

Constitution

Melbourne Archdiocese Catholic Schools Ltd

gadens

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CATHOLIC ARCHDIOCESE
OF MELBOURNE

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Corporations Act 2001

Public Company Limited by Guarantee

Melbourne Archdiocese Catholic Schools Ltd

ACN 643 442 371

1. General

1.1 Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretations clause at the back of this document.

1.2 Company name

The name of the company is Melbourne Archdiocese Catholic Schools Ltd (the **Company**).

2. Replaceable Rules

The Replaceable Rules in the Corporations Act are displaced by this Constitution in their entirety and do not apply to the Company.

3. Objects

3.1 Preamble

The Company has been established by the Archbishop to assume the governance and operation of Catholic Schools previously operated in an unincorporated form by Parish Priests, associations of Parish Priests or the Archbishop, and to be responsible for the operation of further schools that will be established by the Company in the Archdiocese.

3.2 Statement of Mission

Catholic schooling seeks to provide the young with the best kind of education possible, one that fosters a formation of the whole person that is deeply and enduringly humanising.

Education is integral to the mission of the Church to proclaim the Good News. First and foremost every Catholic educational institution is a place to encounter the living God who in Jesus Christ reveals his transforming love and truth. This relationship elicits a desire to grow in the knowledge and understanding of Christ and his teaching. In this way those who meet him are drawn by the very power of the Gospel to lead a

*new life characterised by all that is beautiful, good, and true; a life of Christian witness nurtured and strengthened within the community of our Lord's disciples, the Church.*¹

With parents and parishes, Catholic schooling seeks to fulfil this mission by providing an environment in which students are enabled to:

- encounter God in Christ and deepen their relationship with Him;
- pursue wisdom and truth encouraged by a supportive academic culture;
- grow in the practice of virtue, responsible freedom and serving the common good.

A Catholic school:

- Is actively embedded in the life of the faith communities of the local Church, which in turn is tangibly manifest in the life of each school;
- Is an essential place for the evangelising of children and young people.
- Exists to assist students, and their families, to integrate faith, reason, life and culture.
- Is conspicuously Christian in outlook, explicitly Catholic in faith and practice, and intentionally missionary in orientation.
- Cultivates spiritual, social and emotional growth in a safe and protective environment.
- Provides a learning environment in which the whole educational community is formed to embrace life in all its fullness (Jn 10.10).
- Offers a human formation that has the intellectual, practical and moral excellence of learners at its heart.
- Forms consciences, fosters peace, and develops respectful dialogue, at the service of intellectual charity.
- Encourages the discovery of Catholic cultural heritage, especially in art, music, literature and architecture.

*Catholic schools, which always strive to join their work of education with the explicit proclamation of the Gospel, are a most valuable resource for the evangelization of culture.*²

The good work of educating the young, undertaken in the light of the Gospel, is a co-responsible task undertaken by every member of the Catholic school community. Modelled by parents, principals and teachers, in prayer and with wisdom, through witness and by example, Catholic schooling is at the service of the integral human formation of children and young people in Christ.

Catholic schooling is *eucharistic* in character. The sacramental and prayer life of the local Church, especially in the gathering of God's People in Sunday Mass, is integral to the mission of a Catholic school, and indispensable to its richness. A fruitful sign of the living witness of faith with parents and parishes is the participation of students and families in the life, mission and work of the local faith community, especially in the call to worship God and to serve the poor and marginalized. (Act. 2.42-47).

By cultivating a maturing of faith and the intellectual life through the modelling of good relationships, Catholic School students are prepared for living fruitfully in the world.

¹ Pope Benedict XVI, [Address to Catholic educators](#), Libreria Editrice Vaticana, Rome, 2008.

² Pope Francis, [Evangelii Gaudium](#), Libreria Editrice Vaticana, Rome, 2013, n. 134.

3.3 Objects

- (a) The objects for which the Company is established are to advance education and religion through an effective pursuit of Catholic education by ownership and operation of MACS Catholic Schools including without limitation any preschool, out of school hours program, boarding facilities and provision of other services that are related or ancillary to the operation of MACS Catholic Schools, and any other services that are consistent with or conducive to such pursuits.
- (b) These objects must be realised always in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church Laws, as determined by the Archbishop.
- (c) In pursuing its objects, the Company may undertake any activities that are conducive to the attainment of its objects or the exercise of its powers. It will be consistent with the Company's objects to provide services, advice and support to other organisations operating within the auspices of the Church that similarly have responsibility for advancing or supporting Catholic education whether through governance and operation of Catholic Schools or otherwise by providing support services to Catholic Schools.

3.4 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 objects set out in clause 3.3.

4. Membership

4.1 Sole Member

The Archbishop is the sole member of the Company.

4.2 Direction of Member

The Member may direct the Board by notice in writing (**Direction**) to:

- (a) adopt, implement or act upon the objectives, priorities, strategies and policies for the Company referred to in the Direction; and
- (b) consider and report to the Member, in a form and within such reasonable time period stipulated in the Direction, the achievement by the Company and Directors (as the case may be) of the objectives set out in the Direction,

and the Directors must comply with any such Direction.

4.3 Exercise of Member's rights and powers

- (a) The Member must exercise any of the rights or powers which are required or reserved under this Constitution or by law to be exercised by the Member, in accordance with the process and requirements of Church Laws.
- (b) The rights and privileges of the Member are personal to the Member and are not transferrable.

5. Limited Liability

5.1 Member's Liability

The liability of the Member is limited.

5.2 Member's Contributions

If the Company is wound up the Member undertakes to contribute to the property of the Company for:

- (a) the payment of the debts and liabilities of the Company, contracted before the Member ceased to be a Member; and
 - (b) the expenses of winding up the Company,
- such amount as may be required, not exceeding \$20.00.

6. Income and Property of Company

6.1 Application of income and property

- (a) The income and property of the Company will only be applied towards the promotion of the Objects.
- (b) No portion of the income or property will be paid or transferred directly or indirectly to the Member.

6.2 Payment of company expenses

Nothing in clause 6.1 prevents the payment in good faith of reasonable and proper:

- (a) subject to clause 6.3, Remuneration to any of the officers or servants of the Company or to the Member in return for any services actually rendered by them to the Company in the ordinary and usual course of business; or
- (b) interest on money borrowed from the Member for any of the purposes of the Company (provided the interest rate does not exceed the current bank overdraft rates or interest for moneys lent).

6.3 Payments to Directors

- (a) The Company may make the following payments to a Director:
 - (i) Remuneration to Directors in an amount determined by the Member from time to time; or
 - (ii) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a director where the amount does not exceed an amount previously approved by a resolution of the Directors; or
 - (iii) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or

- (iv) relating to an indemnity in favour of the Director or a contract of insurance, as provided for in clause 19.
- (b) The Member shall have a discretion to determine the Remuneration of Directors to be paid by the Company, provided that the Company shall not pay Remuneration for acting as a Director of the Company under clause 6.3(a)(i) to any Director who is also a full time employee of the Archdiocese or is a member of the clergy of the Church.

6.4 No employment for Directors

The Company must not enter into any employment relationship with any of the Directors, and an employee of the Company shall not be eligible to be a Director.

6.5 Application of Grants

Subject to clause 6.1, the allocation, distribution, expenditure or appropriation of Grants (including any interest accrued in respect of Grants) must be made in accordance with the terms and conditions that may attach to them and in accordance with any policies and procedures specified in legislation, program guidelines and other conditions issued or prescribed or otherwise imposed by the relevant Government Agency or by its Minister, as applicable.

6.6 Operation of schools

Where the Company is functioning in its capacity as an operator of a MACS Catholic School, all of the Company's assets (in so far as they relate to that MACS Catholic School) or income (in so far as it arises from the operation of that MACS Catholic School, including revenue derived from the Commonwealth or a State Government specifically for the operation of that MACS Catholic School) must not be used in any way which results in the MACS Catholic School ceasing to operate on a not-for-profit basis for the purposes of any applicable State or Commonwealth legislation concerning school registration, government funding, charity registration, tax exemptions and concessions or any other matter relevant to the operation of the Company.

7. Board of Directors

7.1 Board of Directors

Subject to the Corporations Act and this Constitution, particularly the requirements set out in Schedule 1, the business of the Company is to be managed by or under the direction of the Directors. The Directors may exercise all powers of the Company that are not required by the law or this Constitution (including those matters described at Schedule 1 or Schedule 2) to be exercised by the Member.

7.2 Appointment of Directors

- (a) The Board of Directors shall comprise a maximum of twelve (12) Directors appointed by the Member by notice in writing to the Secretary, including a Director who shall be a Delegate of the Archbishop.
- (b) The Delegate of the Archbishop is appointed to represent the interests of the Archbishop on the Board.
- (c) The Member may from time to time increase or reduce the number of Directors, provided that the minimum number must always be three (3).
- (d) The Member may at any time by written notice to the Secretary remove any Director

appointed under clause 7.2(a) from office.

7.3 Considerations when appointing Directors

In appointing Directors under clause 7.2(a), the Member:

- (a) may take into account any recommendations by the Board; and
- (b) will have regard to the skills and experience of the Directors in any discipline, profession or field of knowledge which may be beneficial to the Company;
- (c) will ensure that at all times the Board has one (1) Director who is a member of the clergy of the Church with an appointment in the Archdiocese; and
- (d) will require each appointee to the office of Director to accept the mission of the Church for Catholic education in the Archdiocese as articulated from time to time by the Member.

7.4 Term

- (a) Each Director will hold office for a term of up to three (3) years as determined by the Member when appointing the Director, after which that Director must retire from office.
- (b) A retiring Director shall be eligible for re-appointment for further terms of up to three (3) years as determined by the Member, subject to a maximum tenure of 9 consecutive years in office unless otherwise determined by the Member.

7.5 Vacation of Office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent from more than three (3) consecutive meetings of Directors without the prior leave of the Board or fails to respond to three (3) consecutive requests for a circulatory resolution in accordance with clause 8.6 to be passed without a meeting of the Directors, unless the Board determines otherwise with the prior approval of the Member.
- (c) gives a notice of resignation in writing to the Secretary;
- (d) has been:
 - (i) disqualified from being a Responsible Entity of a Registered Entity during the preceding 12 months; or
 - (ii) suspended or removed as a Responsible Entity of a Registered Entity, under the ACNC Act; or
- (e) ceases to be a fit and proper person for the purposes of the ETR Act.

7.6 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body. If the number falls below

the minimum number fixed in accordance with this Constitution, the Directors may act only to ask the Member to fill a vacancy on the Board.

8. Board of Directors' meetings

8.1 Board of Directors' meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

8.2 Quorum

A quorum of the Board comprises a majority of the Directors eligible to vote. The quorum must be present at all times during the meeting.

8.3 Voting

All resolutions of the Directors must be passed by a majority vote of all Directors entitled to vote on the resolution. The Chair of the Board shall have a casting vote in addition to any vote they have in their capacity as a Director.

8.4 Chair and Deputy Chair of the Board

- (a) The Member shall appoint from among the Directors the Chair and Deputy Chair of the Board, from time to time, and shall determine the period for which such persons are to hold office as Chair and Deputy Chair of the Board, respectively.
- (b) The Chair of the Board shall preside at Directors' meetings.
- (c) Where a meeting of the Board is held and the Chair of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act:
 - (i) the Deputy Chair of the Board shall preside at the meeting; and
 - (ii) if the Deputy Chair of the Board is absent or not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be the chair of that meeting.

8.5 Vacancy of Chair

- (a) The office of the Chair and/or the Deputy Chair of the Board shall become and be vacant:
 - (i) if the Chair and/or Deputy Chair of the Board ceases to be a Director;
 - (ii) by the written resignation of the Chair and/or the Deputy Chair of the Board from the office; or
 - (iii) by written notice of removal given by the Member after consultation with the Directors.
- (b) Where the office of the Chair and/or the Deputy Chair of the Board becomes vacant, a new Chair or Deputy Chair of the Board (as applicable) will be appointed in accordance with clause 8.4.

8.6 Circular Resolution of Directors

- (a) If all Directors have provided consent in writing that they are in favour of a resolution of the Directors which has been circulated to the Directors, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the written consent was provided. If the Directors provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was provided by the last Director. A resolution is not treated as passed on that day if the circular resolution, by its terms, is said to take effect from another specified date.
- (b) For the purposes of clause 8.6(a):
 - (i) 2 or more separate documents containing the written consent of the Directors that they are in favour of a resolution of the Directors are together treated as constituting one document; and
 - (ii) the document or document referred to in this clause 8.6 are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

8.7 Provision of documents to Member

The Board of Directors must provide to the Member the agenda, meeting papers and minutes in respect of each Board of Directors' meeting within fourteen (14) days following the relevant meeting.

9. Approval of Member

- (a) If the Delegate of the Archbishop is of the opinion that any matter presented for decision by the Board on any matter is of such nature that it touches upon the Roman Catholic religion or upon the purposes, policies or practices of the Company based on that religion, or is otherwise contrary to Church Laws or the welfare or interest of the Church, the Delegate of the Archbishop may give to the Board of Directors or the Chair oral notice of such opinion at any time but not later than the second day after a decision by the Board was made, and thereupon for a period of ten days after the date of the Board's decision all action on that decision shall be stayed.
- (b) If during the period of ten days, the Delegate of the Archbishop gives written notice to that effect to the Chair or, in his/her absence from Australia, to any Director, then either the decision shall not take effect at all, or its taking of effect shall be postponed either for a limited period or indefinitely according to the terms of the written notice. In providing the notice, the Delegate of the Archbishop will act in accordance with the directions of the Member.

10. Observers

- (a) The Board may permit the attendance of any person at any Board meeting where, in the opinion of the Directors, such person may be able to assist the Board regarding any matter before it.
- (b) The Member is entitled to receive notice of each Directors' meeting at the time the Directors are notified of the meeting and is entitled to attend the meeting, but does not have a right to vote.

- (c) The Member may authorise the attendance at any Directors' meeting of any person who, in the opinion of the Member may be able to assist the Board regarding any matter before it.

11. Secretary

- (a) The Board shall appoint a Secretary of the Company for a term and on conditions determined by them.
- (b) The Secretary of the Company is entitled to attend and be heard on any matter at all Board of Directors' and general meetings.
- (c) The office of the Secretary shall become and be vacant:
 - (i) by the written resignation of the Secretary from the office; or
 - (ii) by written notice of removal given by the Board.

12. Committees

12.1 Establishment of committees

The Board of Directors may constitute and appoint such committees (consisting of at least one Director) as it thinks fit, with responsibilities in areas relevant to the Company from time to time, which may include:

- (a) Supporting and safeguarding Catholic mission;
- (b) Child safety;
- (c) Education policy and curriculum;
- (d) Finance, audit, risk and compliance;
- (e) Property and facilities;
- (f) Information technology;
- (g) Community relations and engagement; and
- (h) Governance and nominations.

12.2 Delegation to committee

The Board of Directors may delegate any of their powers (other than this power of delegation) to such committees as it thinks fit. The Board may at any time revoke, withdraw, alter or vary all or any of such powers. No delegation will prevent the exercise of any power by the Board.

12.3 Committee powers

Any committee so formed must, in the exercise of the powers so delegated, or functions entrusted, conform to any directions that may at any time be imposed by the Board. Any power exercised by a committee in that way will be deemed to have been exercised by the Board.

12.4 Terms of reference

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

13. Policies

13.1 Power of the Board to make Policies

Subject to and consistent with this Constitution, the Board may from time to time make Policies for or with respect to all matters relating to the organisation, management and good governance of the Company, including MACS Catholic Schools.

13.2 Variation of Policies

The Board may, by resolution, repeal, revoke, alter, amend or otherwise modify a Policy or part of a Policy.

13.3 Consistency with mission of Church

The power of the Board to make any Policy under this clause 13, is subject to the Board ensuring that at all times any such Policy is consistent with the beliefs, traditions, practices and canonical decrees of the Church or any Direction issued from time to time by the Member in accordance with clause 4.2 of this Constitution.

14. Executive Director

14.1 Executive Director

The Executive Director, subject to the directions of the Board, is responsible to the Board for the leadership, stewardship and management of the Company and the education, care and welfare of its students.

14.2 Appointment

The Board shall have the power to appoint or reappoint a person to the office of Executive Director on such terms, conditions and remuneration as the Board determines, subject to the prior approval of the Member. The Board shall have the power to suspend or remove the Executive Director from office, subject to the prior approval of the Member.

14.3 Delegations to the Executive Director

- (a) The Board may from time to time delegate to the Executive Director such of the powers exercisable under this Constitution by the Board as it sees fit (including 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 or times alter, revoke, withdraw or vary all or any of such delegations.
- (b) The Executive Director is delegated the responsibility for the employment of all staff of the Company.

14.4 Directors' meetings

- (a) The Executive Director shall receive notice of and attend all Directors' meetings except where otherwise requested by the Board.
- (b) For the avoidance of doubt:
 - (i) the Executive Director may speak, but not vote, at Directors' meetings;
 - (ii) the Executive Director is not to be counted towards quorum at Directors' meetings; and
 - (iii) the Executive Director shall not be eligible to be a Director.

14.5 Acting Executive Director

If the Executive Director is for any reason unable to fulfil the function of Executive Director for a period of more than 2 months, the Board may appoint an Acting Executive Director with the approval of the Member. The Acting Executive Director whilst acting in that position has all the powers and is subject to all the constraints as if the Acting Executive Director were the Executive Director. The Board shall have the power to re-appoint, suspend or remove the Acting Executive Director from office, subject to the prior approval of the Member. For the avoidance of doubt, the Executive Director may appoint an Acting Executive Director in his or her place for any period of absence for less than 2 months.

15. Disputes

15.1 Responsibility for disputes

The Member is responsible for resolving the following disputes and complaints in accordance with this clause 15:

- (a) disputes and complaints between Directors or between Director(s) and the Executive Director which are referred to the Member by the Board or the Executive Director or that the Member otherwise becomes aware of;
- (b) any dispute about the nature of the practices of religious worship and instruction at a MACS Catholic School and whether such practices are in accordance with the doctrine, rites and practices of the law of the Church; and
- (c) any other dispute that the Member, due to holding the office of Archbishop of the Archdiocese, is responsible for managing.

15.2 Determination of Disputes

- (a) The Member may, without the need to give any reasons:
 - (i) dismiss a Dispute;
 - (ii) investigate or otherwise deal with a Dispute in such manner as the Member determines; and/or
 - (iii) make such other decision with respect to a Dispute as the Member so determines.
- (b) The Member's determination of a Dispute is final.

16. Accounts

16.1 Preparation of accounts

- (a) The Board must cause the Company to prepare financial accounts in accordance with the law.
- (b) The Board must cause the Company to prepare a financial report, a Directors' report and any other reports that comply with the ACNC Act and any other relevant legislation.

16.2 Auditing of financial report

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 the ACNC Act and any other relevant legislation. Audited financial reports provided to the Member are conclusive.

16.3 Inspection of books

- (a) The Member may inspect the books of the Company at its request.
- (b) The following persons may at any reasonable time access and inspect any financial record of the Company:
 - (i) any nominee of the Member authorised in writing by it, subject to the terms of such authorisation;
 - (ii) the Auditor; and
 - (iii) any Director.

17. Audit

17.1 Appointment of Auditor

- (a) A properly qualified Auditor or Auditors shall be appointed and his/her or their duties regulated in accordance with the Corporations Act and the ACNC Act.
- (b) The remuneration of the Auditor may be determined by the Directors at a Directors' meeting.

17.2 Removal of Auditor

Subject to the requirements of the Corporations Act and the ACNC Act, the Company may remove an Auditor by resolution of the Member.

18. Distribution of surplus

18.1 Distribution of surplus on School closure

If any surplus remains following the closure of any MACS Catholic School operated by the Company, the surplus will not be paid to or distributed to the Member but will be distributed as follows:

- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied in accordance with the conditions attaching to the Grant; and
- (b) in any other case, the surplus must only be used by the Company in the operation of other MACS Catholic Schools.

18.2 Distribution of surplus on winding up

If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed to the Member but will be distributed as follows:

- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied in accordance with the conditions attaching to the Grant; and
- (b) in any other case, the surplus must be given or transferred in accordance with Church Laws to a charitable institution, body, entity or organisation in Australia with similar purposes to the Company and 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 clause 18.2,

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

19. Indemnity

19.1 Indemnity for liability

To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as such an Officer of the Company;
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as such an Officer of the Company; or
- (c) in connection with or arising from any inquiry or investigation by an Authority or External Administrator involving that person as an Officer of the Company.

19.2 Indemnity in respect of premiums

To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an officer of a related body corporate. The liability insured against may not include that which the Corporations Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, any remuneration approved by the Member under this Constitution.

19.3 GST

The amount of any indemnity payable under clause 19.1 will include an additional amount (**GST amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which

includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST amount.

19.4 Interpretation

For the purposes of this clause 19 "Officer" means:

- (a) a Director;
- (b) a member of a Committee;
- (c) a Secretary; and
- (d) an executive officer of the Company as defined by the Corporations Act.

20. Amendment

- (a) Subject to clause 20(b), any amendments to this Constitution must be approved by the Member.
- (b) No amendment may be made to this Constitution which would render the Company ineligible for registration as a charity with the ACNC, or cease to meet the requirements for registration as the proprietor of schools with the VRQA under the ETR Act.

21. Interpretation

21.1 Definitions

In this Constitution unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-profits Commission or its successor.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Acting Executive Director means the person appointed to serve in this role in accordance with clause 14.5.

Archbishop means the present Archbishop of the Archdiocese while remaining such Archbishop and his successor for the time being as such Archbishop or otherwise the person for the time being exercising Episcopal jurisdiction in the Roman Catholic Church over the faithful of the Archdiocese.

Archdiocese means the Catholic Archdiocese of Melbourne, being the district in the State of Victoria over which as regards the faithful, the Archbishop exercises Episcopal jurisdiction.

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

Authority means:

- (a) a Royal Commission, Board of Inquiry, Parliamentary Committee or similar body;
- (b) the Australian Securities & Investments Commission, the Australian Competition and

- Consumer Commission, ACNC and any other regulatory authority;
- (c) a department of any Australian government or of any other jurisdiction;
 - (d) a public authority;
 - (e) an instrumentality, agent or appointee of the Crown in right of the Commonwealth, in right of a State or in right of a Territory or the equivalent of any of them in any other jurisdiction;
 - (f) any other body exercising statutory or prerogative power;
 - (g) a government, a governmental, semi-governmental or judicial person, authority, body or entity;
 - (h) a statutory corporation; or
 - (i) a person, authority, body or entity (whether autonomous or not) who is charged with the administration of law.

Board means the board of Directors, being the board of directors of the Company.

Catholic School means a primary or secondary school which is understood as Catholic pursuant to the Code of Canon Law (canon 803 §1).

Church means the Roman Catholic Church.

Church Laws means the universal laws of the Church and the Code of Canon Law, including the norms and conventions of the Archdiocese.

Code of Canon Law means the Code of Canon Law promulgated by Pope John Paul II on 25 January 1983 or its successor and any other universal or particular legislation promulgated by the competent ecclesiastical authority.

Committee means a committee established in accordance with clause 12.

Company means Melbourne Archdiocese Catholic Schools Ltd ACN 643 442 371.

Constitution means the constitution of the Company as amended from time to time.

Controller has the meaning given by the Corporations Act.

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

Delegate of the Archbishop means a Director appointed pursuant to clause 7.2(a) to represent the interests of the Archbishop on the Board.

Directors means all or some of the Directors acting as the Board.

Dispute means a dispute of the type described in clause 15.

ETR Act means the *Education and Training Reform Act 2006 (Vic)* as modified or amended from time to time and includes any regulations made under that Act, specifically the *Education and Training Reform Regulations 2017 (Vic)* and any exemption or modification to that Act applying to the Company.

Executive Director means the person appointed to serve as the chief executive officer of the Company in accordance with clause 14.

External Administrator means a liquidator, provisional liquidator, Controller or an administrator.

Government Agency means any government or governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia or a State or Territory of Australia.

Grant means a financial assistance arrangement or contribution, whether as capital or otherwise, provided by a State, the Commonwealth, a Government Agency, a private corporation or others, for a specific purpose and period, either by a progress payment or lump sum.

GST has the meaning given to that term in the *A New Tax System (Goods and Services Tax) Act 1999* as modified or amended from time to time;

MACS Catholic School means a Catholic School conducted, operated and maintained by the Company in accordance with its Objects.

Member means the sole member of the Company pursuant to clause 4.1.

Objects means the objects of the Company described in clause 3.

Parish Priest means a person who has been validly and duly ordained to priesthood in accordance with Church Laws and on the appointment of the Archbishop has, or has had, responsibility for the pastoral care and clerical jurisdiction of a Catholic parish located in the Archdiocese.

Policies means the policies of the Company made under clause 13.

Registered Entity has the meaning given in the ACNC Act.

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances or bonuses.

Replaceable Rules means the provisions of the Corporations Act that apply as replaceable rules, being those listed in the table in section 141 of the Corporations Act.

Responsible Entity has the meaning given in the ACNC Act.

Secretary means any person appointed by the Board under clause 11 to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

VRQA means the Victorian Registration and Qualifications Authority or its successor, being the Government Agency responsible for the registration and regulation of schools in Victoria.

21.2 Interpretation

- (a) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

- (b) In this Constitution, except where the context otherwise requires:
- (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
 - (iii) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (iv) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (v) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
 - (vi) the meaning of general words is not limited by specific examples introduced by including, for example or similar expression.

Schedule 1 Decisions of Directors subject to approval of Member

	Matter	Clause	Description/requirement
1	Confirming a Director's position	7.5(b)	The Directors must not confirm a Director's position under clause 7.5(b) without the prior written approval of the Member.
2	Appointing, re-appointing and removing the Executive Director	14	The Directors must ensure that the Company does not employ (or otherwise appoint or reappoint), suspend or terminate the Executive Director without the prior written approval of the Member.
3	Appointing, re-appointing and removing an Acting Executive Director	14	The Directors must ensure that the Company does not employ (or otherwise appoint) re-appoint, suspend or terminate an Acting Executive Director without the prior written approval of the Member.
4	Delegations and financial limits Direction by Member	7.1	The Directors must not, and must ensure that the Company does not, operate outside the authorised delegations and financial limits provided by the Member (and as amended from time to time) and outside or inconsistent with any Direction provided by the Member from time to time under clause 4.2, without the prior written approval of the Member.
5	Establish any subsidiary or other new entity, joint venture or other corporate affiliation	7.1	The Directors must not, and must ensure that the Company does not, establish any subsidiary or other new entity, joint venture or other corporate affiliation without the prior written approval of the Member.
6	Open a new school, close an existing school, or cease to conduct any major service, program or work provided or performed by the Company	7.1	The Directors must ensure that the Company does not open a new school, close an existing school or cease to conduct any major service, program or work provided or performed by the Company without the prior written approval of the Member.
7	Revoke or jeopardise revocation of the Company's status as a registered charity or the registration of the Company as a proprietor of schools	7.1	The Directors must not, and must ensure that the Company does not, revoke or jeopardise revocation of its status as a charity registered with the ACNC, or its status as a proprietor of registered schools with VRQA, without the prior written approval of the Member.

Schedule 2 Reserved decisions for the Member

In exercising any rights reserved for the Member or for the Delegate of the Archbishop under this Constitution as listed below, the Member or the Delegate of the Archbishop (as applicable) will comply with Church Laws and any relevant decrees, policies, procedures and protocols of the Archdiocese.

Powers reserved for the Member

- (a) change the minimum or maximum number of Directors (clause 7.2(c));
- (b) appoint or remove a Director or determine a Director's term of office (clauses 7.2(a) and 7.2(d));
- (c) issue a Direction to the Board to adopt, implement or act upon the objectives, priorities, strategies and policies for the Company (clause 4.2);
- (d) appoint or remove the Chair and Deputy-Chair of the Company (clause 8.4(a) and 8.5(a)(iii));
- (e) receive agenda, papers and minutes of Board meetings (clause 8.7);
- (f) through the Delegate of the Archbishop, intervene to veto decisions of the Board within the prescripts of clause 9 (clause 9);
- (g) authorise the attendance of an observer at a Board meeting (clause 10);
- (h) approve the appointment, re-appointment, suspension or removal of the Executive Director (clause 14.2);
- (i) determine Disputes (clause 15).
- (j) inspect the books of the Company on request or authorise any nominee of the Member to access or inspect any financial record of the Company (clauses 16.3(a) and 16.3(b)(i));
- (k) amend the constitution of the Company (clause 20);
- (l) wind up the Company and determine distribution of any surplus (clause 18.2);
- (m) change the company type of the Company; and
- (n) change the name of the Company.

Powers reserved for the Delegate of the Archbishop

- (a) veto decisions of the Board in accordance with the prescripts in clause 9 (clause 9)