



CONSTITUTION

AUSTRALIAN CATHOLIC UNIVERSITY LIMITED

ACN 050 192 660

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CONSTITUTION

AUSTRALIAN CATHOLIC UNIVERSITY LIMITED

ACN 050 192 660

PREAMBLE

Australian Catholic University Limited (**Corporation**) is a Company Limited by Guarantee formed to conduct the University.

The University is a Catholic, public, national and international University operating as a body politic and corporate and recognised by legislation of the Parliaments of the States of New South Wales, Victoria and Queensland. The University has a global Catholic presence through its Rome Campus and is registered as an educational entity in Italy.

The University, as a Catholic University, operates under the norms of *Ex Corde Ecclesiae*, the Apostolic Constitution of the Supreme Pontiff John Paul II on Catholic Universities.

The University was founded as a University in 1991, but derives a rich historical tradition dating back to 1867 through a continuous line of Catholic Teachers Colleges and Nurse Training facilities, ultimately represented by the institutions that combined to bring it into existence: The Catholic College of Education Sydney (New South Wales); the Institute of Catholic Education (Victoria); the McAuley College of Queensland; and the Signadou Dominican College of Education (Australian Capital Territory).

The University draws deeply upon the work and spiritual traditions of those religious Orders who founded its predecessor Colleges, including the Christian Brothers; the Dominican Sisters; the De La Salle Brothers; the Good Samaritan Sisters; the Marist Brothers; the Sisters of Mercy, Ballarat; the Sisters of Mercy, Brisbane; and the Sisters of St. Joseph.

1. DEFINED MEANINGS

Words used in this document and the rules of interpretation that apply are set out and explained in clause 32 of this document.

2. OBJECTS OF THE CORPORATION

The objects for which the Corporation is established are:

2.1 Predominant Object

In addition to all powers conferred by law and deriving from its corporate status, the predominant object of the Corporation is to conduct the University as a Catholic University in accordance with the character and general objects of the Corporation.

2.2 Catholic Character of the University

The essential character of the Corporation is as a Catholic University. It is inseparably both Catholic and University with a fundamental commitment to the pursuit of truth through academic inquiry.

2.3 Public Character of the University

Within its character as a Catholic University, the University is open to persons of all religious beliefs and persuasions.

2.4 National Character of the University

The Corporation is committed to its character as a national University, pursuing its objects on campuses located in a variety of States and Territories. It values its heritage on these campuses and acknowledges its responsibilities to their communities.

2.5 Particular Objects of the Corporation as a Catholic University

The objects of the Corporation as a Catholic University are:

- (a) to conduct itself as a Catholic University within the mission of the Church and the context of its beliefs, traditions and canonical legislation;
- (b) to educate and research specifically within the Catholic intellectual tradition;
- (c) to emphasize in all its works the intrinsic value of the human person;
- (d) to foster graduates who are competent, ethical, committed to the common good and attuned to the sacred; and
- (e) to promote particularly those areas of research, teaching and learning relevant to the intellectual and social works of the Catholic Church.

2.6 General Objects of the University

The general objects of the Corporation as a University are, to the extent of its available resources:

- (a) to conduct research, including both pure and applied research, together with scholarship;
- (b) to deliver teaching and learning at University level, engaged with research and informed by scholarship;
- (c) to disseminate, develop and apply knowledge, not only within but also beyond the University;
- (d) to deliver courses at all appropriate levels, including both undergraduate and postgraduate level;
- (e) to award degrees at all appropriate levels, including both undergraduate and postgraduate level;
- (f) to value equity and justice in all its activities;

- (g) to promote the recognition and support of Australia's Indigenous people;
- (h) to provide a diverse and fulfilling Christian community life to its staff and students;
- (i) to pursue its objects on its existing campuses, and as necessary, to review the location of campuses;
- (j) to contribute to the society, including by leading public debate, bettering quality of life through research and invention, interacting with the professions and business and enhancing the cultural life of the community;
- (k) to commercially benefit from knowledge or capacity generated by the University, including its intellectual property and professional expertise;
- (l) to provide facilities for the purpose of pursuing all other objectives of the University;
- (m) to develop and apply governance and quality assurance standards appropriate for a University; and
- (n) to do all such things as are, in the opinion of the University, ancillary or conducive to the attainment of all or any of the Objects of the Corporation.

3. POWERS

In pursuance of the Objects of the Corporation, the Corporation has the rights, powers and privileges of a natural person as set out in Section 124 of the Act.

4. USE OF THE PROPERTY BY THE CORPORATION

4.1 Application of Corporation's Property

All income and property of the Corporation must be applied solely for the Objects of the Corporation. No portion of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.

4.2 Payments of Corporation's Expenses

Nothing in clause 4.1 prevents the payment in good faith of reasonable and proper:

- (a) remuneration to any of the officers or servants of the Corporation or to any Member in return for any services actually rendered by them to the Corporation;
- (b) payment for any goods supplied to the Corporation by any Member in the ordinary and usual way of business;

- (c) interest on money borrowed from any Member for any of the purposes of the Corporation at the interest rate determined by the Senate from time to time; or
- (d) reasonable and proper rent for premises or personal property let by any Member to the Corporation.

5. LIMITED LIABILITY

5.1 Members' Liability

The liability of the Members is limited.

5.2 Members' Contributions

Every Member of the Corporation undertakes to contribute to the assets of the Corporation if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for:

- (a) the payment of the debts and liabilities of the Corporation, contracted before the Member ceased to be a Member;
- (b) the costs, charges and expenses of winding up the Corporation; and
- (c) the adjustment of the rights of the contributories among themselves.

5.3 Amount of Members' Contributions

The amount of the contribution under clause 5.2 must not exceed \$50.00 per Member in any circumstances.

6. USE OF PROPERTY ON WINDING UP

6.1 Surplus

If on the winding up or dissolution of the Corporation, after the satisfaction of all its debts and liabilities, any property remains (**surplus**), the surplus must not be paid or distributed among the Members.

6.2 Transfer of Surplus

The surplus must be given or transferred as follows:

- (a) in the case of surplus consisting of:
 - (i) personal property of the Corporation located on a campus of the University on which educational activities were formerly conducted by a Predecessor College prior to incorporation of the Corporation; or
 - (ii) real property of the Corporation transferred to the Corporation by a Predecessor College or by the religious institute or other entity, corporate

or unincorporate, on whose behalf a Predecessor College conducted educational activities,

to the religious institute or other entity, corporate or unincorporate, on whose behalf a Predecessor College conducted educational activities. If such religious institute or other entity:

- (iii) is no longer in existence or engaged in the conduct of educational activities; or
- (iv) declines to accept the surplus,

the surplus must, at the direction of the Roman Catholic Bishop (**Bishop**) of the diocese in which the relevant Predecessor College was formerly located, be distributed to such educational institutions within the diocese, or within the State or Territory in which such diocese is located, as the Bishop thinks fit, provided that such institutions:

- (v) are endorsed as deductible gift recipients pursuant to section 30-25 of the ITAA; and
- (vi) prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Corporation under clauses 4 and 6;

(b) in the case of:

- (i) personal property of the Corporation located on a campus established as part of the University after the incorporation of the Corporation; or
- (ii) any other surplus –

to such educational institutions determined by the Australian Catholic Bishops Conference, provided that such institutions:

- (iii) are endorsed as deductible gift recipients pursuant to section 30-25 of the ITAA; and
- (iv) prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Corporation under clauses 4 and 6.

6.3 Revocation of DGR Endorsement

In the event that the Corporation ever has its endorsement as a deductible gift recipient revoked, the Corporation must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another deductible gift recipient, such deductible gift recipient to be determined at the plenary meeting of the Australian Catholic Bishops Conference, and failing such determination being made, by application to such court as may have or acquire jurisdiction in the matter for determination.

7. MEMBERS

7.1 General

The Corporation shall comprise the following Members:

- (a) the Roman Catholic Archbishop of the Archdiocese of Sydney;
- (b) the Roman Catholic Archbishop of the Archdiocese of Melbourne;
- (c) the Roman Catholic Archbishop of the Archdiocese of Brisbane;
- (d) the Roman Catholic Archbishop of the Archdiocese of Canberra and Goulburn;
- (e) the Roman Catholic Bishop of the diocese of Ballarat;
- (f) the Roman Catholic Bishop of the diocese of Parramatta;
- (g) the Congregational Leader for the time being of each of the following religious institutes:
 - (i) the Christian Brothers;
 - (ii) the Dominican Sisters of Eastern Australia and the Solomon Islands;
 - (iii) the Marist Brothers Province of Australia;
 - (iv) the Institute of Sisters of Mercy of Australia & Papua New Guinea;
 - (v) the Sisters of the Good Samaritan of the Order of St Benedict;
 - (vi) the Sisters of St Joseph of the Sacred Heart; and
 - (vii) the De La Salle Brothers.

However, if a religious institute ceases to exist, permanently ceases to have a Congregational Leader responsible for its governance or gives the Corporation written notice that it no longer wishes its Congregational Leader to be a member of the Corporation, then:

- (viii) in the case of a religious institute referred to in clauses 7.1(g) (i), (iii), (v), (vi) and (vii) – the Roman Catholic Archbishop of the Archdiocese of Sydney must appoint a person to be a Member;
 - (ix) in the case of the religious institute referred to in clause 7.1(g)(ii) – the Roman Catholic Archbishop of the Archdiocese of Canberra and Goulburn must appoint a person to be a Member; and
 - (x) in the case of the religious institute referred to in clause 7.1(g)(iv) – the Roman Catholic Archbishop of the Archdiocese of Melbourne must appoint a person to be a Member.
- (h) two persons appointed by the Roman Catholic Archbishop of the Archdiocese of Sydney;

- (i) four persons in Victoria appointed by the Roman Catholic Archbishop of the Archdiocese of Melbourne;
- (j) one person in Victoria appointed by the Roman Catholic Bishop of the diocese of Ballarat;
- (k) three persons appointed by the Roman Catholic Archbishop of the Archdiocese of Brisbane;
- (l) two persons appointed by the Roman Catholic Archbishop of the Archdiocese of Canberra and Goulburn; and
- (m) any other persons admitted to Membership in accordance with clause 7.2 of this Constitution.

7.2 Admitting Members

- (a) A person cannot become a Member of the Corporation pursuant to clause 7.1(m) unless the person applies in writing to become a Member in the form and manner prescribed by the Members from time to time.
- (b) No applicant may be admitted to Membership unless the applicant agrees in writing to be bound by this Constitution.
- (c) The Members must consider the application for Membership at the next general meeting of the Members after the receipt of the application for Membership. The Members may admit the applicant to Membership by Special Resolution passed at the general meeting, and the applicant will become a member immediately upon the passing of the Special Resolution.
- (d) An applicant who is admitted to Membership must be given written notice of the acceptance by the Secretary.
- (e) The Members may refuse to admit any person as a Member. If the Members refuse to admit a person as a Member, the Members are not obliged to give reasons for so refusing.

8. CESSATION OF MEMBERSHIP

8.1 Cessation

A person ceases to be a Member of the Corporation if the person:

- (a) becomes bankrupt or makes any arrangement with his or her creditors generally;
- (b) becomes mentally incapable or the Member's estate is liable to be dealt with in any way under the law relating to mental health;
- (c) resigns that Membership;
- (d) dies;
- (e) is convicted of a criminal offence of a type defined in section 206B of the Act;

- (f) ceases to hold the office entitling the person to be a Member; or
- (g) is removed or expelled from the Corporation under this Constitution.

8.2 Resignation

A Member may resign that Membership by first giving notice in writing of such resignation to the Secretary.

8.3 Removal

A Member:

- (a) appointed in accordance with clause 7.1(g)(viii), (ix) or (x) or clause 7.1(h), (i), (j), (k) or (l) – may be removed by the Member's appointor by notice in writing to the Secretary; and
- (b) appointed in accordance with clause 7.1(m) – may be removed by a Special Resolution of the Members.

8.4 Vacancy in membership

During any vacancy:

- (a) of the Episcopal See, the Diocesan Administrator of an Archdiocese or diocese referred to in clause 7.1(a), (b), (c), (d), (e) or (f) is entitled to act as a Member and to make any appointments required to be made under clause 7.1(h), (i), (j), (k) or (l);
- (b) of a Member who is appointed under clause 7.1, the vacancy must be filled by the appointment of a Member in the same manner as prescribed by clause 7.1, and the person will become a Member once they provide to the Secretary a written statement agreeing to be bound by this Constitution; and
- (c) in the office of a Congregational Leader, the person administering the affairs of a religious institute referred to in clause 7.1(g) (i), (ii), (iii), (iv), (v), (vi) or (vii) is entitled to act as a Member.

9. MEETINGS OF MEMBERS

9.1 Annual general meetings

The Corporation must hold an annual general meeting in accordance with the provisions of the Act. All meetings other than an annual general meeting shall be called general meetings.

9.2 Requisition of meetings

Any six Members acting in concert may whenever they think fit requisition a general meeting, and a general meeting will be convened by the Senators on such requisition, or in default may be convened by the requisitionists in the manner provided in the Act.

9.3 Notice of meeting

Every notice of a general meeting must:

- (a) set out the place, date and time of meeting; and
- (b) in the case of special business, state the general nature of the business.
- (c) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution;
- (d) contain a statement setting out the following in relation to proxy voting:
 - (i) that the Member has a right to appoint a proxy;
 - (ii) that a proxy does not need to be a Member.

9.4 Entitlement to notice

Notice of a general meeting must be given to:

- (a) each Member who is entitled to receive notice under this Constitution;
- (b) the auditor or auditors for the time being of the Corporation; and
- (c) each Senator.

No other person is entitled to receive a notice of general meeting.

9.5 Notice period

Notice of a general meeting must be given in accordance with the Act. Any general meeting may be called on short notice in accordance with the Act and all provisions of this Constitution are modified accordingly.

9.6 Proxy Voting by Members

- (a) A Member may appoint a proxy to attend and vote at any meeting at which the Member is entitled to attend and vote. Any person may be appointed as a proxy. To be valid, a proxy appointment must be in writing, signed by the Member and delivered to the Registered Office or such other place specified in the notice convening the meeting, at least 48 hours before the scheduled commencement of the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. A proxy appointment may be delivered by electronic means.
- (b) A proxy appointment confers authority on the proxy to demand or join in demanding a poll and to vote as the proxy thinks fit on the election of the Chair of the meeting, an adjournment of the meeting and similar procedural matters. An instrument of proxy does not confer authority on the proxy to vote on any resolution not listed for consideration in the notice calling the meeting. Unless a Member instructs the proxy to vote in favour of or against a proposed resolution, the proxy shall not be entitled to vote on the resolution. A Member may instruct the proxy to abstain from voting on any resolution.

- (c) For the purposes of this clause 9.6, the instrument appointing a proxy shall be in the form or to the effect contained in Annexure E to this Constitution.

9.7 Validity of proxy

A vote given in accordance with a proxy appointment is valid despite revocation of the proxy appointment, or the death or unsoundness of mind of the Member who appointed the proxy, provided that the Corporation did not receive notice in writing at the Registered Office of such revocation, death or unsoundness of mind prior to the commencement of the meeting or adjourned meeting at which the proxy appointment is used.

9.8 Omission to give notice

The accidental omission to give notice of a meeting to, or the non-receipt of any such notice by, a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed at, any such meeting.

9.9 Cancellation or postponement of meeting

The Senators may cancel or postpone the holding of any general meeting. If the meeting was called by requisitioning Members or in response to a requisition by Members, the Senators may only cancel or postpone the holding of it with the consent of a majority of the requisitioning Members.

9.10 Notice of cancellation or postponement

The Senators may notify the Members of a cancellation or postponement of a meeting by such means as they see fit. If any meeting is postponed for 28 days or more, then no less than 5 days' notice must be sent to the Members of the postponed meeting. It is not necessary to specify in such notice the nature of the business to be transacted at the postponed meeting.

10. PROCEEDINGS AT MEETINGS OF MEMBERS

10.1 Quorum

No business may be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as otherwise provided in this Constitution, a quorum is constituted by a majority of the Members in office from time to time, provided that the Members present in person or by proxy include at least two Members holding office pursuant to clauses 7.1(a), (b), (c), (d), (e) or (f).

10.2 Failure of quorum

If a quorum is not present within 30 minutes from the time appointed for a general meeting:

- (a) where the meeting was called by, or in response to, the requisition of Members made under the Act, the meeting is dissolved; or
- (b) in any other case the meeting stands adjourned to such day, and at such time and place, as the Members determine.

If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

10.3 Business of annual general meeting

The business of an annual general meeting is:

- (a) to receive the Corporation's financial report (which must be up to a date not more than 5 months before the date of the meeting), the Senate's report and the auditor's report on the financial statements;
- (b) to appoint an auditor if necessary;
- (c) to elect Senators in the place of those retiring;
- (d) to, if necessary, elect the President of Corporation; and
- (e) to transact any other business which under this Constitution or the Act ought to be transacted at an annual general meeting.

10.4 Special business

No special business may be transacted at any meeting other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Act to be transacted at the meeting.

10.5 Chair of meeting

The President of Corporation is entitled to take the chair at each meeting. If the President of Corporation is not present at any general meeting within 30 minutes after the time appointed for holding the meeting, or is not willing to take the chair, the Members present must elect a person who is a Member to be Chair of the meeting.

10.6 Adjournment of meeting

The Chair of a meeting at which a quorum is present may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the Chair determines.

10.7 Business at adjourned meeting

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment, or of the business to be transacted at an adjourned meeting. However, if any meeting is adjourned for 30 business days or more, notice of the adjourned meeting must be given.

10.8 Circular resolution of Members

If a majority of Members (or, in the case of a Special Resolution, 75% of the Members) have signed a document containing a statement that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Members held on the day on which the document was signed. If the Members sign the documents on different days, then a resolution is treated as having been passed on the day on which the document was last signed by a Member thereby constituting a majority in number (or 75% in the case of a Special Resolution) of the Members. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.

10.9 Signing of circular resolution

For the purposes of the preceding clause:

- (a) each Member, other than one not entitled to vote on the resolution, must sign the document including each Member of a joint membership, where applicable;
- (b) two or more separate documents containing statements in identical terms each of which is signed by one or more Members are together treated as constituting one document containing a statement in those terms signed by those Members; and
- (c) an email or other electronic communication containing the text of the document expressed to have been signed by a Member that is sent to the Corporation is deemed to be a document signed by that Member at the time of its receipt by the Corporation.

10.10 Deemed minute

The document or documents referred to in the two preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

11. VOTING AT MEETINGS OF MEMBERS

11.1 Entitlement to vote

Subject to this Constitution and the terms of issue of any Membership, each natural person who is present at a meeting may vote if he or she is a Member or a proxy of a Member.

11.2 Number of votes

Each Member who is, under the preceding clause, entitled to vote has:

- (a) on a show of hands only one vote; and
- (b) on a poll, one vote for each proxy held in addition to the Member's entitlement to one vote.

11.3 Method of voting

Every resolution put to a vote at a meeting must be determined by a show of hands (as determined by the Chair of the meeting) unless a poll is properly demanded either before or on the declaration of the result of the show of hands.

11.4 Demand for poll

A demand for a poll under the preceding clause may be made by:

- (a) the Chair of the meeting; or
- (b) at least three Members present in person or by proxy.

11.5 Declaring result of vote on show of hands

In respect of any meeting (unless a poll is so demanded):

- (a) a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or has not been carried by a particular majority; and
- (b) an entry made in the book containing the minutes of proceedings of the Corporation,

is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

11.6 Conduct of poll

The demand for a poll may be withdrawn. If a poll is duly demanded (and the demand not withdrawn) it must be taken in such manner and at such time (either at once or after an interval or adjournment or otherwise) as the Chair of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair or on any question of adjournment must be taken at the meeting and without an adjournment. The demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

12. PRESIDENT OF CORPORATION

12.1 Election

The Members must elect a President of Corporation as Chair of their meetings in accordance with the procedures prescribed in Schedule 1 of this Constitution. No Member may be elected or remain as President of Corporation unless the Member is a member of the Australian Catholic Bishops Conference.

12.2 Term of office

A Member elected as President of Corporation will hold office for a period of five years.

12.3 Vacancy in office

Upon the expiration of the term of office of a President of Corporation or during any vacancy in the office of President of Corporation, the Members must elect a person to the office of President of Corporation in accordance with clause 12.1. The person so elected holds office for a term of five years.

13. SENATE

13.1 Governing authority

The Senate is the governing authority of the Corporation.

13.2 Composition

The Senate comprises 18 Senators who consist of the following persons:

- (a) the Chancellor of the University (ex officio);
- (b) the Pro-Chancellor of the University (ex officio);
- (c) the Vice-Chancellor and President of the University (ex officio);
- (d) the Chair of Academic Board (ex officio);
- (e) one Cleric nominated by the Australian Catholic Bishops Conference (ex officio);
- (f) one person from each State and Territory elected by the Members on a nomination of each State Chapter and approved by the Archbishop of the relevant State and Territory;
- (g) four persons elected by the Members from:
 - (i) a panel of persons nominated by the Senate; and
 - (ii) persons nominated by the Members;
- (h) three persons elected by and from the academic staff of the University;
- (i) one person elected by and from the professional staff of the University; and
- (j) one student of the University elected in accordance with the Statutes.

A Senator does not have to be a Member of the Corporation.

13.3 Exclusion of staff and students

A person who is a member of the academic or professional staff or a student of the University is not entitled to be elected as a Senator pursuant to clauses 13.2(f) and (g).

13.4 Matters to be considered in elections

In electing Senators pursuant to clauses 13.2(g), Members must have regard to the following matters:

- (a) the principle that each State and Territory should be represented on the Senate;
- (b) the need for broad community involvement in each State and Territory in the governance of the University;
- (c) the desirability of ensuring the achievement of high standards of university teaching and research;
- (d) the community experience of Senators or their expertise in any discipline, profession or field of knowledge which may be beneficial to the University;
- (e) the need to recognise the contribution of religious institutes referred to in clause 7.1(g) to the University;
- (f) the desirability of complying with the Voluntary Code of Best Practice for the Governance of Australian Universities which specifies at least one member of Senate with commercial expertise and two members of Senate with financial expertise;
- (g) gender equity; and
- (h) the desirability that successive terms of office of Senators should not exceed a period of 12 years.

13.5 Elections

Elections of Senators are to be conducted in accordance with this Constitution (including Schedule 2) and the Statutes.

13.6 Retirement by rotation

- (a) Beginning with the 2008 annual general meeting, except as otherwise provided in this Constitution and the Statutes, Senators elected under clauses 13.2(f), (g), (h) and (i) must retire from office at the conclusion of every third annual general meeting.
- (b) A retiring Senator who is required to retire under this clause retains office until dissolution or adjournment of the meeting at which the retiring Senator retires.

13.7 Retirement of student Senator

- (a) At the conclusion of every calendar year, the Senator elected under clause 13.2(j) must retire from office.
- (b) A retiring student Senator under 13.7(a) is eligible for re-election for one further term of office of one (1) year in accordance with the Statutes.

13.8 Re-election of Senators

A retiring Senator elected under clauses 13.2(f), (g), (h) or (i) is eligible for re-election, subject to clause 13.4 (in the case of Senators elected pursuant to clause 13.2(g)) and any relevant provisions in Schedule 2 or the Statutes.

13.9 Panels and Nominations

- (a) The Senate and the State Chapters must, under clauses 13.2(g) and 13.2(f) respectively of this Constitution, submit to the Members a panel of nominations (in the case of clause 13.2(g) for Senate nominations) or a nomination from each State and Territory (in the case of clause 13.2(f) for State Chapter nominations) of persons to act as Senators.
- (b) If the Senate fails to submit a panel of persons under clause 13.2(g) of this Constitution not less than 28 days before the election date, the Members must nominate persons for election as Senator. In this event, the election is to be conducted as if a panel had been submitted and the persons nominated by the Members were included in that panel.
- (c) If a State Chapter fails to nominate a person in accordance with clause 13.2(f) of this Constitution not less than 28 days before the election date, the Members must elect a person resident in the relevant State and/or Territory and approved by the Archbishop of the relevant State and/or Territory, to be a Senator.

13.10 Vacation of office

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

- (a) becomes bankrupt or enters into any arrangement or composition with the Senator's creditors;
- (b) becomes prohibited or disqualified from being a director of a company under the Act;
- (c) becomes mentally incapable or the Senator's estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns from office by notice in writing to the Secretary;
- (e) dies;
- (f) is absent from consecutive meetings of Senators of which due notice has been given in a period of six months without the prior leave of the Senators;
- (g) ceases to hold the office or qualification entitling the person to be a Senator;
- (h) becomes an ex officio member of the Senate;
- (i) receives any profit from the Corporation, other than as an Officer of the Corporation, without the prior leave of the Members in general meeting;
- (j) is directly or indirectly interested in any contract or proposed contract with the Corporation and fails to disclose that interest as required by the Act; or

- (k) is not re-elected or eligible for re-election.

13.11 Resignation of Senator

A Senator elected under clauses 13.2(f), (g), (h), (i) or (j) may retire from office by giving notice in writing to the Secretary of the Senator's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some future time. However the resignation must take effect within 3 months from the date of the giving of the notice.

13.12 Casual vacancy

Where a casual vacancy occurs amongst:

- (a) Senators elected pursuant to clause 13.2(f) – the Members must, as soon as practicable after the vacancy occurs, elect a person nominated by the relevant State Chapter and approved by the Archbishop identified with the relevant State or Territory, in the manner prescribed in Schedule 2 of this Constitution;
- (b) Senators elected pursuant to clause 13.2(g) – the Members must, as soon as practicable after the vacancy occurs, elect a person to fill the vacancy in accordance with Schedule 2 of this Constitution; or
- (c) any other Senators – a person must be elected to fill the vacancy in such manner and in such circumstances prescribed by this Constitution or the Statutes.

A person who is elected to fill a casual vacancy is a “casual appointee”.

13.13 Retirement of casual appointee

A casual appointee, following his or her election, holds office only until the conclusion of their predecessor's term of office.

13.14 Less than minimum number of Senators

The continuing Senators may act despite any vacancy in their body, provided that the number of Senators is not less than five. If the number falls below five, the Senators may act only:

- (a) to call a general meeting; or
- (b) in emergencies.

14. PROCEEDINGS OF SENATORS

14.1 Mode of meeting

Subject to this Constitution and the Statutes, the Senators may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.

14.2 Quorum

Subject to any provision in the Statutes to the contrary, a quorum of the Senate comprises the majority of the total number of Senators then in office, provided that at least one half of the Senators elected pursuant to clauses 13.2(f) and (g) are present.

14.3 Calling a meeting

A meeting of the Senators may be convened at any time by:

- (a) the Chancellor;
- (b) the Pro-Chancellor; or
- (c) the Vice-Chancellor and President,

on giving 14 days' written notice to all Senators. The Chancellor and Pro-Chancellor may call a meeting of the Senators on shorter notice than required by this clause as the Chancellor or Pro-Chancellor thinks fit.

14.4 Secretary calling a meeting

The Secretary, upon the written request of six Senators setting out the purposes for which a meeting is required to be convened, must call a meeting of the Senators to be held at such time and place as is convenient to the Senators.

14.5 Chair

The Chancellor is to preside as Chair of meetings of the Senate. Where a Senate meeting is held and the Chancellor or in the Chancellor's absence, the Pro-Chancellor, is not present within 30 minutes of the time appointed for holding the meeting, the Senators present must choose one of their number to be Chair of such meeting.

14.6 Votes of Senators

Subject to this Constitution, questions arising at any meeting of the Senators must be decided by a majority of votes cast, and a determination by a majority of the Senators present and voting will for all purposes be a determination of the Senate. Each Senator has one vote. If there is an equality of votes, the Chair has a second or casting vote.

14.7 Circular resolution of Senators

If a majority of Senators have signed a document containing a statement that they are in favour of a resolution of the Senators in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Senators held on the day on which the document was signed. If the Senators sign the documents on different days, then a resolution is treated as having been passed on the day on which the document was last signed by a Senator thereby constituting a majority in number of the Senators. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.

14.8 Signing of circular resolution

For the purposes of the preceding clause:

- (a) each Senator, other than one not entitled to vote on the resolution, may sign the document;
- (b) two or more separate documents containing statements in identical terms each of which is signed by one or more Senators are together treated as constituting one document containing a statement in those terms signed by those Senators on the respective days on which they signed the separate documents; and
- (c) an email or other electronic communication containing the text of the document expressed to have been signed by a Senator that is sent to the Corporation is deemed to be a document signed by that Senator at the time of receipt by the Corporation.

14.9 Deemed minute

The document or documents referred to in the two preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

14.10 Validity of acts of Senators

All proceedings of the Senate and all acts done in respect of any meeting of the Senators or committee of Senators, and all acts done by the Chancellor or Pro-Chancellor or any person acting as Chancellor or Pro-Chancellor in accordance with the Statutes are valid despite the fact that it is later discovered that:

- (a) there was some defect in the election of such Senator, Chancellor, Pro-Chancellor or person so acting or that they were disqualified or were not entitled to vote;
- (b) there was some defect in the convening or conduct of any meeting of the Senate or committee of Senators;
- (c) there was any vacancy in the number of Senators or committee of Senators;
- (d) a person purporting to be a Senator or member of a committee of Senators by virtue of an office held by that person, did not actually hold that office; or
- (e) a person purporting to be a member of the Senate or committee of Senators was not such a member.

15. POWERS AND DUTIES OF SENATORS

15.1 Powers generally

Subject to the Act, to any other provisions of this Constitution and to the Statutes and Regulations, the management and control of the Corporation and of the business and affairs of the Corporation is vested in the Senators who may exercise all such powers of the Corporation and do all such acts or things not expressly required by this Constitution or by the Act to be exercised or done by a general meeting. No clause adopted or resolution passed by a general meeting, and no Statute or Regulation made by the Senate, invalidates any prior act of the Senators which would have been valid if that clause or resolution or Statute or Regulation had not been adopted or passed.

15.2 Borrowing

The Senators have the power to raise or borrow any sum of money and to secure the payment or repayment of such money and any other obligation or liability of the Corporation in such manner and on such terms as they think fit. This includes:

- (a) upon the security of any mortgage;
- (b) by the giving of guarantees and indemnities, either alone or jointly or jointly and severally with any other person;
- (c) by the issue of debentures or debenture stock of the Corporation charged upon all or any of the property of the Corporation (both present and future); or
- (d) upon bills of exchange, promissory notes or other obligations or otherwise.

15.3 Investments

The Senators have the power to invest any money of the Corporation in such investments as the Senators from time to time determine.

15.4 Formation and membership of companies

If, in the opinion of the Senate, the management or conduct of the affairs or concerns of the Corporation requires the Corporation so to do, the Corporation may:

- (a) be a member of a limited company, association, partnership or joint venture formed or entered into anywhere in the world; or
- (b) form, or participate in the formation of, a limited company, association, partnership or joint venture with another person or persons anywhere in the world, the objects or purposes of which include one or more of the following objects or purposes:
 - (i) providing facilities or services for study, research or education;
 - (ii) undertaking research, development, consultancy or other services for commercial organisations, public bodies or individuals;
 - (iii) aiding or engaging in the development or promotion of university research or the application or use of the results of such research;

- (iv) preparing, publishing, distributing or licensing the use of literary or artistic work, audio or audio-visual material or computer software;
- (v) seeking or encouraging gifts to the University for University purposes;
- (vi) promoting or assisting drama, music or the visual arts; or
- (vii) any other object or purpose which, in the opinion of the Senate, is conducive to the attainment of the Objects of the Corporation.

15.5 Execution of negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Corporation may be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Senators from time to time determines.

15.6 Delegation

The Senators may at any time confer upon any other Senator, any State Chapter or such other Officer of the Corporation as they select, such of the powers exercisable under the Constitution by the Senators (other than this power of delegation and the power to make Statutes and Regulations under clause 24) for such time as they may think fit and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think expedient. They 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 Senate.

15.7 Validity of acts

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid.

16. COMMITTEES

16.1 Delegation to committee

The Senate may constitute and appoint such committees (of which at least one-third of the members shall be Senators) and may delegate any of their powers (other than this power of delegation and the power to make Statutes and Regulations under clause 24) to such committees as they think fit. The Senate 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 Senate.

16.2 Committee powers

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

16.3 Committee meetings

Any committee consisting of two or more persons may:

- (a) meet and adjourn as it thinks fit;
- (b) elect one of its number as Chair of its meetings; and
- (c) co-opt to its membership such persons as it thinks fit.

16.4 Voting

Questions arising at any meeting of a committee must be decided by a majority of votes cast by the members present (other than co-opted members). Each committee member has one vote. If there is an equality of votes, the Chair has a casting and deliberative vote.

17. USE OF TECHNOLOGY

17.1 Meetings of the Members and of the Senate may be convened and held by telephone, audio visual link or by using any other technology provided that:

- (a) the number and category of persons participating and physically present would constitute a quorum under this Constitution;
- (b) due notice of the meeting and of the intention to use technology to conduct the meeting has been given to all persons entitled to such notice;
- (c) each of the persons participating acknowledges:
 - (i) their presence to the Chair;
 - (ii) that the meeting is being convened as a duly constituted meeting; and
 - (iii) that the participant can hear the other participants;
- (d) the Chair is satisfied with the identification of each of the participants at the commencement of the meeting and that a quorum is constituted; and
- (e) voting of the participants on all issues is able to be clearly ascertained by the Chair.

17.2 A person participating in any meeting conducted under this clause must not disconnect communication during the course of the meeting without the consent of the Chair. Where a person disconnects communication without the consent of the Chair, all participants at the commencement of the meeting are deemed to have been present and to have constituted a quorum for the whole of the meeting.

17.3 The Chair must sign minutes of the proceedings conducted in accordance with such clause and such minutes will constitute evidence of the matters discussed and resolutions passed at the meeting and must be entered in books kept for that purpose.

18. APPOINTMENT AND REMOVAL OF SECRETARY AND REGISTRAR

- 18.1** The Senate must appoint a Secretary in accordance with the Act upon such terms and conditions as to remuneration or otherwise as the Senate thinks fit, and may at any time remove a Secretary and determine the period for which the Secretary is to hold office.
- 18.2** The Senate may appoint a Registrar of the University upon such terms and conditions as to remuneration and otherwise as the Senate thinks fit, and may at any time remove the Registrar and determine the period for which the Registrar is to hold office.

19. STATE CHAPTERS

19.1 Establishment

There is to be established and maintained in each State and Territory a State Chapter.

19.2 Composition

A State Chapter is to comprise at least 8 persons and must consist of:

- (a) the Vice-Chancellor and President or their nominee; and
- (b) such other persons (whether or not Members or Senators) as may be appointed by the Archbishop identified with a State or Territory or, in the absence of an Archbishop, by the Bishop identified with a State or Territory, in either case in consultation with Members resident in, or representing the interests of, the State or Territory.

19.3 Responsibilities

Subject to the provisions of this Constitution, and to enable the local Archbishop or Bishop to exercise his canonical responsibilities in respect of that part of the University operating within his Archdiocese or diocese, in compliance with the Code of Canon Law of the Church, a State Chapter:

- (a) must advise the Senate in relation to:
 - (i) the attainment in the State or Territory of the Objects of the Corporation in clause 2.5 of this Constitution, as appropriate; and
 - (ii) educational policies of the University designed to promote the Church mission and benefit the Roman Catholic community in the State or Territory;
- (b) may discuss and submit to the Senate an opinion on any matter in the State or Territory relating to the University;

- (c) must consider and report to the Senate on all matters submitted to it by the Senate for report; and
- (d) has such other powers and duties of the Senate as are delegated to it under this Constitution.

19.4 Senate meeting

The Chancellor, Pro-Chancellor or Vice-Chancellor and President, upon the written request of a State Chapter, must call a meeting of the Senators to review any decision or proposed decision by the Senate in relation to a matter referred to in clause 19.3(a). A meeting of the Senate must be held within 60 days of the written request by the State Chapter.

20. CHANCELLOR, PRO-CHANCELLOR, ACTING CHANCELLOR AND ACTING PRO-CHANCELLOR

20.1 Chancellor

- (a) The Members must appoint a person (whether or not then a Member or Senator) to be the Chancellor of the University in accordance with Schedule 1 of this Constitution.
- (b) If at the time a person is appointed as Chancellor the person is also a Senator, the person's office of Senator is vacated and the casual vacancy must be filled in accordance with this Constitution.
- (c) The Chancellor holds office for a term of five years and is eligible for re-appointment.

20.2 Pro-Chancellor

- (a) The Members must appoint a person to the Senate (whether or not then a Member or Senator) to be the Pro-Chancellor of the University in accordance with Schedule 1 of this Constitution.
- (b) If at the time a person is appointed as Pro-Chancellor the person is also a Senator, the person's office of Senator is vacated and the casual vacancy must be filled in accordance with this Constitution.
- (c) The Pro-Chancellor holds office for a term of five years and is eligible for re-appointment.

20.3 Vacancy in office

Upon the expiration or during any vacancy in the office of Chancellor or Pro-Chancellor, the Members must appoint a person (whether or not then a Member or Senator) to the office of Chancellor or Pro-Chancellor in accordance with Schedule 1 of this Constitution. The person so appointed holds office for a term of five years.

20.4 Removal from Office of the Chancellor or Pro-Chancellor

- a) The office of Chancellor or Pro-Chancellor is vacated automatically if the Chancellor or Pro-Chancellor:

- (i) becomes bankrupt or enters into any arrangement or composition with their creditors;
 - (ii) becomes prohibited or disqualified from being a director of a company under the Act;
 - (iii) becomes mentally incapable or their estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) resigns from office by notice in writing to the President of Corporation;
 - (v) dies;
 - (vi) is convicted of a criminal offence of a type defined in section 206B of the Act;
 - (vii) is absent from consecutive meetings of Senate of which due notice has been given in a period of six months without the prior leave of the Senators;
 - (viii) receives any profit from the Corporation without the prior leave of the Members in a general meeting;
 - (ix) is directly or indirectly interested in any contract or proposed contract with the Corporation and fails to disclose that interest as required by the Act;
 - (x) is not re-appointed.
- b) The Members may remove the Chancellor or Pro-Chancellor from office by a no confidence motion passed in accordance with this section 20.4(b), if they consider it is in the best interests of the University to do so:
- (i) The removal from office may be effected only if the no confidence motion is supported by at least two thirds majority of the total number of Members for the time being of the University;
 - (ii) The Chancellor or Pro-Chancellor may be removed from office under this section, without the need to establish any breach of duty.
- c) This section applies to the Chancellor and Pro-Chancellor holding office on the commencement of this section and all subsequent holders of those offices.

20.5 Right of membership

The Chancellor and Pro-Chancellor have an automatic right of membership of any board or standing committee of the University without the need for specific appointment or election.

20.6 Acting Chancellor

- a) The Pro-Chancellor is to act as Chancellor:
- i) in the absence of the Chancellor;
 - ii) during any vacancy in the office of Chancellor; or

- iii) during the inability of the Chancellor to act; or
 - iv) at any other time with the consent of the Chancellor.
- b) When acting as Chancellor, the Pro-Chancellor has all the powers and duties of the Chancellor.

20.7 Acting Pro-Chancellor

- a) The Members may appoint a Member as an Acting Pro-Chancellor in accordance with Schedule 1 of this Constitution:
- i) for the period that the Pro-Chancellor is Acting Chancellor;
 - ii) during any vacancy in the office of Pro-Chancellor; or
 - iii) during the inability of the Pro-Chancellor to act; or
 - iv) at any other time with the consent of the Chancellor and Pro-Chancellor.
- b) The Acting Pro-Chancellor has all the powers and duties of the Pro-Chancellor.
- c) The Acting Pro-Chancellor's office of Senator is not considered to be vacated.

21. VICE-CHANCELLOR AND PRESIDENT

21.1 Appointment

- (a) Subject to prior approval by the Members in general meeting, the Senate must from time to time appoint a person (whether or not then a Member or Senator) to be the Vice-Chancellor and President of the University for such term and on such conditions as the Senate determines and he or she may be re-appointed.
- (b) If, at the time a person is appointed as Vice-Chancellor and President, the person is also a Senator, the person's office of Senator is vacated and the casual vacancy must be filled in accordance with this Constitution.

21.2 Chief executive officer

The Vice-Chancellor and President is the Chief Executive Officer of the University and, subject to this Constitution, has such powers and duties as prescribed by the Statutes or, subject to the Statutes, as the Senate determines.

21.3 Senate

- (a) A person from time to time appointed as Vice-Chancellor and President will become an ex officio member of the Senate contemporaneously with such appointment.
- (b) Where a person appointed as Vice-Chancellor and President is already a member of the Senate, the office he held as such member of the Senate is declared vacant and the casual vacancy must be filled in accordance with this Constitution.

22. ACTING VICE-CHANCELLOR AND PRESIDENT

22.1 Appointment

- (a) A person may be appointed to act as Vice-Chancellor and President in accordance with the Statutes.
- (b) If at the time a person is appointed to act as Vice-Chancellor and President the person is also a Senator, the person's office of Senator is not vacated.

22.2 Powers

The acting Vice-Chancellor and President shall act as Vice-Chancellor and President during the absence or inability or otherwise of the Vice-Chancellor and President to act and while so acting, has all the powers and duties of the Vice-Chancellor and President with the exception of any powers and duties ordinarily bestowed upon the Vice-Chancellor and President by virtue of this Constitution or the Act in the Vice-Chancellor and President's capacity as a Senator of the Corporation.

23. PROVOST, CHIEF OPERATING OFFICER, VICE-PRESIDENT, DEPUTY VICE-CHANCELLORS AND PRO VICE-CHANCELLORS

23.1 Appointment

The Senate may from time to time appoint a Provost, a Chief Operating Officer and a Vice-President and any number of persons it thinks fit as Deputy Vice-Chancellors and Pro Vice-Chancellors for such term and on such conditions as the Senate determines and they may be re-appointed.

23.2 Deputy Vice-Chancellor (Academic)

Where the Senate appoints a Provost, that person shall also hold the title of Deputy Vice-Chancellor (Academic).

23.3 Powers

A Provost, Chief Operating Officer, Vice-President, Deputy Vice-Chancellor and Pro Vice-Chancellor have such powers and duties as prescribed by the Statutes or, subject to the Statutes, as the Senate determines.

24. STATUTES AND REGULATIONS

24.1 Power of Senate to make Statutes

Subject to and consistent with this Constitution, the Senate may from time to time make Statutes for or with respect to all matters relating to the organisation, management and good government of the University and in particular, without affecting the generality of the foregoing, for or with respect to:

- (a) the method of appointment or election of members of the Senate;
- (b) the manner and time of calling, holding and adjourning meetings of the Senate, and the conduct and record of the business of the Senate;
- (c) the establishment of committees of the Senate, the State Chapters and the Academic Board;
- (d) the employment of staff of the University;
- (e) the admission of students;
- (f) the granting of degrees, diplomas, certificates or other awards;
- (g) the granting of fellowships, scholarships, bursaries and prizes;
- (h) the recognition of prior learning including but not limited to any course of study completed or examination passed in any educational institution;
- (i) fees or other charges for enrolment and for any examination, assessment, degree, diploma, certificate or other award of the University;
- (j) fees or other charges to be charged for classes and for the use of any facilities of the University;
- (k) the affiliation or association with the University of any educational institution;
- (l) research, development, consultancy and other services undertaken by the University for any individual or organisation;
- (m) the recognition of any institution or body where:
 - (i) work is undertaken by students of the University for the purpose of satisfying a degree, diploma, certificate or other award of the University; or
 - (ii) research may be conducted by staff of the University;
- (n) property, buildings and traffic;
- (o) discipline;
- (p) intellectual property;
- (q) any other matter or thing which this Constitution authorises or directs to be prescribed by the Statutes.

24.2 Variation of Statute

The Senate may, by resolution, repeal, revoke, alter, amend or otherwise modify any Statute or part of a Statute.

24.3 Regulations

The Senate may make Regulations not inconsistent with this Constitution or the Statutes, for or with respect to prescribing or providing for any matter or thing for the purpose of this Constitution or the Statutes.

25. ACADEMIC BOARD

25.1 Establishment

The Senate must constitute an Academic Board in accordance with the Statutes.

25.2 Powers

The Academic Board -

- (a) is responsible for administering and implementing the academic policies and programs of the University;
- (b) may discuss and submit to the Senate an opinion on any matter relating to the University and, in particular, may make to the Senate such recommendations as it thinks proper with respect to the academic policies and programs of the University;
- (c) must report to the Senate on all matters submitted to it by the Senate for report;
- (d) has such other powers and duties as are conferred or imposed upon it by this Constitution or by the Statutes and Regulations; and
- (e) except as otherwise prescribed by the Statutes and Regulations, may regulate its own proceedings.

26. FACULTIES

26.1 The faculties

- (a) Subject to the provisions of this Constitution and the Statutes, the University will have faculties in any one or more of the following disciplines, with such constitutions and such powers and duties as are conferred or imposed upon them by or under this Constitution or any Statutes and Regulations:
 - (i) education;
 - (ii) arts;
 - (iii) sciences;
 - (iv) social sciences;
 - (v) theology;
 - (vi) business studies;
 - (vii) information systems;
 - (viii) health studies;
 - (ix) nursing;
 - (x) law; and

- (xi) such other sciences or disciplines as are from time to time prescribed by the Statutes.
- (b) Each faculty may, subject to the Statutes and Regulations, regulate its own proceedings.

26.2 Appointment of executive deans

- (a) An executive dean of each faculty shall pursuant to and in accordance with the Statutes from time to time as occasion arises be appointed by the Senate. The Senate may also remove an executive dean of a faculty appointed by it and appoint a replacement executive dean.
- (b) The executive deans of the several faculties shall have such powers and duties as are conferred or imposed upon them by the Statutes and Regulations.

27. SEAL

27.1 Use of common seal

The Senate must provide for the safe custody of the Seal. The Seal must not be affixed to any document unless it is done by the authority of the Senate or of a committee of the Senate authorised by the Senate in that regard.

27.2 Mode of execution by common seal

Every document to which the Seal is affixed must be signed, to attest the affixing of the Seal, by two persons. One must be a Senator. The other must be the Secretary, another Senator, or such other person as the Senators may appoint for that purpose. No person may sign in more than one capacity.

28. UNIVERSITY CREST

The Senate must provide for the safe custody of any University Crest adopted by the Corporation. The University Crest must not be used except with the authority of the Senate or of a committee of the Senate authorised in that regard.

29. ACCOUNTS AND AUDIT

29.1 Records and accounts

- (a) The Senate must cause true and proper accounting and other records to be kept, including without limitation as to the following:
 - (i) moneys received and expended by the Corporation;
 - (ii) the matter in respect of which such receipts and expenditure take place; and

- (iii) the property, credits and liabilities of the Corporation.
- (b) The accounts and other records of the Corporation will be open to inspection by the Members upon such terms and conditions as the Members from time to time determine.

29.2 Audit

The Corporation must arrange at least once every 12 months for the accounts of the Corporation to be audited in accordance with the Act and the ACNC Act.

30. NOTICES

30.1 Service of notices

Where this Constitution, the Act or other legislation require or permit a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this clause referred to as “**served**”), the document may be served on the person:

- (a) by delivering it to the person personally; or
- (b) by dispatching it, whether by post or facsimile, to the registered address of the person or, if there is no registered address within Australia, to the address (if any) supplied by the person to the Corporation for the giving of notices.

30.2 Date of deemed service

A document served under clause 30.1 is treated as having been duly served, regardless of whether it is actually received:

- (a) where clause 30.1(a) applies – on the day it is delivered;
- (b) where clause 30.1(b) applies –
 - (i) where the document is served by post – service of the document is deemed to be affected by properly addressing, prepaying and posting a letter containing the document, and to have been effected:
 - (A) in the case of a notice of meeting – on the day following the day when dispatch occurred; and
 - (B) in any other case – at the time at which the document would be delivered in the ordinary course of post; and
 - (ii) where the document is served by facsimile – upon transmission of the facsimile prior to 4pm on a day on which business is generally carried on in the place to which such communication is sent, or otherwise on the next business day.

30.3 Service on the Corporation or its Officers

Every document required to be served upon the Corporation or upon any Officer of the Corporation may be served by leaving it at the Registered Office.

31. INDEMNITY

31.1 Indemnity for Officers

To the relevant extent, each Officer of the Corporation may be indemnified by the Corporation out of the assets of the Corporation against any liability incurred by that person in or arising out of the conduct of the business of the Corporation or in or arising out of the discharge of the duties of the Officer, unless the liability was incurred by the Officer through his or her own dishonesty, gross negligence or lack of good faith.

31.2 Definitions

For the purposes of the preceding clause:

- (a) “to the relevant extent” means:
 - (i) to the extent the Corporation is not precluded by law from doing so; and
 - (ii) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including without limitation an insurer under any insurance policy).
- (b) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or in appearing before any court, tribunal, government authority or otherwise; and
- (c) “duties of the Officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by the Corporation to any other corporation.

32. DEFINITIONS AND INTERPRETATION

32.1 Definitions

In the construction of this Constitution, unless the contrary intention appears:

Academic Board means the Academic Board constituted under clause 25;

Academic staff means a staff member employed in accordance with the terms of the Enterprise Agreement and whose salary is prescribed by Part A, of Schedule 1, and relates to Academics employed at Levels A-E;

Act means the *Corporations Act* 2001 (Cth) as it applies to the Corporation for the time being;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act* 2012 (Cth);

Acting Chancellor means the Acting Chancellor of the University appointed under clause 20.6;

Acting Pro-Chancellor means the Acting Pro-Chancellor appointed under clause 20.7;

Acting Vice-Chancellor and President means the Acting Vice-Chancellor and President appointed from time to time under clause 22;

Australian Catholic Bishops Conference means a permanent institution constituted by an assembly of Roman Catholic Bishops of Australia convened in accordance with the Code of Canon Law of the Church;

Ballot Paper means a document in physical or electronic format used to cast a vote;

Chair means:

- (a) In the case of meetings of Members referred to in clauses 9, 10, 11 and 12 of this Constitution – the President or, in the President's absence, any other person elected to chair those meetings;
- (b) In the case of meetings of Senate referred to in clause 14 of this Constitution – the Chancellor or, in the Chancellor's absence, the Pro-Chancellor or any other person chosen by Senators to chair those meetings;
- (c) In the case of meetings of Academic Board as referred to in clause 25 of this Constitution and the Statutes – the Chair of Academic Board or, in the absence of the Chair of Academic Board, the Deputy Chair of Academic Board or any other person elected to chair those meetings; and
- (d) In the case of meetings of any Committees referred to in clause 16 of this Constitution – the person elected to chair the Committee meetings.

Chancellor means the Chancellor of the University appointed from time to time under clause 20;

Church means the Roman Catholic Church in Australia;

Congregational Leader means either the Provincial Superior, Provincial, Major Superior, Congregational Superior, Superior General, Superior or any other person responsible for the governance of religious institutes;

Constitution means this constitution;

Corporation means Australian Catholic University Limited **ACN** 050 192 660;

Deputy Vice-Chancellor means a person appointed as Deputy Vice-Chancellor under clause 23;

Diocesan Administrator means a person appointed or elected, as the case may be, to the governance of an Archdiocese or diocese during the vacancy of the Episcopal See;

General meeting means a meeting of Members duly called and constituted in accordance with this Constitution and any adjourned holding of it;

ITAA means the *Income Tax Assessment Act 1997* (Cth) as amended from time to time;

Member means a member for the time being of the Corporation;

Membership means membership of the Corporation;

Objects of the Corporation means the objects set out in clause 2;

Officer is defined in sections 9 and 83 of the Act;

Panel of nominations or **panel** means a list of nominees for the office of Senator submitted by Senate pursuant to clause 13.2;

Predecessor Colleges means any one or more of the predecessor colleges specified in the Preamble;

President of Corporation means the President of Australian Catholic University Limited elected from time to time under clause 12;

Pro-Chancellor means the Pro-Chancellor of the University appointed from time to time under clause 20;

Professional staff member means a staff member who occupies a position classified in accordance with the DWM descriptors and is paid in accordance with the salaries set out in Part B, of Schedule 1, of the Enterprise Agreement;

Registered Office means the Registered Office for the time being of the Corporation;

Regulations means the regulations of the University made under clause 24;

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit-sharing schemes;

Seal means the common seal of the Corporation and includes any official seal of the Corporation;

Secretary means any person appointed to perform the duties of secretary of the Corporation and includes an assistant secretary or any person appointed to act as the secretary or assistant secretary temporarily;

Senate means the board of directors of the Corporation;

Senators means a member of the Senate in office for the time being, or a quorum of the Senators present at a Senate meeting;

Special Resolution means a resolution of a general meeting where at least 75% of the votes cast on the resolution are in favour of the resolution and which is passed in accordance with sections 249H and 249L of the Act;

State means each of the States of Victoria, New South Wales and Queensland;

State Chapter means a State Chapter constituted under clause 19;

Statutes means the statutes of the University made under clause 24;

Student means a person whose application to enrol in a course of study or unit of the University has been accepted by the University and whose enrolment has not been withdrawn

Territory means the Australian Capital Territory;

University means the Australian Catholic University;

University Crest means any coat of arms or crest adopted or used by the University from time to time;

Vice-Chancellor and President means the Vice-Chancellor and President appointed from time to time under clause 21; and

Vice-President means a person appointed as Vice-President under clause 23.

32.2 Interpretation

In the construction of this Constitution:

- (a) reference to an **Archbishop** is a reference to an Archbishop for the time being;
- (b) headings are disregarded;
- (c) words importing persons include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;
- (d) singular includes plural and vice versa and words importing any gender include all other genders;
- (e) except for the definitions in the preceding clause, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act; and
- (f) all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

32.3 Replaceable Rules

The operation of each of the sub-sections of the Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Corporation.

SCHEDULE 1 – ELECTION AND APPOINTMENT OF OFFICERS OF THE UNIVERSITY¹

1. ELECTION OF PRESIDENT AND APPOINTMENT OF CHANCELLOR AND PRO-CHANCELLOR

- 1.1 Clause 12.1 of the Constitution provides for the election of a President of Corporation. The election process is to be conducted in accordance with clause 2 of this Schedule.
- 1.2 Clauses 20.1 and 20.2 of the Constitution provide for the appointment of the Chancellor and Pro-Chancellor respectively. Subject to clauses 1.3 and 1.4 of this Schedule, the process, as set out below, will be followed:
- a) the identification of a potential candidate by a Search Committee convened and chaired by the President of Corporation;
 - b) the Search Committee to include either the retiring Chancellor or retiring Pro-Chancellor (as relevant) and the Vice-Chancellor and President;
 - c) the Search Committee also to include a Member of Corporation drawn from each State with the President of Corporation conferring with the Chancellor or Pro-Chancellor (as relevant) in the selection of these individuals;
 - d) the Search Committee to identify possible candidates and to make an assessment as to their suitability for appointment as either Chancellor or Pro-Chancellor (as relevant); and
- the Search Committee to make recommendations to the Corporation as to an individual who should be approached for appointment and appointed by Members of Corporation as either Chancellor or Pro-Chancellor (as relevant).
- 1.3 In the case of a Chancellor or a Pro-Chancellor whose position has been automatically vacated by the operation of clause 20.4(a)(vii), (viii) or (ix) of the Constitution of the Corporation within an existing term of appointment (**current term**), the Members may, by a resolution passed by a majority of the Members and, in lieu of clause 1.2 of this Schedule, resolve to directly re-appoint the incumbent to the role of Chancellor or Pro-Chancellor, as relevant, effective from a date of commencement determined by a majority of the Members and for a period not exceeding the expiry date of the current term or for such other period less than five (5) years as the majority of Members may determine.
- 1.4 For the avoidance of doubt, clause 1.3 of this Schedule does not apply where the current term of a Chancellor or Pro-Chancellor has expired or is due to expire as a result of the ordinary expiration of the term specified in clause 20.1(c) of the Constitution (in relation to the term of office of the Chancellor) and clause 20.2(c) (in relation to the term of office of the Pro-Chancellor). In any such case, clause 1.2 of this Schedule shall apply.
- 1.5 Arrangements for an Acting Chancellor are set out in clause 20.6 of the Constitution.

¹ This Schedule replaces the Standing Orders of the Members of Australian Catholic University Limited regarding the election of Officers dated 7 November 2016.

- 1.6 Members may appoint an Acting Pro-Chancellor pursuant to clause 20.7 of the Constitution. The process of appointment set out below will be followed:
- 1.6.1 Senate will provide the Members of Corporation with a recommendation from and amongst the Members of Senate;
 - 1.6.2 Members may, by resolution, confirm the appointment; and
 - 1.6.3 The resolution referred to in clause 1.6.2 may be made at a general meeting or by circulating resolution of Members in accordance with clauses 9 or 10.8 of the Constitution respectively.

2. BALLOT PROCESS TO BE FOLLOWED FOR THE ELECTION OF PRESIDENT

- 2.1 For all elections prescribed by clause 1.1 of this Schedule the Secretary must:
- (a) appoint an election date; and
 - (b) call for nominations by a notice sent to all Members not less than 49 days before the election date.
- 2.2 Nominations must:
- (a) be signed by a Member and counter-signed by the nominee;
 - (b) be in the form of or to the effect of Annexure A of the Constitution ("**Annexure A**");
 - (c) be received at the office of the Secretary not later than 11:59 pm (Sydney time) on the day specified in the call for nominations, being a day at least 28 days before the election date.
- 2.3 Nominations may be forwarded to the Secretary by electronic means.
- 2.4 If only one person is nominated by the Members for election as President, that person shall be deemed to have been duly elected.
- 2.5 If more than one person is nominated by the Members for election as President, the Secretary must conduct an election by ballot.
- 2.6 If a ballot is to be conducted the following procedure must be followed:
- (a) the Secretary must distribute Voting Materials to all Members not later than 21 days before the election date;
 - (b) the expression "Voting Materials" in clause 2.6(a) means:
 - (i) a notice of election in the form of or to the effect of Annexure C of the Constitution ("**Annexure C**");

- (ii) a memorandum of not more than 200 words setting out brief biographical details of each candidate, if the same have been provided to the Secretary; and
 - (iii) a ballot paper in the form of or to the effect of Annexure D of the Constitution ("**Annexure D**").
- (c) The Secretary shall act as the Returning Officer and may appoint a suitable person to act as assistant Returning Officer.
- (d) Persons voting must exercise their vote in accordance with the instructions set out in the ballot paper.
- (e) Should the Secretary form the opinion in respect of a particular election that the operation of any part of this clause 2.6 has been affected by any industrial action or technological disruption affecting the dissemination or receipt of Voting Materials (including the ballot papers), the Secretary may direct that ballot papers received up to a time, being no more than seven days after 11:59 pm on the election date, may be examined and counted in the election.

2.7 The manner of counting the votes is as follows:

- (a) Only wholly valid ballot papers shall be counted.
- (b) The candidate receiving the highest number of votes must be declared elected.
- (c) If there is a tie, the candidate to be elected shall be determined by lot in the presence of a witness appointed by the Secretary.

SCHEDULE 2 – ELECTION OF SENATORS²

1. ELECTION OF SENATORS – NOMINEES OF SENATE AND MEMBERS OF CORPORATION

- 1.1 Clause 1 of this Schedule applies to the election of Senators pursuant to Clause 13.2(g) of the Constitution from a Panel of persons ("**the Panel**") submitted by the Senate and from persons nominated by the Members.
- 1.2 Subject to clause 1.3 of this Schedule and to Clause 13.12 of the Constitution, elections of Senators under Clause 1 of this Schedule shall be conducted at annual general meetings of Members.
- 1.3 The Secretary, having consulted with the President of Corporation, may propose that an election to fill a casual vacancy in the office of a Senator be conducted by ballot in accordance with clause 1.11 of this Schedule.
- 1.4 For all elections the Secretary must:
- (a) appoint an election date, which shall be:
 - (i) the date of an annual general meeting of Members; or
 - (ii) with reference to clause 1.3 of this Schedule, any other date as appropriate.
 - (b) call for nominations by Members by means of a notice sent to Members not later than 49 days before the election date;
 - (c) ensure that the Senate provides the Secretary with the Panel nominations no later than 28 days before the election date together with:
 - (i) the address and occupation of all candidates;
 - (ii) a memorandum of not more than 200 words setting out brief biographical details of each candidate; and
 - (iii) a written consent to act as a Senator, signed by each candidate.
- 1.5 Nominations by Members must:
- (a) be signed by a Member;
 - (b) be in the form or to the effect of Annexure B of the Constitution ("**Annexure B**");
 - (c) be accompanied by a memorandum of not more than 200 words setting out brief biographical details of each candidate; and

² This Schedule replaces the Standing Orders of the Members of Australian Catholic University Limited regarding the election of Senators dated 25 May 2007.

- (d) be received at the office of the Secretary not later than 11:59 pm on the day specified in the call for nominations, being a day at least 28 days before the election date.
- 1.6 Nominations may be forwarded to the Secretary by electronic means
- 1.7 A Member may nominate more than one person for election as a Senator.
- 1.8 If an election by ballot is to be conducted at an annual general meeting, this clause 1.9 and clause 1.10 shall come into operation and:
- (a) the Secretary shall, at least 21 days before the election date, give to each Member notice of the election in the form or to the effect of Annexure C (completed as may be appropriate) together with copies of the biographical details referred to in clauses 1.4 and 1.5;
 - (b) the Secretary shall forward to each Member a ballot paper in the form or to the effect of Annexure D (completed as may be appropriate);
 - (c) the election shall be conducted at the annual general meeting by ballot;
 - (d) persons voting must exercise their vote in accordance with the voting instructions set out in the ballot paper;
 - (e) Members shall deliver their completed ballot paper to the Returning Officer; and
 - (f) the Secretary shall act as the Returning Officer and may appoint a suitable person to act as assistant Returning Officer.
- 1.9 The manner of counting the votes shall be as follows:
- (a) Only wholly valid ballot papers shall be counted.
 - (b) The candidate receiving the highest number of votes shall be declared elected.
 - (c) If there is a tie and the number of candidates who are tied is less than or the same as the number of vacancies to be filled, all such tied candidates shall be declared elected.
 - (d) If there is a tie and the number of candidates who are tied is greater than the number of vacancies to be filled, the candidates to be elected shall be determined by lot, in the presence of a witness.
- 1.10 If an election to fill a casual vacancy, referred to in clauses 1.3 or 2.3 of this Schedule, is to be conducted by ballot:
- (a) clauses 1.4, 1.5, 1.8 and 1.10 shall apply to such election;

- (b) the Committee shall distribute Voting Materials to all Members not later than 21 days before the election date;
- (c) the expression "Voting Materials" in clause 1.11(b) shall mean:
 - (i) a notice of election in the form or to the effect of Annexure C;
 - (ii) a memorandum of not more than 200 words setting out brief biographical details of each candidate; and
 - (iii) a ballot paper in the form of or to the effect of Annexure D.
- (d) The Secretary shall act as the Returning Officer and may appoint a suitable person to act as assistant Returning Officer;
- (e) Persons voting must exercise their vote in accordance with the instructions set out in the Voting Materials;
- (f) Should the Secretary form the opinion in respect of a particular election that the operation of any part of this clause 1.11 has been affected by any industrial action or technological disruption impacting upon the dissemination or receipt of the Voting Materials (including the ballot papers), the Secretary may direct that the ballot papers received up to a time, being no more than seven days after 11:59 pm on the election date, may be examined and counted in the election; and
- (g) The manner of counting the votes shall be as set out in clause 1.10 of this Schedule.

2. ELECTION OF SENATORS – NOMINEES OF STATE CHAPTER

- 2.1 (a) Clause 2 of this Schedule applies to the election of Senators by the Members pursuant to Clause 13.2(f) of the Constitution.
- (b) For the purposes of clause 2 of this Schedule "**State Chapter Senator**" means a person representing a State Chapter as a Senator.
- 2.2 Subject to clause 2.3 and clause 13.12 of the Constitution, elections of Senators under clause 2 of this Schedule shall be conducted at annual general meetings of Members.
- 2.3 The Secretary, having consulted with the President of Corporation, may propose that an election to fill a casual vacancy in the office of a Senator shall be conducted by ballot.
- 2.4 For all elections the Secretary must:
- (a) appoint an election date, which shall be:
- (i) the date of an annual general meeting of Members; or
- (ii) with reference to clause 2.3 of this Schedule, any other date as appropriate.
- (b) call for nominations by a notice sent not later than 49 days before the election date to the State Chapters.
- 2.5 A State Chapter must nominate one person for election as a State Chapter Senator.
- 2.6 Nominations must:
- (a) be signed by the Chair of the Chapter or other person authorised by the Chapter and be approved by the Archbishop identified with the relevant State or Territory;
- (b) be in the form of or to the effect of Annexure B;
- (c) be accompanied by a memorandum of not more than 200 words setting out brief biographical details of each candidate; and
- (d) be received by the Secretary not later than 11:59 pm on the day specified in the call for nominations, being a day at least 28 days before the election date.
- 2.7 If an election is to be conducted at an annual general meeting the provisions of clauses 1.7 and 1.8 shall apply to such election, with such modifications as may be necessary.
- 2.8 If an election to fill a casual vacancy as referred to in clause 2.3 is to be conducted by ballot the provisions of clause 1.9 shall apply to such election with the necessary modifications.

ANNEXURE A

NOMINATION FORM

**AUSTRALIAN CATHOLIC UNIVERSITY
ACN 050 192 660**

Nomination by a Member of Corporation

This nomination is for the purpose of the election by the Members of the President of Corporation

An election will be held on *(date)* if more than one nomination for an office is received.

I,
(insert full name) being a Member of Australian Catholic University Limited

HEREBY NOMINATE

.....
(insert full name of nominee)*

FOR THE POSITION OF

.....
President of Corporation

(insert date)

(Nominator's signature)

I consent to the above nomination.

(Nominee's signature)

** Note that the nominee must be a Member of Corporation and a member of the Australian Catholic Bishops Conference*

ANNEXURE B

NOMINATION FORM

**AUSTRALIAN CATHOLIC UNIVERSITY
ACN 050 192 660**

Nomination by State Chapter

This nomination is for the purpose of the election by State Chapter of *(insert number)* of Senators pursuant to 13.2(f) of the Constitution.

The,
(insert name of State Chapter)

HEREBY NOMINATES AS A SENATOR

.....
(insert full name of nominee)

(Date)

(Signature of Proposer)

I endorse the above nomination.

(Signature of Archbishop)

I consent to the above nomination.

(Signature of Nominee)

OR

Nomination by a Member of Corporation

This nomination is for the purpose of the election by the Members of *(insert number)* of Senators pursuant to 13.2(g)(ii) of the Constitution.

I,
(insert full name) being a Member of Australian Catholic University Limited

HEREBY NOMINATE AS A SENATOR

.....
(insert full name of nominee)

(Date)

(Signature of Nominator)

I consent to the above nomination.

(Signature of Nominee)

ANNEXURE C

NOTICE OF ELECTION

AUSTRALIAN CATHOLIC UNIVERSITY LIMITED ACN 050 192 660

NOTICE IS HEREBY GIVEN that an election is to be held: *(non-applicable elections to be deleted as required)*

- * for *(insert number)* Senators from a Panel of persons nominated by the Senate and from nominations by the Members
- * for the election by the Members of *(insert number)* Senators to represent a State Chapter
- * to fill a casual vacancy on the Senate following the retirement of Senator
.....*(insert retiring Senator's name)*
- * for the election of the President of Corporation

The following persons have been nominated: *(delete non-applicable sections as required)*

- A) for election from a Panel of persons nominated by the Senate and from nominations by the Members:

(Insert names of all nominees)

.....

- B) for election as a Senator to represent State Chapter:

(Insert State)

(Insert names of nominees)

.....

- C) for the election of the President of Corporation

..... (proposed by

(insert names of all nominees)

(insert names of proposers)

All Members of the Corporation may vote in this election.

Enclosed with this notice:

- brief biographical details of the candidates
- a ballot paper

- * This election is to be conducted at the forthcoming annual general meeting of Members to be held on *(date)*.

OR

- * This election is held to fill a vacancy in the position of *(insert position vacant)* and is being conducted by ballot. The election date is *(date)*. No ballot paper received by the Secretary after 11:59 pm (Sydney time) on the above election date may be examined or counted in the election.

All inquiries should be directed to the Secretary of the Corporation or their delegate
(insert contact details)

ANNEXURE D

BALLOT PAPER

**AUSTRALIAN CATHOLIC UNIVERSITY LIMITED
ACN 050 192 660**

This is an election: *(non-applicable sections will be deleted as required)*

- * for *(insert number)* Senators from a Panel of persons nominated by the Senate and from nominations by the Members
- * for the election by the Members of *(insert number)* Senators to represent a State Chapter
- * to fill a casual vacancy on the Senate following the retirement of Senator
.....*(insert full name of retiring Senator)*
- * for the election of the President of Corporation

All Members of Corporation may vote in this election. You must exercise your vote by placing a cross in the box beside the name of each candidate for whom you wish to vote.

The following persons have been nominated *(non-applicable sections will be deleted as required)*:

A) For election from a Panel of persons nominated by the Senate and from nominations by the Members:

- (i) This Section lists the nominees included in the Panel submitted by the Senate and nominated by the Members.
- (ii) There are *(X number)* of vacancies to be filled in this category of Senator, and you must not vote for a greater number. However, you may vote for a lesser number, or for none at all.

(Insert names of all nominees)

.....

*OR

B) For election as a Senator to represent State Chapter:

- (i) This Section lists the person to represent a State Chapter on Senate.
- (ii) There is one vacancy per Chapter to be filled in this category of Senator, and you must not vote for a greater number in each Chapter. However, you may vote for none at all.

(Insert State)

(Insert names of nominees)

.....

*OR

C) For the election of the President of Corporation

- (i) This Section lists the nominees for the election of President of Corporation.
- (ii) There is one vacancy to be filled in this category, and you must not vote for a greater number. However, you may vote for none at all.

.....

(nominated by

(insert names of all Nominees)

(insert names of Nominators)

ANNEXURE E

Proxy Voting Form

AUSTRALIAN CATHOLIC UNIVERSITY LIMITED ACN 050 192 660

Step 1: Appoint a Proxy to vote on your behalf

I, being a member of Australian Catholic University Limited hereby appoint

as my proxy to vote for me on my behalf at the [annual or general meeting (as relevant)] of the Corporation, to be held on [insert date] and at any adjournment.

Step 2: Items of Business

My proxy is hereby authorised to vote on my behalf in the following manner:

Items of Business	For	Against	Abstain
Item [insert number] [Election of Senator] – [insert name]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item [insert number] [insert item details]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your vote will not be counted