

## NAZARETH

### CATHOLIC COLLEGE

#### CATHOLIC CHURCH ENDOWMENT SOCIETY INCORPORATED

#### RULES FOR THE GOVERNANCE OF NAZARETH CATHOLIC COLLEGE

##### BACKGROUND

The Church and the Catholic Archbishop of Adelaide (the "**Archbishop**") have a mission to assist parents in securing a Catholic education for their children in the Roman Catholic Archdiocese of Adelaide (the "**Archdiocese**").

This mission focuses on ways of engaging with families in a whole of life journey by providing resources, opportunities and ministries to support the religious, spiritual, social, emotional and intellectual growth and wellbeing of families. It is intended to provide these services in a way that is holistic and integrated within a strong faith environment and is in furtherance of Canon 795 of the Code of Canon Law, which provides as follows:

*"Since true education must strive for complete formation of the human person that looks to his or her final end as well as to the common good of societies, children and youth are to be nurtured in such a way that they are able to develop their physical, moral, and intellectual talents harmoniously, acquire a more perfect sense of responsibility and right use of freedom, and are formed to participate actively in social life."*

To that end the Archdiocese has, through the civil incorporation of the Church in the Archdiocese, the Catholic Church Endowment Society Inc ("**CCES**"), established administrative structures, including the Catholic Education Office ("**CEO**"), the South Australian Commission for Catholic Schools Inc ("**SACCS**") and school advisory boards and committees. These administrative structures are to carry into effect the Church's mission in accordance with the policies and guidelines for Catholic schools in South Australia developed by SACCS and the Archdiocese applicable to the operation, management and governance of all Catholic schools in the Archdiocese.

CCES is an incorporated entity which is controlled and managed by the Archbishop of the Archdiocese. Nazareth Catholic College carries out the Canon imposed mission of the Church and operates a school which at civil law is carried on by CCES, trading as "Nazareth Catholic College" (the "**College**") and deriving its right to be known as a Catholic school by reason of the fact that the Archbishop has constituted it as such through CCES.

Canon 806 §1 of the Code of Canon Law provides:

*"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."*

The Archbishop, the Director of Catholic Education of South Australia ("**Director**") and the Principal of the College hold positions of responsibility with respect to the College and all of its activities, decisions and outcomes, in accordance with governing legislation, Canon Law, resolutions of SACCS, and any legal or other instruments entered into by the College from time to time. The powers of the Director and the Principal are subject to permitted delegations of authority issued by the Archbishop from time to time.

The Principal is accountable to the Director, acting on behalf of the Archbishop and CCES, for the day-to-day operations of the College. In carrying out the day-to-day operations of the College and fulfilling associated obligations for CCES, the Principal reports to CCES in relation to the activities of the College through the Director.

Whilst the Archbishop has the right to oversee, and retains control over the operations of, the College, the Archbishop has, through CCES, established an administrative structure known as "Nazareth Catholic College Advisory Board" (the "**Advisory Board**") for the purpose of providing advice and support to: (a) CCES, through the Executive Officer, in respect of governance and oversight matters in relation to the conduct of the College; and (b) the Principal, who is accountable to the Director; in respect of the leadership and management of the College.

The Archbishop does not delegate any of CCES' powers to the Advisory Board, nor does the Advisory Board have the power to do anything so as to bind the Archbishop, CCES, the Director or the Principal. Any decision made by the Advisory Board shall be in the form of a recommendation, advice or guidance made through the Executive Officer and CCES to the Archbishop.

To clarify the responsibilities of the Advisory Board, these Rules make a distinction between the "Executive Officer" (through whom any recommendation, advice or guidance on governance and oversight matters are made to the Archbishop) and the "Principal" (to whom the Advisory Board directly provides advice and support in relation to the leadership and management of the College); however, the person filling the office of Executive Officer is in most cases likely to also be the Principal.

This document sets out the administrative structure for the Advisory Board, the advisory and support role in respect of governance and oversight of the College that the Archbishop, either directly or through the Director acting on behalf of CCES, requests that the Advisory Board undertakes. Further, this document sets out the rules under which the Advisory Board is to carry out its advisory role and responsibilities, as well as clarifies the Advisory Board's relationship with the Executive Officer and the Principal of the College.

## 1. INTERPRETATION

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**"Advisory Board"** means the Nazareth Catholic College Advisory Board as established by the Archbishop and governed by these Rules.

**"Annual General Meeting"** means the Annual Meeting of the College community held in accordance with Rule 11.

**"Archbishop"** means the Roman Catholic Archbishop of Adelaide.

**"Archdiocese"** means the Roman Catholic Archdiocese of Adelaide.

**"Business Manager"** means the person holding the position of business manager of the College.

**"CCES"** means the Catholic Church Endowment Society Inc., being the civil incorporation of the Archdiocese which is controlled by the Archbishop of the Archdiocese.

**"CESA"** means Catholic Education South Australia and refers to the collective of Catholic schools/colleges, as well as related Catholic education-specific entities, within the Archdiocese and the Catholic Diocese of Port Pirie.

**"Chairperson"** means the person who holds the position of chairperson of the Advisory Board and includes, for the day or relevant period, any person who in the absence of that person is appointed to chair a meeting of the Advisory Board or temporarily fills that position as the case may be.

**"College"** means the CCES trading as Nazareth Catholic College.

**"College community"** means all parents or caregivers of current students, former students, staff and supporters, including the Parish community, of the College and all other persons who undertake to support the Vision Statement and, in the reasonable opinion of the Director, have a legitimate interest in or connection with the College.

**“Director”** means the person from time to time holding the position of Director of CESA and being the position that represents CCES, on behalf of the Archbishop, for the purposes of these Rules.

**“Executive Committee”** has the meaning given it in Rule 9.

**“Executive Officer”** means the Principal, or such other person appointed by the Director from time to time, who holds the office of executive officer of the College (including in an acting capacity) and facilitates the provision of recommendations, advice or guidance by the Advisory Board to the Archbishop.

**“financial year”** and **“year”** means the year commencing on 1 January and ending 31 December, or such other twelve month period as varied by administrative instruction of CCES from time to time.

**“General meeting”** means a meeting of the College community, including an Annual General Meeting.

**“Member”** means a member of the Advisory Board.

**“Parish”** means Sacred Heart Catholic Parish Hindmarsh-Findon.

**“Parish Priest”** means the priest of the Parish.

**“Principal”** means the principal of the College from time to time;

**“Rules”** means these rules.

**“SACCS”** means the South Australian Commission for Catholic Schools Incorporated, being the association which has oversight of education in all Catholic schools and sets directions, allocates resources and develops policies for Catholic schools in South Australia.

**“Secretary”** means the person who from time to time fulfils the administrative support duties of the Advisory Board.

**“Vision Statement”** means the vision statement set out in Rule 2 and as varied from time to time by SACCS.

Unless a contrary intention appears in the Rules every reference to the masculine gender will be considered as including a reference to the feminine gender, and every Rule in the singular number will be construed as including a reference to the plural number and vice versa.

## **2. VISION STATEMENT**

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The Vision Statement for SACCS, and consequently the College, is:

*“We create an educational environment which matters to students and their families and which resonates culturally and deeply for them. In each learning area, across the whole life of the school, and in partnership with families, each of us discovers in the Spirit, the love of God which is revealed in Jesus Christ, proclaimed by the Church, presented in the scriptures, celebrated in the sacraments and lived by all people of good will.”*

### 3. OBJECTIVES

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Whilst the control of the College remains with the Archbishop and CCES, through the Director, the objectives of the Advisory Board are to undertake an advisory and support role for the Archbishop and CCES with respect to the College's governance and oversight and in furtherance of the Vision Statement and in accordance with the Rules. The Advisory Board's role is to be carried out in a spirit of partnership with the Archbishop, SACCS, CCES, the Director, the Executive Officer, the College community and all those involved in the carrying out of the Church's mission in respect of education generally.

### 4. RESPONSIBILITIES AND LIMITATIONS OF THE ADVISORY BOARD

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- 4.1 Subject to the Archbishop's Canon-imposed and CCES' overriding control and directions and in accordance with SACCS' policies, the Advisory Board is responsible for providing advice, support and recommendations:
- (a) to the Archbishop, through the Executive Officer and the Director acting on behalf of CCES, in respect of the governance and oversight of the College;
  - (b) to the Principal in respect of the leadership and management of the College.
- 4.2 Without limiting Rule 4.1, the Advisory Board shall:
- (a) advise, support, and provide recommendations to, the Principal on the implementation of strategies for monitoring and enhancing the:
    - (i) Catholic identity, religious education and culture of the College;
    - (ii) educational excellence and student outcomes;
    - (iii) integration of services provided to support the religious, spiritual, social, emotional and intellectual growth and wellbeing of families;
    - (iv) pastoral care to the College community;
    - (v) safeguarding and safety of students.
  - (b) provide strategic planning advice, guidance and recommendations, through the Executive Officer, to CCES to ensure the College operates within SACCS and Archdiocese policies and guidelines;
  - (c) support and enhance the relationship between the College and the Parish and families;
  - (d) contribute to, by providing advice and recommendations to the Archbishop through the Executive Officer and CCES in respect of, submissions to SACCS that support and ensure the College's long-term sustainability, including in the areas of:
    - (i) strategic planning;
    - (ii) annual budgets and financial statements; and
    - (iii) capital works, maintenance of buildings and grounds and master planning;
  - (e) review and advise the Archbishop, through the Executive Officer and CCES, on the College's risk profile and risk culture in line with SACCS and Archdiocesan requirements;
  - (f) advise and support the Archbishop through the Executive Officer in the establishment and maintenance of an appropriate organisational structure for the College;
  - (g) advise and support the Archbishop through the Executive Officer to ensure that the financial, legal and compliance obligations of the College are conducted in accordance with SACCS and Archdiocesan policies and guidelines;
  - (h) advise and support the Archbishop through the Executive Officer to ensure compliance by the College with legal obligations as they relate to the conduct of the College;

- (i) to the extent directed or authorised by the Archbishop, through CCES, advise and support the Executive Officer, in cognition of the responsibilities as set out in Rule 7, ensuring the development and implementation of policies and practices relating to the conduct of the College, consistent with SACCS and Archdiocesan policies and guidelines;
  - (j) provide advice and recommendations to the Archbishop, through the Executive Officer and CCES, in respect of:
    - (i) any matter referred to the Advisory Board by the Archbishop;
    - (ii) any matter referred to the Advisory Board by the Director (either directly by the Director or via CCES);
    - (iii) any matter referred to the Advisory Board by the Executive Officer (either directly by the Executive Officer or via CCES); and
    - (iv) fostering the relationships between the College and organisations that support or are associated with the College or College community;
  - (k) support the Archbishop with respect to the general administration of the College; and
  - (l) perform such other functions as the Archbishop and SACCS may from time to time determine.
- 4.3 For the avoidance of any doubt, neither the Archbishop nor CCES delegate any of their/its powers to the Advisory Board, and the Advisory Board must not exercise any powers of the Archbishop or CCES.
- 4.4 The Advisory Board does not have the power to do anything so as to bind the Archbishop, CCES, the Director or the Principal, and any decision made by the Advisory Board shall be in the form of a recommendation, advice or guidance to the Archbishop, and shall be made through the Executive Officer and CCES.
- 4.5 The Archbishop may, through CCES, authorise the Advisory Board to expend such sum or sums of money as the Archbishop may determine from time to time and the Advisory Board must fully account to CCES all moneys expended by it when called upon to do so.

## **5. MEMBERSHIP OF THE ADVISORY BOARD**

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- 5.1 Subject to Rule 5.3, the Advisory Board will be comprised as follows:
- (a) the Parish Priest;
  - (b) one person appointed by the Director;
  - (c) up to three persons appointed by the Advisory Board;
  - (d) up to three persons elected by the College community at the Annual General Meeting who are parents/legal guardians of students currently enrolled at the College, or who are members of the College community;
  - (e) the Executive Officer.
- 5.2 In exercise of its discretion under Rule 5.1(c), the Advisory Board may have regard to any recommendations to the Advisory Board by the Executive Committee under Rule 9(c) and to any skills set determined by CCES from time to time (including but not limited to skills in education, finance, risk management, corporate governance and marketing and communications skills).
- 5.3 No member of the staff of the College (other than the Executive Officer) is eligible to be a Member, unless otherwise determined by the Director.

- 5.4 The Executive Officer shall, by notice in writing, inform the Director of:
- (a) the appointment or election of a Member under Rules 5.1(c) and 5.1(d), respectively, within seven days of such appointment or election (as relevant); and
  - (b) the Members comprising the Advisory Committee by 1 March each calendar year.
- 5.5 In addition to Members, the following persons may attend meetings of the Advisory Board but are not considered Members and are not entitled to vote at Advisory Board meetings:
- (a) members of the College's leadership team at the invitation of the Advisory Board;
  - (b) the Business Manager;
  - (c) the Archbishop and/or an authorised representative of CCES;
  - (d) the Secretary at the invitation of the Advisory Board; and
  - (e) any other person(s) at the invitation of the Advisory Board.
- 5.6 Members, other than the Executive Officer and the Parish Priest who will hold office ex-officio, will hold office for two years, and are eligible for reappointment, provided they have not served more than six consecutive years as a Member.
- 5.7 A Member will cease to hold office if:
- (a) the Member dies;
  - (b) the Member resigns by notice in writing to the Chairperson;
  - (c) the Member, being a Member appointed under Rule 5.1(b), is removed by the Director;
  - (d) the Member becomes a member of the staff of the College unless the Director has made a determination, following advice from the Executive Officer, that the Member is eligible under Rule 5.3;
  - (e) the Member is suffering physical or mental incapacity which precludes the Member from discharging the duties of the Member's office;
  - (f) the Member becomes an insolvent under administration;
  - (g) the Member is convicted within, or outside, the state of South Australia:
    - (i) on indictment of an offence in connection with the promotion, formation or management of a body corporate; or
    - (ii) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
    - (iii) of an indictable offence; or
    - (iv) of an offence with respect to:
      - (A) an act with intent to deceive or defraud the College, the College community or creditors of the College or creditors of any other person or for any fraudulent purpose;
      - (B) the improper use of his or her position, or information acquired by virtue of his or her position, as a Member so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the College;
      - (C) not acting with reasonable care and diligence in the exercise of his or her powers and the discharge of the duties of his or her position as a Member;
  - (h) the Member is absent for three consecutive Advisory Board meetings without leave of absence;
  - (i) the Member, being a Member appointed under Rule 5.1(c), is removed from office for cause by a resolution passed by secret ballot at a meeting of the Advisory Board at which the Member has had an opportunity to be heard and at which not less than seventy-five percent of those Members present and entitled to vote, voted in favour of such removal and such removal is subsequently approved by the Director and notified to the Member in writing; or

- (j) the Member is removed from office by written notice from the Chairperson at the direction of the Director.

5.8 If a casual vacancy occurs in the office of a Member who has been appointed or elected under Rules 5.1(c) and 5.1(d), respectively, the office shall be filled in the same manner in which the vacating Member was appointed or elected and in the case of an appointed Member under Rule 5.1(d), that person appointed to fill a casual vacancy, will be a Member for the duration of the term of his or her predecessor and shall be eligible for re-appointment.

5.9 The Archbishop may dissolve the Advisory Board after consultation with the Director and/or Chairperson of the Advisory Board.

## **6. OFFICE HOLDERS**

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### **6.1 Offices**

The office holders of the Advisory Board will be:

- (a) the Chairperson; and
- (b) the Deputy Chairperson.

### **6.2 Election and appointment**

- (a) The Chairperson and Deputy Chairperson must be elected at the first meeting of the Advisory Board after the Annual General Meeting from Members who hold their position pursuant to Rules 5.1(b) to 5.1(d) inclusive. Subject to acceptance by CCES under Rule 6.2(c), the Chairperson and Deputy Chairperson will hold office from the date of such acceptance until the first meeting of the Advisory Board after the next Annual General Meeting, or as otherwise advised by CCES.
- (b) The Executive Officer and Parish Priest are appointed ex-officio.
- (c) The Executive Officer shall, by notice in writing within seven days after the meeting at which the new Chairperson is elected, inform CCES in writing of the election and seek CCES' acceptance and confirmation of appointment. CCES shall confirm acceptance of the Chairperson's election and appointment.

### **6.3 The Chairperson**

- (a) The Chairperson must:
  - (i) work with the Executive Officer in supporting the Vision Statement and be accessible to the Executive Officer and the Members;
  - (ii) subject to Rule 7.2(j), call and, in the absence of the Archbishop who may attend and preside at any meeting, preside at the meetings of the Advisory Board and any general meetings;
  - (iii) contribute to the formation of the agenda of Advisory Board meetings and general meetings in consultation with the Executive Officer;
  - (iv) liaise with CCES (via the Executive Officer and the Director) in the preparation of the annual reports;
  - (v) facilitate full and balanced participation in meetings by all Members and decide on the manner in which meetings are conducted and matters of order;
  - (vi) monitor tasks undertaken by the Advisory Board;
  - (vii) in consultation with the Executive Officer and to the extent directed and authorised by the Archbishop, through CCES, report to the College community through the newsletter or as appropriate;

- (viii) to the extent directed and authorised by the Archbishop, through CCES, report at the Annual General Meeting on the proceedings and operations of the Advisory Board for the period since the date of the previous Annual General Meeting.
  - (ix) conduct the official correspondence of the Advisory Board, including (without limitation) communicating any recommendation, advice or guidance to the Archbishop, through the Executive Officer and CCES; and
  - (x) be a member of, or nominate a Member to be a member of, any selection committee established for the purpose of making recommendations to the Director in respect of the appointment of the Executive Officer and the Principal or any person standing in the Executive Officer's or the Principal's stead, or to the Director or the Principal (as relevant) in respect of any senior leadership positions.
- (b) As a spokesperson of the Advisory Board, the Chairperson may only speak with regard to Advisory Board matters.

#### 6.4 Removal from Office

- (a) The position of any office holder may be declared vacant at the discretion of CCES.

### 7. THE PRINCIPAL AND THE EXECUTIVE OFFICER

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- 7.1 The Principal, and Executive Officer, shall be appointed by the Director. In exercise of his or her discretion, the Director may have regard to the recommendations of any selection committee established by the Director for that purpose.
- 7.2 If the Executive Officer is also the Principal, the Executive Officer will be the executive officer of the College and is entrusted with the responsibility of subsidiarity and, as such, will:
- (a) inform the Advisory Board about matters affecting policies, matters relating to well-being of the College, curriculum development and outcomes, finances, capital development, maintenance, WH&S policies and procedures of the College and the Advisory Board's advisory and support functions;
  - (b) be a spokesperson and representative of the College at any functions as required by the College;
  - (c) provide the Advisory Board with reports, relevant material and research to assist in planning;
  - (d) provide information and make recommendations to the Advisory Board to assist in discussion and decision making;
  - (e) be the avenue of official communication between the Advisory Board and staff of the College;
  - (f) be the avenue of official communication between the Advisory Board and the Archbishop and CCES;
  - (g) provide information to the Advisory Board regarding educational trends and directions;
  - (h) at least annually, provide a register of risks to the Director in respect of both strategic and operational practices of the College;
  - (i) in consultation with the Chairperson, formulate the agenda of Advisory Board meetings and general meetings; and
  - (j) chair that part of Advisory Board meetings that involves the election of office holders;
  - (k) in carrying out the Executive Officer's responsibilities under the Rules, consult with the Chairperson, to the extent necessary to enable the Advisory Board to exercise and meet its advisory and support role in respect of the governance and oversight of the College.



- 7.3 If the Executive Officer is not the Principal, the Executive Officer will be the executive officer of the College and will carry out such roles and functions which are determined by the Director, which may include any of the roles and functions set out in Rule 7.2, in which case, the Principal shall not be required to perform those roles and functions ascribed to the Executive Officer.

## **8. ADVISORY BOARD SECRETARY**

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- 8.1 The Secretary, who is responsible to the Executive Officer, shall as part of the Secretary's obligations to the Advisory Board:
- (a) take the minutes of Advisory Board meetings and any general meeting;
  - (b) ensure that notices of meetings are given in accordance with the provisions of the Rules;
  - (c) be responsible for assisting with the preparation of and ensuring the maintenance and safekeeping of:
    - (i) official records of the business of the Advisory Board and the register of minutes of meetings;
    - (ii) copies of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Advisory Board;
    - (iii) the register of Members;
    - (iv) copies of policies of the Advisory Board;
  - (d) assist the Chairperson in the conduct of the correspondence of the Advisory Board;
  - (e) ensure that prior to each Advisory Board meeting a copy of the meeting agenda is forwarded to Members; and
  - (f) ensure that the minutes of Advisory Board meetings are recorded and forwarded to each Member prior to the next meeting.
- 8.2 The Secretary is not a Member of the Advisory Board and as such is not entitled to vote at an Advisory Board meeting. The Secretary does not contribute to the business of the Advisory Board, unless invited by the Chairperson, at any Advisory Board meeting and may, at the discretion of the Chairperson, be excluded from portions of Advisory Board meetings.

## **9. EXECUTIVE COMMITTEE**

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- 9.1 The Executive Committee consists of the Chairperson, the Deputy Chairperson and the Executive Officer ("**Executive Committee**").
- 9.2 The Executive Committee will:
- (a) meet prior to Advisory Board meetings to assist in the preparation of the agenda;
  - (b) deal with matters of confidentiality; and
  - (c) review the composition of the Advisory Board and may recommend to the Advisory Board, from time to time, one or more person(s) to fill any deficiencies in the skill matrix determined by CCES from time to time.

## **10. PROCEEDINGS OF THE ADVISORY BOARD**

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- 10.1 The Advisory Board will meet as often as is necessary to exercise its responsibilities to the Archbishop in respect of the governance and oversight of the College as set out in the Rules, and in any event not less than once during each College term.
- 10.2 Meetings of the Advisory Board will be convened by the Secretary at the request of the Chairperson, the Deputy Chairperson, the Executive Officer, the Director or the Archbishop, with at least three days' written notice being given to each Member, of the nature of the business to be dealt with at the meeting.
- 10.3 A quorum at any meeting of the Advisory Board shall be one half of the Members plus one (and if that is not a whole number, the next whole number).
- 10.4 Each Member has one vote in respect of any resolution. A resolution of the Advisory Board is passed by simple majority by a show of hands.
- 10.5 Voting must be by show of hands, except for a contested election which must be conducted by secret ballot.
- 10.6 The Advisory Board may pass a resolution without a meeting of the Advisory Board being held, if all of the Members entitled to vote on the resolution:
- (a) sign a document containing a statement that they are in favour of the resolution set out in the document; or
  - (b) state by means of electronic communication (including by email), without the necessity of signing, that they are in favour of the resolution, or words of like effect.
- Each Member must be given a copy of a document used for signing by Members or notice of the proposed resolution. Separate copies of a document may be used for signing by Members or for giving notice of a resolution, if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member who makes up a majority signs or states their assent.
- 10.7 In the event of equality of votes in respect of any resolution, the Chairperson, or the person acting in substitution for the Chairperson, will, in addition to the Chairperson's deliberative vote, have a casting vote.
- 10.8 The Chairperson will chair the meetings of the Advisory Board save and except that part of the meetings that relates to the election of office holders which must be chaired by the Executive Officer or the nominee of the Executive Officer.
- 10.9 In the absence of the Chairperson and Deputy Chairperson from a meeting of the Advisory Board, the Members present will elect an acting Chairperson to chair the meeting.
- 10.10 A meeting of the Advisory Board may be conducted face to face or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw consent within a reasonable period before the meeting.
- 10.11 If a meeting of the Advisory Board is held by telephone link up or other contemporaneous audio or audio visual communication, a Member is taken to be present unless the Member states to the chair that the Member is disconnecting his or her telephone or communication device.

## **11. GENERAL MEETINGS**

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- 11.1 While the College is not a separately incorporated body and does not have a general membership, a general meeting of the College community, called the Annual General Meeting, must be held at least annually and the timing of such meeting shall be subject to Rule 11.8 and agreed between the Chairperson and the Executive Officer.

- 11.2 A general meeting may be conducted in such manner as the Advisory Board from time to time determines, including by being held in-person or using any technology (including by means of a virtual meeting, telephone link up or other contemporaneous audio or audio visual communication) or a hybrid of in-person and virtual. Anyone using such technology is taken to be present in person at the meeting.
- 11.3 Subject always to this Rule 11, the Chairperson will call and preside at extra-ordinary general meetings and Annual General Meetings.
- 11.4 At least 14 days' written notice of the Annual General Meeting must be given to the College community by the means generally used to communicate with the College community. The notice must specify the date, time and place of the meeting.
- 11.5 The Chairperson shall, by notice in writing, inform the Director (or Director's delegate (if any)), of the calling of the Annual General Meeting and the date and time of the meeting.
- 11.6 The Annual General Meeting will include:
- (a) the confirmation of the minutes of the last Annual General Meeting;
  - (b) the presentation of:
    - (i) the annual report for the preceding year including the work of sub-committees;
    - (ii) such other reports considered by the Advisory Board as appropriate for the occasion;
    - (iii) the previous year's financial activity;
    - (iv) the current year's budget; and
  - (c) where there is a vacancy in the Members elected under Rule 5.1(d), the election of members of the College community to the Advisory Board under such Rule for a period of two years.
- 11.7 The nomination and the election of members of the College community to the Advisory Board will be conducted in such manner as the Advisory Board from time to time determines.
- 11.8 The period between each Annual General Meeting must not exceed 16 months.
- 11.9 All persons within the College community are eligible to attend general meetings.
- 11.10 The Chairperson or Executive Officer or Director or Archbishop may call an extra-ordinary general meeting.
- 11.11 A quorum for any general meeting is 5 members of the College community.
- 11.12 The quorum must be present at all times during the meeting.
- 11.13 If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to any day, time and place the Advisory Board decides.
- 11.14 If a quorum is not present within 30 minutes after the time appointed for a meeting resumed after an adjournment, the members of the College community present shall form a quorum.
- 11.15 The members of the College community make a decision at a general meeting by passing a resolution.
- 11.16 A resolution is passed if more than 50% of the votes cast by the members of the College community in attendance who are in favour of the resolution.

- 11.17 Every member of the College community has one vote at a general meeting.
- 11.18 Voting must be determined by a show of hands, unless the person presiding over the meeting determines to use another methodology to record votes (either at, or in advance of the meeting), including by poll or secret ballot. Any other method of voting (including poll or secret ballot) must be conducted in the manner determined by the person presiding over the meeting and the result is the resolution of the meeting on that question.

## **12. SUB-COMMITTEES**

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### **12.1 Sub-committees**

- (a) The Advisory Board may (subject to Rule 12.1(c)) establish sub-committees to provide advice and recommendations to the Advisory Board on specified matters (among other functions determined by the Advisory Board).
- (b) Each sub-committee shall be comprised of Members or both Members and non-Members, which shall meet as directed by the Advisory Board, and report to the Advisory Board at subsequent Advisory Board meetings. Any sub-committee must consist of at least three people and at least one of these must be a Member who will be entitled to chair the meetings of the sub-committee.
- (c) The Advisory Board must establish a finance sub-committee to oversee the financial practices of the College.
- (d) No sub-committee shall have the power to do anything so as to bind the Advisory Board, the College, SACCS or CCES and any decision made by a sub-committee shall be in the form of a recommendation to the Advisory Board.

### **12.2 Terms of reference**

The Advisory Board must specify terms of reference for sub-committees.

## **13. AUDIT**

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- 13.1 The Advisory Board shall procure, through CCES, that the College's financial accounts are audited at least once in every year, by an auditor approved and appointed by CCES, as soon as possible after the end of the financial year, or at such other time as determined by administrative instruction from CCES.
- 13.2 The Advisory Board shall procure that CCES ensures that any accounts under its governance, including all relevant records and papers connected with an account are made available for inspection at any time by the approved auditor and/or the auditor of the accounts of CCES.
- 13.3 For the avoidance of any doubt, the audit of any accounts under the governance of the CCES will be in accordance with the provisions of the *Associations Incorporation Act 1985* (SA), SACCS and Archdiocesan policies and guidelines.

## 14. EXECUTION OF CONTRACTS

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Subject to any authority delegated to the Principal under Archdiocesan and SACCS policies and guidelines, the Archbishop, through CCES will have sole authority to enter into contracts on behalf of the College.

## 15. MEMBERS' COMPLIANCE

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- 15.1 Members are to act honestly and with reasonable care and diligence in the exercise of their roles and the discharge of their duties as Member.
- 15.2 Members must not make improper use of information or improper use of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or for any other person or so as to cause detriment to the College.

## 16. CONFLICTS OF INTEREST

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Members who have any direct or indirect pecuniary or non-pecuniary interest in a contract, or proposed contract, with the College:

- (a) must, as soon as they become aware of their interest, disclose the nature and extent of their interest to:
- (i) the Advisory Board;
  - (ii) CCES; and
  - (iii) the Director, if requested by CCES or required under Archdiocesan and SACCS policies and guidelines; and
- (b) must not take part in any decision of the Advisory Board with respect to that contract (but may, subject to complying with the provisions of this Rule as to disclosure, take part in any deliberations with respect to that contract).

This information will be contained in the 'Conflict of Interest' Register.

## 17. PROPRIETORIAL INTEREST

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The assets and income of the College must be applied solely in furtherance of the Vision Statement, and no distribution will be made to any Member save and except:

- (a) for reasonable remuneration for work done for or on behalf of the College; or
- (b) for any payments or dispositions that are incidental to the activities of the Advisory Board in accordance or consistently with its objects.

## 18. INDEMNITY

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- 18.1 CCES will indemnify the Members and the members of any sub-committee of the Advisory Board ("**Sub-committee Members**") so that no civil liability attaches to an Advisory Board or Sub-committee Member for an honest act or omission in the exercise of their roles and responsibilities under the Rules and applicable terms of reference for the relevant sub-committee. A liability that would, but for this Rule, attach to an Advisory Board or Sub-committee Member, attaches instead to CCES.
- 18.2 CCES will ensure that the College's insurance cover extends to Advisory Board and Sub-committee Members in relation to public liability and professional indemnity insurance as it applies to Advisory Board and Sub-committee Members in the conduct of their role under these Rules.

