

CORPORATIONS ACT 2001  
COMPANY LIMITED BY GUARANTEE

## CONSTITUTION OF REFORMED THEOLOGICAL COLLEGE

### NAME

1. The name of the company is "**Reformed Theological College**" (*The Company*)

### PRIMARY STANDARDS

2. The Scriptures of the Old and New Testaments in their original languages are accepted by the Company as the infallible Word of God and are of binding authority.

### SUBORDINATE STANDARDS

3. The Reformed Confessions commonly known as the Heidelberg Catechism and the Belgic Confession, the Canons of the Synod of Dort and the Westminster Confession of Faith are accepted by the Company as setting forth the system of doctrine contained in Holy Scripture.

### PURPOSES

4. The company shall have the powers set out in the *Corporations Act 2001* and in addition to those powers and not in derogation therefrom the purposes for which the company is established are:
  - (a) to establish, operate, maintain and promote an institute providing theological education at university level based on Biblical principles and in accordance with the Primary and Subordinate Standards of the Reformed Theological College;
  - (b) to engage in scholarly discourse, both verbally and in writing, so that the Standards of the Company are promoted, defended, explained and held up to public display in such a way that both the doctrine and life of the Company and its members are glorifying to God;
  - (c) to publicise, promote, support and contribute to the cause of Christian Education at all levels of education and including both formal and informal education; to promote Christian values and lifestyles in society and to promote and support anything which may enhance such values and lifestyles;
  - (d) to do all things that are necessary to achieve these objects in a manner consistent with the Primary and Subordinate Standards of the Company.

### INCOME AND PROPERTY

5. The income and property of the Company must be applied solely towards the promotion of the purposes of the Company as set out in this Statement of Purposes and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

### PAYMENTS

6. (1) Nothing in clauses 4 and 5 prevents the Company making a payment where that payment is made in good faith of any of the following:
  - (a) Reasonable and proper remuneration to any member, officer or servant of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business of the Company where the Board has appointed the member, officer or servant to provide those goods or services;
  - (b) Reasonable and proper interest on loans or other financial instruments;
  - (c) Reasonable and proper rent for premises leased or licensed by any member to the Company;

- (d) Reimbursement of out-of-pocket expenses reasonable and properly incurred by any member on the Company's behalf;
  - (e) Any other amount that has been approved by a prior resolution of the Board
- (2) No director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or monies shall be paid or given by the Company to a director except as provided in 6(1)(a) to 6(e) above.

### LIABILITY OF MEMBERS

7. The liability of the members of the Company is limited.
8. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding \$50.00.

### INTERPRETATION

9. (1) In this Constitution, unless the contrary intention appears:
- "Congregational member"* means a congregation which has been admitted as a member of the Company pursuant to Rule 12.
- "Board"* means the Board of Directors of the Company.
- "Director"* means a member of the Board.
- "Electoral Region"* means any geographical area defined by the Board for the purpose of electing Directors.
- "Executive Committee"* means the Committee of the Board established pursuant to Rule 40.
- "Faculty"* means the permanent Board appointed lecturers of the College.
- "Financial Year"* means the calendar year ending on 31 December.
- "General Meeting"* means a General Meeting of members convened in accordance with Rule 20 or Rule 22.
- "Member"* means a member of the Company and includes a member of any class.
- "Principal"* and *"Vice-Principal"* shall mean the Principal and Vice-Principal respectively of the Reformed Theological College.
- "the Reformed Theological College"* means the Theological College conducted by the Company.
- "Regulations"* means any regulations made pursuant to Rule 43.
- "Secretary"* means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- "Standards"* means the primary and subordinate standards set out in this Constitution.
- "Supporting Denomination"* means a religious denomination or association of churches which enters a relationship with the Company in accordance with Rule 10.
- (2) Words or expressions contained in These Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the *Corporations Act 2001* as in force from time to time.
- (3) Division 10 of Part 1.2 of the *Corporations Act 2001* applies in relation to this Constitution as if it was an instrument made, granted or issued under the *Corporations Act 2001* as in force on the date on which this Constitution takes effect.

- (4) The replaceable rules contained in the *Corporations Act 2001* shall not apply to the Company to the extent that they conflict with any provision of this Constitution.

### **SUPPORTING DENOMINATIONS**

10. (1) The Company may by resolution of the Board enter a relationship with a religious denomination or association of churches which adopts the Standards upon such terms and conditions as the Board may determine and the Board may end that relationship at any time.
- (2) Before entering a relationship with the Company a religious denomination or association of churches must by its Synod or governing body:
- (a) approve a formal basis of relationship between it and the Company in a form which is approved by the Board; and
  - (b) make a commitment to funding the Company
- (3) The Company may by resolution of the Board enter an agreement with a Supporting Denomination which provides for the oversight by a Supporting Denomination of the training by the Company of candidates for the holy ministry. The terms and conditions of such agreements shall be determined by the Board from time to time.

### **MEMBERSHIP**

11. There shall be three classes of membership:

- 1) Congregational Members,
- (2) Individual Members; and
- (3) Life Members.

### **Congregational Members**

12. (1) A congregation which is associated with a Supporting Denomination shall upon application in writing in the form of Appendix 1A be admitted as a Congregational Member of the Company provided that:
- (a) its teaching and practices are in agreement with the Standards; and
  - (b) it financially supports by direct or indirect means the funding commitment made by the Supporting Denomination or association of churches to which it belongs or with which it is associated;
- (2) A congregation of Reformed persuasion which by virtue of its own constitution or by resolution of its governing body agrees with the Standards, but which is not associated with a Supporting Denomination, including a congregation which has or may have its membership terminated pursuant to sub-clause 18.(4), is eligible to become a Congregational Member of the Company.
- (3) A congregation which is not associated with a Supporting Denomination shall not be admitted as a Congregational Member unless:
- (a) it is eligible under sub-clause (2);
  - (b) it makes application in writing in the form of Appendix 2 to the Secretary;
  - (c) the application contains all of the information, declarations and supporting material as may be determined by the Board in each instance;
  - (d) its teaching and practices are in agreement with the Standards;
  - (e) it agrees to financially support the College through a membership fee, and

- (f) its admission as a Congregational Member is approved by the Board.
- (4) As soon as practicable after receipt of an application pursuant to subclause (3) the Secretary must refer the application to the Board.
- (5) Upon an application pursuant to sub-clause (3) being referred to the Board, the Board shall in its absolute discretion determine whether to approve or reject the application.
- (6) Upon an application pursuant to sub-clause (3) being approved by the Board, the Secretary shall, with as little delay as possible, notify the congregation in writing that it is approved as a Congregational Member of the Company and request payment within a period of 28 days after receipt of the notification of the sum payable under the Regulations of the Company as an affiliation fee and the first year's membership fee.
- (7) The Secretary upon receiving an application pursuant to sub-clause (1) from a congregation which is associated with a Supporting Denomination or upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause from a congregation approved for membership pursuant to that sub-clause shall enter the applicant's name in the register of Congregational Members kept by the Secretary and upon the name being so entered, the applicant becomes a member of the Company.

#### **Individual Members**

- 13. (1) A natural person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Company on payment of the entrance fee and annual subscription payable under these Rules.
- (2) An application for membership of the Company:
  - (a) must be made in writing in the form set out in Appendix 2;
  - (b) must incorporate a declaration in writing that the applicant accepts and agrees to adhere to the Standards; and
  - (c) shall be lodged with the Secretary of the Company
- (3) The Secretary may refer the application to the Board.
- (4) If an application is referred to the Board, the Board shall, in its absolute discretion, determine whether to approve or reject the application.
- (5) The Secretary may approve an application not referred to the Board.
- (6) Upon an application being approved, the Secretary shall, with as little delay as possible, notify the applicant in writing that he or she is approved for membership of the Company and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in subclause (6) within the period referred to in that sub-clause, enter the applicant's name in the register of members kept by the Secretary and, upon the name being so entered, the applicant becomes a member of the Company.

#### **Life Members**

- 14. (1) The Board may in its absolute discretion appoint an individual member of the Company who has given meritorious service to the Company and meets any criteria set out in the Regulations as a Life Member of the Company.
- (2) The rights, privileges and obligations of a Life Member of the Company shall be as prescribed by the Board in the Regulations from time to time.
- (3) A Life Member shall not be obliged to pay the annual subscription.

### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

15. (1) The entrance fee shall be fixed by the Board from time to time, and until an entrance fee is fixed there shall be no entrance fee. The Board may fix a different entrance fee for each class of membership.
- (2) The annual subscription shall be fixed by the Board from time to time and until fixed shall be \$60.00. The annual subscription is payable on or before the 30<sup>th</sup> day of March in each year. The Board may fix a different annual subscription for each class of members.

### **REGISTER OF MEMBERS**

16. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, date of commencement and class of membership of each member.
17. A right, privilege or obligation of a person by reason of the person's membership of the Company:
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of membership.

### **CESSATION OF MEMBERSHIP**

18. The membership of a member of the Company shall cease:
  - (1) In the case of a member who has paid all monies due and payable by the member to the Company, upon the member resigning by notice in writing to the Secretary.
  - (2) If any monies payable by a member to the Company remain unpaid for a period of 90 days after becoming due, then the Board may terminate the membership of the member after giving at least 14 days notice in writing to the member.
  - (3) The membership of an Individual Member or a Life Member ceases upon the death or mental incapacity of the member.
  - (4) The membership of a Congregational Member who was admitted to membership pursuant to Rule 12(1) shall cease to be a member:
    - (a) if the Supporting Denomination with which the Congregational Member is associated ceases to be a Supporting Denomination; or
    - (b) if the Congregational Member ceases to be associated with a Supporting Denomination.
  - (5) The Board may resolve to expel a member from the Company:
    - (a) if the Board is satisfied that the member no longer accepts or adheres to the Standards or in the case of a Congregational Member, its teaching or practices are not in agreement with the Standards;
    - (b) in the case of a Congregational Member, if the Board is satisfied that the member or any Supporting Denomination with which the member is associated, has not honoured a commitment to funding the Company;
    - (c) if the Board is satisfied that the member has been guilty of conduct prejudicial to the interests or purposes of the Company;
    - (d) if the Board is satisfied that the member has refused or neglected to comply with these Rules.
  - (6) Before considering a resolution to expel a member the Board must:
    - (a) give at least 14 days notice in writing to the member of the proposed resolution, the grounds upon which the resolution is based and the date, place and time of the meeting at which the resolution is to be considered;
    - (b) give the member the opportunity to be heard; and

- (c) give due consideration to any submissions (including statements in writing) of the member.
- (7) If the Board resolves to expel a member from the Company then the membership of that member ceases upon the passing of the resolution.

#### **REPRESENTATION OF CONGREGATIONAL MEMBERS**

- 19. (1) A Congregational Member may appoint in writing an individual as a representative to exercise all or any of the powers which the Congregational Member may exercise at meetings of the Company. The appointment may be a standing one.
- (2) The appointment may set out restrictions on the representative's powers.
- (3) A Congregational Member may appoint more than one representative but only one representative may exercise the Congregational Member's powers at any one time.
- (4) Unless otherwise specified in the appointment, the representative may exercise, on behalf of the Congregational Member, all of the powers that the Congregational member could exercise at a meeting.

#### **ANNUAL GENERAL MEETING**

- 20. (1) The Board shall in each calendar year convene an Annual General Meeting of the members of the Company.
- (2) The Annual General Meeting must be held within six months after the end of the last preceding financial year at such place and on such date as the Board determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) to receive from the Board reports upon the transactions of the Company during the last preceding financial year;
  - (c) to elect Directors to fill any vacancies on the Board; and
  - (d) to receive and consider the financial statements of the Company for the preceding financial year;
  - (e) to appoint an auditor; and
  - (f) to transact such business as shall be provided for by the Regulations.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

#### **SPECIAL GENERAL MEETINGS**

- 21. All General Meetings other than the Annual General Meeting shall be called special General Meetings.
- 22. (1) The Board may, whenever it thinks fit, convene a special General Meeting of the Company and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a special General Meeting before the expiration of that period.
- (2) The Board shall, on the requisition in writing of members representing not less than 5% of the total numbers of members, convene a special General Meeting of the Company.

- (3) The requisition for a special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary at the registered office of the Company and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (4) If the Board does not cause a special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary at the address of the Company, the members making the requisition, or any of them, may convene a special meeting to be held not later than three months after that date.
- (5) A special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Company to the persons incurring the expenses.
- (6) The Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (7) Anyone using this technology is taken to be present in person at the meeting.

#### **NOTICE OF MEETING**

23. (1) The Secretary of the Company shall, at least 28 days before the date fixed for holding a General Meeting of the Company, cause notice to be given to each member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

#### **PROCEEDINGS AT MEETINGS**

24. (1) All business that is transacted at a special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Eleven members (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (4) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

25. (1) The Chairman, or in his or her absence, the Vice-Chairman, shall preside as Chairman at each General Meeting of the Company.
- (2) If the Chairman and the Vice-Chairman are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
26. (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. A question arising at a General Meeting of the Company shall be determined on the voices and unless before or on the declaration of the voices a show of hands or a poll is demanded, a declaration by the Chairman that a resolution has, on the voices, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Company is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
28. A member has one vote only upon any question arising at a General Meeting of the Company except upon the election of Directors in which case the provisions of sub-clause 34 (11) shall apply.
29. (1) If at a meeting a poll on any question is demanded:
- (a) by the Chairman; or
- (b) by at least two Members
- it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
30. A member is not entitled to vote at any General Meeting unless all monies due and payable by the member to the Company have been paid.
31. (1) Each member shall be entitled to appoint another member as the member's proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 4.

## **BOARD OF DIRECTORS**

32. (1) The affairs of the Company shall be managed by a Board constituted as provided in Rule 33.
- (2) The Board:
- (a) shall control and manage the business and affairs of the Company;
- (b) may, subject to these Rules and the *Corporations Act 2001* exercise all such powers and functions as may be exercised by the Company other than those powers and functions



that are required by these Rules to be exercised by General Meeting of the members of the Company; and

- (c) subject to these Rules and the *Corporations Act 2001*, 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.
33. (1) The Board shall consist of at least 8 Directors. of which at least two thirds shall be elected by the members and up to one third appointed by the Board according to skills or representation required. If practicable, at least one director shall be a resident of New Zealand and at least three shall be residents of Australia.
- (2) The Principal shall be an ex-officio adviser to the Board without any voting rights.
  - (3) The Board may at any time increase or reduce the number of Directors.
  - (4) Each Director elected pursuant to clause 34 or appointed by the Board pursuant to clause 33 shall, subject to these rules, hold office until the commencement of the first meeting of the Board held after the election of directors in the third year after the date of his or her last election.
  - (5) In the event of a casual vacancy among the member- elected Directors on the Board, the Directors may appoint a member of the Company to fill the vacancy and the member so appointed shall, subject to these rules, hold office, until the commencement of the first meeting of the Board of directors held after the election of directors in the next financial year after the date of his or her appointment.
  - (6) Directors whose term of office ends pursuant to clauses 33(4) and 33(5) are eligible for re-election.

#### **ELECTION OF DIRECTORS**

34. (1) Candidates for election as Directors must be nominated by two Ordinary Members or a Congregational member.
- (2) Nominations of candidates for election as Directors of the Company:
    - (a) shall be made in writing, signed or executed by the nominating Members or the Congregational member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - (b) shall be delivered to the Secretary at the registered office of the Company within 30 days of the end of the financial year or such later date as the Directors may determine.
  - (3) The directors may declare that any vacancy on the Board is only open to candidates who are resident in a particular Electoral Region.
  - (4) Candidates for election as Directors must be Individual Members or Life Members.
  - (5) Employees of the Company and their spouses and students studying at a college operated by the Company and their spouses are not eligible for election to the Board.
  - (6) If the Board has directed pursuant to sub-clause 3 that a vacancy must be filled by a candidate who is resident in a particular Electoral Region, then the following shall apply in respect of each Electoral Region:
    - (a) if there is only one nomination which qualifies to fill that vacancy then the candidate shall be deemed to be elected;
    - (b) If insufficient nominations are received to fill all vacancies on the Board then the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting;

- (c) If the number of nominations equals the number of vacancies then the candidates nominated shall be deemed to be elected;
  - (d) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.
- (7) Ballot papers must be sent to all members entitled to vote.
  - (8) If the Board has directed pursuant to sub-clause 3 that a vacancy must be filled by a candidate who is resident in a particular Electoral Region then it may decide that only members who reside in and whose address in the Register of Members is within the Electoral Region shall be entitled to vote and ballot papers for that vacancy must be sent only to such members.
  - (9) Ballot papers must be returned to the Secretary before the commencement of the Annual General Meeting.
  - (10) Each ballot paper must be delivered to the Secretary in a sealed envelope which is authenticated by the signature of the Ordinary Member, Life Member, or in the case of a Congregational Member, by the signature of the Session Clerk of the congregation.
  - (11) Each Ordinary Member shall have one vote and each Congregational Member shall have five votes.
  - (12) The Secretary shall act as returning officer and shall be assisted by two scrutineers appointed by the Board. In all other respects the ballot shall be conducted in accordance with any Regulations and otherwise in such usual and proper manner as the Board may determine.

#### **AFFIRMATION OF DIRECTOR'S BELIEFS**

35. Before assuming office, each Director shall answer the following questions in the affirmative and sign the prescribed formula:

- (1) Do you regard your appointment to the Board as a calling from God?
- (2) Do you believe the writings of the Old and New Testament to be the only Word of God?
- (3) Do you accept the system of doctrine as formulated in the confessional Standards of the Company to be in accordance with the Word of God? Do you reject all doctrines in conflict with this system of doctrines?
- (4) Do you promise faithfully to discharge your office according to the same doctrine and to adorn it with godly life?

Formula:

*I believe the writings of the Old and New testaments to be the only Word of God. I accept the system of doctrine as formulated in the Confessional Standards of the Company to be in accordance with the Word of God and I reject all doctrines in conflict therewith.*

#### **TERMINATION OF THE OFFICE OF DIRECTOR**

36. (1) The office of a Director becomes vacant if:
- (a) the Director ceases to be a member of the Company;
  - (b) the Director becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
  - (c) the Director resigns his or her office by notice in writing given to the Secretary;
  - (d) the Board resolves that the Director holds doctrines or maintains practices contrary to the Standards;
  - (e) the Company in General Meeting resolves to remove the Director from office; or
  - (f) the Director ceases to be a director by virtue of the *Corporations Act 2001*.

- (2) Before considering a resolution pursuant to this clause the Board must give at least 14 days notice in writing to the Director setting out the proposed resolution and the date, place and time of the meeting at which the resolution is to be considered.
  - (3) The Board must give the Director the opportunity to be heard and give due consideration to any submission whether verbal or in writing by the Director before considering any resolution.
37. (1) The Company in a General Meeting may by resolution remove any director from office before the expiration of his or her term of office.
- (2) Where a Director to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Chairman of the Company (not exceeding a reasonable length) and requests that they be notified to the members of the Company, the secretary or the Chairman may send a copy of the representations to each member of the Company or, if they are not sent, the Director may require that they be read out at the meeting.

### **ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE**

38. (1) At the first meeting of the Board after the Annual General Meeting of members the Board of Directors shall elect from their number the officers of the Company and members of the Executive Committee.
- (2) The officers of the Company shall be:
    - (a) a Chairman;
    - (b) a Vice Chairman
    - (c) a Secretary; and
    - (d) a Director of Finance.
  - (3) Nominations of candidates for election as officers of the Company or members of the Executive Committee may be made from the floor and shall be moved and seconded by Directors.
  - (4) If there are more than one nomination for an office or a position then a ballot shall be held.
  - (5) The ballot shall be conducted in such usual and proper manner as the Board determines from time to time.
  - (6) In the event of a casual vacancy of officers or the members of the Executive Committee the Board may appoint a Director to fill the vacancy.

### **PROCEEDINGS OF DIRECTORS**

39. (1) The Board must hold a statutory meeting after the Annual General Meeting of members and before the 30<sup>th</sup> day of June each financial year. The statutory meeting may be convened by the Chairman or the Secretary.
- (2) Special meetings of the Board may be convened by the Chairman and must be convened by the Chairman within four weeks after:
    - (a) the receipt of a written request from the Executive Committee;
    - (b) the receipt of a written request from three Directors; or
    - (c) the receipt of a written request from at least 25 members of which at least two must be Congregational Members.
  - (3) At least 7 days notice shall be given to Directors of any special meeting of the Board specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

- (4) Any 3 Directors who are entitled to vote constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- (6) At meetings of the Board:
  - (a) the Chairman or in his or her absence the Vice-Chairman shall preside; or
  - (b) if the Chairman or the Vice-Chairman are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each meeting of the Board shall be served on each Director by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode or by sending it to a fax number or electronic address nominated in writing by the Director at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.
- (11) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- (12) The Directors' agreement to the use of a technology may be a standing (ongoing) one.
- (13) A Director may only withdraw their consent within a reasonable period before the meeting.

#### **CIRCULAR RESOLUTIONS BY DIRECTORS**

- 39A
- (1) The Directors may pass a circular resolution without a Board' meeting being held.
  - (2) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 39A (3) or clause 39A (4).
  - (3) Each Director may sign:
    - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
    - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
  - (4) The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
  - (5) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 39A (3) or clause 39A (4).

#### **EXECUTIVE COMMITTEE**

40. (1) The Executive Committee shall consist of at least three Directors appointed by the Board. The Principal shall be entitled to attend but not to vote at meetings of the Executive Committee

- (2) The Executive Committee shall exercise all powers and functions of the Board which are delegated to it and subject to the directions and policies of the Board may between meetings of the Board control and manage the business and affairs of the Company and shall have for this purpose all powers and functions of the Board except those powers and functions that are required by these rules or by direction of the Board to be exercised by the Board or the members.
- (3) The Executive Committee must meet at least once each two months.
- (4) The Executive Committee shall meet at the time on the dates and at the place agreed between them and in the absence of agreement shall meet on 24 hours notice from the Secretary.
- (5) A quorum for meetings of the Executive Committee shall be at least three fifths of the members who are entitled to vote.
- (6) The provisions of Clause 39 relating to meetings of the Board shall, except as provided to the contrary in this clause, apply to meetings of the Executive Committee to the same place and at the same hour of the same day in the following week unless the meeting was called by notice from the Secretary in which case it lapses.

#### **OTHER COMMITTEES**

41. (1) The Board may delegate any of its powers or functions to a Committee consisting of such directors and other persons as the Board determines from time to time
- (2) A Committee to whom powers or functions have been delegated by the Board must exercise those powers and functions in accordance with the directions and policies of the Board.
- (3) A Committee must meet and conduct its business in accordance with the directions of the Board and in the absence of any directions in accordance with the provisions of this Rule.
- (4) A Committee shall appoint a Chairman of its meetings and may meet and adjourns as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of the votes of the members of the Committee present. The person presiding at a meeting of the Committee shall be entitled to vote but shall not have a second or casting vote.

#### **VALIDITY OF ACTS OF THE BOARD AND COMMITTEES**

42. All acts of the Board or of the Executive Committee or of any other Committee of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or member of the Executive Committee or other Committee or that any such person was disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

#### **REGULATIONS**

43. The Board may from time to time make, revoke or amend regulations for the management of affairs of the Company.

#### **SECRETARY**

44. The Secretary of the Company shall keep minutes of the resolutions and proceedings of each General Meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

#### **ACCOUNTS**

45. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditors report thereon as required by the

*Corporations Act 2001* and shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

46. The Board shall from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Directors shall be open to the inspection of members.

#### **AUDIT**

47. (1) A properly qualified auditor or auditors shall be appointed and his or her or their duties shall be regulated in accordance with the *Corporations Act 2001*.
- (2) The remuneration of the auditor shall be determined by the Directors.

#### **LECTURERS**

48. (1) All permanent lecturers of the Faculty must be appointed by the Board.
- (2) Each member of the Faculty must subscribe to the Confessional Standards of the College as setting forth the system of doctrine contained in the Scriptures, and must be a member in good standing of a Supporting Church or a church of like doctrine.
- (3) Occasional lecturers engaged to teach on a semester by semester basis may be appointed by the Principal as adjunct faculty. The Principal shall inform the Board of all such appointments.

#### **CHEQUES**

49. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either two members of the Board or by staff of the Company as nominated by the Board.

#### **SEAL**

50. (1) There shall be a Company Seal of the Company in a form approved by the Board.
- (2) The Common Seal of the Company shall be kept in close custody of the Secretary.
- (3) The Common Seal shall not be affixed to any instruments except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Company.

#### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

51. (1) The Standards are the fundamental beliefs of all members of the Company. The Standards cannot be altered except by a unanimous resolution agreed to in writing by all the members of the Company on the written recommendation of all directors.
- (2) Subject to rule 51 (1), the Purposes of the Company and these Rules may be altered in accordance with the *Corporations Act 2001* and these Rules.
- (3) A Special Resolution of the members to alter the Purposes or Rules must be carried by:
- (a) at least 75% of the votes cast by ordinary members; and
- (b) at least 75% of the votes cast by congregational members.
- (4) Voting on a Resolution to alter the Purposes or Rules must be conducted by a postal ballot.
- (5) Ballot papers must be sent to all members of the Company at least 45 days before the date on which voting closes.

- (6) The ballot paper must be accompanied by a notice setting out the proposed alterations and the date on which the ballot closes and such other information as the Board may determine.
- (7) Ballot papers must be returned to the Secretary before the date on which the ballot closes.
- (8) Each ballot paper must be delivered to the Secretary in a sealed envelope which is authenticated by the signature of the member.
- (9) The Secretary shall act as returning officer and shall be assisted by two scrutineers appointed by the Board. In all other respects the ballot shall be conducted in accordance with regulations and otherwise as the Board determines.

#### **NOTICES**

52. (1) A notice may be served by or on behalf of the Company upon any member either personally or by sending it by post to the member at his or her address shown in the Register of Members or by sending it to the fax number or electronic address nominated in writing by the member.
- (2) Where a document is properly addressed pre-paid and posted to a person the document shall be deemed to have been given to the person at the time at which it would have been delivered in the ordinary course of post.

#### **WINDING UP OR CANCELLATION**

53. In the event of the winding up or cancellation of the incorporation of the Company, the assets of the Company remaining after payment of all just debts and liabilities incurred by the Company shall be disposed of by a gift or transfer to such other institutions/organisations having Purposes which include the Standards and otherwise having Purposes similar to the Purposes of this Company as determined by a resolution of the members and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company pursuant to the Purposes of the Company. Further, transfer of any income and/or assets of the Company shall only be made to an institution or organisation endorsed by the Australian Taxation Office as a Tax Concession Charity. Where the foregoing restrictions on distribution of income and property allow, the beneficiaries of such gifts and transfers shall be nominated by the Supporting Denominations of the Company, and such gifts and transfers should, if possible, be made in proportion to the level of financial support from the Supporting Denominations for the previous five years.

#### **ESTABLISHMENT, OPERATION AND DISSOLUTION OF GIFT FUND**

54. (1) The Company shall maintain for the purposes of the Company as set forth in clause 4 of this Constitution and clause 2 below a Gift Fund as described in Section 30-125 of the ITAA 997 and TR 2000/12, which shall hold:
  - (a) all money, investments and assets paid or transferred to and accepted by the Company as additions to the Gift Fund;
  - (b) all accretions to the Gift Fund;
  - (c) all accumulations of income; andthe money, investments and property from time to time representing the above or into which they are converted, and includes any part of the Gift Fund.
- (2) The objects of the Gift Fund shall be to support objects set forth in clause 4 of the Constitution and to support activities conducted by the Company as a higher education institution operating as an approved member of the Australian College of Theology.

- (3) The Company shall upon receiving a gift issue a Receipt to the donor. Receipts issued for gifts must state:
- (a) the name of the Gift Fund (Reformed Theological College Gift Fund);
  - (b) the Company's Australian Business Number 21 087 541 884;
  - (c) the date of the gift;
  - (d) a reasonable description of the contributed property; and
  - (e) the fact that the receipt is for a gift.
- (4) At the first occurrence of:
- (a) the winding up of the Gift Fund, dissolution of the Company or the Company ceasing as an approved member of the Australian College of Theology; or
  - (b) the revocation of the Company as a deductible gift recipient under Subdivision 30B of the ITAA 1997, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, must be transferred as recommended by the Members to one or more funds, authorities or institutions that have been endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient
- Where gifts to a fund, authority or institution described in the preceding paragraph are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer under this clause must be made in accordance with those conditions.
- (5) In making its determination where to transfer the surplus assets of the Gift Fund the Members shall give primary consideration to funds, authorities or institutions having purposes similar to the purposes of the Company that have been endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient.
- (6) Where the Members are unable to reach agreement as to where the surplus assets of the Gift Fund should be transferred application shall be made to the Supreme Court of Victoria for determination provided the transfer shall only be made to a fund, authority or institution endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient.

#### **CUSTODY OF RECORDS**

- 55 Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Company.

#### **INDEMNITY**

56. Every Director or every member of a committee of the Company is, to the extent permitted by law, indemnified by the Company against liability incurred:
- (a) as a Director or a member of a committee of the Company; or
  - (b) as a result or a consequence of accepting appointment as a Director or to a committee of the Company; or
  - (c) as a result of performing or the manner of performing any duty to the Company; or
  - (d) as a result of the failure or neglect or omission to perform any duty to the Company; or
  - (e) for costs and expenses in defending proceedings whether civil or criminal in which judgment is given in favour of the member of the committee or such member is acquitted or in connection with an application in relation to such proceedings in which relief is granted to the member of the committee or sub-committee unless the liability arises out of conduct involving a lack of good faith by the Director or member of a committee.