



Corporations Act 2001  
Company Limited by Guarantee

**CONSTITUTION OF  
BRAEMAR COLLEGE LIMITED**

ABN 11 005 151 771

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## GENERAL

### 1. INTRODUCTION

Braemar College Limited is a separate legal entity. Its existence is separate from its Members, Directors and Employees. The assets and property are owned by the entity.

### 2. DEFINED TERMS

“Alternate Director” means any person who for a set time frame holds office as a Governor appointed in accordance with these rules.

“The Act” means the Australian Corporations Act 2001.

“The College” means Braemar College.

“Company” means Braemar College.

“Director” means Governor.

“Member” means Fellow.

“Participating Church” means Anglican Church, Catholic Church and Uniting Church

“Participating Council” means the Macedon Ranges Shire Council

### 3. TYPE OF COMPANY

Braemar College is a company limited by guarantee

### 4. GENERAL STRUCTURE

The structure of the company consists of :

- i) “Members” are also known as Fellows and have the right to attend the annual meeting and any general meeting that may be called by the Directors.
- ii) “Directors” are also known as Governors who supervise and govern the activities of the company.

## MEMBERS

### 5. ELIGIBILITY OF BEING A MEMBER

- i) Any person who wishes to become a member must be representing a Participating Church or a Participating Council
- ii) A person is not eligible to become a member unless he or she has been nominated by the Participating Church or Participating Council



- iii) Each Participating Church or Participating Council may nominate not more than two persons at any one time.

## 6. REGISTER OF MEMBERS

The Directors shall maintain a register of Members, setting out the full name and address of each Member, the date the person was admitted to become a Member and the date on which the person ceased to be a Member.

## 7. CESSATION OF MEMBERSHIP

A person ceases to be a Member if:

- 7.1. he/she resigns by notice in writing
- 7.2. the nomination of the person as the representative of a Participating Church or Participating Council is withdrawn
- 7.3. he/she becomes bankrupt or insolvent
- 7.4. he/she becomes of unsound mind
- 7.5. he/she dies

## 8. EXPULSION OF A MEMBER

Any Member may be expelled from membership by special resolution (clause 22), providing the following procedures have been observed:

- 8.1 at least 21 days' notice of the intention to propose the resolution of expulsion must be given to the Member concerned, specifying the grounds for the proposed expulsion.
- 8.2 the Member concerned shall be entitled to appeal the proposed expulsion by providing written notification to the Secretary (and or the Business Manager or Principal) within 14 days after receiving the notice of the intention of the resolution for expulsion.
- 8.3 Should an appeal be made in accordance with clause 8.2 then the Member shall be entitled to be given the opportunity to present their case against the proposed expulsion in writing or orally at the general meeting at which the resolution is proposed.
- 8.4 The result of the appeal shall be determined by majority vote of the Members present at the general meeting



8.5 The membership of the Member concerned will be deemed to be terminated from the moment the resolution is passed.

9. **MAXIMUM NUMBER OF DIRECTORS**

The number of Directors shall not be less than 6 and the maximum number shall be 12.

10. **ELIGIBILITY OF BEING A DIRECTOR**

A person shall be eligible for election in accordance with clause 12 provided a vacancy exists within the Director representation categories detailed in clause 10.1

10.1. **Director Representation**

Representing Body / type of director	Number from each category
The Anglican Church	1
The Catholic Church	1
The Uniting Church	1
The Parents and Friends Association	2
The Old Collegians	1
Professional Directors	6

10.2. The eligibility under the category of Professional Directors will be determined by the Board of Directors after consideration of the specific professional expertise required.

10.3. The eligibility under the categories of the Parents and Friends Association and the Old Collegians will be determined by the Board of Directors.

10.4. Employees of the College shall not be eligible for election to the Board of Directors.

11. **REGISTER OF DIRECTORS**

The Company Secretary shall maintain a register of Directors, setting out the full name and address of each Director, the date such person was admitted to become a Director and the date on which the person ceased to be a Director. The Company Secretary shall also notify ASIC of the relevant changes to the register as they occur.

12. **ELECTION AND RE-ELECTION**

At each annual general meeting the Members may elect, by special resolution, any eligible person to be appointed as a Director or re-elect Directors retiring from office who shall then be eligible for re-election.



13. CEASING OR VACATION OF OFFICE OF DIRECTOR

A Director shall automatically vacate office if he/she:

- i) dies
- ii) is prohibited through the operation of any provision of the Act or becomes prohibited by law
- iii) becomes incapable for a period of more than six months of fulfilling the duties of office due to medical / personal reasons
- iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health
- v) becomes an employee of the company or their spouse or partner becomes an permanent employee (excluding casual employment) of the company
- vi) becomes an employee of a similar institution operating within the same region
- vii) becomes bankrupt, insolvent or owes a sum of money to the company greater than \$500 outstanding for more than 30 days
- viii) resigns office by notice in writing to the company
- ix) is absent for more than 4 consecutive meetings of the Directors (without approval of the Board of Directors) and the directors resolve to remove him / her from office
- x) is removed from office by resolution pursuant to Section 203D of the Act.

14. TERM OF DIRECTORSHIP

A Director is appointed to hold office for the maximum terms based on their representation categories as detailed:

Representing Body / type of Director	Maximum term (years)
The Anglican Church	4
The Catholic Church	4
The Uniting Church	4
The Parents and Friends Association	1
The Old Collegians	1
Professional directors	5

On the conclusion of the maximum term served a Director retires but is eligible for re-election.



15. ALTERNATE DIRECTOR

A Director who has been granted leave of absence from the Board of Directors for a specific period may request that that an Alternate Director be appointed. The Board of Directors must pass a resolution approving the appointment of the Alternate Director for the specified time period.

16. OFFICE BEARERS

The Directors shall elect a Chair, Deputy Chair(s) and a Treasurer at each annual general meeting. Unless otherwise specified each will hold office for a one year period and can be eligible for re-election at the annual general meeting.

17. POWERS OF DIRECTORS

The Directors must ensure that the management of the company and its assets is carried out in accordance with the provisions of the Corporations Act. Director's powers must be exercised according to the rules of the Constitution and those relating to the General meetings.

18. CONFLICT OF INTEREST

Any Director who has an interest in a transaction or arrangement which the company is proposing to enter into must:

- i) Declare the nature of the interest
- ii) Refrain from voting and discussion associated with the transaction or arrangement.
- iii) A Director must not serve as an employee of the company and shall not be paid any remuneration for services as a director of the company.
- iv) A Director's spouse or partner must not serve as a permanent (excluding casual employment) employee of the company.
- v) A Director may be paid or reimbursed for reasonable travelling and other expenses while engaged on official company business.

19. CONDUCT OF DIRECTORS

Each Director must:

- Act honestly, in good faith and in the best interests of the company
- Act with care and diligence
- Declare any possible or potential personal or conflict of interest



- Maintain confidentiality of the affairs of the company and must not disclose this information unless that disclosure has been authorised by the Board of Directors

## GENERAL MEETINGS

### 20. REQUIREMENT TO HOLD

An Annual General meeting of the College shall be held in accordance with the provisions of the Act

The Directors may whenever they think fit convene a general meeting at any time.

### 21. NOTICE PERIOD

At least 21 days' notice of each annual general meeting or general meeting must be given

A notice convening the meeting shall specify the date, time and place of the meeting. It shall also:

- indicate the general nature of the business to be dealt with
- indicate whether a special resolution is to be proposed.

### 22. SPECIAL RESOLUTIONS

A special resolution must be passed by a majority of 75% of the votes cast by the members entitled to vote on the resolution.

### 23. PROCEEDINGS AT GENERAL MEETINGS

#### *Quorum*

- No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting is 3 individuals entitled to vote.
- If there is no quorum at a general meeting within 15 minutes after the time specified in the notice of meeting, the meeting is dissolved. If no quorum is present at any adjourned meeting within 15 minutes after the time for the meeting the meeting is dissolved.

#### *General conduct of the meeting*

- The conduct of Members and procedures to be adopted at general meetings of the Company are as determined at, during or prior to the meeting by the Chair
- If at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and





require the business, question, motion or resolution to be put to a vote of the Members present.

- v) All resolutions will be decided by a majority vote.
- vi) Every director has the right to attend and speak at all general meetings of the Members.

## DIRECTORS MEETINGS

### 24. CALLING MEETINGS

Any Director may call a meeting of directors or request the secretary to call a meeting of Directors.

### 25. PROCEEDINGS AT THE DIRECTORS MEETINGS

#### *Quorum*

- i) No business shall be dealt with at any Directors meeting unless a quorum is present. The quorum for a Directors meeting is 6 Directors entitled to vote and be present.
- ii) If there is not a quorum at a Directors meeting within fifteen (15) minutes after the time specified in the notice of meeting, the meeting is dissolved. If no quorum is present at an adjourned meeting within fifteen (15) minutes after the time for the meeting the meeting is dissolved.

#### *General conduct of meeting*

- iii) The general conduct of each Directors meeting of the company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chair.
- iv) If at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Directors present.
- v) All resolutions will be decided by a majority of 75% of votes.

#### *Circular Resolutions*

- vi) The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favor of the resolution set out in the document



within the nominated time frame. The outcome of such resolution will be determined once the time frame has elapsed and votes have been tallied.

## ADMINISTRATION

### 26. MINUTES

- i) The Directors shall ensure that minutes are recorded of all proceedings at general meetings, Directors meetings and sub-committee meetings. The minutes shall record:
  - a) The names of the Directors, Members and guests at each meeting
  - b) All appointments of officers made by the Board
  - c) All resolutions and proceedings of general meetings, Directors meetings and sub-committee meetings
- ii) The minutes of every general meeting and the Directors meetings shall be signed by the Chair of the meeting to which the minutes relate, or by the Chair of a succeeding meeting.

### 27. DELEGATION TO SUB-COMMITTEES

The Directors may delegate any of their powers to Committees consisting of any one or more Directors or any other person or persons as the Directors thinks fit. In the exercise of delegated power, any Committee formed or person or persons appointed to the Committee must conform to any regulations that may be imposed by the Directors.

### 28. BORROWING POWERS

The Directors may exercise all the powers of the Company to raise or borrow money and may enter into any other financing arrangement, in each case in the manner and on the terms they think fit.

### 29. ASSOCIATIONS

The Directors shall approve the formation and constitution of all Associations which it considers are working in the name of the College and monitor their activities and the raising and disbursement of their funds.

### 30. AUDITORS

An auditor shall be appointed and the auditor's appointment, removal and duties shall be regulated in accordance with the Act.



31. ANNUAL FINANCIAL STATEMENTS

31.1 The Directors shall ensure that proper Annual Financial Statements are prepared, audited and comply with relevant statutory requirements.

31.2 The audited Annual Financial Statements must be sent to the Members 21 days prior to the Annual General Meeting.

32. PRINCIPAL

The Directors shall appoint a person to be Principal (who may bear that title or any other title determined by the Board of Governors) to act as Chief Executive Officer of the College for a period stipulated by the Directors and at a remuneration and on terms and conditions determined by the Directors. The Directors may delegate and withdraw from the Principal any of the powers and duties or may remove the Principal from office or employment.

33. SECRETARY

The Directors must appoint a Secretary in accordance with the Act.

**OTHER**

34. AMENDMENTS TO THE CONSTITUTION

The company may amend or repeal this Constitution by special resolution. Any such amendment or repeal shall take effect on the date on which the resolution was passed unless a later commencement date is specified.

35. INDEMNITY

35.1. Every Director, officer, servant or auditor shall be indemnified out of the assets of the company against any loss or liability incurred except in circumstances prohibited by the Corporations Law.

35.2. The indemnity in clause 33.1 will cover former officers of the Company for acts performed by those people whilst they were officers of the Company, even though they may not be officers at the time a claim is made.

36. WINDING UP

Any assets or property remaining upon the winding-up or dissolution of the Company after satisfaction of all debts and liabilities must not be paid or distributed amongst the Members. The remaining assets or property must be transferred to a Not-For-Profit entity having similar objects of the Company.