

Constitution

Calvary Christian College

Adopted by Calvary Christian College Council: 25 August 2022

Approved by Synod Standing Committee: 1 September 2022

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Calvary Christian College Constitution

1. Title and authority

- 1.1 This is the constitution for **Calvary Christian College** at 559-581 Beenleigh-Redland Bay Road, Carbrook QLD 4130 and 161 Dennis Road, Springwood QLD 4129.
- 1.2 Calvary Christian College (The College) is a co-educational independent Prep to Year 12 school and operates as a Ministry of Real Life Christian Church under the governance of the Calvary Christian College Council who reports to both the Real Life Christian Church Council and functions under the delegation of the Uniting Church in Australia Queensland Property Trust (UCAQPT), the Approved Authority.
- 1.3 The College is a Ministry of Real Life Christian Church, a congregation of the Queensland Synod of the Uniting Church in Australia and shall function in a manner consistent with the philosophy of Ministry of Real Life Christian Church. It shall adhere to the mission and direction of The Uniting Church as spelled out in its Basis of Union and Constitution.
- 1.4 "The College is an institution of the Synod established in accordance with Regulation 3.7.4.7(b)(i) of The Uniting Church in Australia."

2. Repeal, savings and commencement

- 2.1 This Constitution:
 - (1) will be deemed to have commenced on 1 July 2022 despite the date it is adopted by the College Council or approved by the Synod; and
 - (2) repeals any earlier Constitution.
- 2.2 The validity of any act done by a Committee, College Council member or the College Council will not be affected by the repeal of an earlier Constitution or by the revocation of any authority given.

3. Definitions and interpretation

3.1 Definitions

In this constitution:

- (1) **ACNC Act** means the *Australian Charities & Not-for-profits Commission Act 2012*;
- (2) **ACNC legislation** means the ACNC Act and *Australian Charities and Not-for-profits Commission Regulation 2013*;

- (3) **Approved Authority** means the legal entity the Australian Government holds responsible for the administration of the school.
- (4) **Annual Meeting** means the first meeting of the College Council held in the 2nd quarter of each year (usually to be held in April each year);
- (5) **Council** means the body governing the College under delegation from the Property Trust;
- (6) **College Council member** means a current member of the College Council;
- (7) **Chairperson** means the College Council member appointed to the position, in accordance with clause 7.4(2);
- (8) **College** means Calvary Christian College owned by the Property Trust;
- (9) **Disqualified Person** means a person meeting any of the criteria set out in clause 7.5(6);
- (10) **Key Stakeholders** include Real Life Christian Church Council, South Moreton Presbytery, Synod, current Parents and Carers and Alumni.
- (11) **Ministry** means an activity and/or enterprise established to create an environment and culture that embodies the mission, vision and values of Real Life Christian Church.
- (12) **Moderator** means the person for the time being holding the office of Moderator of the Queensland Synod of The Uniting Church in Australia and includes his or her nominee;
- (13) **Objects** means the objects of the College as defined in clause 5;
- (14) **Principal** means the Principal of the College;
- (15) **Property Trust** means the Uniting Church in Australia Property Trust (Q.) established by the *Uniting Church in Australia Act 1977* (Qld);
- (16) **Real Life Christian Church** means the congregation of the Queensland Synod of the Uniting Church in Australia which founded Calvary Christian College;
- (17) **Regulation(s)** means the Uniting Church in Australia Regulations from time to time;
- (18) **Responsible Body** has the same meaning as defined in Regulation 4.1;
- (19) **Synod** means the Queensland Synod of The Uniting Church in Australia;
- (20) **Secretary of the Council** means a non-voting member appointed by the Council at the Annual General Meeting;
- (21) **Taxation Legislation** includes the Income Tax Assessment Act 1997 (Cth);
- (22) **The Uniting Church in Australia and Church** means The Uniting Church in Australia as established by section 7 of the *Uniting Church in Australia Act 1977*;

- (23) **Visitor** means the Moderator for the time being of Synod or the Moderator's nominee; and
- (24) **Working with Children Clearance** means a working with children clearance issued by the Chief Executive responsible for administering the *Work with Children (Risk Management and Screening) Act 2000*.

3.2 Interpretation

- (1) Reference to:
- (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular;
 - (c) a person includes a body corporate;
 - (d) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
 - (i) that Statutory Provision as amended or re-enacted;
 - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
 - (iii) another regulation or other statutory instrument made or issued under that Statutory Provision.
- (2) “Including” and similar expressions are not words of limitation.
- (3) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (4) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.

4. Ethos statement

The Uniting Church in Australia lives and works within the faith and unity of the One Holy Catholic and Apostolic Church and believes Christians in Australia are called to bear witness to a unity of faith and life in Christ which transcends cultural, economic, racial and physical boundaries. The College is a Ministry of Real Life Christian Church and shall function in a manner consistent with the mission of that congregation and the Uniting Church as articulated in the Basis of Union and Constitution of the Uniting Church in Australia. The College will undertake its mission to provide students with intellectual, spiritual, cultural, social and physical education, all within a Christian context, and to encourage students to relate their academic disciplines to Christianity and grow in their Christian faith.

5. Objects of the College

- 5.1 The Objects of the College are to be a charitable institution with the purposes of:

- (1) advancing education; and
- (2) advancing religion, specifically Christian formation and discipleship, on the basis that the College is recognised primarily as a Ministry of Real Life Christian Church.

5.2 To achieve its charitable purpose, the College may, without limitation:

- (1) operate the College in accordance with the spiritual traditions of Real Life Christian Church, that are applied throughout all aspects of school life;
- (2) develop within the College a community of faith, based on a belief in God and a Christian way of life;
- (3) foster genuine human relationships among students, staff, parents, past-students and others associated with the College;
- (4) cultivate intellectual values, promoting in the students integrity, respect for the truth, openness to reality and other scholarly virtues and aiming to provide the students with a mastery of the basic subjects and skills while guiding individuals towards their own level of achievement;
- (5) recognise the decisive role of parents in education and the desirability of high correlation between home and school values;
- (6) offer educational programmes that give every student an opportunity to learn attitudes and skills that will facilitate life-long learning including providing skills and interest for students which will promote physical fitness and which will assist them to make optimum use of their leisure time during their school and later adult life;
- (7) communicate, affiliate or enter into other relations, whether formal or informal, with other schools, colleges, institutes, societies or associations having similar objects and purposes to the College and become a member of or co-operate with any such bodies and procure from and communicate to any such bodies such information as may be likely to further the objectives of the College;
- (8) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the Objects of the College or any of them and any rights, privileges and concessions which the College may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions, any such arrangements being in accordance with the Regulations;
- (9) adopt such means for promoting and making known the Objects of the College as may seem expedient to the Council;
- (10) carry on any business which the Council determines as being expedient to achieving the College's Objects;
- (11) undertake advocacy on behalf of the College in support or furtherance of its Objects; and
- (12) do all such other things as may be deemed incidental or conducive to the attainment of the Objects of the College or any of them.

6. Not-for-Profit

- 6.1 The College is a not-for-profit entity.
- 6.2 The assets and income of the Property Trust for which the College is the Responsible Body (under the Regulations) are, for the purposes of the Taxation Legislation and ACNC Legislation, held by the Property Trust on a charitable trust for the purposes of the Church and must be applied solely in furtherance of those Objects and no portion may be paid or distributed directly or indirectly to a Council member except:
- (1) if the payment or distribution is in furtherance of the charitable Objects of the College; or
 - (2) as bona fide compensation for services rendered, property licensed or expenses incurred on behalf of the College.

7. College Council

7.1 General power of management

The Council is charged with:

- (1) the control, oversight and direction of the College; and
- (2) maintenance and protection of the assets and income for which the College is the Responsible Body,

subject nevertheless to the provisions of the Regulations and the directions of the By-laws of Synod.

7.2 Specific powers

Without in any way limiting the generality of clause 7.1, the specific powers and duties of the Council include:

- (1) generally doing all things, subject to this Constitution, as are necessary for the proper and efficient administration of the College and for the advancement of its Objects;
- (2) determining the conditions under which persons will be admitted as students to the College;
- (3) determining the scale of fees to be paid for tuition of students;
- (4) establishing and administering bursaries;
- (5) fixing the duration of school terms;
- (6) authorising the curriculum of the College;
- (7) subject to clause 13.1, employing and terminating the employment of the Principal and determining the remuneration payable to the Principal and terms and conditions of the Principal's employment provided that the determination will consider the remuneration payable to and the terms and conditions of

employment of principals of other colleges or schools in Queensland with similar objectives and size;

- (8) in consultation with the Principal, developing and approving policy guidelines for the operation and control of the College and the conduct of its students, teachers and administrative staff, which policies must not be inconsistent with this Constitution;
- (9) in consultation with the Principal, determining the overall strategic direction for the College, preparation of an annual business plan and monitoring the College's performance and providing support to the College to ensure it achieves its objectives;
- (10) investing the funds for which the College is the Responsible Body in accordance with the Regulations and By-laws of the Synod;
- (11) adopting such means for promoting and making known the Objects of the College as may seem expedient and appropriate to the Council;
- (12) borrowing funds for the furthering of the Objects of the College in accordance with the Regulations and By-laws of the Synod;
- (13) exercising all powers usually incidental to the operation of colleges of a like nature; and
- (14) doing all such other things as may be deemed incidental or conducive to the attainment of the Objects of the College or any of them.

7.3 Delegation

- (1) The Council may delegate, with or without conditions and directions, any of its powers and functions to a Committee, a Council member, an employee of the College or any other person as the Council may consider appropriate and may revoke the delegation.
- (2) The delegation and any revocation must be recorded in the College's minute book.
- (3) The delegate must exercise the powers delegated in accordance with any conditions or directions of the Council.
- (4) The exercise of the power by the delegate is as effective as if the Council had exercised it.

7.4 Composition of the College Council

- (1) The number of members of the Council shall consist of no more than 10 but not fewer than 5 members. Members will be appointed as follows -
 - (a) Up to 9 members nominated by the Key Stakeholders
 - (i) subject to a least half of the College Council at any time being nominees of Real Life Christian Church Council and;

- (ii) the Council to select from nominations received bearing in mind the Council's skill matrix.
 - (b) the Council reserves the right to nominate 1 member as their own representative from the Community; and
 - (c) Synod to approve all College Council appointments
- (2) The Chairperson and the Deputy Chairperson shall be elected annually by the Council from its membership. They may be re-elected but may not hold office for a continuous period of more than six years.
 - (3) A Treasurer of the Council shall be elected annually by the Council from its membership (usually the Chair of the Audit, Risk and Compliance Committee).
 - (4) The Council may act despite any vacancy in its membership (as long as a Quorum is present).
 - (5) All appointments to the Council shall be made for a term of 3 years.
 - (6) The Real Life Christian Church Council, Presbytery and Synod will be notified of all appointments to the Council.
 - (7) Three, or one third if less, of Councilors shall retire at each Annual General Meeting (AGM). Councilors retiring under this rule may be nominated to be reappointed for a further term.
 - (8) No Council member will serve more than 3, 3-year terms.

7.5 College Council members

- (1) All members of the Council must be committed to working within the ethos of The Uniting Church in Australia as reflected in the Basis of Union and in accordance with the Constitution and Regulations of The Uniting Church in Australia and Synod's By-laws.
- (2) Neither the Principal nor any other member of the staff of the College may be a voting member of the Council.
- (3) Each member of the Council will hold and maintain a current Working with Children Clearance. Each newly-appointed Council member must provide a copy of his or her Working with Children Clearance to the Secretary of the Council on appointment.
- (4) In making nominations for membership to the Council, Key Stakeholder will have regard to the criteria set out in this clause and any other matter considered relevant and may not nominate any person to the Council who is a Disqualified Person.
- (5) In making appointments from nominations to the Council, Council will have regard to the following criteria in candidate selection; namely:
 - (a) a demonstrated faithfulness to the values, ethos and Ministry position of Real Life Christian Church;
 - (b) possession of requisite governance skills;

- (c) ability to contribute to an appropriate mix in skills on the Council so as to facilitate the College's ability to achieve its Objects having regard to the size, scope and complexity of the College's operations;
 - (d) being free of any material conflicts of interest; and
 - (e) being of good fame and character.
- (6) A Disqualified Person is a person who is precluded from being a Council member because that person:
- (a) is unable to be a responsible entity under the ACNC Act;
 - (b) does not hold a Working with Children Clearance;
 - (c) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (d) becomes of unsound mind or is liable to be dealt with in any way under laws relating to mental health;
 - (e) has been convicted of an indictable offence, whether or not the person was tried summarily and whether or not a conviction was recorded;
 - (f) is, or within the last 5 years has been, subject to an order disqualifying the person from managing a corporation;
 - (g) whilst a Council member, was not present at 3 consecutive meetings of the Council without special leave of absence having been obtained from the Council and the other Council members have declared their seat to be vacant; or
 - (h) is otherwise disqualified by law from being a member of the Council.

7.6 Vacancy of Membership

- (1) The office of a Council member will become vacant if the Council member:
 - (a) dies;
 - (b) resigns their office by notice in writing to the Council, the Chairperson or the Moderator;
 - (c) becomes a Disqualified Person;
 - (d) is absent without prior leave granted by the Council for 3 consecutive meetings of Council of which due notice was given;
- (2) If a position on the Council becomes vacant, the Council may temporarily fill the position until the next AGM.

7.7 Termination of Membership

- (1) A nominating body may disendorse anyone they have previously nominated into

membership of the Council. This disendorsement needs to be made following consultation with the Council or the Chairperson. Any disendorsement of a current member of Council will result in that member being immediately terminated and their office becoming vacant.

- (2) The Council may, with a three quarters majority vote, for any reason, terminate the membership of any Council member at any time following consultation with the Council and the Chairperson.

7.8 Committees of the College Council

- (1) The Council may delegate any of its powers to one or more Committees of Council members which may include also any individual who is not a Council member.
- (2) A Committee of the Council must exercise the powers delegated to it in accordance with any Charters from the Council. The effect of the Committee exercising a power in this way is the same as if the Council members had exercised it.
- (3) Meetings and proceedings of any Committee consisting of 2 or more people are governed by the provisions in this Constitution regulating the meetings and proceedings of Council members.

8. Duties of College Council members

8.1 ACNC Act – Governance Standard 5

Council members must comply with the ACNC legislation and, in particular, with the duties of directors described in governance standard 5 of the regulations to the ACNC Act from time to time, which currently are:

- (1) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Council member of the College;
- (2) to act in good faith and the best interests of the College and to further the Objects of the College;
- (3) not to misuse their position as a Council member;
- (4) not to misuse information they gain in their role as a Council member;
- (5) to disclose any perceived or actual material conflicts of interest;
- (6) to ensure that the financial affairs of the College are managed responsibly; and
- (7) not to allow the College to operate while it is insolvent.

8.2 Prohibition on being present or voting

- (1) Unless the Council otherwise directs, a Council member who has a material personal interest or conflict of duties in a matter (the interested member) that is being considered at a meeting of Council members must not:

- (a) be counted in a Quorum;
 - (b) vote on the matter; and
 - (c) be present while the matter is being considered at the meeting.
- (2) The interested member must not be present when the Council is considering whether to give a direction under subclause 8.2(1).
- (3) If-
- (a) because of this clause, a Council member is not present at a Council meeting for considering or deciding an issue, or for considering or deciding whether to give a direction under subclause 8.2(1); and
 - (b) there would be a Quorum if the Council member were present;

the remaining Council members present are a Quorum of the Council for considering or deciding the issue, or for considering or deciding whether to give the direction, at the Council meeting.

8.3 Directors to disclose interests

- (1) A Council member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the College must, as soon as practicable after the relevant facts have come to the Council member's knowledge, declare the nature of the interest at the next meeting of the Council or by written notice to the Secretary of the Council before that meeting.
- (2) A Council member who holds office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Council member must declare, as soon as practicable, at a meeting of the Council or by written notice to the Secretary of the Council, the fact and the nature, character and extent of the conflict.

8.4 Effect of interest in contract

- (1) If 8.2 and 8.3 have been complied with and a Council member has an interest in a contract or proposed contract with the College, or a conflicting interest or duty in relation to any other matter being considered by the Council, and the Council member discloses the nature and extent of the interest or duty at a meeting of the Council or by written notice to the Secretary of the Council:
 - (a) the contract may be entered into;
 - (b) if the disclosure is made before the contract is entered into:
 - (i) the Council member may retain benefits under the contract even though the Council member has an interest in the contract;
 - (ii) the College cannot avoid the contract merely because of the existence of the interest; and
 - (iii) the Council member is not disqualified from the office of Council member.

- (2) For the purposes of clause 8.4(1), **contract** includes an arrangement, dealing or other transaction.

8.5 Periodic governance review

- (1) The Council will carry out a Governance Review of the College structure and performance of both the College and Council at intervals of no more than three years.

9. Meetings of the College Council

9.1 Flying Minute Resolutions

- (1) The Council may participate in an electronic decision-making process only in the following circumstances:
 - (a) when a matter has been considered at a Council meeting and further information is required before a decision can be made about the matter; or
 - (b) when a matter arises between Council meetings, which matter needs to be decided urgently, as decided by the Chairperson.
- (2) Where an electronic decision-making process is used, all of the following must occur:
 - (a) the Chairperson must take reasonable steps to advise all members of the proposed decision, the timeline for a response, the threshold for the decision being resolved in the affirmative and the mechanism for having the matter referred to the next meeting;
 - (b) the time allowed for members to respond to the proposed decision must not be less than 72 hours unless the Chairperson determines that special circumstances exist and sets a shorter period;
 - (c) the decision is to be made via open email with the option to 'reply all' for sharing comments, noting that a "Yes" or "No" response is still the decision required; and
 - (d) if any member votes in the negative or requests that the matter be referred to the next meeting, the matter shall be referred to a special meeting of the Council.
- (3) Electronic decisions are approved only when, at the expiration of the timeline for response:
 - (a) 75% of members eligible to vote decide in the affirmative;
 - (b) no member eligible to vote decides in the negative; and
 - (c) no member eligible to vote requests that the matter be referred to the next Council or Committee meeting.
- (4) An electronic decision is as valid and effectual as if it had been passed at a duly called and constituted Council or Committee meeting.
- (5) Decisions made by electronic decision-making shall be recorded in the minutes of the next Council meeting including the date and, if relevant, time the decision

was reached.

9.2 Meetings of College Council members

The Council members may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

9.3 Calling College Council meetings

The Chairperson may at any time call a Council meeting and must do so on the requisition of at least 4 Council members.

9.4 Notice of meeting

- (1) Reasonable notice of every Council members' meeting must be given to each Council member except that it is not necessary to give notice of a meeting of Council members to any Council member who:
 - (a) has been given special leave of absence; or
 - (b) is absent from Australia and has not left a contact number or email address at which he or she may be given notice.
- (2) Any notice of a meeting of Council members may be given in writing or orally, telephone, email or any other means of communication.

9.5 Technology meetings of College Council members

- (1) A Council meeting may be held using telephone or, if consented to by all Council members, other technology. The consent may be a standing one. A Council member may only withdraw the consent within a reasonable period before the meeting.
- (2) If a Council meeting is held using any technology and all the Council members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- (3) The following provisions apply to a technology meeting:
 - (a) each of the Council members taking part in the meeting must be able to hear and be heard by each of the other Council members taking part in the meeting; and
 - (b) at the commencement of the meeting each Council member must announce his or her presence to all the other Council members taking part in the meeting.
- (4) If the Secretary is not present at a technology meeting one of the Council members present must take minutes of the meeting.
- (5) A Council member may not leave a technology meeting by disconnecting his or her link to the meeting unless that Council member has previously notified

the Chairperson of the meeting.

- (6) A Council member is conclusively presumed to have been present and to have formed part of a Quorum at all times during a technology meeting unless that Council member has previously obtained the express consent of the Chairperson to leave the meeting.
- (7) If, before or during a technology meeting, any technical difficulty occurs where 1 or more Council members cease to participate, the Chairperson may adjourn the meeting until the difficulty is remedied or may, where a Quorum of Council members remains present, continue with the meeting.

9.6 Chairing College Council meetings in Absence of Chairperson

- (1) If the Chairperson or the Deputy Chairperson is absent from a meeting, the Council members present will elect a chair for the meeting.

9.7 Quorum

- (1) The Quorum for a Council meeting is a majority of the total number of Council members with the majority of those present being nominees of Real Life Christian Church. The Quorum must be present at all times during the meeting.
- (2) The Principal must attend meetings of the Council as required by the Council but will not have any voting rights on the Council.
- (3) The Council may invite any member of the staff of the College to attend any meeting of the Council. Any staff member invited will not have any voting rights.

9.8 Passing resolutions of the College Council

- (1) Questions arising at any meeting of the Council will be decided as far as possible by application of the consensus model of decision-making of The Uniting Church in Australia. Where consensus cannot be achieved, then a resolution of the Council must be passed by a majority of the votes cast by Council members present and entitled to vote on the resolution.
- (2) The Chairperson has a casting vote, if necessary, in addition to any vote he or she has as a Council member. The Chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

9.9 Validity of acts

All acts done at any meeting of the Council or by a Committee or by any person acting as a Council member will be valid, notwithstanding that it is afterwards discovered:

- (1) that there was some defect in the appointment of any of the Council members;
or
- (2) the Committee or the person acting as a Council member (or any of them) were disqualified;

as if every person had been duly appointed and was qualified and continued to be a College Council member or a member of the Committee (as the case may be).

10. Minutes

10.1 The Council must keep a minute book in which they record within 1 month:

- (1) proceedings and resolutions of Council meetings (including meetings of a Committee of Council members); and
- (2) resolutions passed by Council members without a meeting pursuant to clause 9.1.

10.2 College Council members must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

- (1) the Chairperson of the meeting; or
- (2) the Chairperson of the next meeting.

10.3 College Council members must ensure that minutes of the passing of a resolution without a meeting pursuant to clause 9.1 are signed by a College Council member within a reasonable time after the resolution is passed.

10.4 College Council members must record in the minute book:

- (1) all appointments of Council members;
- (2) the names of Council members present at all meetings of the Council;
- (3) in the case of a technology meeting, the nature of the technology;
- (4) the exercise by the Council, any Council member or the Principal of a delegation given by Synod which is to be reported to Synod; and
- (5) all other matters required so as to ensure that Council members discharge their obligations under ACNC legislation, including each notice and standing notice given by a Council member of a material personal interest.

11. Annual reporting

11.1 At the Annual Meeting of the Council the meeting agenda will include the following matters in addition to any other items of business:

- (1) the appointment of the auditor;
- (2) receiving the annual audited financial statements;
- (3) approving the Annual Report to Synod; and
- (4) the exercise of any Synod delegation power pursuant to clause 8.5.

11.2 The College Council's Annual Report to Synod will include all matters requested by Synod and will be delivered to Synod or the Synod Schools and Residential Colleges Commission or equivalent as directed by Synod.

12. Audit

- 12.1 A registered company auditor must be appointed if required by the ACNC Act.
- 12.2 No member of the Council or spouse of any member of the Council may act as an auditor of the College.
- 12.3 The auditors will hold office until his or her successor is appointed. The auditor will be eligible for reappointment.
- 12.4 The auditor must hold all requisite qualifications as an auditor.

13. The Principal

13.1 Appointment

- (1) The Principal is appointed by the Council, subject to the approval of the Real Life Christian Church Council and the Synod.
- (2) The Principal will be a confirmed participating member of a Christian denomination acceptable to The Uniting Church in Australia. The Principal will be committed to working within the ethos of The Uniting Church in Australia as reflected in the Basis of Union and in accordance with this Constitution and The Uniting Church in Australia Regulations.
- (3) The Principal shall be fully registered with the Queensland College of Teachers.
- (4) Prior to the appointment of a Principal, the Council will appoint a selection Committee of not fewer than 3 and not more than 5 persons to advise the Council and Real Life Christian Church Council of the suitability of candidates.
- (5) Any Committee appointed by the Council pursuant to the preceding clause will comprise persons who, in the opinion of the Council, have experience, qualifications or expertise to advise the Council on the most suitable person for appointment as Principal of the College, taking into account the aims and objectives of the College as detailed in this Constitution.

13.2 Duties & Powers of the Principal

- (1) The Principal will diligently pursue the Objects of the College as detailed in this Constitution.
- (2) The Principal will implement the policy decisions made by the Council from time to time.
- (3) Subject to this Constitution, the policies laid down from time to time by the Council and the Principal's employment contract, the Principal will be responsible for the day to day management of the College including, without limitation, the maintenance of teaching standards and discipline among staff and students and the proper accounting for the property, both real and personal, for which the College is the Responsible Body in accordance with the Regulations.
- (4) The Principal will adhere to such other written directions and policies that the

Council may from time to time determine.

- (5) The appointment and amendments to positions that are direct reports to the Principal require Council consultation.

14. Financial Records

14.1 Keeping of Financial Records

- (1) The financial year of the College will commence on 1 January and end on 31 December in the same year.
- (2) The Council will ensure that:
 - (a) proper accounting and other records are kept; and
 - (b) relevant accounting standards and auditing requirements of Synod and the ACNC Act are duly complied with.
- (3) A balance sheet, a profit and loss statement and cash flow statement for the College and such other report as required by the College Council are provided.
- (4) The Principal will ensure the preparation of all relevant reports for the Annual Meeting of the Council.

14.2 Inspection of books and records

Except as provided by law, no person, other than a Council member or the Moderator, has a right to inspect any of the Council papers, books, records or documents of the College.

14.3 College Budget

Prior to the commencement of each school year, detailed income and expenditure operating and capital budgets, and cash flow forecasts for the forthcoming year will be prepared by the Principal for consideration and approval by the Council.

14.4 Banking of Moneys

All moneys received on account of the College will be banked in the name of the College in a bank account at such bank as the Council may from time to time direct, such account to be operated in accordance with Regulation 3.8.7(b).

15. Indemnity

- 15.1 Every person who is a Council member will be indemnified by Synod against any liability whatsoever to another person or entity incurred by the person in his or her capacity as a Council member except in the case of fraud, criminal act, gross negligence or willful misconduct by the Council member.
- 15.2 The College will pay the premiums in respect of a contract insuring a person who is or has been a Council member against liabilities incurred by that person as a Council member.

16. Visitor

- 16.1 The Visitor has the right to visit the College, attend meetings of the Council or any of its Committees and may at any time:
- (1) examine the affairs of the Council and any of its Committees and the manner in which the College is being conducted; and
 - (2) determine whether this Constitution, the Regulations and policies of The Uniting Church in Australia and By-laws of the Synod are being duly observed and executed.
- 16.2 The Visitor is authorised to interpret the meaning of this Constitution, the regulations and By-laws as they relate to the College.
- 16.3 If the Visitor considers that the interests of the Church so require, the Visitor may exercise the powers of Chairperson at any meeting of the Council or at any meetings of a Committee of the Council.
- 16.4 If the Visitor considers that the interests of the Church so require, the Visitor may suspend the Council and, in consultation with the Real Life Christian Church Council, appoint other persons to carry out the functions of the Council until otherwise determined by the Moderator.

17. Dissolution

- 17.1 The College will not be dissolved without the prior approval of Real Life Christian Church Council and Synod.
- 17.2 If a gift fund set up by the College to receive income tax deductible gifts is wound up, or if the relevant endorsement by the Commissioner of Taxation as a deductible gift recipient is revoked, the surplus assets of the gift fund must be transferred to another fund, authority or institution, gifts to which can be deducted under Division 30 of the *Income Tax Assessment Act 1997* (or under any substitute provision relating to income tax deductible gifts) which is approved by the Synod.
- 17.3 If the College is dissolved any money or property (other than amounts referred to in clause 17.2 which remain after settlement of all due debts and liabilities must be transferred to one or more organisations or institutions selected by the Synod having purposes similar to those of the College which are not carried on for the profit or gain of their individual members and which is approved by the Commissioner of Taxation for the purposes of Division 50 of the *Income Tax Assessment Act 1997* (Cth), on condition the organisation or institution use the money or property for educational purposes or for another qualifying exempt purpose (within the meaning of s. 415 *Duties Act 2001* (Qld) or any substitute provision relating to institutions exempt from duty).

18. Amendment to the constitution

- 18.1 This Constitution may be amended from time to time by a special meeting of the Council called for the purpose provided that:
- (1) notice in writing of the proposed amendments has been given to all College Council members, Real Life Christian Church Council, and Synod not less than 14 days before the date of the special meeting;

- (2) the proposal to amend the Constitution is supported by not less than two-thirds of the Council members present and voting at the meeting; and
- (3) to become effective, the amendments will require the approval of Real Life Christian Church Council and Synod.

18.2 A record of all amendments to this Constitution will be recorded in an Appendix 1 attached to this Constitution. The record will include the dates on which the amendments were approved by the Council, the Real Life Christian Church Council and Synod, and the full text of the amendments made.

19. Conclusion

19.1 The Secretary of the Council will be responsible for maintaining this Constitution and recording the details of any approved changes made to it.

19.2 A copy of this Constitution will be available for perusal by any person at the College Office.

Appendix 1
Constitution amendments
(Clause 19)

Date of amendment	Amendment No	Text of amendment made	Reference to amendment source