



Victorian
**Catholic
Education**
Authority

Constitution

Victorian Catholic Education Authority Limited

gadens

Level 13, Collins Arch
447 Collins Street
Melbourne VIC 3000
Australia

T +61 3 9252 2555
F +61 3 9252 2500
Ref: BAA: 30019296

Contents

- 1. General.....2
- 2. Replaceable Rules.....2
- 3. Charitable purposes and objects.....2
- 4. Income and Property of Company6
- 5. Membership.....7
- 6. General meetings9
- 7. Proceedings at general meetings..... 11
- 8. Board..... 13
- 9. Nominations Committee..... 16
- 10. Board meetings 17
- 17. Execution of documents.....21
- 18. Chief Executive Officer22
- 19. Disputes22
- 20. Accounts.....23
- 21. Audit24
- 22. Winding up24
- 23. Indemnity.....25
- 24. Amendment25
- 25. Interpretation26

Corporations Act 2001

Public Company Limited by Guarantee

Victorian Catholic Education Authority Limited

ACN 119 459 853

1. General

1.1 Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in clause 25.

1.2 Company name

The name of the company is Victorian Catholic Education Authority Limited (the **Company**).

2. Replaceable Rules

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

3. Charitable purposes and objects

3.1 Preamble

The Company (formerly known as Catholic Education Commission of Victoria Limited) was incorporated by the Archbishop of Melbourne and the Bishops of the Dioceses of Ballarat, Sale and Sandhurst in 2006 as the single Victorian peak body for Catholic School education in Victoria, after more than 30 years of operation in an unincorporated form.

In 2023, following a wide-ranging review of the governance and operations of the Company, the Bishops expanded the membership of the Company by admitting as an additional member a nominee of CRMV, reiterated the purposes that underpinned the establishment of the Company, clarified the scope of the Company's functions, revised the governance of the Company and amended the Company's name, as presented in this Constitution.

Subject always to the responsibilities of, and canonical obligations on, each of the Bishops relating to Catholic School education within their respective Dioceses¹, the Company is established as the peak body for Catholic School education in Victoria so that, to the fullest extent possible, the Company is the single body to:

¹ Canons 796 to 806 of the Code of Canon Law, set out in the Annexure to the Constitution

- (a) represent Catholic School education providers in Victoria in relation to State-wide matters;
- (b) respond to regulatory agencies directly or on behalf of Catholic School Proprietors, as appropriate; and
- (c) represent Victorian Catholic School education interests in relation to Federal or national matters (including on education services that are related or ancillary to the operation of Catholic Schools, as may be required).

3.2 Statement of mission

The Company exists to advance the mission of Catholic education in the State of Victoria, in the service of students, families and the broader community.

Through the delivery of its stated Objects, the Company will advance a Catholic vision of education where every student's life is understood as gift. Each student in a Catholic school throughout Victoria will be afforded every opportunity to come to the fullness of life. The Company will strive for excellence in education through the delivery of responsive and quality educational practices.

Central to the Company's mission is the advancement of every child throughout their educational journey to allow them to mature in every dimension of their lives through the formation of their intellectual, spiritual, physical, and social capacities. Through the equitable sharing of resources among Catholic educational providers, the Company's mission is to enable students to flourish, to grow in awareness of their unique gifts and to confidently embrace their future with hope, in faith, and through love. The Company:

- a) seeks to integrate this work of educating with the explicit proclamation of the Gospel of Jesus Christ in fostering communities of learning and teaching, which recognise and nurture the dignity of each person, created in the image of God.
- b) strives to ensure that Catholic schooling in Victoria is distinguished by its intellectual, practical, and moral excellence, and fosters a formation of the whole person that is deeply and enduringly humanising.
- c) upholds the rights of parents, as the first teachers of their children, to access Catholic schooling which provides a religious and moral formation that is aligned with their conscience and religious faith.
- d) promotes the common good in its structures, policies and actions by advocating for appropriate access to, and funding of Catholic schooling in Victoria, and ensuring the just distribution of education resources.
- e) recognises the ecclesial identity of each Catholic school, and the bond of communion with its diocese, parish or religious institute that underpins its foundation, and seeks to nurture them by promoting dialogue and cooperation among all Catholic education providers, Catholic entities, and with the general community.

3.3 Charitable purposes

The Company is established for the purposes of advancement of education and advancement of religion, through supporting Catholic education in the State of Victoria, by being a representative body that provides leadership, coordination and representation of Catholic School education in Victoria (including education services that are related or ancillary to the operation of Catholic Schools as may be required) and therefore:

- (a) benefiting the whole of Catholic School education in Victoria, including by sharing mission and partnering with Catholic School Proprietors;

- (b) facilitating dialogue, collaboration, and solidarity among the Catholic School Proprietors and other associated bodies, including State-wide associations such as the Principals Association of Victorian Catholic Secondary Schools, the Victorian Association of Catholic Primary School Principals and Catholic School Parents Victoria;
- (c) acting as the representative for all Catholic School Proprietors with State and Federal authorities, and in that regard advancing and protecting the interests of Catholic School education in Victoria;
- (d) undertaking such projects or tasks relating to Catholic School education in Victoria as are able to be efficiently managed by the Company for the benefit of all Catholic School Proprietors.

3.4 Objects

- (a) In pursuing its charitable purposes, the objects of the Company are as follows:
 - (i) **Government Funding:** to act as the approved authority for the funding of Catholic Schools in Victoria and the non-government representative body and block grant authority for the purposes of the Australian Education Act, and to otherwise act for Catholic School Proprietors in respect of government funding for Catholic School education including, as may be required, funding matters for education services that are related or ancillary to the operation of Catholic Schools such as early childhood education and care, and to undertake such action, including issuing requests or directions, as is required in fulfilling this function;
 - (ii) **School registration and compliance:** to act as a review body for all Catholic Schools with responsibilities for registration and assuring compliance through reviews as delegated under the Memorandum of Understanding with the Victorian Registration and Qualifications Authority, from time to time, and to undertake such action, including issuing requests or directions, as is required in fulfilling this function;
 - (iii) **Enterprise bargaining:** in consultation with the Consultation Committee, to represent, and negotiate on behalf of Catholic School Proprietors in the enterprise bargaining process in order to ensure unified State-wide collaboration, consistency and portability across and between Catholic School Proprietors;
 - (iv) **Long service leave:** to administer the Scheme, managing the long service leave liabilities of Catholic School Proprietors that participate in the Scheme and promoting the portability of long service leave benefits to employees working in Victorian Catholic School education whilst allowing the cost of entitlements to be equitably shared between Catholic employers that participate in the Scheme;
 - (v) **Representation and advocacy:** to undertake the following, after consultation with the Consultation Committee where appropriate:
 - A. formulate and promote policies which are relevant to Catholic Schools in Victoria;
 - B. act as the single point of reference for the articulation of major policies concerning Catholic School education in Victoria on State-wide issues (such as, child safety and wellbeing at Catholic Schools);

- C. lead negotiations with the Commonwealth and Victorian governments in relation to funding for Catholic Schools education or other education services that are related or ancillary to the operation of Catholic Schools such as early childhood education and care;
 - D. promote the benefits of Catholic School education;
 - E. represent the interests of Catholic School education in Victoria on the National Catholic Education Commission and thereby contribute to matters of national debate;
- (vi) **Catholic identity:** under the oversight of the Bishops, to promote and deepen the shared identity of Catholic Schools in the mission of the Catholic Church, so as to meet contemporary challenges drawing on Catholic intellectual, spiritual and educational excellence;
- (vii) **Research:** to undertake research in areas directly related to the fulfilment of the other Objects, which should be an adjunct to, and supportive of, the Objects, and would include without limitation research in relation to:
- A. matters of public policy concerning Catholic School education in Victoria;
 - B. under the oversight of the Bishops, matters concerning Catholic identity as relevant to Catholic School education in Victoria;
 - C. issues relating to funding; and
 - D. issues at the State and national levels concerning the current and future quality, viability, and sustainability of Catholic School education in Victoria and nationally;
- (viii) **State-wide performance of Catholic schools:** to facilitate State-wide initiatives to improve the quality, experience and outcomes of Catholic School education for students, teachers and parents including the quality of leadership and teaching;
- (ix) **Data collection:** to facilitate the collection and analysis of data in such forms as will assist Catholic School education providers in Victoria to meet legislated reporting requirements and to allow the performance and compliance of Catholic School education across the State to be monitored, and otherwise in relation to the fulfilment of the Objects;
- (x) **State-wide accreditation:** to promote:
- A. State-wide standards for accreditation to teach in Catholic Schools, to teach religious education in Catholic Schools, and to lead Catholic Schools; and
 - B. State-wide standards for governance of Catholic Schools;
- (xi) **Engagement, efficiency and good stewardship:** when requested by the Catholic School Proprietors, supported by a business case, and approved by the Board, to facilitate cooperative engagement, efficiency and good stewardship in particular areas as they arise; and
- (xii) to undertake such other activities as are incidental or conducive to the attainment of the above Objects.

- (b) The Objects must be realised:
 - (i) subject always to the responsibilities of, and obligations on, each of the Bishops relating to Catholic school education within their respective Dioceses²; and
 - (ii) always in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church Laws, as interpreted by the Bishops.

3.5 Powers under the Corporations Act

The Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the Objects.

4. Income and Property of Company

4.1 Application of income and property

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

4.2 Payment of company expenses

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

- (a) Remuneration to a Member in return for any services actually rendered by them to the Company in the ordinary and usual course of business; or
- (b) interest on money borrowed from any Member for any of the purposes of the Company (provided the interest rate does not exceed the current bank overdraft rates or interest for moneys lent); or
- (c) payment of rent for premises let by any Member to the Company or payment for any goods supplied to the Company by any Member.

4.3 Payments to Directors

- (a) The Company may make the following payments to a Director:
 - (i) Remuneration to Directors in an amount determined by the Members from time to time; or
 - (ii) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a director where the amount does not exceed an amount previously approved by a resolution of the Board; or

² Canons 796 to 806 of the Code of Canon Law, set out in the Annexure to the Constitution

- (iii) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Board; or
 - (iv) relating to an indemnity in favour of the Director or a contract of insurance, as provided for in clause 22.3(b).
- (b) The Members shall have a discretion to determine the Remuneration to be paid by the Company to the Directors from time to time, including eligibility to receive such Remuneration.

5. Membership

5.1 Members

The Members of the Company are:

- (a) the Archbishop of Melbourne;
- (b) the Bishop of Ballarat;
- (c) the Bishop of Sale;
- (d) the Bishop of Sandhurst; and
- (e) one (1) natural person appointed by the Bishops upon nomination by CRMV in accordance with clause 5.2.

5.2 Nomination by CRMV

- (a) In making nominations for the purposes of appointment by the Bishops from time to time of Members under clause 5.1(e), CRMV must:
 - (i) actively engage with the Bishops in developing and implementing a process for the consideration and selection of suitable and preferred candidate(s) for nomination under clause 5.1(e), which process once agreed with the Bishops must not be amended without the approval of the Bishops;
 - (ii) ensure that each nominee considered for appointment as a Member under clause 5.1(e) has a desirable combination of skills, qualifications and experience, as approved by the Bishops, and having regard to the objectives and priorities of the Company from time to time.
- (b) For the avoidance of doubt, the Bishops have a discretion in the appointment of a Member under clause 5.1(e) and may call for CRMV to submit further nominee(s) for consideration by the Bishops in accordance with the requirements of clause 5.2(a).
- (c) A person that is a member of the governing body of a Catholic School Proprietor or of any other person or entity that by virtue of reserve powers over a Catholic School Proprietor has a role in the decision-making of the governing body of a Catholic School Proprietor and/or a Catholic School, is not eligible to be appointed as a Member under clause 5.1(e);
- (d) A nomination shall be valid if submitted on behalf of CRMV by the chair of the board of CRMV to the Archbishop of Melbourne in accordance with the requirements of clause 5.2(a).

- (e) CRMV may at any time by written notice to the Secretary withdraw a nomination of a person and submit further nominations in accordance with clause this clause 5.2 for appointment of another person as a Member under clause 5.1(e).

5.3 Term of Membership

- (a) A person that is a Member under clauses 5.1(a) to 5.1(d) will automatically cease to be a member of the Company if the person ceases to hold office as the Bishop of the relevant Diocese (as applicable). The successor in office of the relevant Bishop by notice in writing to the Secretary, will be denoted as a Member of the Company.
- (b) A person that is a Member under clause 5.1(e) is appointed for a term of three (3) years and is eligible for re-appointment for further term or terms of three (3) years, subject to a maximum membership tenure of six (6) consecutive years unless the Bishops determine otherwise.
- (c) The membership of a person under clause 5.1(e) will cease:
 - (i) if the person dies;
 - (ii) if the person gives the Secretary a written notice of resignation, from the date of receipt of that notice by the Secretary or such later date as is provided in the notice;
 - (iii) the person's term of membership expires in accordance with clause 5.3(b);
 - (iv) if CRMV withdraws the nomination of a person, from the date the withdrawal takes effect;
 - (v) if the person becomes of unsound mind or a person whose person or estate is liable to be dealt in any way under the laws relating to mental health or is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs;
 - (vi) if the person is convicted under Australian law of an indictable offence or of an equivalent offence under the law of another jurisdiction;
 - (vii) if the person files or is the subject of a petition for bankruptcy; or
 - (viii) if CRMV winds up or enters into liquidation whether compulsory or voluntarily, or has a receiver or manager appointed, or makes or enters into any composition or scheme of arrangement with its creditors.
- (d) If a vacancy arises in the office of a Member appointed under 5.1(e) pursuant to clauses 5.3(c)(i) to 5.3(c)(vii), the vacancy may only be filled by the Bishops upon nomination by CRMV in accordance with clause 5.2.
- (e) For the avoidance of doubt, each appointment of a Member is subject to a consent in writing to such appointment and agreement to be bound by this Constitution.

5.4 Exercise of Bishops' and Members' rights and powers

- (a) The Bishops or the Members (as applicable) must exercise any of the rights or powers which are required or reserved under this Constitution or by law to be exercised by each of them, in accordance with:
 - (i) this Constitution; and

- (ii) the process and requirements of Church Laws.
- (b) In the event there is any concern by the Board that the Bishops' or the Members' exercise of the rights and powers under this Constitution is not in accordance with the requirements of clause 5.4(a), the Board may have recourse according to the provisions of Church Laws.
- (c) Subject to clause 5.5(a), the rights and privileges of a Member are personal to the Member and are not transferrable.
- (d) In the exercise of their rights and powers as Members, each Member agrees to make decisions based on the overall interests of Catholic school education in Victoria, and not as a representative of the interests of the relevant Diocesan Catholic School Proprietors, CRMV, Ministerial Public Juridic Person Proprietors or Religious Institute Proprietors, as applicable for each Member respectively.

5.5 Bishop's nominee

- (a) Each Bishop may, by notice in writing to the other Members, appoint a person as the Bishop's nominee to act on behalf of the Bishop from time to time for any matter which requires the decision or approval of the Bishop under this Constitution.
- (b) The appointment may be a standing one.
- (c) The appointment may set out restrictions on the nominee's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- (d) Unless otherwise specified in the appointment, a Bishop's nominee will be entitled to attend at general meetings and vote on any resolution at a general meeting or otherwise in place of the Bishop, and to otherwise represent the Bishop in relation to the exercise of all or any of the rights and powers of the Bishop under this Constitution and at law, except the power of appointment of a Member under clause 5.1(e).

6. General meetings

6.1 General meetings

All meetings of members are called general meetings.

6.2 Annual general meeting

- (a) The Company will hold an annual general meeting at least once each calendar year, on a date determined by the Members.
- (b) Notice of an annual general meeting must be given to each Member, each Director, the Secretary, the Auditor and the Chief Executive Officer. No other person shall be entitled to receive notice of an annual general meeting, but the Members and the Board may determine that other persons be invited to attend an annual general meeting.
- (c) All Directors shall make reasonable efforts to attend an annual general meeting.
- (d) The business of an annual general meeting shall include any of the following, even if not referred to in the notice of meeting:
 - (i) consideration of the annual financial report, Directors' report and Auditor's report;

- (ii) report of the Chair of the Board, addressing specifically the pursuit and implementation of the Objects; and
 - (iii) report of the Chief Executive Officer.
- (e) In preparation for an annual general meeting, any Member may in their discretion seek any information from the Board that they considers relevant or that would assist them in consideration of, and understanding, the progress of the Company in achieving the pursuit and implementation of the Objects, which has not otherwise been, or will not otherwise be, addressed by the material accompanying the notice of annual general meeting.

6.3 Extraordinary general meetings

All general meetings of the Company other than the annual general meeting will be called extraordinary general meetings. All business shall be deemed special that is transacted at a general meeting with the exception of the consideration of the accounts, balance sheet and other financial statements of the Company, the consideration of the ordinary reports to the Board and the report of the Auditor at the annual general meeting.

6.4 Calling of general meeting

- (a) The Board may, at any time, convene a general meeting of the Company.
- (b) Any Member may at any time call and arrange to hold a general meeting.

6.5 How meetings may be held

Subject to this Constitution, a general meeting including an annual general meeting may be held:

- (a) at one or more physical venues; or
- (b) at one or more physical venues and using virtual meeting technology; or
- (c) using virtual technology only.

6.6 Notice of general meeting

- (a) Subject to the provisions of this Constitution, all general meetings require at least twenty-one (21) days' notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) to be given individually to each Member and to each Director except where the Members agree beforehand, unless a general meeting proposes a resolution to remove a Director or Auditor, in which case the meeting cannot be called with less than twenty-one (21) days' notice.
- (b) The notice calling a general meeting:
 - (i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the virtual meeting technology that will be used to facilitate this;
 - (ii) must state the general nature of the business to be transacted at the meeting and if a special resolution is to be proposed at the meeting set out an intention to propose the special resolution and state the resolution; and

- (iii) must contain a brief description of all special business to be conducted at the meeting.

7. Proceedings at general meetings

7.1 Time, place and purpose for general meetings

A general meeting must be held at a reasonable time and place for a proper purpose.

7.2 Use of technology

- (a) A general meeting including the annual general meeting may be held by any virtual meeting technology as determined by the Board provided the Members are able to simultaneously hear each other and to participate in the discussion.
- (b) If virtual meeting technology is used and fails part way through the general meeting, the general meeting or that part of the general meeting affected by the technology failure will be valid unless a Member did not have a reasonable opportunity to participate and a majority of the Members attending agree to invalidate the meeting by a written declaration to that effect.
- (c) Anyone who participates in a general meeting using technology is taken to be present in person at the meeting.

7.3 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) The quorum for general meetings comprises a majority of the total number of Members (present in person or by nominee appointed in accordance with clause 5.5, as applicable), at least one of whom is the Archbishop of Melbourne (or his nominee). The quorum must be present at all times during the meeting.

7.4 Chairing general meetings

- (a) The Chair of general meetings will be the Archbishop of Melbourne.
- (b) If the Chair of general meetings is absent or is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, a person nominated by the Chair shall preside over the general meeting or failing such nomination, the Members present shall elect one of their number to preside at that meeting.
- (c) The Chair of general meetings is responsible for the conduct of the general meetings, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor).
- (d) The Chair at any general meeting will be entitled to a deliberative vote and in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the general meeting will not be entitled to a second or casting vote.

7.5 Adjournment of general meetings

- (a) The person presiding at a general meeting at which a quorum is present:

- (i) in his or her discretion may adjourn the general meeting with the consent of the meeting;
- (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned meeting may take place at a different venue to the initial general meeting.
- (c) No business will be transacted at any adjourned meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- (d) When a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

7.6 Voting

Subject to this Constitution:

- (a) Any Member may appoint a person who is a Member of the Company as the Member's proxy to attend and vote for the Member at the meeting.
- (b) A Member may vote in person, by the nominee appointed in accordance with clause 5.5 (as applicable) or by proxy.
- (c) On a show of hands every Member entitled to vote that is present in person, by nominee or by proxy will have one vote.
- (d) Every question submitted to a meeting will be decided by a show of hands.

7.7 Bishops' decision making

All decisions required by this Constitution to be made by the Bishops alone require Unanimous Resolution of the Bishops, which shall be recorded in writing and kept on the Company's records.

7.8 Members' decision making

- (a) The Members will endeavour to make decisions unanimously.
- (b) All resolutions and decisions required by the Act, the ACNC Act or by this Constitution to be made by the Members require approval by a Members' Resolution. The Members may pass a Members' Resolution:
 - (i) at a meeting; or
 - (ii) by providing a written consent that they are all in favour of a resolution which has been circulated to the Members.
- (c) For the purposes of clause 7.8(b)(ii):
 - (i) the resolution is treated as having been passed at a meeting of the Members held on the day on which the written consent was provided. If the Members' written consent is provided on different days, then a resolution is treated as having been passed on the day on which the document was signed by the last Member. A resolution is not treated as passed on that day if, by its terms, it is said to take effect from another specified date;
 - (ii) 2 or more separate documents containing the written consent of the Members

that they are in favour of a resolution of the Members are together treated as constituting one document; and

- (iii) the document or documents referred to in this clause 7.8(c) are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

7.9 Bishops' Direction

- (a) Subject to clause 7.9(b), the Bishops may direct the Board (**Direction**) to:
 - (i) adopt, implement or act upon the objectives, priorities, strategies and policies for the Company in pursuit of the Company's mission and objects as referred to in the Direction; and
 - (ii) consider and report to the Bishops, in a form and within such reasonable time period stipulated in the Direction, as to the achievement by the Company and the Board (as the case may be) of the matters set out in the Direction,and the Board must comply with such Direction.
- (b) Prior to issuing a Direction under clause 7.9(a), the Bishops will consult with the Member appointed under clause 5.1(e) and must first:
 - (i) engage with the Board, in good faith, to discuss the purpose, intention and necessity of the Direction; and
 - (ii) ensure that the Direction will:
 - (A) be cognisant of the powers and duties of the Board to direct the management the business of the Company as provided under clause 8.1; or
 - (B) not prejudice the Company's registration under the ACNC Act or the Company's continued recognised status for the purposes of government funding and school registration and compliance in accordance with clauses 3.4(a)(i) and 3.4(a)(ii).

8. Board

8.1 Board

- (a) Subject to the Corporations Act and this Constitution, the business of the Company is to be managed under the direction of the Board.
- (b) Subject to clause 8.1(c), the Board may exercise all of the powers of the Company that are not required by the law or this Constitution to be exercised by the Bishops or the Members, including specifically those set out in Schedule 1 of this Constitution.
- (c) The Board must not take, and must ensure that the Company must not take, any of the following actions without the Members' prior written approval:
 - (i) confirm the continuance of a Director in office under clause 8.6(b);
 - (ii) employ (or otherwise appoint), re-appoint, suspend or terminate the Chief Executive Officer;

- (iii) discontinue or fundamentally alter the operations of the Company as contemplated by the Objects, including registration or deregistration of any business names by the Company;
- (iv) establish any subsidiary or other new entity, joint venture or other corporate affiliation;
- (v) act outside the authorised delegations³ and financial limitations provided by the Members (and as amended from time to time);
- (vi) act outside or inconsistently with any Direction provided by the Bishops from time to time under clause 7.9; and
- (vii) revoke, cancel or jeopardise its status as a charity registered with the ACNC, or its recognised status for the purposes of government funding and school registration and compliance in accordance with clauses 3.4(a)(i) and 3.4(a)(ii).

8.2 Appointment of Directors

- (a) Subject to a Members' Resolution to the contrary, there will be no less than six (6) and no more than eight (8) Directors.
- (b) The Members may from time to time increase or reduce the minimum or maximum number of Directors, provided that the minimum number of Directors must not be reduced below three (3).
- (c) The Directors shall be appointed by the Members by notice in writing to the Secretary.
- (d) In making appointments to the Board, the Members will:
 - (i) ensure that there is among the Directors a desirable combination of skills, qualifications and experience relevant for the operations of the Company from time to time;
 - (ii) promote the Board's independence;
 - (iii) observe the Company's commitment to ensure diversity of the Board, including but not limited to gender and cultural inclusion;
 - (iv) satisfy itself that a candidate for a position on the Board is not a person that is ineligible to be appointed as a Director as provided in clause 8.4;
 - (v) will require each appointee to the office of Director to commit to all relevant ecclesial and civil governance principles and to commit to participating in formation and professional development in support of their role as a Director and the effectiveness of the operation of the Board in serving Catholic School education in Victoria; and
 - (vi) will take into account any recommendations made by the Nominations

³ *The delegations may relate to any matter dealing with real property including encumbrances, borrowings, major capital expenditure and other matters that concern the operations of the Company for which canonical approvals are required to be obtained before a transaction or action can be undertaken.*

Committee.

- (e) Subject to the Corporations Act, the Members may at any time by written notice to the Secretary remove from office any Director appointed under this clause 8.2.

8.3 Members' Delegate

- (a) By notice in writing to the Chair of the Board, the Members must appoint from among the Directors one person who shall be the Members' Delegate for the purposes of this Constitution.
- (b) The Members may at any time remove any Members' Delegate and appoint a new person to that role by written notice to the Chair of the Board.
- (c) Any committee which is formed to consider and/or advise on the appointment or removal of the Chief Executive Officer must include the Members' Delegate.

8.4 Persons ineligible for appointment as a Director

In addition to persons ineligible to hold office as a Director by virtue of the Corporations Act or other provisions of this Constitution, the following persons shall not be eligible for appointment as a Director:

- (a) any Member or a Member's nominee appointed under clause 5.5(a);
- (b) any employee of the Company;
- (c) any employee or a member of the governing body of a Catholic School Proprietor or of any other person or entity that by virtue of reserve powers over a Catholic School Proprietor has a role in the decision-making of the governing body of a Catholic School Proprietor and/or a Catholic School;
- (d) any employee or a member of the governing body of CRMV;
- (e) any person who has been:
 - (i) disqualified from being a Responsible Entity of a Registered Entity during the preceding twelve (12) months; or
 - (ii) suspended or removed as a Responsible Entity of a Registered Entity, under the ACNC Act;
- (f) any person who does not satisfy the probity requirements for the purposes of the Education Legislation or any other legislation applicable to the Company from time to time.

8.5 Term

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

8.6 Vacation of Office

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

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent from more than (3) consecutive Board meetings without the prior leave of the Board or fails to respond to (3) consecutive requests for a circulatory resolution in accordance with clause 10.6 to be passed without a Board meeting, unless the Board determines otherwise with the prior approval of the Members;
- (c) gives a notice of resignation in writing to the Secretary; or
- (d) becomes a person who, pursuant to clause 8.4, would be ineligible to hold office as a Director.

8.7 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only to ask the Members to fill a vacancy on the Board.

9. Nominations Committee

9.1 Composition of Nominations Committee

The Board shall establish a Nominations Committee comprising of (3) persons, being:

- (a) the Chair of the Board *ex officio*;
- (b) the Members' Delegate *ex officio*;
- (c) at least one (1) other person appointed by the Board at its discretion, provided that this person may or may not be a Director but must not be a person who, pursuant to clause 8.4, would be ineligible to hold office as a Director.

9.2 Role of the Nominations Committee

- (a) The Nominations Committee shall have terms of reference specified by the Board, which must include the following responsibilities:
 - (i) developing a process for identifying and recommending suitable candidates for appointment as Directors;
 - (ii) identifying and recommending suitable candidates for appointment as Directors;
 - (iii) identifying and recommending suitable candidates for appointment as the Chief Executive Officer;
 - (iv) developing a process for evaluation of Board performance and ensuring succession planning for the Board;

- (v) developing recommendations concerning remuneration of Directors, as may be required; and
 - (vi) any other function that the Board determines appropriate.
- (b) In assessing the suitability of candidates for appointment as Directors, the Nominations Committee must have regard to the matters outlined in clauses 8.2(d)(i) to 8.2(d)(v).
- (c) The Nominations Committee has absolute discretion in all of its functions, subject only to the direction of the Board, the provisions of this Constitution and the law.

10. Board meetings

10.1 Board meetings

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

10.2 Quorum

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

10.3 Voting

Except as provided for in clause 10.6, all resolutions of the Board must be passed by a majority vote of all Directors entitled to vote on the resolution. The Chair of the Board shall have a casting vote in addition to any vote they have in their capacity as a Director.

10.4 Chair and Deputy Chair of the Board

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

10.5 Vacancy of Chair

- (a) The office of the Chair and/or the Deputy Chair of the Board shall become and be vacant:
 - (i) if the Chair and/or Deputy Chair of the Board ceases to be a Director;
 - (ii) by the written resignation of the Chair and/or the Deputy Chair of the Board

from the office; or

- (iii) by written notice of removal given by the Members after consultation with the Directors.
- (b) Where the office of the Chair and/or the Deputy Chair of the Board becomes vacant, a new Chair or Deputy Chair of the Board (as applicable) will be appointed in accordance with clause 10.4.

10.6 Circular Resolution of Board

- (a) If a majority of the total number of Directors have provided consent in writing that they are in favour of a resolution of the Board which has been circulated to all Directors, a resolution in those terms is treated as having been passed at a meeting of the Board held on the day on which the written consent was provided by the last Director thereby constituting such majority. If the Directors provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was provided by the last Director constituting such majority. A resolution is not treated as passed on that day if the circular resolution, by its terms, is said to take effect from another specified date.
- (b) For the purposes of clause 10.6(a):
 - (i) 2 or more separate documents containing the written consent of the Directors that they are in favour of a resolution of the Board are together treated as constituting one document; and
 - (ii) the document or document referred to in this clause 10.6 are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

10.7 Provision of documents to Members

The Board must provide to the Members the minutes of each Board meeting within fourteen (14) days following the meeting at which they are confirmed.

11. Approval of Bishops

- (a) Subject to clause 11(b), if the Members' Delegate or a Member is of the opinion that any matter presented for decision by the Board on any matter is of such nature that it touches upon the Roman Catholic religion or upon the purposes, policies or practices of the Company based on that religion, or is otherwise contrary to Church Laws or the welfare or interests of the Church, the Members' Delegate or that Member may give to the Board or the Chair oral notice of such opinion at any time but not later than the second day after a decision by the Board was made, and thereupon for a period of ten days after the date of the Board's decision all action on that decision shall be stayed.
- (b) The Members' Delegate will not have any power under clause 11(a) at any Board meeting at which all Members are present (either in person or by their nominee appointed under clause 5.5(a)).
- (c) If during the period of ten days, the Members' Delegate or a Member gives written notice to that effect to the Chair or, in his/her absence from Australia, to any Director, then either the decision shall not take effect at all, or its taking of effect shall be postponed either for a limited period or indefinitely according to the terms of the written notice.

- (d) In providing any notice under clause 11(c), the Members' Delegate or a Member must act in accordance with the unanimous direction of the Bishops.

12. Observers

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

13. Secretary

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

14. Committees

14.1 Standing committee

There shall at all times be a committee of the Board known as Consultation Committee established in accordance with clause 15.

14.2 Establishment of further committees

The Board may constitute and appoint such other committees (to be chaired by a Director) as it thinks fit, to be advisory to the Board and with responsibilities in areas relevant to the Company from time to time and with relevant skills, diversity and Catholic School Proprietor representation.

14.3 Delegation to committees

The Board may delegate any of their powers (other than this power of delegation or any other obligation, duty or responsibility that is not delegable under law) to its committees as it thinks fit. The Board may at any time revoke, withdraw, alter or vary all or any of such powers. No delegation will prevent the exercise of any power by the Board.

14.4 Committee powers

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

14.5 Terms of reference

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

15. Standing Committee

- (a) The Board must establish and maintain as a standing committee the Consultation Committee comprised of the following members:
 - (i) The Chair of the Board ex officio (or another Director as nominated by the Chair);
 - (ii) The Chief Executive Officer of the Company ex officio;
 - (iii) The Chief Executive Officer of each of the Diocesan School Proprietors or their nominated representatives; and
 - (iv) One (1) natural person appointed by the Board upon nomination by CRMV in accordance with clause 15(b).
- (b) CRMV shall have a right to nominate natural persons for the purposes of appointment of one person as a member of the Consultation Committee and another person as an alternate member as follows:
 - (i) nominations shall be submitted by the chair of the board of CRMV to the Chair of the Board accompanied with the profile and a personal statement from each of the nominees;
 - (ii) the nominees shall have demonstrated skills, experience and expertise in areas of responsibility of the Consultation Committee;
 - (iii) CRMV will take into account any guidance of the Board as to suitable persons for nomination having regard to the objectives and priorities of the Company from time to time.
- (c) A nominee of CRMV that holds office as an alternate member on the Consultation Committee will be entitled to receive notice of meetings of the committee and to attend and vote accordingly and exercise all the powers designated to a member of the committee, in instances where the primary appointed member is absent or unable to act.
- (d) For the avoidance of doubt, the Board has a discretion in appointing a nominee as a member or an alternate member of the Consultation Committee under clause 15(a)(iv) and may call for CRMV to submit further nominees for consideration by the Board.
- (e) CRMV may at any time by written notice to the Chair of the Board:
 - (i) withdraw a nomination of a person under clause 15(b); and
 - (ii) submit further nominations in accordance with clause 15(b) for appointment of

another person to be appointed as a member, or an alternate member, of the Consultation Committee under 15(a)(iv).

- (f) The Consultation Committee shall be an advisory committee to the Board.
- (g) The purpose for establishing the Consultation Committee is to provide a mechanism by which:
 - (i) Catholic School Proprietors will consult collegially with the Company and the Board in relation to any matters concerning Catholic School education in Victoria which fall under the purview of the Company;
 - (ii) the Company will seek the advice or recommendation of Catholic School Proprietors on issues concerning Catholic School education in Victoria which fall under the purview of the Company;
 - (iii) the Company will operate to promote comity and consistency amongst the Catholic School Proprietors; and
 - (iv) the Company is assisted in operating most effectively in its role as the peak body for Catholic School education in Victoria.

16. Policies

16.1 Power of the Board to make Policies

Subject to and consistent with this Constitution, the Board may from time to time make policies for or with respect to all matters relating to the organisation, management and good governance of the Company and its operations, including mandatory policies concerning matters relevant to Catholic School education within the remit of the Company's functions as contemplated by the Objects.

16.2 Variation of Policies

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

16.3 Consistency with mission of Church

The power of the Board to make any Policy under this clause 16, is subject to the Board ensuring that at all times any such Policy is consistent with the Statement of Mission, the beliefs, traditions, practices and canonical decrees of the Church and Church Laws as interpreted by the Bishops or any Direction issued from time to time by the Members in accordance with clause 7.9 of this Constitution.

17. Execution of documents

Any document or instrument will be properly executed and binding on the Company if the document is signed by any two Directors or a Director and the Secretary. The Board may from time to time determine or authorise that a document or instrument on behalf of the Company may be executed in a different way.

18. Chief Executive Officer

18.1 Appointment

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

18.2 Delegations to the Chief Executive Officer

- (a) A Chief Executive Officer, subject to the directions of the Board, is responsible to the Board for the leadership, stewardship and management of the Company.
- (b) The Board may by resolution delegate to the Chief Executive Officer such of its powers exercisable under this constitution by the Board as it sees fit (including the powers of delegation), and may confer such powers for such objects and purposes, and upon such terms and conditions, and with such restrictions, as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time or times alter, revoke, withdraw or vary all or any of such delegations.

18.3 Attendance at Board meetings

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

18.4 Acting Chief Executive Officer

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

19. Disputes

19.1 Responsibility for disputes

- (a) Subject to clause 19.1(b), the Members are responsible for resolving disputes and complaints between Directors or between Director(s) and the Chief Executive Officer which are referred to the Members by the Board or the Chief Executive Officer or that

the Members otherwise become aware of.

- (b) The Bishops are responsible for resolving any dispute about whether the pursuit of the Objects is in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church Laws.

19.2 Determination of Disputes

- (a) Respecting the rights of the concerned parties to procedural fairness, the Members or the Bishops (as applicable, depending on the nature of the Dispute in accordance with clause 19.1(a)) may, acting unanimously:
 - (i) dismiss a Dispute;
 - (ii) investigate or otherwise deal with a Dispute in such manner as they determine; and/or
 - (iii) make such other decision with respect to a Dispute as they so determine.
- (b) The determination of a Dispute under clause 19.2(a) is final.

20. Accounts

20.1 Preparation of accounts

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

20.2 Auditing of financial report

The Board must cause the Company's financial report for each financial year to be audited by the Auditor and obtain an auditor's report in accordance with any requirements of the ACNC Act and any other relevant legislation. Audited financial reports provided to the Members are conclusive.

20.3 Inspection of books

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

21. Audit

21.1 Appointment of Auditor

- (a) A properly qualified Auditor or Auditors shall be appointed by Members' Resolution.
- (b) The remuneration of the Auditor may be determined by the Board.

21.2 Removal of Auditor

Subject to the requirements of the Corporations Act and the ACNC Act, the Company may remove an Auditor by Members' Resolution.

21.3 Duties of Auditor

Subject to clauses 21.1 and 21.2, the duties of the Auditor are to otherwise be regulated in accordance with the Corporations Act and the ACNC Act.

22. Winding up

22.1 Winding up of the Company

The Company must be wound up if:

- (a) the Members resolve that the Company should be wound up; and/or
- (b) if the Company is required to be wound up at law.

22.2 Members' Contributions

The liability of the Members is limited. If the Company is wound up each Member undertakes to contribute to the property of the Company for:

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

such amount as may be required, not exceeding \$50.00.

22.3 Distribution of surplus on winding up

If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst the Members, but must be given or transferred in accordance with Church Laws:

- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied to those Catholic Schools entitled to it; and
- (b) in any other case, the surplus must be given or transferred to another charitable institution or institutions with charitable purpose for the advancement of education as determined by a Members' Resolution at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

23. Indemnity

23.1 Indemnity for liability

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

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

23.2 Indemnity in respect of premiums

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

23.3 GST

The amount of any indemnity payable under clause 23.1 will include an additional amount (**GST amount**) equal to any GST payable by the Officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST amount.

23.4 Interpretation

For the purposes of this clause 22.3(b) "Officer" means:

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

24. Amendment

- (a) Any amendments to this Constitution must be approved by Unanimous Resolution of the Bishops.
- (b) For the avoidance of doubt, the Board may make recommendations to the Bishops for amendments to the Constitution, from time to time.
- (c) No amendment may be made to this Constitution which would:

- (i) prejudice the Company's registration as a charity with the ACNC;
- (ii) prejudice any status the Company may have in respect of government funding or school registration and compliance in accordance with clauses 3.4(a)(i) and 3.4(a)(ii); or
- (iii) prejudice, or be inconsistent with, the canonical obligations and responsibilities of the Bishops relating to Catholic school education,

and any resolution or document purporting to make such an amendment shall be void and of no effect with respect to that amendment.

25. Interpretation

25.1 Definitions

In this Constitution unless the contrary intention appears:

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

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

Archbishop of Melbourne means the present Archbishop of the Archdiocese of Melbourne from time to time, or the administrator of the Archdiocese of Melbourne during any period that the office of the Archbishop of the Archdiocese of Melbourne is vacant.

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

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

Authority means:

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

Bishop means a reference to each of the Archbishop of Melbourne, the Bishop of Ballarat, the Bishop of Sale or the Bishop of Sandhurst, or a reference to them jointly, as applicable.

Bishop of Ballarat means the present Bishop of the Diocese of Ballarat from time to time, or the administrator of the Diocese of Ballarat during any period that the office of the Bishop of the Diocese of Ballarat is vacant.

Bishop of Sale means the present Bishop of the Diocese of Sale from time to time, or the administrator of the Diocese of Sale during any period that the office of the Bishop of the Diocese of Sale is vacant.

Bishop of Sandhurst means the present Bishop of the Diocese of Sandhurst from time to time, or the administrator of the Diocese of Sandhurst during any period that the office of the Bishop of the Diocese of Sandhurst is vacant.

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

Catholic School means a School governed and operated by a Catholic School Proprietor, and includes a reference to School Boarding Premises operated by the Catholic School Proprietor, as the context may require.

Catholic School Proprietor means a reference to a Diocesan School Proprietor, a Religious Institute School Proprietor, a Ministerial Public Juridic Person School Proprietor, or any other entity that operates Catholic School(s) and is jointly owned or controlled by any Diocesan School Proprietor, a Religious Institute School Proprietor and/or a Ministerial Public Juridic Person School Proprietor, or a reference to them jointly, as applicable.

Church means the Roman Catholic Church.

Church Laws means the universal laws of the Church and the Code of Canon Law, including the norms and conventions of a Diocese and other laws which may be made by competent ecclesiastical authority from time to time for a particular purpose.

CES means the Catholic Education Sandhurst Limited ACN 643 894 384.

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

Committee means a committee established in accordance with clause 14.

Company means Victorian Catholic Education Authority Limited ACN 119 459 853.

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

Consultation Committee means the committee established in accordance with clause 15.

Controller has the meaning given by the Corporations Act.

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

CRMV means CRMV Ltd ACN 648 038 822.

Delegate of the Members means the Director appointed to such role on the Board, who shall represent the interests of the Members on the Board of the Company.

Diocese means a reference to each of the Archdiocese of Melbourne, the Diocese of Ballarat, the Diocese of Sale and the Diocese of Sandhurst or a reference to them jointly, as applicable.

Diocese of Ballarat means the Roman Catholic Diocese of Ballarat, being the district in the State of Victoria over which as regards the faithful, the Bishop of Ballarat exercises Episcopal jurisdiction.

Diocese of Sale means the Roman Catholic Diocese of Sale, being the district in the State of Victoria over which as regards the faithful, the Bishop of Sale exercises Episcopal jurisdiction.

Diocese of Sandhurst means the Roman Catholic Diocese of Sandhurst, being the district in the State of Victoria over which as regards the faithful, the Bishop of Sandhurst exercises Episcopal jurisdiction.

Diocesan School Proprietor means a reference to each of MACS, CES, DOSCEL, DOBSEL, or any other entity that operates Catholic School(s) and is wholly owned or controlled by any of these entities or by any of the Bishops directly, or a reference to them jointly as applicable.

Director includes any person occupying the position of director of the Company.

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

DOBCEL means the Diocese of Ballarat Catholic Education Limited ACN 629 894 686.

DOSCEL means the Diocese of Sale Catholic Education Limited ACN 621 266 993.

Education Legislation means the *Education and Training Reform Act 2006* (Vic), the *Education and Training Reform Regulations 2017* (Vic), the *Australian Education Act 2013* (Cth), the *Australian Education Regulation 2013* (Cth).

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

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

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

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

LSL Scheme means the Catholic Education Long Service Leave Scheme (Victoria) endorsed by the Bishops on 1 February 1978 as an agreement between employers in Catholic education to facilitate compliance with Victorian long service legislation and bring about an improvement to the statutorily available arrangements for long service leave for employees in Victorian Catholic education.

MACS means the Melbourne Archdiocese Catholic Schools Limited ACN 643 442 371.

Member means a member of the Company pursuant to clause 5.1.

Members' Resolution means a resolution approved by 75% of the Members including always the approval of the Archbishop of Melbourne.

Ministerial Public Juridic Person means a public juridic person recognised as such under the Code of Canon Law which is established by the decree of a competent ecclesiastical

authority for the purpose of active ministry.

Ministerial Public Juridic Person School Proprietor means a reference to a body corporate that operates Catholic School(s) and which is established by a Ministerial Public Juridic Person for the purposes of civil law recognition, or otherwise a body corporate which is owned or controlled (directly or indirectly) by a Ministerial Public Juridic Person.

Objects means the objects of the Company described in clause 3.4(a).

Policies means the policies of the Company made under clause 16.

Registered Entity has the meaning given in the ACNC Act.

Religious Institute means a canonically recognised religious institute and/or society with public juridic status in the Church in which, in accordance with their own law, the members pronounce public vows and live a fraternal life in common.

Religious Institute School Proprietor means a body corporate that operates Catholic School(s) and which is owned or controlled (directly or indirectly) by a Religious Institute.

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

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

Responsible Entity has the meaning given in the ACNC Act.

School means a school that is registered under the *Education and Training Reform Act 2006* (Vic).

School Boarding Premises means school boarding premises that are registered under the *Education and Training Reform Act 2006* (Vic).

Secretary means any person appointed by the Board under clause 13 to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

Statement of Mission means the statement of mission for the Company outlined in clause 3.2.

Unanimous Resolution of the Bishops means a resolution approved by all Bishops.

25.2 Interpretation

- (a) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.
- (b) In this Constitution, except where the context otherwise requires:
 - (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) a reference to a person includes a body corporate;

- (iii) another grammatical form of a defined word or expression has a corresponding meaning;
- (iv) a reference to an Act is a reference to that Act as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company, or ministerial orders or other legislative instruments from time to time;
- (v) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (vi) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (vii) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
- (viii) the meaning of general words is not limited by specific examples introduced by including, for example or similar expression.

Schedule 1 **Reserved decisions for the Members**

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

Powers reserved for the Members

- (a) change the maximum or minimum number of Directors (clause 8.2(b));
- (b) appoint or remove a Director or determine a Director's term of office (clauses 8.2(c), 8.2(e) and clause 8.5);
- (c) appoint a Members' Delegate (clause 8.3);
- (d) confirm the continuance of a Director in office (clause 8.6(b));
- (e) appoint or remove the Chair and Deputy Chair of the Company (clause 10.4(a) and 10.5(a)(iii));
- (f) receive confirmed minutes of Board meetings (clause 10.7);
- (g) authorise the attendance of an observer at a Board meeting (clause 12(c));
- (h) approve the appointment, re-appointment, suspension or removal of the Chief Executive Officer and the terms, condition and remuneration of the Chief Executive Officer (clause 18.1);
- (i) approve the appointment, re-appointment, suspension or removal of an Acting Chief Executive Officer (clause 18.4);
- (j) determine Disputes between Directors or between the Board and the Chief Executive Officer (clause 19.1(a));
- (k) inspect the books of the Company on request or authorise any nominee of a Member to access or inspect any financial record of the Company (clauses 20.3(a) and 20.3(b)(i));
- (l) appoint the Auditor (clause 21.1(a));
- (m) wind up the Company and determine distribution of any surplus (clause 22);
- (n) change the company type of the Company;
- (o) change the name of the Company; and
- (p) approve any decision of the Board to:
 - (i) discontinue or fundamentally alter the operations of the Company as contemplated by the Objects, including registration or deregistration of any business names by the Company (clause 8.1(c)(iii));
 - (ii) establish any subsidiary or other new entity, joint venture or other corporate affiliation (clause 8.1(c)(v));
 - (iii) revoke, cancel or jeopardise its status as a charity registered with the ACNC, or its recognised status for the purposes of government funding and school registration and compliance in accordance with clauses 3.4(a)(i) and 3.4(a)(ii); and

- (iv) set authorised delegations and financial limitations for the Board and the Company, from time to time) (clause 8.1(c)(v)).

Powers reserved for the Bishops

- (a) appoint a Member under clause 5.1(e);
- (b) issue a Direction to the Board to adopt, implement or act upon the objectives, priorities, strategies and policies for the Company (clause 7.9);
- (c) intervene to stay or approve decisions of the Board within the prescripts of clause 11, including through the Members' Delegate (clause 11);
- (d) determine Disputes about whether the pursuit of the Company's objects is in accordance with the doctrine, rites and practices of the law of the Church (clause 19.1(b));
- (e) amend the constitution of the Company (clause 24);

Powers reserved for the Members' Delegate

- (a) intervene to stay decisions of the Board in accordance with the prescripts in clause 11 (clause 11).

Annexure - Extract from the Code of Canon Law relating to Catholic schools

BOOK III. THE TEACHING FUNCTION OF THE CHURCH

TITLE III. CATHOLIC EDUCATION

CHAPTER I. (Cann. 796 - 806)

SCHOOLS

Can. 796 §1. Among the means to foster education, the Christian faithful are to hold schools in esteem; schools are the principal assistance to parents in fulfilling the function of education.

§2. Parents must cooperate closely with the teachers of the schools to which they entrust their children to be educated; moreover, teachers in fulfilling their duty are to collaborate very closely with parents, who are to be heard willingly and for whom associations or meetings are to be established and highly esteemed.

Can. 797 Parents must possess a true freedom in choosing schools; therefore, the Christian faithful must be concerned that civil society recognizes this freedom for parents and even supports it with subsidies; distributive justice is to be observed.

Can. 798 Parents are to entrust their children to those schools which provide a Catholic education. If they are unable to do this, they are obliged to take care that suitable Catholic education is provided for their children outside the schools.

Can. 799 The Christian faithful are to strive so that in civil society the laws which regulate the formation of youth also provide for their religious and moral education in the schools themselves, according to the conscience of the parents.

Can. 800 §1. The Church has the right to establish and direct schools of any discipline, type, and level.

§2. The Christian faithful are to foster Catholic schools, assisting in their establishment and maintenance according to their means.

Can. 801 Religious institutes whose proper mission is education, retaining their mission faithfully, are also to strive to devote themselves to Catholic education through their schools, established with the consent of the diocesan bishop.

Can. 802 §1. If schools which offer an education imbued with a Christian spirit are not available, it is for the diocesan bishop to take care that they are established.

§2. Where it is expedient, the diocesan bishop is to make provision for the establishment of professional schools, technical schools, and other schools required by special needs.

Can. 803 §1. A Catholic school is understood as one which a competent ecclesiastical authority or a public ecclesiastical juridic person directs or which ecclesiastical authority recognizes as such through a written document.

§2. The instruction and education in a Catholic school must be grounded in the principles of Catholic doctrine; teachers are to be outstanding in correct doctrine and integrity of life.

§3. Even if it is in fact Catholic, no school is to bear the name Catholic school without the consent of competent ecclesiastical authority.

Can. 804 §1. The Catholic religious instruction and education which are imparted in any schools whatsoever or are provided through the various instruments of social communication are subject to the authority of the Church. It is for the conference of bishops to issue general norms about this field of action and for the diocesan bishop to regulate and watch over it.

§2. The local ordinary is to be concerned that those who are designated teachers of religious instruction in schools, even in non-Catholic ones, are outstanding in correct doctrine, the witness of a Christian life, and teaching skill.

Can. 805 For his own diocese, the local ordinary has the right to appoint or approve teachers of religion and even to remove them or demand that they be removed if a reason of religion or morals requires it.

Can. 806 §1. The diocesan bishop has the right to watch over and visit the Catholic schools in his territory, even those which members of religious institutes have founded or direct. He also issues prescripts which pertain to the general regulation of Catholic schools; these prescripts are valid also for schools which these religious direct, without prejudice, however, to their autonomy regarding the internal direction of their schools.

§2. Directors of Catholic schools are to take care under the watchfulness of the local ordinary that the instruction which is given in them is at least as academically distinguished as that in the other schools of the area.