

CORPORATIONS ACT 2001
A Public Company Limited by Guarantee
CONSTITUTION
of
MOAMA ANGLICAN GRAMMAR LTD.
ACN 110 128 106

1. Name of the Company

1.1 The name of the Company is Moama Anglican Grammar Ltd.

2. Type of Company

2.1 The Company is a public company limited by guarantee.

2.2 The liability of the Members is limited.

3. Limitations

3.1 The objects for which the Company is established are:

(1) Religious and Spiritual aims:

- (a) to establish an educational environment in which each student may develop an understanding of the Christian Faith as defined by the doctrinal basis of the Anglican Church of Australia, as well as develop an understanding of the moral values which arise out of the Christian Faith;
- (b) to provide an environment in which each student can have the opportunity to make a commitment to the Christian Faith and its lifestyle;
- (c) to provide for all students an opportunity to think and work together and come to appreciate their own Christian tradition and to develop a spirit of tolerance and understanding of the other traditions of the Christian Church;
- (d) to offer experience in Christian living;
- (e) to develop in students a spiritual awareness so that they can see their role in the community as being the service of God.

(2) Academic and Attitudinal aims

- (a) to develop a curriculum and other programs which enable all students to achieve their highest possible level of academic attainment, given their individual backgrounds and abilities;
- (b) to prepare all students for effective participation in community life by providing an educational experience which enables individuals to develop personally, spiritually, emotionally, physically and intellectually, to their fullest extent;
- (c) to develop in each student a high standard of basis skills in the areas of communication, reading and writing;
- (d) to assist individuals to develop the power to think constructively and logically and to reason independently;
- (e) to provide direction and guidance as to subject choices and career paths;
- (f) to provide a broad range of disciplines that promote intellectual challenges, broadening of horizons and a love of learning that will enable all students to pursue their aspirations beyond the School as effective citizens.

(3) Relations and Pastoral Care within the School community

- (a) to be a unifying link fostering co-operation between students, parents and teachers in order to strengthen the feeling of community between the School and the family;

- (b) to create a harmonious and stimulating community atmosphere in which staff are mutually supportive of each other and care for the students, and in which the student can grow as a person developing a sense of self-worth, a high level of personal integrity, a sincere respect for others, an increasing sense of individual responsibility, a competence to form mature value judgments and an ability to establish constructive relationships;
 - (c) to encourage teachers and students to initiate positive interactions, thus enabling mutual trust and respect to grow and develop;
 - (d) to develop a family atmosphere in which each student is known by and cared for by staff members.
- (4) Personal Well-being and Co-curricular Activities
- (a) to promote personal health and fitness through participation in sports and recreational activities, to promote participation in the creative and performing arts, to encourage experiences in outdoor education, and to encourage the effective use of leisure time both within and outside the School.
- (5) The Wider Christian and Local Community
- (a) to support and share with other Christian Churches in their witness in the local and wider community;
 - (b) to develop in teachers, parents and students a mutual awareness of what it means to be a member of the community;
 - (c) to provide a choice in schooling at the lowest possible cost for all parents in the community commensurate with high-quality education;
 - (d) to develop a concern for the problems of the community and the environment and to be involved in seeking solutions.

3.2 The Company can only exercise the powers in Section 124(1) of the Act to:

- (1) carry out the objects of the Company set out in Clause 3.1; and
- (2) do all things incidental or convenient in relation to the exercise of power under Clause 3.2(1).

3.3 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in Clause 3.1.

3.4 No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:

- (1) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (3) of reasonable and proper rent for premises leased by any Member to the Company.
- 3.5 No payment shall be made to any Director other than the payment:
- (1) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Directors; and
 - (2) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which would be commercially reasonable for the service.

3.6 *Subject always to the Companies Act, this Constitution may not be altered, unless:

- (1) the proposed amendment(s) have been researched and recommended by a Board appointed Constitution Committee
- (2) the proposed amendment(s) have been approved by the Board for recommendation to a general meeting of the Company members; and
- (3) the proposed amendment(s) have been passed by a special resolution at a general meeting of the Company membership.*

*. * 3.6
Amended by
special
resolution at
AGM of 27
May 2008

3.7 *Special Purpose Funds

- (1) Should any specific contributions or donations of any kind be required by legislation to be contained within a specific fund or be required to have specific rules applicable to that fund, to determine those rules which shall be attached to this Constitution as an Addendum and the rules shall be named accordingly.
- (2) If the fund, authority or institution is wound up or if the endorsement (if any) of the organization as a deductible gift recipient for the operation of the fund, authority or institution is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.*

*.. * 3.7
Amended by
special
resolution at a
Special Meeting
of Company
Members held
on 1 December
2009

DEFINITIONS AND INTERPRETATION

4. Definitions and Interpretation

4.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

“**Act**” means the Corporations Act 2001 or any statutory modification or re-enactment of, or statutory provisions substituted for, such Act,

“**Bishop**” shall mean the Bishop of the Anglican Diocese of Riverina for the time being,

“**Board**” means the Board of Directors,

“**Chairperson**” and “**Vice Chairperson**” means the persons elected to those offices pursuant to Clause 32,

“**The School**” and “**The College**” means the institution created within the Company to pursue and fulfil the educational aims of the Company,

“**Committee**” means a committee of Directors established in accordance with Clause 45,

“**Constitution**” means this Constitution as amended or supplemented from time to time,

“**Company**” means the company referred to in Clause 1.1,

“**Director**” means any person holding the position of a director of the Company and “**Directors**” means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company,

“**Member**” means a member of the Company pursuant to Clause 5,

“**Member Present**” means in connection with a meeting of Members, a Member being present in person or by proxy or attorney or, in the case of a corporation, by a Representative,

“**Office**” means the registered office for the time being of the Company,

“**Officer**” has the same meaning as given to that term in Section 241(4) of the Act,

“**Register**” means the register of Members to be kept pursuant to the Act,

“**Representative**” means a person authorised in accordance with Section 250D of the Act to act as a representative of a body corporate holding shares in the Company.

“**Secretary**” means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

4.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (1) the singular includes the plural and vice versa;
- (2) each gender includes the other;
- (3) the word “person” means a natural person and any partnership, association, body or entity whether incorporated or not;

- (4) the words “writing” and “written” include any other mode of representing or reproducing works, figures, drawings or symbols in a visible form;
 - (5) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (6) a reference to any Clause or Schedule is to a Clause or Schedule of this Constitution;
 - (7) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- 4.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any Clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
- 4.4 The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Act.
- 4.5 Headings do not form part of or affect the construction or interpretation of this Constitution.

MEMBERSHIP

5. Admission to Membership

- 5.1 The Members of the Company (hereinafter called “the Members”) shall be:-
- the Chairperson, Vice-Chairperson, Secretary and Members of the Board for the time being;
and such other persons as may from time to time be approved as members by the Board.
- 5.2 The rights and privileges of every Member are personal to each Member and are not transferable by a Member’s own act or by operation of law.

6. Entrance Fee and Subscription

- 6.1 The annual subscription payable by Members shall be such amount as the Company in general meeting shall from time to time prescribe, however until the Company shall otherwise resolve the annual subscription shall be \$5.00. There will be no Entrance Fee required.
- 6.2 All annual subscriptions shall become due and payable in advance on 1st January in every year.

7. Cessation of Membership

- 7.1 If a Member does not pay an annual subscription within 2 months of its due date then:
- (1) the Board will give the Member written notice of that fact; and
 - (2) if the full amount due is not paid by the Member within 30 days of the date of the notice the Board may declare the Member's membership forfeited. However the Board may reinstate the Member's membership on payment of all arrears if the Board thinks fit to do so.
- 7.2 A Member's membership in the Company will cease if the Member gives the Secretary written notice of resignation and the membership will cease from the date of receipt of that notice by the Secretary.
- 7.3 A Member's membership shall cease if the Member is not eligible to be a Member under the provisions of Clause 5.1 hereof.
- 7.4 The Board shall have power by resolution to censure, fine, suspend or expel any Member from the Company who wilfully refuses or neglects to comply with the provisions of the Constitution, or who is found by the Board to be guilty of any conduct which, in the reasonable opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company. The Board must not make such a resolution unless at least one week before the meeting of the Board at which such a resolution is to be considered the Member is given notice of such meeting, of the allegations made against him or her and of the intended resolution. The Member shall, at such meeting and before the passing of such resolution, be given the opportunity of giving orally or in writing, any explanation or defence he or she may think fit. The Member may, by written notice lodged with the Secretary at least twenty-four hours before the appointed time for the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with the Company in general meeting. In that event a general meeting of the Company must be called for that purpose and if at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot), the Member concerned may be censured, fined, suspended or expelled accordingly. Every such meeting of the Board or the Company must be conducted in accordance with the principles of natural justice.
- 7.5 Any Member ceasing to be a Member:
- (1) will not be entitled to any refund (or part refund) of any annual subscription paid;
 - (2) will continue to be liable for any annual subscription and all arrears due and unpaid at the date of their resignation or ceasing to be a Member and for all other monies due by them to the Company and in addition for any sum not exceeding \$100.00 for which they are liable as a Member of the Company under Clause 54.1.

GENERAL MEETINGS

8. Convening of General Meetings

- 8.1 Any two Directors may whenever he thinks fit convene a general meeting of the Company.
- 8.2 A Member shall be entitled to convene a general meeting in accordance with the provisions of the Act.
- 8.3 A general meeting of the Company may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

9. Notice of General Meeting

- 9.1 Subject to consent to shorter notice being given in accordance with the Act, at least 21 days notice of any general meeting must be given specifying:
- (1) the place, day and hour of the meeting;
 - (2) the general nature of any business to be transacted at the meeting;
 - (3) if a special resolution is to be proposed, the details of and intention to propose it;
 - (4) if the meeting is to be held in two or more places the technology that will be used to facilitate this;

(5) any other information required by the Act.

9.2 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

10. Cancellation or Postponement of General Meeting

10.1 Subject to the provisions of the Act and this Constitution the Directors may cancel a general meeting of the Company:

- (1) convened by the Directors; or
- (2) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members;

10.2 The Directors may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.

10.3 Where any general meeting is cancelled or postponed or the venue for the same is changed;

- (1) the Directors must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
- (2) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. Quorum

11.1 No business may be transacted at any general meeting unless a quorum of Members is present at all times during the meeting.

11.2 5 Members present and entitled to vote constitute a quorum for all general meetings.

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

- (1) the meeting, if convened upon the requisition of Members shall be dissolved; and
- (2) in any other case;
 - (a) will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may be notice to the Members appoint; and
 - (b) if at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the holding of the meeting the meeting shall be dissolved.

12. Chairperson

12.1 The Chairperson shall be entitled to preside as Chairperson at every general meeting.

12.2 Where a general meeting is held and:

- (1) there is no Chairperson; or
- (2) the Chairperson is not present within 30 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as Chairperson of the meeting,

the Vice Chairperson shall preside as Chairperson of the meeting or, if the Vice Chairperson is not present or is unwilling to act then the other Directors present may choose another Director as Chairperson of the meeting. If no Director is so chosen or if all the Directors present decline to take the chair the Members Present may choose one of their number to be Chairperson of the meeting.

12.3 The rulings of the Chairperson of a general meeting on all matters relating to the order of business procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

13. Adjournments

13.1 The Chairperson of a general meeting at which a quorum is present:

- (1) may adjourn a meeting with the consent of the meeting; and
- (2) must adjourn the meeting if the meeting so directs to a time and place as determined.

13.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

13.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

14. Determination of Questions

14.1 At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:

- (1) the Chairperson of the meeting;
- (2) at least 5 Members present and entitled to vote on the resolution; or
- (3) by a Member present or Members present who represent at least 10% of the votes that may be cast on the resolution on a poll.

14.2 Before a vote on a resolution is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

14.3 A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the Chairperson of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. Polls

15.1 A poll may be demanded:

- (1) before a vote on a resolution is taken;
- (2) before the voting results on a show of hands is declared; or
- (3) immediately after the voting results on a show of hands is declared.

15.2 If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs subject to Clause 15.5.

15.3 The result of a poll shall be taken to be the resolution of the meeting at which the poll was demanded.

15.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

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

15.6 The demand for a poll may be withdrawn.

16. Voting Rights

A member entitled to vote has one vote, both on a show of hands and a poll.

17. Voting Disqualification

A Member is not entitled to be present or to vote at any general meeting if any amount payable by the Member in respect of his membership is more than one month in arrears at the date of the meeting.

18. Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairperson whose decision shall be final and conclusive and a vote allowed by the Chairperson shall be valid for all purposes.

19. Persons of Unsound Mind and Minors

19.1 A Member of unsound mind and whose person or estate is liable to be dealt with in any way under the law relating to mental health or who is a minor may vote whether on a show of hands or on a poll by their committee or by such other person as properly has the management or guardianship of their estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.

19.2 No person having the right of management or guardianship of the person or estate in respect of a Member as referred to in Clause 19.1 must exercise any of the rights conferred under that Clause unless and until the person has provided to the Directors satisfactory evidence of the appointment of the person accordingly.

20. Chairperson's Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to his vote as a Member.

21. Right of Non-Members to Attend General Meeting

21.1 The Chairperson of a general meeting may invite any person who is not a Member to attend and address a meeting.

21.2 Any auditor of the Company shall be entitled to attend and address a general meeting.

PROXIES

22. Right to Appoint Proxies

22.1 A Member who is entitled to attend and vote at a general meeting of the Company may appoint the Chairperson of the meeting, or any other person, as the Member's proxy to attend and vote for the Member, at the meeting and such person need not be a Member.

22.2 If a Member appoints a proxy the proxy is entitled to vote on a show of hands and on a poll.

23. Appointing a Proxy

23.1 The instrument appointing a proxy must be in writing signed by the appointer or the appointed attorney duly authorised in writing or if the appointer is a corporation signed by an authorised officer or attorney of the corporation.

23.2 The instrument of proxy is valid if it contains the information required at any time by the Act (which at the date of this Constitution is the following):

- (1) the name and address of the Member;
- (2) the name of the Company;
- (3) the proxy's name or the name of the office of the proxy; and
- (4) the meetings at which the instrument of proxy may be used).

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

23.4 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by Clause 23.2 provided that it substantially provides information deemed acceptable by the Chairperson of the meeting.

24. Lodgment of Proxies

24.1 An instrument appointing;

- (1) a proxy, and the power of attorney or other authority (if any) under which it is signed or executed, or a certified copy of that power or authority; or
- (2) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney;

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Directors may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case maybe at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

- 24.2 For the purposes of this Clause it will be sufficient that any document required to be lodged by a Member be received in legible form by electronic transmissions at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the electronic transmissions was received at that place.

25. Validity of Proxies

- 25.1 A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:

- (1) the death or unsoundness of mind of the Member;
- (2) the bankruptcy or liquidation of the Member;
- (3) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Directors may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

- 25.2 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

26. Rights of Proxies and Attorneys

- 26.1 The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- 26.2 Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- 26.3 A proxy will not be revoked by the appointer attending and taking part in any general meeting but if the appointer votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointer shall not be entitled to vote in that capacity in respect of the resolution.
- 26.4 The Chairperson of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairperson that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity he may be excluded from voting either upon a show of hands or upon a poll.

APPOINTMENT AND REMOVAL OF OFFICERS

27. The Principal

- 27.1 The Principal shall be appointed by the School Board.
- 27.2 *The Principal, being a committed, baptised Christian, shall support Christian values and accept and understand the principles of The Anglican Church of Australia.*
- 27.3 The Principal shall be the Chief Executive Officer of the School and the internal and external regulations of the School shall be under the Principal's management.

**..* 27.2
Amended by
special
resolution at
AGM of 24
May 2016*

28. All Staff

All staff shall support Christian values and accept & understand the principles of the Anglican Church of Australia.

29. The *Business Manager*

The *Business Manager* shall be responsible to the Board for the financial and business administration of the School. In the execution of his/her duties the *Business Manager* shall comply with any direction given to him/her by the Principal but the *Business Manager*, at all times, shall have the right of direct approach to the Chairman of the Board.

**..* 29
Amended by
special
resolution at
AGM of 27
May 2008*

30. The Visitor

- 30.1 The Bishop shall be the Visitor to the School.
- 30.2 The Visitor shall have the power to visit the School at any time to inspect its operations and administrations and to discuss its affairs with the Principal and teaching staff.
- 30.3 In any situation where there is a dispute which in the Visitor's opinion is seriously affecting the well being of the School he may at his option act as an independent arbitrator.
- 30.4 The Visitor shall have the right to address the Board and the Principal in relation to such matters as the religious policy of the School and the relationship between the School and the Anglican Church and when he considers it appropriate the general standing of the School in the community.

31. Number and Appointment of Directors

31.1 The affairs of the Company shall be managed by a Board constituted as provided in Clause 32.

31.2 The Board

- (1) shall oversee and see to the management of the business and affairs of the Company;
- (2) shall at each meeting receive reports on the operation of the School from the Principal;
- (3) may, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by this Constitution to be exercised by general meetings of the Members of the Company;
- (4) subject to this Constitution and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Company;
- (5) *shall, at its first meeting after the annual general meeting, elect a Chairperson, Vice-Chairperson and **Treasurer** from its Members but no Member who is an employee of the Company shall be eligible to be so elected*;
- (6) shall, at its first meeting after the annual general meeting, elect and appoint an auditor for that financial year;
- (7) may enter into and carry out any contract or agreement for or on behalf of the School whether relating to the purchase, sale, lease of or alteration or addition or to construction or demolition or repair of any property real or personal belonging to or used or to be used for the purpose of the School or otherwise;
- (8) may provide for payment of interest or loans and for payment or reduction of any such loans and from time to time borrow money for the purpose of the School;
- (9) may from time to time fill any vacancy in the office of Principal or the *Business Manager* (in conjunction with the Principal) of the School upon such terms and conditions in all respects as the Board shall consider desirable;
- (10) may establish superannuation and/or endowment funds for such employees of the School as the Board thinks fit or otherwise to assist any such employees or their dependents;
- (11) may as considered necessary frame by-laws or regulations for the business of the Board;
- (12) may in addition to the particular powers therein conferred upon it exercise all such powers of the Company and do all such acts, matters and things as are not by the Act or by this Constitution for the time being of the Company required to be exercised by the Company in general meeting subject nevertheless to such Constitution and the provisions of the said Act;
- (13) shall ensure the adoption and pursuit in the School curriculum of principles which are compatible with Christian values; that is, to direct the Principal to:

**...* 31.2 (5)
Amended by
special
resolution at
the AGM of 24
May 2016*

**..* 31.2
Amended by
special
resolution at
AGM of 27
May 2008*

- (a) organise and conduct the School program so that Christian values, consistent with the Anglican tradition, will permeate the School experience of students at all stages of their schooling;
- (b) organise and conduct the whole program in such a way that students have the opportunity to develop their personal, spiritual, emotional, physical, social and intellectual potential;
- (c) ensure that the importance of religious experience, as an element of human experience and history, will be given an appropriate emphasis in the curriculum;
- (d) affirm and value people as individuals capable of making worthwhile contributions to the community;
- (e) foster respect for the dignity of others - particularly those of different ethnic, religious or cultural traditions;
- (f) ensure the adequate provisions for worship within the School community, and for practice of the mission of the church; that is
 - (i) to ensure the integration in to the School program of regular acts of worship which are consistent with Anglican formularies and are available for students at all levels of the School;
 - (ii) to provide regular opportunities for all students to examine the Christian faith at a personal level;
 - (iii) to provide activities within the School for the support and encouragement of students, staff and families professing the Christian faith;
- (g) ensure the provisions of a comprehensive program of religious education at all levels of the School. The School will have freedom to design and implement its own curriculum in religious education. This curriculum shall include systematic attention to Christianity.

31.3 Directors of the Board are entitled to be indemnified from the assets of the Company to meet authorised expenses properly incurred by them in the conduct of their office.

32. Constitution of the Board

32.1 *The Board shall consist of nine Directors who will be appointed as follows:

- (1) One (1) Member nominated by Moama Anglican Grammar Ltd Board
- (2) Eight (8) elected Members.*

32.2 Each Director shall be appointed for a period of three years and shall be eligible for re-appointment.

32.3 The Bishop of Riverina shall, in his capacity as Visitor, have the right to attend all Board meetings and those of its Committees.

32.4 The Principal *and the Business Manager* shall not be eligible to become a Director of the Board, but shall be entitled to, and may attend, meetings of the Board and its Committees in a consultative capacity and speak on all matters raised or considered at any meeting of the Board.

32.5 A member of staff of the School, in whatever capacity, is not eligible to become a Director of the Board.

**..* 32.1
Amended by
special
resolution at
AGM of 27
May 2008*

**..* 32.2 (1)
Amended by
special
resolution at
a the AGM
held on 1
May 2012*

**..* 32.4
Inserted by
special
resolution at
AGM of 27
May 2008*

33. General Right to Appoint and remove Directors

33.1 Subject to the Act, the Company may by resolution passed in general meeting:

- (1) remove any Director; or
- (2) appoint a person as a Director (whether or not as a replacement for a Director who has been removed or otherwise ceased to be a Director).

33.2 Subject to the Act, the Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to their number. Any Director so appointed shall only hold office until the next annual general meeting of the Company after the appointment is made.

- 33.3 Any Director may appoint any other Director as his proxy to attend any Board meeting and in such case the proxy appointed shall be entitled to cast two votes, one personally and one as proxy for the absent Director. Evidence of appointment of the proxy must be to the satisfaction of the Chairperson of the meeting, who shall have unfettered discretion to accept or reject the appointment of the proxy for any meeting.
- 33.4 The Directors may act despite any vacancy in their body but if the number falls below the minimum fixed (if any) in accordance with Clause 32 the Directors may act for the purpose of increasing the number of Directors to the minimum or of convening a general meeting or in emergencies but for no other purpose.

34. Vacation of Office

- 34.1 Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).
- 34.2 In addition to other circumstances in which the office of a Director becomes vacant as provided in this Constitution, the office of a Director shall automatically be vacated if the Director:
- (1) is prohibited from being or ceases to be or is removed as a Director pursuant to the provisions of the Act or by reason of any order made under the Act;
 - (2) becomes an insolvent under administration or makes any composition or arrangement with his creditors or any class of his creditors;
 - (3) 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;
 - (4) is absent from meetings of the Directors during a period of 6 consecutive months without special leave of absence from the Directors and the Directors as a result declare his office to be vacant;
 - (5) ceases to be a Member;
 - (6) holds any office of profit under the Company; or
 - (7) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

POWERS AND DUTIES OF DIRECTORS

35. Powers of Directors

- 35.1 Subject to the Act and this Constitution, the oversight of the business and affairs of the Company shall be vested in the Directors who may exercise all powers of the Company which are not by the Act or this Constitution required to be exercised by the Company in general meeting.
- 35.2 No resolution passed by the Company in general meeting shall have the effect of invalidating any prior act of the Directors which would have been valid if the resolution had not been passed.

36. Borrowing Powers

- 36.1 The Directors may exercise all the powers of the Company to:
- (1) raise or borrow any sum or sums of money for the purposes of the Company; and
 - (2) secure the payment or repayment of any amount payable by the Company and any other obligation or liability in such manner and on such terms and conditions as they think fit whether upon the security of any mortgage or charged upon all or any of the property, undertaking and assets of the Company both present and future.

37. Negotiable Instruments

- 37.1 *All negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by the persons and in the manner determined from time to time by the Directors and failing such determination by any two Directors.*

**..* 37.1
Amended by
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38. Conferment of Powers

- 38.1 The Directors may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Directors as they may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as they think expedient.
- 38.2 Powers conferred under this Clause may be exercised concurrently with the powers of the Directors in that regard and the Directors may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

39. Contacts with Directors

- 39.1 A Director and any firm, body or entity in which a Director has a direct or indirect material interest may in any capacity:
- (1) enter into any contract or arrangement with the Company; and
 - (2) act in a professional capacity, other than as auditor, for the Company and any Director or firm, body or entity so contracting or being so interested is not liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the Director holding that office or of the fiduciary relationship established by the Director holding that office.
- 39.2 A Director must disclose his interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- 39.3 The Board shall, at its absolute discretion, determine whether the interest of a Director is material.
- 39.4 Where such interest is material no payment or benefit shall be paid by the Company for such services other than for the recovery of fair and reasonable out of pocket expenses, unless the Board gives specific approval for such additional payments or benefits.
- 39.5 A Director's failure to make disclosure under this Clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- 39.6 No Director shall vote as a Director in respect of any contract or arrangement in which they have a material interest and if does purport to vote their vote shall not be counted.
- 39.7 A Director may not attest the affixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.
- 39.8 A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

PROCEEDINGS OF DIRECTORS

40. Meetings of Directors

- 40.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
- 40.2 Any two Directors may at any time and the Secretary upon the request of any two Directors shall convene a meeting of Directors by giving at least 24 hours notice of the meeting to all Directors except a Director who the person convening the meeting reasonably believes to be outside Australia.
- 40.3 Notice of a meeting of Directors need not be in writing.
- 40.4 Without limiting the discretion of the Directors to regulate their meetings under this Clause, a meeting of the Directors may with the consent of all Directors consist of a conference between Directors some or all of whom are in different places if each Director who participates is able:
- (1) to hear each of the other participating Directors addressing the meeting; and
 - (2) if he so wishes, to address each of the other participating Directors simultaneously whether directly, by conference telephone, video conferencing facility or any other form of communications equipment or by a combination of such methods. A meeting held in this way will be taken for the

purposes of this Constitution to be held at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place where the Chairperson of the meeting participates. Any Director may, by prior notice to the Secretary, indicate that he wishes to participate in a meeting in such manner. In this event, the Directors, if they all consent to the meeting being held in the manner referred to in this Clause shall procure that an appropriate conference facility is arranged at the expense of the Company. A Director who has consented to a meeting being held in the manner referred to in this Clause may only withdraw his consent within a reasonable period before the meeting.

40.5 No Director may leave a conference held in accordance with Clause 40.4 by disconnecting his means of communication unless he has previously obtained the express consent of the Chairperson of the meeting. A Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the Chairperson to leave the conference.

40.6 All resolutions of the Directors passed at a meeting of Directors where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

41. *Quorum

Until the Directors resolve to the contrary, 5 Directors personally present (or in conference in accordance with Clause 40.4) form a quorum and a quorum must be present at all times during the meeting. A Director who is disqualified from voting on a matter pursuant to Clause 39 shall be counted in the quorum despite that disqualification.*

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42. Chairperson

42.1 The Chairperson shall, if present, preside as Chairperson of every meeting of the Directors.

42.2 If a meeting of Directors is held and the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or, if the Vice Chairperson is not present or is unwilling to act then the other Directors present must elect one of their number to be Chairperson of the meeting.

43. Voting

43.1 A resolution of the Directors must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Directors.

43.2 Each Director shall have one vote.

43.3 In case of an equality of votes at a meeting of Directors, the Chairperson has a casting vote in addition to his deliberative vote.

44. Circular Resolutions by Directors

44.1 A resolution in writing signed by a majority of the Directors for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Director as if it had been passed at a duly convened meeting of Directors provided each Director has received 24 hours notice of the resolution.

44.2 A resolution in writing may consist of several documents in like form each signed by one or more Directors.

44.3 Every such resolution shall be deemed to have been passed on the day and at the time at which the document was last signed by a Director.

44.4 An electronic transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this Clause be taken to be in writing and signed by that Director at the time of the receipt of the electronic transmission by the Company in legible form.

45. Committee of Directors

45.1 The Directors may form and delegate any of their powers to a Committee consisting of such Directors as they think fit and may from time to time revoke such delegation.

45.2 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Directors. Any power exercised by a Committee shall be taken to have been exercised by the Directors.

- 45.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Directors contained in this Constitution.
- 45.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act and this Constitution to be made entered and signed.

46. Validation of Acts of Directors

46.1 All acts done:

- (1) at any meeting of the Directors; or
- (2) by a Committee; or
- (3) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person, or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

47. Minutes

47.1 The Directors must cause minutes to be kept in accordance with the Act for the purposes of recording:

- (1) the names of the Directors present at each meeting of the Directors and of Directors present at each meeting of any Committee;
- (2) all orders, resolutions and proceedings of general meetings and of meetings of Directors and of Committees;
- (3) such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.

47.2 Such minutes shall be signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

SECRETARY

48. Appointment and Tenure

- 48.1 There must be at least one Secretary appointed by the Directors for a term and at remuneration and on conditions determined by the Directors. Such Secretary may be an honorary Secretary.
- 48.2 Any Secretary so appointed may be removed by the Directors.

GENERAL COMMITTEES

49. *General Committees

- 49.1 The Board may appoint committees, consisting of such persons as it shall determine, to consider any matters delegated to them by the Board for the purposes of advising the Board.
- 49.2 The Board will appoint a Chairperson for each such committee.
- 49.3 The Chairperson, Principal and Business Manager shall be ex officio members of all committees.
- 49.4 The Board shall also appoint a minimum of one other Board Member to each committee that it appoints.
- 49.5 The Board may delegate such powers to each committee as it thinks fit.

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- 49.6 The Board may disband any committee at any time or remove any person other than the Principal and Visitor from a committee as it thinks fit.*

EXECUTION OF DOCUMENTS

50. Execution of Documents

- 50.1 Without limiting the manner in which the Company may execute any contract, including as permitted under the Act, the Company may execute any agreement, deed or other document by:
- (1) two Directors signing the same; or
 - (2) one Director and one Secretary signing the same.
- 50.2 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

ACCOUNTS AND INSPECTION OF RECORDS

51. Accounts and Inspections

The Directors shall cause proper financial records to be kept and must distribute copies of the financial reports of the Company and a Director's report in accordance with the requirements of the Act and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members not being Directors.

NOTICES

52. Service of Notices

- 52.1 A notice may be given by the Company to any Member by:
- (1) serving it on the Member personally;
 - (2) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (3) electronic transmissions to the email address supplied by the Member to the Company for the giving of notices; or
 - (4) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- 52.2 Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- 52.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- 52.4 Where a notice is sent by electronic transmission or similar means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- 52.5 A notice may be given by the Company to the persons entitled to a share in consequence of the death, unsound mind or bankruptcy of a Member by:
- (1) service on the Member personally;
 - (2) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled;
 - (3) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.

52.6 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

53. Notices of General Meeting

53.1 Subject to Clause 52.2, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (1) every Member; and
- (2) the auditor (if any) for the time being of the Company.

WINDING UP

54. Winding Up

54.1 If the Company is wound up:

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

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

- (a) payment of the debts and liabilities of the Company (but in relation to those persons referred to in paragraph (2) above, only those contracted before the person ceased to be a Member) and payment of the costs, charges and expenses of winding up; and
- (b) adjustment of the rights of the contributories amongst themselves such amount as may be required but not exceeding \$100.00.

54.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:

- (1) objects which are similar to the objects of the Company as set out in Clause 3.1;
- (2) a constitution which requires its income and property to be applied in promoting its objects; and
- (3) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by Clause 3.4. The identity of the corporation or institution is to be determined by the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

INDEMNITY

55. Indemnity

55.1 To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this Clause unless:

- (1) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (2) it is in respect of a liability for costs and expenses incurred :
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (b) in connection with an application, in relation to such proceedings, in which the Court grants relief to the Officer (or former Officer) under the Act.

56. Payment of Indemnity Policy Premium

56.1 To the extent permitted by Act the Company may at the discretion of the Directors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against

any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

- (1) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
- (2) a contravention of Sections 232(5) or (6) of the Act.

The Directors shall have the discretion to approve the terms and conditions of any such policy of insurance.

56.2 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under Clause 49. except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

57. Indemnity to Continue

57.1 The indemnity granted by the Company contained in Clause 55 shall continue in full force and effect notwithstanding the deletion or modification of that Clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.