as a Governor, or one of the following applies:
 - (i) in the case of an existing Governor other than a Governor described in paragraph (ii) below, has served less than three consecutive terms of office as Governor since the date this Nominations Policy was first adopted; or
 - (ii) in the case of an existing Governor who was appointed as Chair during his or her third term of office, has served less than four consecutive terms of office as Governor since the date this Nominations Policy was first adopted; or
 - (iii) in the case of a person who has already served the maximum number of consecutive terms of office as relevant under paragraph (i) or (ii): at least one year has elapsed since the person's last term of office;
 - (c) is not ineligible by law to be appointed as a Governor;
 - (d) has a sound understanding of the role and purpose of the Hospital;
 - (e) has a sound understanding of the governance role, operation, legal duties and functions of boards;
 - (f) has a sound ability to read and understand financial statements of the kind used within the Hospital for the purposes of board reporting;

- (g) has a breadth of interest and expertise relevant to the role and purpose of the Hospital;
 - (h) has sufficient time and flexibility to contribute fully to the Board of Governor's role and purpose;
 - (i) has completed a conflict of interest declaration in a form from time to time approved by the Board of Governors;
 - (j) has affirmed in writing that person does not have any conflict of interest which would hinder, or be reasonably likely to hinder, the person's ability to exercise independent judgment in decision-making as a Governor; and
 - (k) has a sound understanding of the Presbyterian Church of Queensland's views on moral and ethical issues and the presentation of the Gospel in a hospital context.
- 1.2 For the purpose of determining eligibility under paragraph 1.1(b):
- (a) A Governor is deemed to have served one term of office as a Governor at the time the person first retires; and
 - (b) A Governor appointed by the Board to fill a casual vacancy is deemed not to have served a term of office as a Governor before the person is first re-elected or re-appointed, if at all.
- 1.3 The Assembly may waive the eligibility criteria set out in paragraph 1.1(b).

Board Composition Requirements

- 1.4 Under Rule 8 of the Constitution:
- (a) The Board of Governors consists of at least 9 and up to 16 persons.
 - (b) The Assembly (being the General Assembly of the Presbyterian Church of Queensland) has authority to appoint at least 9 and up to 16 Governors, of which:
 - (i) at least one Governor must be a Minister of the Church (being the Presbyterian Church of Queensland);
 - (ii) at least one Governor must be a member of the Presbytery of bounds or a representative of a Presbyterian women's group operating within the bounds of the Presbytery;
 - (iii) at least three Governors must be Medical Practitioners who are or have been registered as such with AHPRA within the last five years; and
 - (iv) at least three quarters must be members of a Christian Church.

- 1.5 The Board should comprise a balance of medical, commercial and management skills and, if possible:
 - (a) a majority of Governors with a strong understanding of local and national health care issues;
 - (b) a majority of Governors who reside or work in the region serviced by the Hospital and have linkages or engagement with the community in that region.
- 1.6 The Board must not comprise more than one third of Governors practicing in any one profession.

Nominations Committee

Composition

- 1.7 Under Rule 32 of the Constitution, the Nominations Committee must include a person appointed by the Assembly of the Presbyterian Church of Queensland.
- 1.8 The Nominations Committee shall comprise up to four members, being:
 - (a) the Chair of the Board of Governors, or a Governor appointed by the Chair of the Board of Governors;
 - (b) a person appointed by the Assembly of the Presbyterian Church of Queensland; and
 - (c) one or two persons, appointed by the Board of Governors, who each:
 - (i) has at least five years cumulative experience as a member of one or more boards of like-sized organisations; and
 - (ii) is not a Governor or permanent employee of the Hospital.
- 1.9 A candidate for appointment or election as a Governor is not eligible to be a member of the Nominations Committee during the period his or her candidacy is being reviewed by the Nominations Committee.
- 1.10 The chairperson of the Nominations Committee must be the person appointed by the Assembly under paragraph 3.2(b) unless the Nominations Committee decides otherwise.

Role

- 1.11 The Nominations Committee has the following responsibilities:
 - (a) make recommendations to the Board on the composition of the Board of Governors;
 - (b) make recommendations to the Board on selection criteria for appointment as a Governor;
 - (c) make recommendations to the Board on the nominations processes and procedures for appointment as a Governor;
 - (d) assess the eligibility of candidates for appointment as a Governor against this Nominations Policy and advise the Board of that assessment; and

- (e) such or other things as the Board refers or delegates to the Nominations Committee from time to time.
- 1.12 A report of the Nominations Committee to the Board of the matters referred to in paragraph 3.5 shall be reported by the Board to the Assembly.
- 1.13 Prior to the Board appointing a person to fill a casual vacancy as Governor, the Board must receive a report of the Nominations Committee to the Board of the matters referred to in paragraph 3.5(d) in relation to that person. Prior to the Assembly appointing a person as Governor, the Assembly must receive a report of the Nominations Committee to the Board of the matters referred to in paragraph 3.5(d) in relation to that person.
- 1.14 The Nominations Committee is not required to provide any reasons to the Board, the Assembly or a candidate in relation to the outcome of the assessment relating to the candidate's eligibility.

THE PRESBYTERIAN AND METHODIST SCHOOLS ASSOCIATION

353

1. NAME

The name of the Association is "The Presbyterian and Methodist Schools Association" and by that name the Councillors for the time being shall constitute a body corporate.

2. OBJECTS

The Association is formed to establish and carry on schools where pupils may obtain an education which is in accordance with sound educational principles and which is consistent with basic Christian doctrine.

3. GOVERNMENT

The government in every respect of the Association and all matters relating thereto shall at all times be vested in a Council consisting of up to twenty-four (24) persons (hereinafter referred to as "the Council") to be appointed in the proportion hereinafter stipulated by The Presbyterian Church of Queensland (hereinafter referred to as "The Presbyterian Church") and The Uniting Church in Australia Queensland Synod (hereinafter referred to as "the Uniting Church") and by the Council as herein provided. The Council shall report annually to the Assembly of The Presbyterian Church and to the Synod of the Uniting Church.

4. COUNCILLORS

The Presbyterian Church, the Uniting Church and the Council are each entitled to appoint up to eight (8) Councillors, but, as from the first day of August 2003, the parties consent to a progressive reduction in numbers until the number that each of the Presbyterian Church and the Uniting Church is entitled to appoint is six (6) and the total number of Councillors is fifteen (15). Those Councillors appointed by the Council shall be persons who are either members of The Presbyterian Church or members of the Uniting Church.

Save as herein provided the term of each appointment for members of the Council shall be three (3) years unless the Councillor has attained the age of seventy two (72) years, when the term shall be one (1) year. At the end of each term Councillors are subject to retirement by rotation, but shall be eligible for re-appointment. Councillors may be removed from office by their appointing entity.

5. CASUAL VACANCIES

Save as provided in Clause 4 hereof any casual vacancy occurring among the Councillors appointed by the Presbyterian Church shall be filled as determined by that Church and any casual vacancy occurring among the Councillors appointed by the Uniting Church shall be filled by the Uniting Church or as the Uniting Church shall direct

and any casual vacancy occurring among the Councillors appointed by the Council shall be filled by the Council or as the Council shall direct.

6. OFFICE BEARERS

The Councillors shall elect from their number a Chairman, and a Vice-Chairman. The Chairman or in his absence the Vice-Chairman shall preside at meetings of the Council but if no such Chairman or Vice-Chairman is elected or if at any meeting neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the same, the Councillors present shall choose someone of their number to be Chairman of such meeting. Each Chairman and Vice-Chairman shall retain office for a minimum period of three (3) years subject to appointment or re-appointment under Clause 4.

7. VOTING

The votes at all meetings of the Council shall be taken inclusively of the Chairman or person presiding but when there is an equality of votes the person presiding shall not have a second or casting vote.

8. COUNCIL TO ACT

The Council may act in every respect notwithstanding any vacancy or vacancies in the number of the Councillors and no such vacancy shall in any way affect the Constitution of the Association in its privileges or status.

9. MEETINGS

The Councillors may meet together for the despatch of business adjourn or otherwise regulate their meetings as they think fit. The quorum necessary for the transactions of business shall be eight (8) Councillors. The votes and proceedings of a majority at a meeting at which a quorum is present shall be taken and accepted as the votes and proceedings of the Council.

10. REQUISITIONISTS

The Chairman or Vice-Chairman shall on the requisition of any five (5) Councillors forthwith proceed to convene a meeting of the Council and in the case of such requisitions the following provisions shall have effect:

- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and handed to the Chairman or Vice-Chairman and may consist of several documents in like form each signed by one or more requisitionists.
- (b) If the Chairman or Vice-Chairman as the case may be does not within seven (7) days from the date of the requisition being handed to him proceed to cause a meeting to be held the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three (3) weeks from the date of the requisition being handed to the Chairman or Vice-Chairman.

- (c) Seven (7) clear days before the day appointed for such meeting notice specifying the place date and hour thereof and the general nature of the business shall be sent by post to each Councillor at his usual place of address but non-receipt of this notice by any Councillor shall not invalidate the proceedings at the meeting.

11. COMMITTEES

The Council may form Committees including Councillors and other persons of the wider community as they think fit to achieve the objects of the Association.

The Council may delegate any of its powers to a Councillor or a Committee established by the Council or other persons who are reliable and competent in relation to the power so delegated.

Any Committee so formed or any delegate shall, in the exercise of the powers so delegated, conform to any directions that may be imposed on it or the delegate by the Council.

12. COMMITTEE CHAIRMEN

The Council shall appoint Chairmen of its Committees. If no such Chairman is appointed or if he is not present at the time appointed for holding the same the members present shall choose one of their number to be Chairman of such meeting.

13. MEETINGS OF COMMITTEES

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

14. VACATION OF OFFICE

A Councillor shall vacate his office:

- (a) if without leave obtained from the Council, he has been absent from three (3) consecutive meetings of the Council.
- (b) upon death or resignation.
- (c) upon becoming of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health.
- (d) upon becoming disqualified from managing a corporation under the Corporations Act.
- (e) upon a conviction of a criminal offence.
- (f) upon becoming unsuitable for child related employment.

15. BY-LAWS

The Council shall have power from time to time to make repeal or alter all such BY-LAWS as to the Council shall seem expedient for carrying into effect the several

provisions of this Constitution and the objects of the Association and particularly for meetings of the Council and the order of all things in and in connection with its schools and discipline thereof to the promotion of religion and learning.

16. RETIREMENT BENEFIT

The Council may at any time and from time to time in its discretion remunerate or grant to any person or persons who is or shall have been in the employment of or who shall have served the Association (and whether such employment or service shall have been in a full-time or part-time capacity) and who shall have retired or shall be about to retire from service or any person or persons whom the Council shall consider to be or to have been dependent on any such persons as aforesaid who shall have died, such lump sum or periodical gratuity annuity or benefit and whether revocable or not as a recognition of or reward for services which shall have been rendered and either by payment direct or by effecting assurance upon the life or for the benefit of any such person or persons or his or their dependents and may in its discretion create or set up any trust or fund for superannuation purposes or purposes analogous thereto or for any of the purposes hereby authorised and with power from time to time to cancel vary and amend any grant agreement for payment or trust in any lawful manner. The conferring of any benefit on any person in pursuance of this clause shall not prevent the Council in case of emergency re-employing or utilising the services of any person who shall have retired nor shall any such re-employment or utilisation of services prejudice any rights which shall have been conferred on any such person hereunder. Any periodical gratuity annuity or benefit granted by the Council hereunder may be made retrospective to any time prior to the time at which the Council decides to make any grant in pursuance of the provisions of this clause.

17. THE COMMON SEAL

The custody of the Common Seal may be entrusted to such person as the Council shall from time to time determine.

The Common Seal shall not be affixed to any documents except by order of the Council and in the presence of two (2) Councillors who shall attest the sealing. It is declared that the said order may be made at any time either before or after the affixing of the Seal.

18. AMENDMENTS

The Councillors may from time to time with the consent of the Presbyterian Church and the Uniting Church alter the Constitution of the Association. Either of such consents may be given before at the same time or after the resolutions of the Councillors.

19. CONTINUATION OF BY-LAWS

It is declared that any By-Laws or Standing Orders of the Association current and in existence shall continue in existence and remain in full force and effect until revoked amended or rescinded to the extent that they do not conflict with the Constitution.

20. INCOME AND PROPERTY

- (a) The income and property of the Association shall be used and applied solely for the promotion of the objects of the Association and no portion of the income or property will be distributed, paid or transferred by way of dividend, bonus or otherwise amongst its members.
- (b) On dissolution, the assets of the Association remaining after the satisfaction of all debts and liabilities shall be transferred to some institution having similar objects.

21. INDEMNITY

21.1 Costs and expenses

The Association shall indemnify each person:

- (a) who is or has been a Councillor or Officer of; or
- (b) who acts or has acted in a voluntary capacity for the benefit and with the authority (including, but not limited to, acting in accordance with a constitution approved by the Association) of the Association, against a liability for costs and expenses incurred by that person as a Councillor, Officer or Volunteer (as the case may be) in prosecuting or defending any civil proceedings, unless those proceedings are found to have arisen from a wilful or reckless breach of duty or from conduct involving a lack of good faith or which is criminal. This indemnity will not apply in respect of costs and expenses incurred by a Councillor, Officer or Volunteer (as the case may be) in prosecuting civil proceedings unless the commencement of those proceedings has the prior written consent of the Association.

21.2 Liabilities to Third Parties

The Association shall indemnify each person:

- (a) who is or has been a Councillor or Officer of; or
- (b) who acts or has acted in a voluntary capacity for the benefit and with the authority (including, but not limited to, acting in accordance with a constitution approved by the Association) of the Association, against a liability incurred by that person as a Councillor, Officer or Volunteer (as the case may be), except a liability which arises from a wilful or reckless breach of duty or from conduct involving a lack of good faith or which is criminal. This indemnity will not apply in respect of a liability incurred by a Councillor or Officer to the Association or a related body corporate of the Association.

21.3 Insurance

The Association shall maintain a policy of insurance insuring each person:

- (a) who is or has been a Councillor or Officer of; or
- (b) who acts or has acted in a voluntary capacity for the benefit and with the authority (including, but not limited to, acting in accordance with a constitution approved by the Association) of the Association, against:
- (c) a liability for costs and expenses incurred by the person in defending civil or criminal proceedings arising out of the person's conduct as a Councillor, Officer or Volunteer (as the case may be); and
- (d) any other liability incurred by the Councillor, Officer or Volunteer (as the case may be) acting in that capacity, except a liability which arises from conduct that involves a wilful or reckless breach of duty or from conduct involving a lack of good faith or which is criminal.

21.4 Definitions

For the purposes of this Rule 21:

- (a) 'Councillor' means a person who is or has been a member of the Council of the Association, or, is or has been appointed by the Council as a member of a school council ;
- (b) 'Officer' includes a person who has a role in the day-to-day management or affairs of the Association; or
- (c) 'P&F' means an association of parents and friends approved by the Association;
- (d) 'related body corporate' has the meaning set out in the Corporations Act 2001; and
- (e) 'Volunteer' means a person who is or has been a member of a P&F, a P&F Committee, a P&F Subcommittee, a support group Committee that exists from time to time, a member of an accredited past student's association, or, is or has acted in a voluntary capacity for the benefit of a P&F, a school or the association for which the person may or may not have received pecuniary consideration.