



Grace College
The University of Queensland

The Constitution

*Approved by Grace College Council on Monday 1 May 2017
for implementation from 2 May 2017*

1. Interpretation

On the interpretation of this Constitution the following words and expressions shall where the context so admits or requires have the meanings attached thereto, that is to say:

The Assembly means the General Assembly of the Presbyterian Church of Australia within the State of Queensland or where the context permits, any committee or body appointed in that behalf by the Assembly for the purposes of taking any steps or making any decision referred to in this Constitution.

Chairperson means the person appointed as the Chairperson in accordance with clause 13(a) of this Constitution.

The College means the residential college for women students of The University of Queensland known as “**Grace College**”.

Dean of Students means the person appointed to this position by the Principal from time to time.

Deputy Chairperson means the person appointed as the Deputy Chairperson in accordance with clause 13(a) of this Constitution.

Executive Committee means the committee formed in accordance with clause 13(b) of this Constitution.

Grace Alumnae Association means the organisation representing past students of the College as may be in existence from time to time.

Ordained minister means a person:

- a) ordained as a Minister of the Word or Deacon in The Uniting Church in Australia; or
- b) ordained as a Minister in the Presbyterian Church of Australia.

Regulations means regulations made by the Council in accordance with clause 15(b) of this Constitution.

Secretary means the person appointed as the Secretary in accordance with clause 13(a) of this Constitution.

The Senate means The Senate of The University of Queensland established under *The University of Queensland Act 1998*.

Special meeting means a meeting convened in accordance with clause 14(b) of this Constitution.

Student Club means the association formed by the current residential students of the College in accordance with the *Associations Incorporation Act 1981*.

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The Synod means the Queensland Synod of The Uniting Church in Australia or where the context permits, any committee or body appointed in that behalf by the Synod for the purposes of taking any steps or making any decision referred to in this Constitution.

Treasurer means the person appointed as the Treasurer in accordance with clause 13(a) of this Constitution.

The University means The University of Queensland established under *The University of Queensland Act 1998*.

The masculine gender shall wherever the context so admits include the feminine gender.

2. Name

The name of the College is Grace College.

3. Objects

The objects of the College will be:

- a) to provide proper accommodation and tuition for women students of the University for the purpose of giving such students the benefit of collegiate life and of making provision for their care, guidance, discipline and instruction;
- b) to encourage a liberal education for its students by endeavouring to draw its students from all faculties within the University;
- c) to provide all necessary facilities for the presentation of and instruction in the Christian faith, including worship, study, teaching and counselling; and
- d) to encourage students to relate their academic disciplines to Christianity and grow in the Christian faith.

4. Government

- a) The government in every respect of the College and all matters relating thereto, including the pursuit of the objects of the College, shall at all times be vested in a Council appointed in accordance with clause 5.
- b) The Council may nominate up to 3 additional members from time to time when the Council considers that it requires the assistance of a person or persons with particular qualifications or experience, appointed in accordance with this Constitution.

5. The Council and Other Members

5.1 The Council

The Council shall consist of:

- a) six persons appointed by the Synod, of whom at least one and no more than three must be ordained ministers and at least three must be women;
- b) three persons appointed by the Assembly of whom only one must be an ordained minister and at least one must be a woman;
- c) the Principal of the College, who shall be a non-voting member;
- d) three graduate students of the College appointed by the Council on the recommendation of the Chairperson in consultation with the Grace Alumnae Association which will, where practicable, consult with the community of past students;

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- e) two students who are residents of the College elected in accordance with the rules of the Student Club by the residential students of the College; and
- f) a person nominated by the Senate.

5.2 Other Members

From time to time, the following persons may also form part of the Council as non-voting members:

- a) any additional members nominated by the Council in accordance with clause 4(b); and
- b) if the Principal of the College has appointed a person to the position of Dean of Students - the Dean of Students subject to the approval of the Chairperson of the Council.

6. Appointment

- a) The members of the Council appointed by the Synod and the Assembly shall be appointed for a term of three years and shall hold office from the first day of January in the year next after the year in which the Synod and the Assembly appointing them meet. This period of three years is hereinafter called "the term".
- b) No member appointed by the Synod or the Assembly shall hold office for more than four complete consecutive terms, unless otherwise determined by the Synod or the Assembly from time to time.
- c) The member nominated by the Senate of the University shall be a member for such period as determined by the Senate.
- d) Student members shall hold office for one year commencing on the date determined by the Student Club in accordance with the rules of the Student Club but shall be eligible for re-election.
- e) Graduate students shall hold office for a period of three years from the first day of January in the year following the year in which they are appointed. They shall hold office for no more than four complete consecutive terms.
- f) Any additional member who accepts the nomination of the Council to the position on the Council:
 - i. shall support the objects of the College;
 - ii. shall hold office for such period as determined by the Council;
 - iii. shall be appointed by the Council by formal resolution at any ordinary meeting of the Council; and
 - iv. is eligible for re-appointment following the conclusion of the initial period of appointment and any subsequent period of appointment.

7. Qualifications

- a) A person is not eligible to be a member of the Council if the person:
 - i. has affairs under liquidation by arrangement with creditors;
 - ii. is an undischarged bankrupt;
 - iii. has been convicted of an indictable offence;
 - iv. is an insane person within the meaning of the laws in force for the time being, relating to insanity; or

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- v. if they are otherwise disqualified from managing a corporation or from being a member of the Council within the meaning of the laws in force for the time being relating to corporations
- b) In addition, in the case of members nominated by the churches the following shall apply:
 - i. Presbyterian nominees must be communicant members of the Presbyterian Church in Queensland; and
 - ii. Uniting Church nominees shall have an affiliation with a Christian church.
- c) If after appointment or nomination to the Council, a member of the Council becomes aware of a matter which results in that member no longer being eligible in accordance with this clause:
 - i. the member must disclose the matter in writing to the organisation which appointed or nominated the member to the Council;
 - ii. the member must also disclose the matter to the Chairperson; and
 - iii. if the member is the Chairperson, the Chairperson must disclose the matter to the Executive Committee,and the office of the member shall be vacated in accordance with clause 8.

8. Vacating Office

The office of member of Council shall be vacated:

- a) if disqualified under this Constitution;
- b) if absent from three consecutive ordinary meetings of the Council without leave of absence or good cause shown;
- c) upon resignation by signed notice given by the member to the Chairperson; or
- d) upon the death of the member.

9. Removal from Office

- a) The Synod may from time to time remove any or all of the members of the Council who have been appointed by it.
- b) The Assembly may from time to time remove any or all of the members of the Council who have been appointed by it.
- c) The Synod or the Assembly which so removes members of the Council from office shall appoint members to the Council to fill the vacancies so created and such members shall hold office for the balance of the term in which they are appointed.
- d) The Senate of the University may from time to time remove and replace its nominee on the Council.

10. Casual Vacancy

- a) Any casual vacancy occurring among the members of the Council appointed by the Synod shall be filled by the Synod or by any committee or body appointed in that behalf by the Synod.
- b) Any casual vacancy occurring among the members of the Council appointed by the Assembly shall be filled by the Assembly or by any committee or body appointed in that behalf by the Assembly.
- c) All persons appointed under this clause shall hold office for the balance of the term in which they are appointed.

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- d) Any casual vacancy occurring in the case of the member appointed by the Senate shall be filled by the Senate.
- e) Any casual vacancy occurring in the case of residential student members shall be filled in accordance with the rules of the Student Club as soon as practicable thereafter.
- f) Any casual vacancy occurring in the case of a graduate student member shall be filled by the Council on the recommendation of the Chairperson in consultation with the Grace Alumnae Association which will, where practicable, consult with the community of past students.

11. Principal

- a) The Principal of the College shall be appointed by the Council on such conditions and for such period as may in each instance be resolved by the Council prior to the appointment. The Principal may be re-appointed from time to time.
- b) The Principal shall be a practising member of a branch of the Christian church.
- c) The Principal shall have such other qualifications as the Council may determine, provided that the qualifications must be such as to enable the Principal to give effect to the Objects of the College.
- d) The Council may from time to time by resolution determine the powers and the duties of the Principal.

12. Visitors

- a) The Moderator of the Synod and the Moderator of the Assembly shall by virtue of such office and so long as they shall hold office, be Visitors of the College.
- b) The Visitors of the College:
 - i. have the right to attend all meetings of the Council and any committee thereof;
 - ii. have the right to visit the College at any time, subject to complying with the usual procedures of the College regarding guests entering the College;
 - iii. may, at any time, request copies of the minutes of the meeting of the Council and any other documents circulated to Council members; and
 - iv. may appoint an appropriately qualified delegate to exercise any of the powers of the Visitors under this clause.
- c) The Visitors of the College may:
 - i. of their own volition; or
 - ii. at the request of the Council; or
 - iii. if the Visitor is the Moderator of the Synod - at the direction of the Synod; or
 - iv. if the Visitor is the Moderator of the Assembly - at the direction of the Assembly, examine the manner in which the College is conducted to ensure that its objects are being implemented and its Regulations are being duly observed.

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13. Office Bearers and Executive Committee

- a) The Council shall at the Annual General Meeting each year from amongst its members elect a Chairperson, a Deputy Chairperson, a Secretary and a Treasurer who shall respectively perform the duties normally associated with such offices, and who shall hold office until their successors are appointed at the next Annual General Meeting. Any casual vacancy occurring in any office may be filled by resolution of the Council.
- b) The Chairperson, Deputy Chairperson, Secretary, Treasurer and Principal shall form the Executive Committee of the Council. The Executive Committee shall exercise such powers and responsibility as may be delegated to it by the Council from time to time.

14. Meetings of the Council

- a) Ordinary meetings of the Council shall be held at least three times each year at such times and places as may be appointed by the Council for that purpose.
- b) Special meetings may be convened by the Chairperson, and a special meeting must be convened between 3 and 14 days after receipt of a written requisition signed by not less than five members of the Council.
- c) There shall be a meeting of the Council not later than the month of April each year which shall be called the Annual General Meeting at which the business shall be:
 - i. the presentation by the Executive Committee of an Annual Report covering the previous year's activities;
 - ii. the presentation of duly audited accounts covering the financial operations of the previous year and the financial position as at the conclusion of the previous year;
 - iii. the election of office bearers;
 - iv. the appointment of an auditor;
 - v. any other business which the Executive Committee may place on the agenda.
- d) Except for a meeting called in accordance with clause 20 of this Constitution, at all meetings of the Council eight voting members present shall constitute a quorum, and no business (other than adjournment) shall be transacted in the absence of a quorum.
- e) The votes of all meetings of the Council shall be taken inclusive of the Chairperson or person presiding, but when there is an equality of votes the Chairperson or person presiding shall have a casting vote as well as a deliberative vote.
- f) A member may take part and vote in a meeting of the Council in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen and a member who participates in a meeting by any of these methods is taken to be present at the meeting.
- g) If a member of the Council has a conflict of interest or conflict of duty in relation to any matter which is proposed to be considered at a meeting of the Council, the member of the Council must:
 - i. declare the conflict at the beginning of the meeting; and
 - ii. leave the meeting of the Council when the Council considers the relevant matter; and
 - iii. not discuss the relevant matter with any member of the Council or seek to influence any member of the Council to determine or deal with the relevant matter in a particular manner.

15. Powers of the Council

- a) The Council shall administer and control the finances of the College in all respects and shall have the power to borrow as well as to pledge the assets of the College and in all other respects may exercise the powers conferred by the *Religious Educational and Charitable Institutions Acts, 1861 to 1967*, as continued in force by the operation of section 144 of the *Associations Incorporation Act 1981*.
- b) The Council shall have power to make such regulations for or in any way relating to the governance or ordering of the College and for the effective working of the Council as it may from time to time think fit. The Council may amend any such Regulations **provided always** that no Regulation or amended Regulation shall be made which shall be inconsistent with any part of the Constitution.
- c) The Council may engage and employ for any of the purposes of the College such persons and on such terms as it may from time to time think fit.
- d) The Council shall if requested at any time but at least once in each year present a report of the activities of the College and audited financial statements prepared in accordance with relevant Australian accounting standards summarising the financial position of the College both to the Synod and the Assembly. The Synod or the Assembly may request additional information at any time and the Council must provide a response to such a request as soon as practicable.
- e) The general powers of the Council as the governing body of the College shall not in any way be restricted or affected by the foregoing enumeration of particular powers.

16. Students

- a) Students of the College may be residential or non-residential.
- b) Students may be admitted to the College at the discretion of the Principal having regard to the objects of the College and the provisions of this clause.
- c) No student will be admitted to residence in the College unless having qualified to undertake studies at the University, she will be pursuing a course of study at the University or will, whether at the University or at the College be engaged in research.
- d) Notwithstanding the provisions of paragraphs (a), (b) and (c), the Principal may admit to residence a limited number of other students who have qualified to undertake a course of study at a recognised tertiary institution where that course of study is not available at the University.

17. Incorporation

The Chairperson, the Secretary and the Treasurer having been incorporated under the provisions of the *Religious, Educational and Charitable Institutions Acts, 1861 to 1967* (as continued in force by the operation of section 144 of the *Associations Incorporation Act 1981*) shall, subject to the approval of the Governor in Council bear the corporate name of “**Grace College**”.

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18. Common Seal

- a) The Council shall provide a Common Seal for the purpose of the College and the seal shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of any two of the following persons - The Principal, the Chairperson, the Deputy Chairperson, the Secretary and the Treasurer.
- b) The form of attestation shall be as follows:
Given under the Common Seal of Grace College this ... day of ... 20...
pursuant to a resolution of the Council and in the presence of:

...
and

...

c) The Seal is affixed over the signatures. Any two of the persons mentioned in this paragraph of the Constitution may sign.
- d) All uses of the seal must be recorded in the Minutes of Grace College Council.

19. Alteration of Constitution

Subject to the proviso hereto, this Constitution may be amended from time to time by resolution of the Council passed by not less than three-quarters of all the members of the Council or certified in writing by not less than three-quarters of all such members provided that any such amendment shall not take effect until the same has been duly approved by the Synod, the Assembly and the Senate of the University.

20. Winding-up of the College

- a) The College shall not be wound up unless:
 - i. the approval of the Synod, the Assembly and the Senate is obtained; and
 - ii. before the approval referred to in paragraph (a) is sought, a resolution to that effect has been passed at a Special Meeting of the Council called for the sole purpose of considering the winding-up of the College, provided that:
 - A. at least 21 days notice in writing of the Meeting to consider the proposed winding-up has been given to all members of the Council; and
 - B. at least three-quarters of the current voting members of the Council attend the Special Meeting to consider the proposed winding-up; and
 - C. the resolution to wind up the College is supported by not less than three-quarters of the members present whose signatures to the resolution shall be duly attested by a Justice of the Peace or a Commissioner for Declarations who is not a member of the Council.

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- b) In the event that the College is wound up or its endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Commonwealth) (or any similar applicable status under any replacement legislation that applies from time to time) is revoked (whichever occurs first), any surplus of the following assets which remain after the winding-up or the revocation of the endorsement as a deductible gift recipient (whichever is applicable) shall be transferred to another organisation to which income tax deductible gifts can be made:
- i. gifts of money or property for the principal purpose of the organisation;
 - ii. contributions made in relation to eligible fundraising events held for the principal purpose of the organisation;
 - iii. money received by the organisation because of such gifts and contributions.
- c) In the event that the College is wound up, then:
- i. after the debts and liabilities of the College have been paid, including any expenses associated with the winding up of the College; and
 - ii. the College land and improvements have been transferred to the University in accordance with the requirements of the Deed of Grant in Trust; and
 - iii. any assets identified in clause 20(b) are dealt with in accordance with clause 20(b), any other surplus assets must be transferred to another university residential college which:
 - A. has similar purposes and is not carried on for the purposes of profit or gain to its individual members; and
 - B. is approved and specified by the Council in the resolution about winding up referred to in clause 20(a).

21. Non-profit clause

The assets and income of the College shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the College except as bona fide compensation for services rendered or expenses incurred on behalf of the College.