



**Russell Kennedy**

**MOAMA ANGLICAN GRAMMAR LTD**

ACN 110 128 106

ABN 94 110 128 106

Prepared by RK 1 May 2024

*As approved by a special resolution of the  
members dated 30 May 2024*

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Class	Eligibility	Rights (see
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### 5.3 **Ceasing to be a Member**

A person automatically ceases to be a Member if the person:

- 5.3.1 in the case of Directors Members, ceases to be a Director;
- 5.3.2 has not paid a membership fee for 3 months after the due date;
- 5.3.3 becomes untraceable for three months because the Member cannot be contacted using the address on the register of Members;
- 5.3.4 no longer meets the eligibility criteria for their class of membership;
- 5.3.5 dies;
- 5.3.6 creditors generally;
- 5.3.7 is convicted of an indictable offence; or
- 5.3.8 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

### 5.4 **Disciplining Members**

The Company may warn, censure, suspend or expel a Member if the Member:

- 5.4.1 engages in Terminable Conduct, subject to:
  - (a) the decision being made by more than two-thirds majority of all the Directors whether or not they are all present and voting;
  - (b) the Member being afforded a reasonable opportunity to respond, in
  - (c)
- 5.4.2 refuses or neglects to comply with the provisions of this Constitution or the Regulations;
- 5.4.3 has a debt which is due and payable to the Company which remains unpaid for 6 months or more after the due date.

## 6 **GENERAL MEETINGS**

### 6.1 **Convening an annual general meeting**

- 6.1.1 The Board may convene an annual general meeting, and must convene an annual general meeting if required by the Relevant Laws. The requirements for convening an annual general meeting may otherwise be set out in the Corporations Act or Relevant Laws.
- 6.1.2 The business of an annual general meeting is to:
  - (a)
  - (b) declare the Director election results;



- (c) appoint an auditor if that office is or will become vacant;
- (d) consider any other matter required by the Corporations Act or Relevant Laws; and
- (e) consider any

## 6.5 Quorum

- 6.5.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.
- 6.5.2 The quorum for general meetings is 5 present in person or by Representative.
- 6.5.3 Members may participate in any meeting remotely by electronic means permitted under the Corporations Act, this Constitution, any Regulations and/or the notice of meeting.
- 6.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the general meeting:
- (a) the meeting, if requisitioned by Members, is dissolved; and
  - (b) in any other case, the meeting is adjourned to such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 6.7).
- 6.5.5 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned general meeting, the meeting is dissolved.

## 6.6 Meeting chair

- 6.6.1 The Chair may chair a general meeting.
- 6.6.2 If the Chair is not present and willing to act, the Deputy Chair will chair the general meeting.
- 6.6.3 The Directors present may elect a Chair of a general meeting if:
- (a) there is no Chair or Deputy Chair; or
  - (b) neither the Chair nor Deputy Chair is present within 15 minutes after the time appointed for holding the general meeting; or
  - (c) the Chair and Deputy Chair are unwilling to act as Chair of the general meeting.
- 6.6.4 If the Directors make no election under clause 6.6.3 when they are entitled to do so, then:
- (a) the Members may elect one of the Directors present as Chair; or
  - (b) if no Director is present or willing to take the Chair, the Members may elect one of the Members present as Chair.
- 6.6.5 In addition to powers conferred by law, the meeting chair may:
- (a) orderly discussion or debate;
  - (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
  - (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and

- (d) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return.



7.1.2 up to 3 Directors appointed by the Board in accordance with clause 7.2.1 (**Appointed Directors**).

7.2 **Election of Elected Directors**

7.2.1 Nominations of candidates for election as a Director must be signed by the candidate and a proposing Member, contain a consent to act as a Director signed

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7.7.3 The Board may continue to act despite vacancies on the Board. However, if there are less than 3 Directors, the Board may only:





8.2.2 The Board may amend or revoke the terms of its delegation at any time.

8.2.3 Any power and authority not expressly delegated in accordance with clause 8.2.1 will reside with the Board.

**8.3 Power to appoint Principal**

8.3.1 The Principal will be appointed by the Board on such terms and conditions as the Board determines from time to time, including the requirement to be supportive of the Purposes of the Company.

9.2.2 on the requisition of two or more Directors.

### 9.3 Notice of meeting

9.3.1 At 5 notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.

9.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least 3

9.3.3 The decision of the meeting chair as to whether business is routine is final.

### 9.4 Quorum

9.4.1 The quorum for a Board meeting is set out in the table below. A meeting at which a quorum is present may exercise all powers and discretions of the Board.

Number of Directors	Quorum
6-7	4
8-9	5

9.4.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

### 9.5 Meeting chair

9.5.1 The Chair may chair a Board meeting.

9.5.2 In the absence of the Chair, the Deputy Chair will chair a Board meeting.

9.5.3 In the absence of the Chair and Deputy Chair, Directors may appoint a meeting chair from among their number.

### 9.6 Voting

9.6.1 Each Director present and entitled to vote at a Board meeting has one vote. Proxy voting and alternate Directors are not permitted.

9.6.2 Questions arising at a Board meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the Board.

9.6.3 In the event of an equality of votes the meeting chair does not have a second or casting vote.

### 9.7 Use of technology

Subject to the Corporations Act, t

- 9.7.3 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

9.8 **Circulating resolutions**

- 9.8.1 A written resolution signed or approved by technological means (other than any Director on leave of absence) is taken to be a decision of the Board passed at a Board meeting convened and held if all Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution.

- 9.8.2 The written resolution may consist of:

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12.5 **Audits**

with the requirements of the Corporations Act and Relevant Laws.

12.6 **Records and inspection**

## 12.9 Insurance

- 12.9.1 The Company may pay or agree to pay premiums for directors and officers insurance to insure Indemnified Officers against any Liability incurred by the Indemnified Officer referred to in clause 12.8.
- 12.9.2 The Company may execute any deed in favour of any Indemnified Officer to take out insurance referred to in clause 12.9.1, on such terms as the Board considers appropriate.

## 12.10 Seal

- 12.10.1 The Board will determine whether or not the Company is to have a seal (known as the common seal) and, if so, will provide for the safe custody of such seal.
- 12.10.2 The seal, if any, of the Company may only be affixed to any instrument with the
- 12.10.3 The affixing of the seal must be attested by the signatures of persons authorised by the Board for that purpose.

## 12.11 Definitions

In this Constitution:

**Appointed Director** means a Director appointed by the Board under clause 7.3;

**Board** means the board of Directors of the Company with a quorum to transact business;

**Chair** means the Director and office bearer under clause 7.8.1;

**Company** means the company named on page 1 of this Constitution;

**Constitution** means this constitution of the Company;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**Deputy Chair** means the Director and office bearer under clause 7.8.2;

**Director** means a person for the time being who performs the role of director of the Company elected for the purposes of clause 7.

**Elected Director** means a Director elected to the Board under clause 7.2

**Electronic Voting** means an electronic vote of members (including voting using electronic means, computer-

**Offenders Registration Act** means the *Child Protection (Offenders Registration) Act 2000* (NSW);

**Principal** means the principal appointed under clause 8.3;

**Purposes** has the meaning given in clause 1;

**Regulations** means regulations made by the Board under clause 8.6;

**Relevant Laws** means Laws, in effect from time to time, relevant to regulating the registration, reporting or governance obligations of the Company and the School and includes without limitation at the date of adoption of this Constitution:

(a)

**Visitor** means the Visitor of the Association under clause 11.

**Working with Children Act** means the *Child Protection (Working with Children) Act 2012* (NSW)

**Year**