



Constitution

CRMV Ltd

ABN: 32 648 038 822

ACN: 648 038 822

Approved by Members on 14 May 2021

CONTENTS

1.	NAME OF COMPANY	5
2.	STATUS OF THE CONSTITUTION	5
	2.1 Constitution of the Company	5
	2.2 Replaceable Rules	5
3.	INTERPRETATION⁵	
	3.1 Definitions	5
	3.2 Interpretation	6
4.	OBJECTS	7
	4.1 Objects	7
	4.2 Manner of pursuit of Objects	7
	4.3 Powers under the Corporations Act	8
5.	APPLICATION OF INCOME AND PROPERTY	8
6.	MODIFICATION OR REPEAL OF THIS CONSTITUTION	8
	6.1 Modifying or repealing Constitution	8
	6.2 Date of effect of modification or repeal	8
7.	MEMBER'S LIABILITY	
	.....	8
	7.1 Liability to contribute	8
	7.2 Guaranteed amount	9
8.	MEMBERS	9
	8.1 Eligibility for Membership	9
	8.2 Becoming a Member	9
	8.3 Rights of Members are non-transferable	9
	8.4 Cessation of Membership	9
9.	MAINTENANCE OF REGISTER	10
	9.1 Register of Members	10
	9.2 Inspection of Register of Members	10
	9.3 Change of Member details	
	.....	Error! Bookmark not defined.
10.	MEETINGS OF MEMBERS	10
	10.1 Reporting to Members	
	.....	Error! Bookmark not defined.
	10.2 Director may call a meeting of Members	10
	10.3 Calling of general meetings pursuant to a Member's request	10
	10.4 Calling of meetings by Members where Directors do not consent	
	.....	Error! Bookmark not defined.
	10.5 Calling of general meetings by Members	10
	10.6 Notice of general meetings	10
	10.7 Meeting at two or more places	11
	10.8 Omission to give notice of meeting	11
11.	PROCEEDINGS AT MEETINGS OF MEMBERS	11
	11.1 Quorum	11

11.2	Lack of quorum	11
11.3	Chairing meetings of Members	12
11.4	Conduct of meetings of Members	12
11.5	Adjournment	12
12.	VOTING	12
12.1	Entitlement to vote	12
12.2	Casting vote	12
12.3	Voting on resolutions	12
12.4	Poll	13
12.5	Appointment of proxy	Error! Bookmark not defined.
12.6	Instrument appointing a proxy	Error! Bookmark not defined.
12.7	Lodgement of proxy	Error! Bookmark not defined.
12.8	Validity of proxy	Error! Bookmark not defined.
12.9	Minutes	13
12.10	Disputes to be resolved by chair	13
12.11	Circular resolutions of Members	14
13.	APPOINTMENT AND REMOVAL OF DIRECTORS	14
13.1	Appointment of Directors	14
13.2	Term of Office	14
13.3	Cessation of Directorship	14
13.4	Resignation of Directors	15
13.5	Casual Vacancy	Error! Bookmark not defined.
14.	POWERS AND DUTIES OF BOARD	15
15.	FINANCIAL INSTRUMENTS	15
16.	REMUNERATION AND REIMBURSEMENT FOR EXPENSES	15
16.1	Director's fees	15
16.2	Reimbursement of expenses	15
17.	BOARD MEETINGS	16
17.1	Convening Board meetings	16
17.2	Notice of Board meetings	16
17.3	Omission to give notice	16
17.4	Use of technology	16
17.5	Quorum at Board meetings	19
17.6	Chair and Deputy Chair of Board meetings	19
17.7	Passing resolutions at Board meetings	19
17.8	Casting vote	19
17.9	Conduct of meetings	19
17.10	Attendance of Non-Directors	19
17.11	Written resolutions	19
17.12	Minutes of meetings	19
18.	DIRECTOR'S INTERESTS	20

19.1	Declaration of interes	20
19.2	Material personal interests	20
19.	BOARD COMMITTEES	19
19.1	Establishment	19
19.2	Terms of reference	19
19.3	Membership	19
20.	POLICIES AND REGULATIONS	
	.....ERROR! BOOKMARK NOT DEFINED.	
20.1	Power of Board to make Policies	
	.....Error! Bookmark not defined.	
20.2	Variation of Policy	
	.....Error! Bookmark not defined.	
20.3	Regulations	
	.....Error! Bookmark not defined.	
21.	EXECUTIVE OFFICER	19
21.1	Appointment of Executive Officer	19
21.2	Delegations to the Executive Officer	19
22.	APPOINTMENT OF SECRETARY	19
23.	FINANCIAL RECORDS	20
23.1	Company must keep accounts	20
23.2	Financial Reporting	20
23.3	Audit	20
23.4	Member's access to financial records	20
23.5	Other access to financial records	20
23.6	Access to financial records after ceasing to be a Director	20
24.	INDEMNITY AND INSURANCE	21
24.1	Indemnity	21
24.2	Documenting indemnity	21
24.3	Insurance	21
24.4	Former Directors and officers	21
25.	WINDING UP	21
25.1	Distribution of surplus on winding up	24
25.2	Distribution to a Member permitted	24

PUBLIC COMPANY LIMITED BY GUARANTEE**1. NAME OF COMPANY**

- (a) The name of the Company is **CRMV Limited** (*Company*).
- (b) The Company is limited by guarantee and the liability of the Members is limited.

2. STATUS OF THE CONSTITUTION

2.1 Constitution of the Company

This is the constitution of the Company and comprises its governing document for the purposes of Charity Legislation.

2.2 Replaceable Rules

None of the replaceable rules in the *Corporations Act* apply to the Company.

3. INTERPRETATION

3.1 Definitions

In this Constitution:

Auditor means the person appointed for the time being as the auditor of the Company.

Association of Christ's Faithful means an association of the Christian faithful recognised as such under the Code of Canon Law (ref. can. 298-329).

Board means the Directors present at a meeting, duly convened as a Board meeting, at which a quorum is present (in person or via the use of technology in accordance with clause 17.4(c)).

Business Day means a day which is not a Saturday, Sunday or bank or public holiday in Victoria, Australia.

Chair means Chair of the Board appointed for the time being by the Members.

Charity Legislation means any legislation binding the Company that regulates the registration, reporting obligations or governance of the Company as a charity.

Church means the Roman Catholic Church in Australia.

Church Authorities means persons or bodies operating within the auspices of the Church with responsibility, authority or oversight in respect of educational matters.

Company means CRMV Ltd.

Constitution means the constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act .

Corporate Identifier means the Australian Business Number and if an incorporated entity, its Australian Company Number.

Deputy Chair means the person appointed in accordance with clause 17.6(b).

Director means a person who is a director for the time being of the Company.

Financial Year means each period of twelve (12) months ending 31st December or on another date that may be approved for the Company under Charity Legislation.

Ministerial Public Juridic Person means a Public Juridic Person recognised as such under the Code of Canon Law (ref. can. 116) which is (for the purposes of this Constitution) established by the decree of a competent ecclesiastical authority (not de jure) for the purpose of active ministry.

Member means a person who is, or who is registered as, a Member of the Company.

Register of Members means the register of Members maintained pursuant to the *Corporations Act*.

Religious Institute means a canonically recognised religious institute and/or society with public juridic status in the Catholic Church in which, in accordance with their own law, the Members pronounce public vows and live a fraternal life in common.

Member's Representative means a natural person appointed to represent a Member in any or all of its dealings with the Company.

Secretary means any person appointed for the time being as, or to perform the functions of, secretary of the Company.

Special Resolution of the Members means a resolution approved by at least 75% of votes cast by Members or Member's Representatives present at a meeting of Members.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act .

3.2 Interpretation

In this Constitution:

- (a) the words "including", "include" and "includes" are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (c) a reference to a "person" includes a corporate representative appointed pursuant to section 250D of the *Corporations Act*;
- (d) a reference to a "\$" or "dollars" is a reference to Australian currency;
- (e) words importing this singular number include the plural or vice versa;
- (f) words importing the masculine gender shall include the feminine gender and the neuter gender;
- (g) headings are used for convenience only and are not intended to affect the interpretation of this Constitution; and
- (h) a word or expression defined in the *Corporations Act* or in *Charity Legislation* and used but not defined in this Constitution has the same meaning given to it in the *Corporations Act* or *Charity Legislation* (as the case may be) when used in this Constitution.

4. OBJECTS

4.1 Objects

- (a) The Company is established for the purpose of advancing religion and Catholic education by promoting the Members' Catholic educational ministry in Victoria, including by:
 - (i) strengthening and promoting the Mission and the teaching ministry of Christ in Catholic schools operated by the Members to assist them in the articulation of their particular spirituality and charism;
 - (ii) acting as an advisory group to the Members in matters relating to the provision of Catholic education in Victoria;
 - (iii) operating at all times to support the unity of the Catholic school sector;
 - (iv) facilitating and engaging in collaborative mutually respectful dialogue with Church Authorities in relation to Catholic education matters in Victoria;
 - (v) recognising and respecting the role of the CECV Executive Director as the public spokesperson, providing the Members a voice on issues regarding Catholic education in Victoria;
 - (vi) facilitating communication that supports and engages the schools that are the responsibility of the Members thus promoting dialogue relating to significant matters in Catholic education in Victoria;
 - (vii) acting as a consultative forum for issues referred to it by the Members or Church Authorities concerning educational issues including funding arrangements and industrial agreements;
 - (viii) nominating persons to represent Members on various committees and working parties established by relevant Church Authorities to advance Catholic education in Victoria;
 - (ix) keeping Members informed about developments of Catholic education in Victoria; and
 - (x) promoting contemporary educational issues and providing an inclusive voice on public issues, thus making a contribution to society and the common good.
- (b) The Company will operate at all times as part of the Mission of the Catholic Church in fidelity to the teachings and example of Christ and the teaching of the Catholic Church.

4.2 Manner of pursuit of Objects

In pursuit of its objects set out in clause 4.1 the Company may:

- (a) carry on any business or activity which may seem to the Company capable of being conveniently carried on in connection with the objects for which the Company is established; and
- (b) establish, operate and promote any trusts or funds which may seem directly or indirectly conducive to any of the objects;
- (c) provide financial and other assistance to entities that have similar purposes to the Company where assistance is permitted without prejudicing the Company's endorsements held pursuant to the Tax Act; and
- (d) do all such other lawful things as are incidental or conducive to the attainment of the objects.

4.3 Powers under the Corporations Act

The Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the purposes set out in clause 4.1

5. APPLICATION OF INCOME AND PROPERTY

All income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members or Directors of the Company. Nothing in this paragraph prevents payment:

- (a) for services actually rendered to the Company including as an employee by any Member or Director or for goods and/or services supplied in the usual and ordinary way of business by any Member or Director;
- (b) of interest on money borrowed from any Member at not more than commercial rates;
- (c) of reasonable and proper rent, remuneration or return for the use by the Company of any premises or other property (including intellectual property) of any Member of the Company;
- (d) of reimbursement for reasonable out-of-pocket expenses;
- (e) of insurance premiums for Directors and officers as permitted by this Constitution;
- (f) to a Member in carrying out the Company's charitable objects; or
- (g) of surplus to a Member upon the winding up of the Company in accordance with clause 24.2.

6. MODIFICATION OR REPEAL OF THIS CONSTITUTION

6.1 Modifying or repealing Constitution

This Constitution may only be modified or repealed by a Special Resolution of the Members.

6.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the Special Resolution of the Members is passed or any later date specified, or provided for, in the resolution.

7. MEMBER'S LIABILITY

7.1 Liability to contribute

Subject to this Constitution, if the Company is wound up and the property of the Company is insufficient, each incorporated entity that is a Member, and incorporated entity that was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories amongst themselves.

7.2 **Guaranteed amount**

The amount that each Member or past Member is liable to contribute pursuant to clause 7.1 is limited to \$5.

8. **MEMBERS**

8.1 **Eligibility for Membership**

The following persons who have canonical responsibility for a Catholic school or schools in Victoria are eligible to nominate to be a Member of the Company:

- (a) a Religious Institute or its province or region, whichever has responsibility for the schools in Victoria;
- (b) the Governing Authority of any Ministerial Public Juridic Person; and
- (c) the Governing Authority of any Association of Christ's Faithful.

8.2 **Becoming a Member**

Subject to the Corporations Act:

- (a) an entity eligible to be a Member in accordance with clause 8.1 must sign and return to the Secretary an application for membership agreeing to be bound by this Constitution and to pay the amount specified in clauses 7.1 and 7.2; and
- (b) that entity becomes a Member on the registration of that entity's name in the Register of Members by the Secretary.

8.3 **Rights of Members are non-transferable**

Each Member is entitled to all the privileges of membership and must observe this Constitution and any other rules and conventions adopted by the Board or by the Company at general meetings from time to time. The rights and obligations of a Member are not transferable and end when membership with the Company ceases in accordance with clause 8.5.

8.4 **Member's Representative**

Each Member must nominate a Member's Representative to represent the Member and that person alone shall be able to represent, act and exercise the membership rights of the Member. The Member may revoke its nomination of any Member's Representative acting as the Member's Representative at any time by submitting written notice to the Company provided that an alternative Member's Representative is nominated at that time.

CESSATION OF MEMBERSHIP

8.5 **Cessation of Membership**

A Member will cease to hold membership with the Company if:

- (a) that Member ceases to be responsible for any Catholic schools in Victoria;
- (b) that Member has resigned from membership by giving written notice to the Secretary; or
- (c) the Members resolve by a two thirds majority that it is not in the best interests of the Company for a person to remain as a Member. The Members may resolve by notice to remove that person as a Member with effect from the date of the notice.

9. MAINTENANCE OF REGISTER

9.1 Register of Members

The Secretary must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member; and
- (c) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

9.2 Inspection of Register of Members

The Register of Members must be kept at the Company's registered office or the principal place of business. A Member may inspect the Register of Members at any reasonable time. No amount may be charged for inspection.

10. MEETINGS OF MEMBERS

10.1 Annual General Meeting

The Company must hold an annual general meeting of Members at least once in each calendar year.

10.2 Director may call a meeting of Members

The Board may, at any time, convene a general meeting of Members of the Company.

10.3 Calling of general meetings pursuant to a Member's request

- (a) The Directors must call and arrange to hold a general meeting on the request of Members with at least 5% of the votes that may be cast at a general meeting.
- (b) The Members' request must be in writing, state any resolution to be proposed at the meeting, be signed by the Members making the request, be given to the Company and otherwise comply with the *Corporations Act*.

10.4 Calling of general meetings by Members

Members with at least 5% of the votes that may be cast at a general meeting may call and arrange to hold a general meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting. The meeting must be called in the same way - as far as possible - in which general meetings of the Company may be called and the process must otherwise comply with the *Corporations Act*.

10.5 Notice of general meetings

- (a) Notice of a general meeting must be given to:
 - (i) each Member entitled to vote at the meeting,
 - (ii) each Director, and
 - (iii) the auditor (if any).
- (b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (c) A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent. A

notice of meeting given to a Member in accordance with section 249J (3) (cb) of the *Corporations Act* is taken to be given on the business day after the day on which the Member is notified that the notice of meeting is available.

- (d) Subject to clause 10.5(e), notice of a meeting may be provided less than 21 days before the meeting if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (e) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a Director; or
 - (ii) remove an auditor.
- (f) Notice of a general meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the meeting's business;
 - (iii) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
- (g) If a general meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

10.6 Meeting at two or more places

A meeting may be held in one place or two or more places using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

10.7 Omission to give notice of meeting

No resolution passed at or proceedings at any meeting of Members will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that meeting;
- (b) any change of place (or places) of that meeting;
- (c) postponement of that meeting, including the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned meeting.

11. PROCEEDINGS AT MEETINGS OF MEMBERS

11.1 Quorum

A quorum for any meeting of Members is more than half the total number of Members or Member's Representatives present.

11.2 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for a meeting or ceases to be present during the meeting, that meeting is dissolved.

11.3 Chairing meetings of Members

- (a) The Chair of any meeting of Members will be the Member elected from time to time by the Members as the Chair.
- (b) If the Chair is not present within 15 minutes after the time appointed for any meeting or if the Chair is unwilling or unable to act as chair for the whole or any part of that meeting, a Member nominated by the Chair will chair that meeting. Failing any nomination by the Chair, the Members present may elect a Member present to chair that meeting.

11.4 Conduct of meetings of Members

The Chair of the meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

11.5 Adjournment

- (a) The Chair of a general meeting at which a quorum is present:
 - (i) in his or her discretion may adjourn the general meeting with the consent of the meeting;
 - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (a) An adjourned meeting may take place at a different venue to the initial general meeting.
- (b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

12. VOTING

12.1 Entitlement to vote

Subject to this Constitution on a show of hands and a poll, every Member or Member's Representative entitled to vote that is present at a Members' meeting will have one vote.

12.2 Casting vote

If on any ordinary resolution an equal number of votes is cast for and against a resolution, the chair has a casting vote in addition to any vote he or she may have as a Member's Representative .

12.3 Voting on resolutions

- (a) Subject to the *Corporations Act*, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) Every question submitted to a meeting will be decided in the first instance by a show of hands unless a poll is demanded in accordance with the *Corporations Act*.
- (c) Unless a poll is demanded:
 - (i) a declaration by the Chair that a resolution has been carried, carried by a particular majority, or lost; and
 - (ii) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The Chair is under no obligation to make such a declaration if he or she considers it desirable that the question be decided on a poll and in such case the Chair must direct a poll to be taken. In a contested vote for the appointment of Directors, a poll must be taken.

12.4 Poll

- (a) If a poll is demanded or directed on a matter other than the election of a chair or the question of an adjournment it must be taken in such manner and at such time and place as the Chair of the meeting directs and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chair must determine the same and such determination made in good faith will be final and conclusive.
- (b) Any poll demanded on the election of a Chair of a meeting or on any question of adjournment must be taken at the meeting and without adjournment.
- (c) The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

12.5 Minutes

- (a) Unless a poll is demanded in accordance with this Constitution, a declaration by the Chair that a resolution has, on a show of hands, been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost or not carried by a particular majority,

A declaration by the Chair that a resolution has been passed and by what majority or lost is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Company signed by the chair is evidence of that fact unless the contrary is proved.

- (b) Within one month after each meeting, the Secretary must record or cause to be recorded in the Members' minute book:
 - (i) the proceedings and resolutions of each meeting of Members; and
 - (ii) any declarations at each meeting; and
 - (iii) all resolutions passed by the Members without a meeting,
- (c) The chair, or the chair of the next meeting, must sign the minutes within a reasonable time after each meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books at any reasonable time. No amount may be charged for inspection.

12.6 Disputes to be resolved by chair

The chair will determine any dispute in relation to any vote, and the determination of the chair is binding on all Members and is final.

12.7 Circular resolutions of Members

- (a) Subject to clause 12.7(c), the Directors may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution).
- (b) The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a Director or remove a Director
 - (ii) where the *Corporations Act* or this Constitution requires a meeting to be held.
- (d) If a majority of the total number of Members (or in the case of a Special Resolution of the Members, 75% of the total number of Members) have provided written consent that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Members held on the day on which the written consent was provided. If the Members provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was last provided by a Member thereby constituting a majority in number (or 75% in the case of a Special Resolution of the Members) of the Members. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from another specified date.
- (e) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

13. APPOINTMENT AND REMOVAL OF DIRECTORS

13.1 Appointment of Directors

- (a) The Board will be comprised of persons appointed by the Members .
- (b) The Board shall comprise a maximum of five (5) Directors. The Members may from time to time by ordinary resolution increase or reduce the number of Directors, provided that the minimum number must always be three (3).

13.2 Term of Office

Subject to clauses 13.3 and 13.4, each Director will hold office for a term of 3 years from the date of their appointment to the Board, after which time they are eligible to be re-appointed to the Board for a second 3 year term.

13.3 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated if the person:

- (a) is subject to the requirements of the *Corporations Act*, removed from office as a Director by a resolution of the Members;
- (b) resigns as a Director in accordance with this Constitution;

- (c) if the person is subject to assessment or treatment under any mental health law and Members resolve that the person should cease to be a Director;
- (d) dies;
- (e) is disqualified from acting as a Director under the *Corporations Act*;
- (f) ceases to meet any conditions under Charity Legislation for being a director of the Company.

13.4 Resignation of Directors

A Director may resign from the office of Director by giving notice of resignation to the Secretary.

14. POWERS AND DUTIES OF BOARD

- (a) Subject to this Constitution, Charity Legislation and the *Corporations Act*, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) All Board members must demonstrate a commitment to the mission and ethical framework of Catholic Education.
- (c) Subject to this Constitution and the *Corporations Act*, the Board may exercise all powers of the Company that are not required to be exercised by the Members.
- (d) The Board may delegate any of its powers to:
 - (i) a Director;
 - (ii) a Board Committee, including an Education Committee; or
 - (iii) an employee of the Company.
- (e) The Directors must comply with any governance standards applying to them under *Charity Legislation*.

15. FINANCIAL INSTRUMENTS

All negotiable instruments, electronic fund transfers or similar transactions and all receipts for money paid to the Company must be authorised, signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board resolves.

16. REMUNERATION AND REIMBURSEMENT FOR EXPENSES

16.1 Director's fees

The Company must not pay a Director any fee for services performed as a Director except to any extent that the Members have resolved.

16.2 Reimbursement of expenses

Directors may be reimbursed by the Company for reasonable costs and expenses incurred or to be incurred in connection with attendance at meetings of the Board and committees of the Board or in carrying out services for the Company authorised by the Board.

17. BOARD MEETINGS

17.1 Convening Board meetings

In the ordinary course, the Secretary will convene Board meetings in accordance with the determinations of the Board.

17.2 Notice of Board meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors.
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting;
 - (ii) the general nature of the business to be conducted at the Board meeting; and
 - (iii) any proposed resolutions.

17.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

17.4 Use of technology

- (a) A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- (b) If a number of Directors equal to the quorum is able to hear or to see and to hear each other contemporaneously using any technology consented to by all Directors, there is a meeting and that meeting is quorate. The rules relating to meetings of Directors apply to each such meeting to the extent appropriate.
- (c) A Director participating at a meeting using technology consented to by all Directors is treated as being present in person at the meeting.
- (d) A meeting using technology consented to by all Directors is to be taken to be held at the place determined by the chair of the meeting.
- (e) A Director may not leave a meeting using technology consented to by all Directors unless the chair consents to that Director leaving.
- (f) A Director is presumed conclusively to have been present and to have formed part of a quorum at all times during a meeting using technology consented to by all Directors, unless the chair consents to that Director leaving in which case that Director will be treated as having been present until that Director leaves.

17.5 Quorum at Board meetings

A quorum at a Board meeting is at least half of the total number of Directors plus one. The quorum must be present at all times during the Board meeting.

17.6 Chair and Deputy Chair of Board meetings

- (a) The Chair of any meeting of the Board will be appointed prior to the meeting by the Members. That person will chair all subsequent meetings unless the Members give written notice to the contrary.
- (b) The Members may appoint (or remove) a Director as the Deputy Chair.
- (c) If the Chair is not present within 15 minutes after the time appointed for a Board meeting or if the Chair is unwilling or unable to act as Chair for the whole or any part of that Board meeting, the Deputy Chair shall chair that Board meeting. If neither the Chair nor Deputy Chair are present, the Directors present may elect one of their number to chair that Board meeting.

17.7 Passing resolutions at Board meetings

- (a) If a vote is required on any issue, a resolution of the Board shall be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) Each Director present in person is entitled to vote and has one vote.

17.8 Casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the Chair has a casting vote.

17.9 Conduct of meetings

The Chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

17.10 Attendance of Non-Directors

The Chair or a majority of the Directors may request the attendance at any meeting of the Board of any person who in their opinion may be able to assist the Board in any matter under consideration. The Secretary may attend and be heard at meetings of the Board, except for any meeting or part of the meeting when the Board resolves the Secretary should not be present.

17.11 Written resolutions

The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be electronic, contained in more than one document, provided that each document is identical to each other document.

17.12 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed in the preceding month without a Board meeting.
- (b) The Chair of the meeting, or the Chair of the next Board meeting, must sign the minutes within one month after the meeting.

- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9:00 am and 5:00 pm on any Business Day. No amount may be charged for inspection.

18. DIRECTOR'S INTERESTS

18.1 Declaration of interest

- (a) Any Director who has a perceived or actual material conflict of interest in a contract or proposed contract of the Company, holds any office or owns any property such that the Director might have duties or interests which materially conflict or may materially conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting.
- (b) A notice of a material conflict of interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.
- (c) The notice must be provided to the Board at a Board meeting as soon as practicable. Where appropriate, a notice may be a standing notice that will have ongoing effect until revoked or varied.
- (d) A Director must not vote on a matter that is being considered by the Board if the Director has a material conflict of interest. Subject to clause 18.2, if the conflict of interest has been disclosed, the Director may be present at the Board meeting when that matter is being considered, unless the other Directors request the conflicted Director to withdraw while that matter is being considered.
- (e) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

18.2 Material personal interests

- (a) A Director who has a conflict of interest that is also a material personal interest (in accordance with the provisions of the *Corporations Act*) in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not:
 - (i) vote on the matter at a meeting; or
 - (ii) be present while the matter is being considered at the meeting, and accordingly will not count for the purposes of determining whether there is a quorum,
 unless the processes in the *Corporations Act* have been followed to authorise the Director being present at the meeting and voting.
- (b) A director may still be present and vote if:
 - (i) their interest arises because they are a Member of the Company, and the other Members have the same interest
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - (iii) their interest relates to a payment by the company under clause 23.1, or any contract relating to an indemnity that is allowed under the *Corporations Act*
 - (iv) ASIC makes an order allowing the director to vote on the matter, or

- (v) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those directors are satisfied that the interest should not stop the director from voting or being present.

19. BOARD COMMITTEES

19.1 Establishment

Board Committees may be established as determined by the Board from time to time including an Education Committee.

19.2 Terms of reference

Subject to this Constitution, each Board Committee will have terms of reference specified by the Board.

19.3 Membership

The membership of each Board Committee will be determined by the Board. At least one committee member of a Board Committee must be a member of the Board.

20. EXECUTIVE OFFICER

20.1 Appointment of Executive Officer

- (a) The Board may appoint a person to be the Executive Officer of the Company on such terms, conditions and remuneration as the Board determines.
- (b) The Executive Officer is, subject to the directions of the Board, responsible for the operations of the Company and reports to the Board.
- (c) The Executive Officer shall not be a Director of the Company.

20.2 Delegations to the Executive Officer

The Board may from time to time delegate to the Executive Officer such of the powers exercisable under this Constitution by the Board as it sees fit (other than the powers of delegation), and may confer such powers for such objects and purposes, and upon such terms and conditions, and with such restrictions, as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time alter, revoke, withdraw or vary all or any of such delegations.

21. APPOINTMENT OF SECRETARY

- (a) The Company must have at least one Secretary, who may also be a Director.
- (b) A Secretary must be appointed by the Board (after giving the Company their signed consent to act as Secretary of the Company) on the terms and for such period as the Board may determine.
- (c) Any Secretary appointed may be removed at any time by the Board.
- (d) The role of the Secretary includes:
 - (i) maintaining a register of the Company's Members, and

- (ii) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

22. FINANCIAL RECORDS

22.1 Company must keep accounts

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited; and
- (c) otherwise comply with Charity Legislation.

22.2 Financial Reporting

The Board must cause the Company to prepare a financial report, a Director's report and any other reports that comply with Charity Legislation and any other relevant legislation, and must report to the Members as they require from time to time.

22.3 Audit

If required by the Charity Legislation, the Board must cause the Company's financial report for each financial year to be audited by the Auditor and obtain an auditor's report in accordance with any requirements of Charity Legislation and any other relevant legislation. Audited financial reports provided to the Members are conclusive except as regards errors notified to the Company within three months. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

22.4 Member's access to financial records

Any Member may inspect the books of the Company at their request.

22.5 Other access to financial records

The following persons may at any reasonable time access and inspect any financial record of the Company:

- (a) any nominee of Member authorised in writing by that Member, subject to the terms of such authorisation;
- (b) the Auditor; and
- (c) any Director.

22.6 Access to financial records after ceasing to be a Director

In addition to the right of access to company books granted by section 198F of the *Corporations Act*, following receipt of a request in writing, the Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record of the Company relating to the time during which the person was a Director for any bona fide purpose relating to their directorship and subject to maintaining confidentiality in relation to records that are inspected.

23. INDEMNITY AND INSURANCE

23.1 Indemnity

To the maximum extent permitted by law, every Director and other officer (as defined in the *Corporations Act*) of the Company may be indemnified out of the property of the Company against any liability:

- (a) incurred in their capacity as Director or officer of the Company to another person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the *Corporations Act*; or
- (b) for costs and expenses incurred by that person in their capacity as Director or officer of the Company in defending any proceedings, whether civil or criminal:
 - (i) in which judgement is given in favour of that person; or
 - (ii) in which the person is acquitted; or
 - (iii) in connection with any application in relation to any such proceedings, in which relief is granted by a Court to that person under the *Corporations Act*.

23.2 Documenting indemnity

The Company may enter into an agreement containing an indemnity in favour of any Director. The Board will determine the terms of the indemnity contained in the agreement.

23.3 Insurance

- (a) To the extent permitted by law and subject to the *Corporations Act*, the Company may pay any premium in respect of a contract of insurance between an insurer and Director or Member of the Company in respect of the liability suffered or incurred in or arising out of the conduct of any activity of the Company and the proper performance by the Director or Member of any duty.
- (b) If the Board determines, the Company may execute a document containing rules under which the Company agrees to pay any premium in relation to such a contract of insurance.

23.4 Former Directors and officers

The indemnity in favour of a Director or officer under clause 23.1 is a continuing indemnity. It applies in respect of all acts done by a person while a Director or officer of the Company even though the person is not a Director or officer at the time the claim is made.

24. WINDING UP

24.1 Distribution of surplus on winding up

On the winding up of the Company any property that remains after satisfaction of all debts and liabilities of the Company, the payment of the costs, charges and expenses of winding up and any adjustment of the rights of the contributories among Members must not be paid or distributed to Members but must be given or transferred to:

- (a) a charitable institution, body, entity or organisation which is not carried on for the profit or gain of its individual members; and
- (b) whose governing documents prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution,

such charitable institution, body, entity or organisation to be determined by special resolution of the Members at or before the winding up, and in default, by application to the Supreme Court of Victoria for determination.

24.2 Distribution to a Member permitted

Nothing in clause 24.1, restricts a distribution to a Member of any surplus remaining after the satisfaction of all of the Company's debts and liabilities pursuant to clause 23.1 provided the Member satisfies the criteria in 24.1(a) and 24.1(b) at the time of the distribution.

Date: 9 April, 2021