



S 9.3 PENRHOS COLLEGE **CONSTITUTION**

Preamble

- i. In keeping with its Basis of Union, the Uniting Church in Australia understands its call as being to serve God's passion for a better world.
- ii. The shared educational purpose of the Uniting Church with Penrhos College is founded in the love of God. God creates the world in love and enables fullness of life in every person. Education is the purposeful activity of love whereby people are raised up to the unique fullness of their being: emotional, intellectual, social, physical and spiritual. All who participate in education embrace that love to enhance the completeness and peace of the world.
- iii. Penrhos College was established in 1952 as Methodist Ladies' College, South Perth and became a member of the Association of Independent Schools of Western Australia in or about the mid 1960's. The traditions of Penrhos College draw on its foundations, its history and the shared experiences and contributions of its students, staff, alumni, parents and broader religious, educational and local communities. Recognising the importance of the early years of learning, primary level schooling commenced in 1952. The College has subsequently grown to operate as a day and boarding campus from Pre-Kindergarten to Year 12 and provides opportunities for wider educational, cultural, spiritual and active experiences. Throughout its history, the themes of academic excellence, citizenship, service and community have remained central to the ethos of the College. Students are encouraged to achieve their full potential within a broad, balanced and holistic educational offering. The College graduates have excelled in academic, business, community, sporting and arts fields, and our alumni remain an important part of the College's community.
- iv. Penrhos College and the members of its Council will at all times conduct the affairs of Penrhos College so as to address, and act in accordance with, the matters specified in the Uniting Church in Australia (Western Australia) National Education Charter (2002) and the matters specified in the *School Education Act 1999 (WA)*. As amendments occur from time to time these are detailed in the Penrhos College Council Handbook.
- v. It is the responsibility of the Council as a whole, and in particular the Chairperson, the Principal and the Moderator as Visitor, to ensure that Penrhos College remains faithful to this call, purpose, tradition and objectives.
- vi. In enacting this Constitution it is the understanding of the Synod that good contemporary governance of the schools of the Uniting Church in Western Australia is best served by a council comprised of members with a suitable mix of skills and experience each one of whom is supportive of and accountable to the shared purposes of Synod and schools and underpinned by a close relationship between the senior officers of the Synod and the school.

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1. NAME

The name of the instrumentality created shall be "PENRHOS COLLEGE" – a body corporate, incorporated under the provisions of the Act.

2. OBJECTS

- (a) The objects of the College are:
- (i) to continue to carry on in the manner and for the purposes hereinafter mentioned at 6 Morrison Street, Como, or at Como and elsewhere in the State of Western Australia, all business, commercial and investment operations necessary and prudent to ensure the continuing operation of the College (which was founded by the Methodist Church of Australasia, Western Australia Conference in 1952 and originally called Methodist Ladies' College, South Perth) in accordance with this Constitution, including the conduct of a boarding establishment;
 - (ii) to provide a sound general education for girls of all ages, to provide training for careers, to prepare students for tertiary education, and to seek, in a Christian setting, the full development of each student;
 - (iii) at the discretion of the Council to establish or contribute to the support of any scholarship or bursary to be enjoyed at the College or elsewhere and to prescribe or join in prescribing the terms and conditions of any such scholarship or bursary; and
 - (iv) to do all such other things as are incidental or conducive to these objects.
- (b) The College is a not-for-profit college of the Uniting Church in Australia.
- (c) The College is, and shall continue to be, a charitable institution registered with the Australian Charities and Not-for-Profits Commission.
- (d) No part of the College's property or income shall be distributed to any person, provided that nothing in this Clause 2 shall prevent the payment of wages, salaries, emoluments and gratuities nor the awarding of scholarships and bursaries in a manner consistent with the aims and objectives of the College or the Uniting Church in Australia (WA Synod).

3. POWERS

- (a) The College shall have all the powers of a natural person which are necessary or conducive in order to enable the College to properly implement the above mentioned objects including but not limited to, the power to:
- (i) borrow money upon any terms and conditions that the Council sees fit;
 - (ii) open and operate bank accounts in the name of the College;
 - (iii) mortgage or otherwise encumber the assets of the College;
 - (iv) invest, use and deal with the funds of the College as the Council sees fit;

- (v) enter into any contract the Council considers necessary or desirable;
 - (vi) acquire, hold, deal with and dispose of any real or personal property;
 - (vii) purchase or take a lease or license of premises for student facilities;
and
 - (viii) construct buildings or structures for the benefit of the College.
- (b) The Council shall have the power to exercise all powers of the College under Clause 3(a) in its discretion.

4. DEFINITIONS

In this Constitution the following expressions shall have the following meanings:

- (a) **Act** means the *Uniting Church in Australia Act 1976 (WA)*.
- (b) **Annual Report** means the annual report by Council to Synod in accordance with Clause 17 of this Constitution.
- (c) **Auditor** means a registered company auditor.
- (d) **Chairperson, Deputy-Chairperson, Secretary and Treasurer** shall mean the officers of the Council appointed by Council as provided for in Clause 8.
- (e) **Church** means the Uniting Church in Australia.
- (f) **College** means the instrumentality referred to in Clause 1, being Penrhos College.
- (g) **Confirmed Member** means a member of the Church who is recognised as having affirmed the faith, accepted the responsibilities of membership by actively participating in the fellowship of the Church and supporting its work, and whose name is recorded on the roll of confirmed members of the Church.
- (h) **Constitution** means this constitution of the College.
- (i) **Council** means the council of the College as referred to in Clause 5 of this Constitution.
- (j) **Council Member** means a member of the Council.
- (k) **Council Policy** means a policy or policies as determined from time to time by the Council.
- (l) **Effective Date** means the date Synod approved a previous version of this Constitution, in or about August 2013.
- (m) **Executive** means the executive committee comprised of the persons described in Clause 9(a) .
- (n) **Financial Statements** means a financial report representing the financial position and financial performance of the College in a form approved by the Council.

- (o) **General Secretary** means the general secretary of Synod, as appointed from time to time.
- (p) **Moderator** means the moderator appointed by the Synod.
- (q) **National Education Charter** means the broad principles and guidelines to members of the Uniting Church in Australia, regarding education in Australian society.
- (r) **Penrhos College Foundation** means the incorporated body of present and past parents incorporated in 1988 under the *Associations Incorporation Act 1987* (WA), and the successors of such incorporated body, the constitution of which has been approved by the Council.
- (s) **Prescribed Period** means a period of 3 years.
- (t) **Principal** means the individual appointed and employed by the Council from time to time as Principal of the College.
- (u) **Regulations** means the Regulations of the Church and the Uniting Church in Western Australia By Laws and Rules.
- (v) **Synod** means the Uniting Church in Australia Synod of Western Australia.
- (w) **Trust** means the Uniting Church in Australia Property Trust (WA) constituted by the Act.
- (x) **Visitor** means the visitor referred to in Clause 12.

5. GOVERNANCE BY A COUNCIL

- (a) The Council shall consist of a maximum of 14 persons as follows:
 - (i) the Principal of the College;
 - (ii) one representative of the Penrhos College Foundation, such representative being the President of the Foundation, subject to being approved and appointed annually by the Synod; and
 - (iii) not more than 12 other persons to be appointed by Synod on the recommendation of the Council by Council resolution for the term of office specified in Clause 6,

provided that the Council Members shall include at least one former student and at least one current parent of the College.
- (b) Notwithstanding any other Clause in this Constitution, each Council Member in office as at the Effective Date shall be entitled, and subject to Clauses 6 and 7(a) shall continue, to serve as a Council Member regardless of the manner in which they were appointed prior to the Effective Date.
- (c) Each Council Member shall have the expertise, qualifications and experience appropriate to the needs of the College and the management of the business and affairs of the College, shall substantially satisfy the skills, competencies and any other eligibility requirements set out in Council Policy, and shall be a fit and proper person to operate a school.

- (d) At least one Council Member must be a Confirmed Member of the Church who is entitled to be elected by Council to membership of the Synod or, with the approval of Synod in any specific case, a confirmed member of some other Christian denomination willing to participate in the life of the Church.
- (e) Each Council Member agrees to comply with the Constitution and uphold the objects of the College as specified in Clause 2 of the Constitution.
- (f) Each Council Member must conform with any Council Policy, governance rules and codes of conduct as developed by the Council from time to time.
- (g) The Council shall be responsible and accountable for the following:
 - (i) development and implementation of an effective strategic direction for the College;
 - (ii) development and implementation of effective processes to plan for, monitor and achieve improvements in student learning;
 - (iii) effective management of the College's financial resources in accordance, where relevant, with any purposes for which they were provided;
 - (iv) compliance with all written and other laws that apply to and in respect of the College and the operation of the College; and
 - (v) all other matters required by the *School Education Act 1999 (WA)* from time to time.
- (h) In undertaking its responsibilities, the Council shall not knowingly do any act or thing which is contrary to the law of the Church provided that with respect to any dealings with any of the real or personal property of the College, no person or corporation being a purchaser, vendor, borrower, lender, lessor, lessee or otherwise dealing with the Council shall be concerned to see to the observance of the provisions of this Clause 5 or be affected by notice of non-observance of the provisions of this Clause 5.
- (i) The Council shall undertake regular performance reviews of the Principal, based on the Principal's Position Statement, which is determined by the Council from time to time.

6. TERM OF OFFICE

- (a) Subject to Clauses 6(b) and 6(c), the persons mentioned in Clause 5(a)(iii):
 - (i) will be appointed by a resolution of the Synod and (subject to earlier termination of office under Clause 7(a)) will hold office for the Prescribed Period from the first day following the meeting of the Synod at which they are appointed; and
 - (ii) are eligible with the approval of Council and Synod, for reappointment for a further two periods, each of which may not exceed the Prescribed Period.
- (b) If for any reason the Synod fails to appoint any person under Clause 5(a)(iii), then the retiring persons of that group shall continue in office in their

respective positions in the Council until any three or more persons of that group are appointed by the Synod.

- (c) Notwithstanding any other Clause in this Constitution, each Council Member in office as at the Effective Date shall, subject to Clause 7(a), be entitled to continue to serve as a Council Member until the expiry of the period for which the Council Member was originally appointed, up to a maximum of 10 years from the date of their original appointment.
- (d) Nothing contained in this Constitution shall be deemed to compel the Synod to approve or appoint any Council Members or to fill up all or any vacancies therein in respect of the persons described in Clause 5(a)(iii).

7. VACATION OF OFFICE AND VACANCIES

- (a) The office of any Council Member will be vacated if that Council Member:
 - (i) by written notice to the Council resigns as a Council Member;
 - (ii) dies;
 - (iii) is removed from office by a resolution of the Synod, it being expressly declared that the Synod shall not be required to state any reason for such resolution; or
 - (iv) no longer satisfies the eligibility requirements set out in Council Policy.
- (b) If any casual vacancy shall occur for any reason under Clause 7(a) in respect of the office of any person who has been appointed under Clause 5(a)(iii), then subject to Clauses 5(a), 5(c) and 5(d), the Council may by resolution fill any such casual vacancy but so that the Council Member so appointed shall hold office until the next Synod meeting, but is then eligible for appointment by Synod.
- (c) A vacant office which has not been filled by the Synod at a meeting held after such vacancy occurred and which would have been competent to fill such vacancy shall not be deemed to constitute a casual vacancy for the purpose of this Clause 7.
- (d) A person appointed to fill a casual vacancy on the Council has all of the rights of a Council Member.

8. OFFICERS OF THE COUNCIL

(a) Chairperson

- (i) The Synod will appoint, on the recommendation of the Council, from among the Council Members a Chairperson as required with a term equal to the Prescribed Period, and such person is eligible, with the approval of the Council and the Synod, to extend the term for a further two periods, each of which may not exceed the Prescribed Period.
- (ii) The Chairperson shall preside at all meetings of the Council and attend to any other matters specified in this Constitution as being the responsibility of the Chairperson.

(b) **Deputy-Chairperson**

- (i) The Council shall by resolution appoint from among the Council Members a Deputy-Chairperson as required with a term equal to the Prescribed Period and such person is eligible, with the approval of the Council and the Synod, to extend the term for a further two periods, each of which may not exceed the Prescribed Period.
- (ii) The Deputy-Chairperson shall preside at any meeting of the Council, if for any reason, the Chairperson shall be absent.

(c) **Secretary**

- (i) The Council shall by resolution appoint from among the Council Members a Secretary as required for a term equal to the Prescribed Period and such person is eligible, with the approval of the Council and the Synod, to extend the term for a further two periods, each of which may not exceed the Prescribed Period.
- (ii) The Council may determine from time to time by resolution the duties of the Secretary and any remuneration that they may receive from College funds.

(d) **Treasurer**

- (i) The Council shall by resolution appoint from among the Council Members a Treasurer as required for a term equal to the Prescribed Period and such person is eligible, with the approval of the Council and the Synod, to extend the term for a further two periods, each of which may not exceed the Prescribed Period.
- (ii) Without limiting the rights of the Council under Clause 8(d)(iii), it shall be the duty of the Treasurer to have prepared and submit to the Council once a year in such form as it desires duly audited Financial Statements of the College in a form to be approved by the Council.
- (iii) The Council may determine from time to time by resolution of the Council the duties of the Treasurer and any remuneration that they may receive from College funds.

9. EXECUTIVE

- (a) The Executive of the Council shall comprise the Chairperson, the Principal, the Deputy-Chairperson, the Secretary and the Treasurer, with power to co-opt any other Council Member as necessary. The Director of Finance and Administration may attend by invitation of the Chairperson.
- (b) The Executive shall be responsible for the implementation of the Council's decisions, and shall have power to act between Council meetings on any matter usually dealt with by the Council, that is delegated to it by the Council.
- (c) The Council may delegate such matters as it considers fit to the Executive of the Council.

10. PROCEEDINGS OF COUNCIL

- (a) **Ordinary meetings:** The Council shall meet at such time and place as may be determined from time to time by its own resolution, but so that there shall be at least one meeting of the Council during each College term.
- (b) **Special meetings of Council:** The Chairperson may at any time she or he thinks it necessary, and whenever she or he is requested in writing so to do by not less than three Council Members (which writing shall specify the purpose for which the meeting is to be convened) convene or authorise the Secretary to convene a special meeting of the Council.
- (c) **Notice of Council meetings:** At least three days' written notice of every Council meeting shall be given to all Council Members, but if the Chairperson considers an emergency exists then upon the Chairperson's authority a special meeting may be convened on shorter notice. The notice of meeting must set out any proposed motions that will be put forward at the meeting. The non-receipt by any Council Member of a notice of meeting shall not invalidate any such meeting.
- (d) **Person presiding at Council meetings:** The Chairperson, or in the Chairperson's absence the Deputy-Chairperson, shall preside at all meetings of Council. If for any reason both the Chairperson and the Deputy-Chairperson shall be absent from any meeting or are unwilling to act, the Council Members present shall elect one of their number to be chairperson of the meeting.
- (e) **Quorum:** A quorum for a Council meeting shall be not less than 50% of the Council Membership as at the date of the meeting and the Chairperson or other Council Member presiding shall be included in such number.
- (f) **Meeting using technology:** Council meetings may take place:
 - (i) where Council Members are physically present together; or
 - (ii) using any technology consented to by a majority of the Council Members present, in such circumstances as permitted by the Chairperson from time to time. A Council Member who participates in a Council meeting as set out in this Clause 10(f)(ii):
 - A. is deemed to be present at the Council meeting; and
 - B. continues to be present at the Council meeting for the purposes of establishing a quorum,

until the Council Member notifies the other Council Members that they are no longer taking part in the Council meeting.
- (g) **Circular resolutions:**
 - (i) Subject to Council Policy, the Council may pass a resolution without a meeting being held if all Council Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (ii) For the purposes of Clause 10(g)(i) separate copies of a document may be used for signing by Council Members, if the wording of the

resolution is identical in each copy. The resolution is passed when the last Council Member signs.

- (iii) For the purposes of Clause **Error! Reference source not found.:**
- A. a separate document may be any document in any form deemed acceptable by the Council, including but not limited to an email, facsimile transmission or other document produced by electronic means ; and
 - B. a document may be signed in any manner deemed acceptable by the Council, including but not limited to:
 - a. by hand;
 - b. by digital signature;
 - c. electronically; or
 - d. by communicating approval of the motion via email sent to all other Council Members.
- (h) **Voting:** Each Council Member, including the Principal, shall have one vote at a Council meeting and the Chairperson shall retain his or her vote until voting has concluded on a resolution and, in the case of an equality of votes, the Chairperson will have the casting vote. Except where otherwise expressly provided, questions arising at any Council meeting shall be decided by a majority of votes.
- (i) **Minutes:** Minutes of all meetings of the Council shall be kept by the Secretary in a minute book to be provided for that purpose and the minutes shall be confirmed by the next succeeding meeting of the Council and shall be signed by the Chairperson of that succeeding meeting.
- (j) **Rules & procedures:** The rules and procedures for the conduct of meetings of the Council and its committees shall be determined by the Council from time to time, and set out in the Penrhos College Council Handbook.
- (k) **Director of Finance and Administration:** The Director of Finance and Administration shall attend Council meetings and such committee meetings as required from time to time, but will not have the right to vote at any such meetings.
- (l) **Rescission of resolutions:** No resolution passed at any meeting of the Council shall be rescinded at any subsequent meeting unless seven days' notice of the intention to propose such rescission shall have been given in the circular convening the meeting and unless such rescission shall have been determined by two-thirds of the votes cast.
- (m) **Notices:** Any notices issued under this Constitution, including but not limited to notices of meeting, may be given electronically.

11. COMMITTEES

- (a) The Council may:

- (i) appoint committees from time to time to report on or to carry out any particular duties or undertake any particular function;
 - (ii) delegate all or any of its powers or authorities to any committee from time to time as Council may think fit;
 - (iii) determine the manner in which any such committee shall conduct its proceedings;
 - (iv) at any time dissolve, suspend or withdraw the authority of any such committee as the Council thinks fit; and
 - (v) appoint and remove from office any member of such committee at any time.
- (b) The Chairperson and the Principal shall be ex-officio members of all such committees.
 - (c) Members of a committee must be appointed annually by resolution of the Council.
 - (d) Committee membership will not be restricted to Council Members.

12. VISITOR

The Moderator shall be the Visitor to the College. As Visitor, the Moderator shall be entitled to attend at and participate in any meeting of the Council, and to exercise in regard to the College such pastoral and administrative responsibilities and powers as are consistent with the duties of the Moderator as defined in the Regulations.

13. PRINCIPAL

- (a) The Council shall appoint the Principal who shall be a Confirmed Member of the Church or a confirmed member of some other Christian denomination who will uphold the ethos of the Church.
- (b) The Principal shall be responsible for the day-to-day management and control of the College, which shall be separate from the overall governance of the College by the Council.
- (c) The Principal's appointment shall be for such period and upon such terms as the Council determines, and shall be terminable at any time by the Council:
 - (i) in the event of the serious illness or incapacity of the Principal;
 - (ii) for cause; or
 - (iii) otherwise in accordance with any service agreement concluded between the Council (on behalf of the College) and the Principal.
- (d) Termination of the Principal's appointment under Clause 13(c) shall only be effective if:
 - (i) Council has consulted with the Moderator or General Secretary of the Synod;

- (ii) notice of the intention to terminate the Principal's appointment is given in the notice convening the Council meeting at which it is intended to pass such a motion; and
 - (iii) the motion to terminate the Principal's appointment is passed by two-thirds of the votes cast on that motion at that Council meeting.
- (e) The Principal shall have, subject to the general or specific directions of Council, as the case requires, responsibility for:
 - (i) the full direction of the teaching and organisation of the College;
 - (ii) the selection of staff (with the exception of the Chaplain or Chaplains and the Director of Finance and Administration);
 - (iii) the supervision of every boarding establishment associated with the College; and
 - (iv) any other matters consistent with the day to day management and control of the College, or as required by the *School Education Act 1999* (WA) from time to time.
- (f) When selecting staff in accordance with Clause 13(e)(ii) preference shall be given to members of the Church, all other things being equal, and appointments shall be subject to relevant industrial awards in force from time to time.
- (g) The Principal may for good reason dismiss any member of staff (with the exception of the Chaplain and the Director of Finance and Administration), but may only dismiss a member of the teaching staff after consultation with the Chairperson (or in the absence of the Chairperson, the Deputy-Chairperson, Secretary or Treasurer).
- (h) The Principal may for good reason discipline any member of staff (including the Chaplain and the Director of Finance and Administration) as the Principal sees fit.
- (i) The Principal may delegate such roles and responsibilities for the management of the College as the Principal sees fit, subject to the general control of Council and any Council Policy.
- (j) The Principal shall submit to each ordinary meeting of the Council a report on the activities of the College.
- (k) The Principal may for good cause and after consultation with the Chairperson (or in the absence of the Chairperson, the Deputy-Chairperson, Secretary or Treasurer), expel any pupil of the College, such action to be reported by the Principal to the Chairperson.

14. CHAPLAIN

- (a) The College may have one or more Chaplains who shall be called by the Council after consultation with the Principal and Synod and be appointed upon such terms as the Council determines.

- (b) The Chaplain shall be a minister of the Church or, with the approval of Synod in any specific case, a minister of another Christian denomination willing to participate in the life of the Church and may be appointed and/or placed full time or part time in accordance with the Regulations.
- (c) A Chaplain may be dismissed by resolution of Council only after consultation with Synod. Any meeting at which Council considers the dismissal of a Chaplain must include the Chairperson and Principal.

15. DIRECTOR OF FINANCE AND ADMINISTRATION

- (a) The College shall have a Director of Finance and Administration, or such other title as decided by the College from time to time, who shall be appointed by the Council after consultation with the Principal and appointed upon such terms as the Council determines.
- (b) The Director of Finance and Administration may be dismissed by resolution of Council only after consultation with Synod. Any meeting at which Council considers the dismissal of the Director of Finance and Administration must include the Chairperson and Principal.

16. AUDITOR

- (a) An Auditor (or Auditors) shall be appointed and remunerated by the Council annually and shall audit the Financial Statements of the College and present to the Council a report upon such audit and an opinion on the Financial Statements and records examined.
- (b) The Council shall present to the Synod annually a signed copy of the Auditor's opinion along with the Council's Annual Report to the Synod.
- (c) No Council Member, or any partner or employee of a Council Member, shall be eligible to act as Auditor.

17. ANNUAL REPORT TO SYNOD

- (a) It shall be the duty of the Council to present annually to the Synod in time for consideration of the Annual Synod:
 - (i) a report by the Council on the activities and affairs of the College during the year together with any recommendations which it may desire to submit for consideration of the Synod, including the appointment of the Council Members referred to in Clauses 5(a)(ii) and 5(a)(iii) of this Constitution;
 - (ii) audited Financial Statements; and
 - (iii) the signed copy of the Auditor's opinion referred to in Clause 16(b).
- (b) The Synod will keep the documents referred to in Clauses 17(a)(ii) and 17(a)(iii) confidential.

18. HOLDING OF REAL AND PERSONAL PROPERTY

- (a) The Council shall for the purposes of the Regulations carry out the responsibilities of the management and administration of the College's real and personal property.
- (b) Without in any way prejudicing, limiting or affecting the provisions of Clause 18(a) any power now or hereafter contained in the Act or any amendment or re-enactment thereof, it is hereby declared that any moneys of the College requiring investment may be invested in the name of the College in any real or personal property or in such form of investment as the Council may from time to time consider to be in the interests of the College with power to the Council from time to time by resolution to vary any such investment.

19. INDEMNITY

- (a) Any person acting under the express or implied authority of the College (including, without limitation, Council Members, the Principal and any employee of the College) (**Indemnified Person**) shall be indemnified against all expenses and liability for any matter or thing done or liability incurred in accordance with the Regulations.
- (b) The Council, in addition to the general powers conferred upon it by this Constitution and the provisions of the Act, may procure that the College enter into deeds of indemnity and access with Indemnified Persons and/or effect policies of insurance to ensure that the indemnity given by this Clause 19 is effective.

20. CONFLICT OF INTEREST

- (a) A Council Member or a member of any committee of the Council who has any direct or indirect pecuniary interest, or conflict of interest, or whose unfettered or independent judgment is or could be perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the Council or committee of the Council must, as soon as the member becomes aware of that interest or relationship, disclose to the Council or committee of the Council the nature and extent of that interest or relationship.
- (b) The Council or any committee of the Council must then determine whether the extent of the interest or relationship disclosed is such that the member should not participate in, vote on, or be present during any debate on that matter.
- (c) The Council or any committee of the Council will minute its decision and record that decision in the Council's conflict of interests register.

21. DISPUTE RESOLUTION PROCEDURE

If a dispute arises between Council Members as to the conduct of a Council Member, other than the Principal, the dispute is to be resolved using the dispute resolution procedure set out in the Penrhos College Council Handbook.

Nothing in this clause restricts the powers of the Visitor.

22. COMMON SEAL

- (a) The common seal of the College shall be held by the Secretary and shall only be used by authority of a resolution of the Council.

- (b) Every deed or instrument to which the Seal is required to be affixed shall be signed by the Chairperson or in his or her absence by the Deputy-Chairperson or by the Secretary, and countersigned by another member of the Executive of the Council or by some other Council Member appointed by the Council for the purpose.

23. POWER OF ATTORNEY

- (a) The Council may, by writing under the common seal of the College, empower any two Council Members, either generally or in respect of a specified matter, as its agent or attorney to execute instruments (including deeds):
 - (i) for any period specified in the instrument conferring the authority; or
 - (ii) if no period is specified, until notice of the revocation or termination of their authority has been given to the person dealing with them.
- (b) An instrument signed by two agents or attorneys on behalf of the College is binding on the College and has the same effect as if it were executed under the common seal of the College.

24. EXERCISE OF THE RIGHTS OF THE SYNOD

Except where these rules require any matter to be dealt with by a particular type of meeting of the Synod the rights and duties of the Synod under this Constitution may be dealt with by any meeting of the Synod which by the terms of the notice convening such meeting or otherwise is competent and authorised to deal with such matter.

25. ALTERATIONS TO NAME OR CONSTITUTION

- (a) No alteration shall be made except by resolution of the Synod pursuant to a recommendation of a duly constituted meeting of the Council in respect of:
 - (i) any change in the name of the College;
 - (ii) any change by way of alteration, variation, rescission or addition to this Constitution.
- (b) A certificate purporting to be signed by the General Secretary shall be conclusive evidence that any such resolution of the Synod has been passed in the manner certified in such certificate.

26. DISSOLUTION OF THE COLLEGE

- (a) The College may apply to the Uniting Church in Australia in accordance with the Act for the termination of its incorporation.
- (b) Where the incorporation of the College under the Act is terminated and is not concurrently continued under the provisions of any other statute, the College shall cease to be a body corporate and all land and other property held by or belonging to or vested in it, whether in its name or otherwise, shall without conveyance vest in the Trust as specified in the Act, and shall be held in the Trust for the purposes of the College if it has not then dissolved and is still functioning, but otherwise for those purposes and upon those trusts as the Synod shall direct.

