



**TRANBY COLLEGE  
CONSTITUTION**

## TABLE OF CONTENTS

PREAMBLE	4
1. NAME	5
2. DEFINITIONS	5
3. OBJECTS of the COLLEGE	6
4. POWERS of the COLLEGE	7
5. FINANCIAL YEAR	7
6. GOVERNANCE BY A BOARD	7
6.1 Board Member Responsibilities	7
6.2 Expectations of Board Members	7
6.3 Functions of the Board	8
6.4 Reporting to Synod	8
6.5 Visitor	9
6.6 Membership and Officers of the Board	9
6.7 Term of Office	9
6.8 Proceedings of the Board	10
6.9 Structure of Meetings	10
6.10 Quorum	10
6.11 Meeting Procedures	10
6.12 Minutes	11
6.13 Succession Planning and Induction Procedures	11
6.14 Vacation of Office and Vacancies	11
6.15 Conflict of Interest	12
7. COMMITTEES	12
8. PRINCIPAL	13
9. BUSINESS MANAGER	13
10. CHAPLAIN	14
11. AUDITORS	14
12. HOLDING OF REAL AND PERSONAL PROPERTY	14
13. COMMON SEAL	14

14. ALTERATIONS TO NAME, OBJECTS OR REGULATIONS	.....	14
15. INDEMNITY CLAUSE	.....	15
16. GRIEVANCE AND DISPUTE RESOLUTION	.....	15
17. DISSOLUTION	.....	15

## TRANBY COLLEGE CONSTITUTION

### PREAMBLE

- a) 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.
- b) The shared educational purpose of the Uniting Church with Tranby 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.
- c) Tranby College, a body corporate incorporated under the provisions of the Uniting Church in Australia Act 1976 (WA), opened in 1997 with 221 students from Kindergarten to Year 8 and has progressed to a school that provides education opportunities for students from Kindergarten to Year 12. The College's core purpose is to be an accessible and inclusive community in which student learning and wellbeing are the responsibilities of all Members of our school community.
- d) The values that guide our practices are governed by the ethos of the Uniting Church and as set out in the Mission statement of the College.
- e) The educational purpose is expressed in principle/values originating in the Uniting Church in Australia National Education Charter (2002) or as revised, and the Board will at all times conduct the affairs of the College so as to address and act in accordance with the Uniting Church in Australia National Education Charter (2002) or as revised.
- f) It is the responsibility of the governing body (the Board) as a whole and, in particular the Chair and the Moderator as Visitor, to ensure that Tranby College remains faithful to this call, purpose, tradition and objectives.
- g) 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 Board 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 the Synod and College and underpinned by a close relationship between the senior officers of the Synod and the school.

## 1. NAME

The name of the instrumentality shall be 'TRANBY COLLEGE', a body corporate, incorporated under the provisions of the Uniting Church in Australia Act 1976 (WA).

## 2. DEFINITIONS

- a) **Board** means the Board referred to in Clause 4.
- b) **Business Manager** means the Business Manager appointed by the Board.
- c) **Chair** means the Chair of the Board from time to time and includes any acting Chair from time to time appointed under this Constitution.
- d) **Chaplain** means the chaplain appointed under Clause 10.
- e) **Church** means the Uniting Church in Australia.
- f) **College** means Tranby College.
- g) **College Community** means school, students, staff, parents, alumni and local Uniting Church communities.
- h) **Committee** means a committee of the Board.
- i) **Confirmed Member** means a Member of the Board 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 as sharing the right and responsibility of participation in the work and government of the Church, and whose name is recorded on the roll of confirmed Members of the Uniting Church. (Constitution of Uniting Church in Australia para 6; Regulation 1.3).
- j) **Constitution** means this constitution of the College.
- k) **Executive Officer** means a person who is not a Member of the Board but may be a Member of the Staff of the College, whose role is to provide administrative support for the Board.
- l) **General Secretary** means the General Secretary as appointed by the Synod.
- m) **Governance** is the system by which the College is directed, and by which management is held accountable, to enable and enhance the capacity of the College to ethically and effectively meet its strategic objectives and the expectations of its stakeholders and the community.
- n) **Grievance and Dispute Resolution** means following procedures as set out in the Board Grievance and Dispute Resolution Policy and Procedures.
- o) **Member** means those persons approved by the Board and appointed to the Board by the Synod.
- p) **Minister** means Minister of the Word or Deacon ordained and in good standing within the Uniting Church in Australia and recognised as a Minister in the Uniting Church in Australia.
- q) **Mission Statement** means the College Mission Statement as approved by the Board and which, from time to time, may be amended by Board resolution.
- r) **Moderator** means the Moderator as appointed by the Synod.
- s) **National Education Charter** means the broad principles and guidelines developed by the Uniting Church in Australia regarding education in Australian society.
- t) **Parent** means a mother, father or legal guardian of a student currently enrolled in the College.
- u) **Pastor or Youth Worker** means a person with the necessary training and experience to fulfil Chaplaincy duties.

- v) **Principal** means the Principal of the College appointed by the Board.
- w) **Regulations** means the Regulations of the Church and the Uniting Church in Western Australia By-Laws and Regulations.
- x) **Special Resolution** means a resolution that is passed by a majority of not less than three quarters of those Board Members present and voting at the relevant Board meeting of which notice specifying the intention to propose the resolution as a special resolution has been given under this Constitution.
- y) **Staff** means those persons, other than the Principal, currently employed by the College in full-time or part-time positions in whatever capacity.
- z) **Synod** means the Uniting Church in Australia, Synod of Western Australia.
- aa) **Trust** means the Uniting Church in Australia Property Trust (WA) constituted by the UCA Act.
- bb) **UCA Act** means the Uniting Church in Australia Act 1976 (WA).
- cc) **Visitor** means the Moderator as appointed by the Synod.

### 3. OBJECTS of the COLLEGE

- 3.1 Within an overall educational framework and Christian philosophy, the College shall seek to:
- a) provide high quality instruction in a caring Christian environment.
  - b) encourage the pursuit of personal and collective academic excellence.
  - c) develop in each student the highest standards of personal conduct.

The College shall carry on all business, commercial and investment operations necessary and prudent to ensure the continuing operation of the College in accordance with the above objectives.

- 3.2 The College leadership will facilitate achievement of these objectives by:
- a) fostering an environment and culture that support students to reach their full potential;
  - b) encouraging students to develop respect for themselves and others;
  - c) being a Christian witness of the Church and fostering the development of a personal faith in God;
  - d) building a sense of individual and collective responsibility expressed in the caring service to others; and
  - e) employing, supporting and developing quality staff.

- 3.3 The College shall be and continue to be a charitable institution and no part of its property or income shall be paid by way of distribution or dividend to any person, provided that nothing in this clause 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.

A payment may be made to a Member out of the funds of the College only if it is authorised in accordance with the following:

- a) the payment in good faith to the Member as reasonable remuneration for any services provided to the College, or for goods supplied to the College, in the ordinary course of business; or
- b) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the College.

#### **4. POWERS of the COLLEGE**

- 4.1 The College shall have the powers necessary to enable the College to properly implement the above-mentioned objects, including but not limited to:
- a) managing the business and affairs of the College, including setting the tuition fees.
  - b) ensuring that the ethos of the Uniting Church is upheld.
  - c) borrowing money upon any terms and conditions the Board deems fit.
  - e) opening and operating bank accounts in the name of the College.
  - f) mortgaging or otherwise encumbering the assets of the College.
  - g) investing, using and dealing with College funds as the Board sees fit.
  - h) entering into any contract the Board considers necessary or desirable.
  - i) acquiring, holding, dealing with and disposing of any real or personal property.
  - j) purchasing or taking a lease or licence of premises for student facilities.
  - k) developing effective communication structures with parents and other stakeholders as deemed by the Board as having a significant interest in the objects of the College, and
  - l) constructing buildings or structures for the benefit of the students and staff.
- 4.2 The Board shall have the power to exercise all powers of the College under Clause 4.1 in its discretion.

#### **5. FINANCIAL YEAR**

The Financial Year of the College is 1 January to 31 December.

#### **6. GOVERNANCE BY A BOARD**

##### **6.1 Board Member Responsibilities**

Board Members shall:

- a) exercise responsibilities in accordance with the requirements of the UCA Act and this Constitution.
- b) not knowingly do any act or thing which is contrary to the law of the Church or legislative requirements; and
- c) conduct all business to do with the employment of the Principal and Business Manager including but not limited to engagement, review, and termination.

##### **6.2 Expectations of Board Members**

Board Members are expected to:

- a) possess the expertise and competencies appropriate to ensuring the business and affairs of the College are carried out in accordance with its objects as outlined in this Constitution and substantially satisfy any other eligibility requirements as determined by the Board or any Committee and varied from time to time according to prevailing needs.
- b) actively participate and contribute knowledgeably in the consideration of all matters before the Board and its Committees and bear equal responsibility for Board decisions regardless of experience, knowledge, or specific expertise.
- c) ask questions to explore, examine and understand the issues presented.
- d) demonstrate their commitment to the College by consistent attendance at Board

meetings, except when prevented by unforeseeable events. If a Board Member is absent for three (3) consecutive meetings without having notified the Chair of their absence, that Board Member is in breach of their obligations and may be removed from the Board under Clause 6.14(a).

- e) act in the best interests of the College at all times.
- f) avoid situations that may give rise to an ongoing conflict of interest (see Clause 6.15).
- g) maintain confidentiality of Board discussions, plans, submissions and works in progress.
- h) undertake appropriate professional development at least annually, e.g. Briefing the Board.
- i) wherever possible, attend key school functions.

### 6.3 Functions of the Board

The Board will perform the following functions:

- a) participate in and approve the strategic and business plans including:
  - i. developing, monitoring, and reviewing the objectives and targets of the strategic plan.
  - ii. reporting to the College community on the strategic plan.
  - iii. considering and monitoring human resource and asset management plans.
- b) maintain legal and financial compliance along with high ethical standards of operation.
- c) delegate all College operations to the Principal, including curriculum, learning, teaching, staffing, discipline, and expulsions.
- d) within the framework of a risk management strategy, oversee the proper care and maintenance of College property and assets.
- e) develop, as needed, and regularly review governance policies and guidelines.
- f) annually evaluate Board activities against set goals.
- g) raise money for College related purposes.
- h) maintain records of and accessibility to Board Members of all Board resolutions.
- i) ensure all new Board Members are appropriately inducted (see Clause 6.13).
- j) involve the school community in the governance of the school by:
  - i. providing for representation of parents and community on the Board.
  - ii. considering the cultural and social diversity of the school population to identify needs and bringing them to the Board for discussion.
- k) individually and collectively assist the Chair with Board recruitment decisions and timely succession of Members when a Member resigns.
- l) establish Sub-Committees (task groups) from time to time to examine and deliver on special tasks/projects as requested by the Board, for example, Principal selection, setting of Principal remuneration and conditions, capital project evaluation.

### 6.4 Reporting to Synod

It shall be the duty of the Board to present annually:

- a) in time for consideration at the Annual Synod, a report from the Board on the governance, 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 Board Members.
- b) audited financial reports to the Accounts Committee of Review.



## 6.5 Visitor

The Moderator shall be the official Visitor to the College with the rights and authorities specified in By-Law S6.2.4.

## 6.6 Membership and Officers of the Board

- a) The Board will comprise the following Members who must be confirmed by the Synod:
  - i. **Chair**, who shall be appointed by Board resolution and will preferably be a Confirmed Member of the Church or an active Member of any other Christian denomination who will uphold the ethos of the Church, or be willing to support and participate in the life of the Church. The Chair shall preside at all meetings of the Board and attend to any other matters specified in this Constitution as being the responsibility of the Chair.
  - ii. **Deputy Chair** who may be appointed by resolution from among the Board Members and shall preside at any meeting of the Board if the Chair is absent for any reason.
  - iii. **Convenor, Finance Committee** who may be appointed by resolution from among the Board Members and who shall oversee the preparation and submission of Financial Statements as may be required by the Board.
  - iv. Up to 9 other Board Members, at least two of whom shall be parents of students at the College and at least one former student.
  - v. The Principal, unless granted leave by the Chair of the Board, shall attend all meetings of the Board, but without voting rights.
  - vi. The Business Manager, unless granted leave by the Chair of the Board, shall attend all meetings of the Board, but without voting rights.
  - vii. The Board may appoint additional people with particular expertise but who are not Members of the Board to Board Committees.
  - viii. **Secretary** (or Executive Officer to the Board) who may be appointed by resolution from among the Board Members. The Chair will consult with the Secretary about the business to be conducted at each Board meeting. The Secretary (or appointed Executive Officer to the Board) maintains:
    - i. copies of the Constitution to be used as a reference at Board meetings;
    - ii. a record of Board Members and other persons authorised to act on behalf of the Board;
    - iii. copies of Board papers, including Minutes of meetings, and carries out other duties as advised by the Chair.
- b) Paid employees of the College are not eligible to be Members of the Board.
- c) In assessing nominations for Board Membership, priority shall be given to Confirmed Members of the Church should they have the skills required to fill the vacant positions.
- d) In addition, the persons mentioned in paragraphs a) and c) shall include at least one (1) Confirmed Member of the Church who may be the College representative at the Annual Synod.

## 6.7 Term of Office

- a) Board members shall hold office for three (3) years commencing on the date of appointment.
- b) Board members other than the Chair are eligible, on the recommendation of the Board and approval by Synod, for reappointment for up to two further terms of up to three (3)

- years.
- c) No Board member shall serve for more than three (3) terms, that is, nine (9) consecutive years but after a period of absence of a further three (3) years may be re-elected to hold office as a Board member again.
  - d) The Chair shall hold office for a term of three (3) years, commencing on the date of appointment, and is eligible, on the recommendation of the Board and approval of Synod, to extend the term for a further period of up to three (3) years, notwithstanding any term which might have been served as a member of the Board.
  - e) Board members shall be appointed so as to provide, as far as practicable, for the participation of parents, former students and the Synod in the governance of the College.

## 6.8 Proceedings of the Board

- a) The Board will meet at the College a minimum of eight (8) times in each year (February to November).
- b) Board Members will be notified of Board meeting times and dates for the year ahead before the first meeting of that year.
- c) If the Chair considers an urgent matter exists, then upon his or her authority, a Special Board meeting may be convened on shorter notice. The non-receipt by any Board Member of a notice of meeting shall not invalidate any such meeting.

## 6.9 Structure of Meetings

- a) All meetings will be conducted in accordance with rules established by the Board but with due reference to the Church's Manual for Meetings, the rules which aim to ensure full, fair and effective participation of all Members in discussion and decision-making.
- b) The Board and its Committees commit to the adoption of practices and protocols designed to optimise the quality and process of their decision making, including:
  - i. agendas and supporting papers being dispatched a reasonable time in advance of the meeting to allow due reading and consideration.
  - ii. meetings allowing fair opportunity to discuss and deliberate on matters coming before them.
  - iii. where an attendee has a conflict of interest pertaining to a matter under consideration, the College's protocol dealing with conflicts of interest be complied with (see Clause 6.15).

## 6.10 Quorum

A quorum for a Board meeting shall be not less than 50 per cent (50%) of the current Board Members, present either personally or by live electronic link.

## 6.11 Meeting Procedures

- a) Each Board Member shall have one (1) vote and, in the case of an equal number of votes for and against, the Chair shall have a casting vote.
- b) Except where otherwise expressly provided, resolutions arising at any Board meeting shall be decided by a majority of votes.
- c) Circulating Resolutions:

- i. the Board may make decisions by a circular or electronic poll of all Members entitled to vote, provided that no decision of such a poll is binding unless there are no dissenting votes.
  - ii. the resolution is passed when the last Member signifies agreement.
  - iii. a Board Member is not entitled to vote on a circulating resolution if he or she has a conflict of interest unless it has been disclosed and dealt with in accordance with these rules and procedures set down by the Synod.
- d) A motion is carried if a majority of the Board Members who are present and cast a vote at the meeting vote in favour of the motion.
- e) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular matter.
- f) If a secret ballot is needed, the proper protocols shall be followed, including where a ballot:
  - i. is for election or re-election of an office bearer, the Member shall absent themselves from the room.
  - ii. involves a Member who has a declared conflict of interest, the Member shall absent themselves from the room.

#### 6.12 Minutes

Minutes of all meetings of the Board shall be kept by the Secretary or the appointed Executive Officer to the Board in a Minute log maintained electronically on the College system with an appropriate backup to be provided for that purpose. The Minutes shall be confirmed by the next succeeding meeting of the Board and shall be signed by the Chair of that succeeding meeting.

#### 6.13 Succession Planning and Induction Procedures

- a) Board Member skills and characteristics shall be reviewed from time to time to align with the needs of the College and any revisions of the College's strategic plans and the Regulations.
- b) A register of Board Member contact details, commencement date, term of office and renewal, skills and experience shall be maintained by the Secretary or Executive Officer.
- c) All Board Members can put forward the names of prospective Members to the Board or its committees, however, the acceptance of prospective Members will be by Board resolution, subject to confirmation by the Synod as provided in Clause 6.6(a).
- d) New Members will make themselves available for an induction/orientation process.

#### 6.14 Vacation of Office and Vacancies

- a) The office of any Board Member (including the Chair) shall be vacated if the Board Member:
  - o by written notice to the Board resigns her or his position as a Member of the Board.
  - o dies.
  - o 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.
  - o is convicted of a criminal offence.
  - o becomes a paid employee of the College.

- b) If any vacancy occurs for any reason under the immediately preceding sub-clause a) then the Board may by resolution fill any such vacancy, such nomination to be put to the Synod for ratification at the earliest opportunity.

### 6.15 Conflict of Interest

- a) A Member of the Board or a Member of any Committee of the Board who has any direct or indirect pecuniary or beneficial interest, or whose unfettered or independent judgement is or could be reasonably perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the College or Board shall, as soon as the Board Member or committee Member becomes aware of that interest or relationship, disclose to the Board the nature and extent of that interest or relationship.
- b) A 'conflict of interest' may arise when a Board Member's duty to the College clashes with duties, obligations or interests elsewhere, e.g. if a Board Member serves on the Board of more than one institution and the best interest of one may be seen to compete with the other.
- c) All Board Members and Board Committee Members are required to disclose to the Board any interest, relationship or information which may be relevant to their independence in any particular circumstances.
- d) The Board or Committee then determines whether the extent of the interest or relationship disclosed is such that the Board Member or Committee Member should not participate in, vote on, or be present during any debate on that matter. The Board or Committee will minute its decision.
- e) Should a Board Member declare a conflict of interest relating to a certain topic on the agenda of a meeting, the Board Chairperson will consult with other Board Members and decide whether:
  - i. the Member should excuse themselves from the meeting while the topic is discussed.
  - ii. the Member shall remain in the meeting but not participate in the discussions or vote on any resolution relating to the topic.
  - iii. the Member may remain in the meeting and participate in the discussions (if the Board or Committee decides that the interest is unlikely to influence the disclosing Member's conduct in relation to the matter).

## 7. COMMITTEES

- a) The Board may delegate all or any of its powers or authorities to any Committee from time to time and may determine the manner in which any such Committee shall conduct its proceedings.
- b) Each Committee shall be given terms of reference and levels of authority approved by the Board and the Board may suspend or withdraw the authority of any such Committee as the Board thinks fit or may remove from office any Member of such Committee.
- c) The Chair of the Board may be an ex-officio Member, with full voting rights, of all such Committees.
- d) The Principal or his/her nominee shall also be a Member of all such Committees but without voting rights.
- e) The Convenor of each committee will be a Member of the Board.
- f) Minutes of all Committee meetings shall be kept, and a report of all meetings shall be presented to the subsequent Board meeting.
- g) Leave is given to the Convenor of each Committee, after consultation with the Chair,

to co-opt Members of staff or other non-Board Members with relevant skills to be Members of the Committee.

## **8. PRINCIPAL**

- a) The Board shall appoint the Principal who shall be a Confirmed Member of the Church or, with the approval of the Synod, an active Member of another Christian denomination or be willing to support and participate in the life of the Church.
- b) The Principal:
  - i. shall have delegated authority, under the general control of the Board, for the day to day leadership and management of the College and its operations and the full direction of the teaching and organisation of the College in accordance with the College Mission.
  - ii. works closely with the Board Chair, who is the channel of communication between the College Board and the Principal unless the Principal is seeking advice on a day to day matter from a Board Member with particular expertise or there is a conflict of interest involving the Chair.
  - iii. shall submit to each ordinary meeting of the Board a report on the activities of the College.
  - iv. is an ex-officio Member of the Board with no voting rights at meetings of the Board or its Committees.
  - v. may for good cause and after consultation with the Chair (or in the absence of the Chair, the Deputy Chair), expel any pupil of the College, such action to be reported by the Principal to the Board Chair.
- c) The Principal's appointment is terminable at any time by the Board in the event of the serious illness or incapacity of the Principal or for good cause and in accordance with any service agreement between the College and the Principal.
- d) Notwithstanding the previous sub-clause, no termination by the Board of the Principal's appointment shall be effective unless notice of intention to move such termination is given in a notice convening the Board meeting at which it is intended to propose such motion and unless such motion is passed by two-thirds of the votes cast by Board Members on that motion at that Board meeting. The Board may give the Principal an opportunity to be heard on that motion at that Board meeting.
- e) Other than by special resolution of the Board, the Principal shall not be present for or participate in Board deliberations or resolutions concerning matters relating to the Principal's personal interests, including the Principal's tenure of employment, service agreement or performance.

## **9. BUSINESS MANAGER**

- a) The Board shall appoint a Business Manager in consultation with the Principal.
- b) The Business Manager:
  - i. shall attend all meetings of the Board, although, without voting rights.
  - ii. shall advise the Board and its committees (as may be appropriate) on the financial affairs of the College.
  - iii. is directly responsible to the Board in consultation with the Principal.
- c) The duties of the Business Manager shall be defined from time to time by resolution of the Board.

## **10. CHAPLAIN**

- a) The Board shall appoint one Chaplain in consultation with Synod.
- b) The Chaplain so appointed shall be a specified minister of the Church as defined in the Regulations 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 only be dismissed by resolution of the Board after consultation with Synod. Any meeting at which the Board considers the dismissal of a Chaplain must include the Chair and Principal.
- d) The Board may choose to appoint a Pastor or Youth Worker if an appropriate Minister cannot be found.

## **11. AUDITORS**

- a) An Auditor or Auditors shall be appointed annually by the Board and shall audit the accounts of the College with the full cooperation of the Principal and Business Manager.
- b) The Auditor shall present to the Board a report upon such audit and on the accounts and records examined by them.
- c) No office bearers of the Board or Members of the Board or any partner or employee of a Member shall be eligible to act as Auditor.

## **12. HOLDING OF REAL AND PERSONAL PROPERTY**

- a) Subject to the particular requirements of the UCA Act, the Board shall carry out 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 paragraph a) of this clause, any power now or hereafter contained in the UCA Act or any amendment or reenactment 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 Board may from time to time consider to be in the interests of the College, with power to the Board to vary such investments by resolution.

## **13. COMMON SEAL**

- a) The College shall have a Common Seal and it shall be held by the Chair or (at his or her discretion) by the Secretary and shall only be affixed to any deed, document or writing after a resolution to that effect has been passed by the Board and every such deed, document or writing shall be signed by the Chair and the Secretary.
- b) In the event of the Chair being absent from any such meeting the Acting Chair may sign in his or her place.
- c) If necessary, an Acting Secretary may sign in the place of the Secretary.

## **14. ALTERATIONS TO NAME, OBJECTS OR REGULATIONS**

No alteration shall be made except by resolution of the Synod and after consultation with the Board in respect of:

- any change of name of the College; or

- any alteration, variation, rescission of or addition to this Constitution.

## **15. INDEMNITY CLAUSE**

- a) Any person acting under the express or implied authority of the College (including, without limitation, Members of the Board, the Principal and any employee of the College) shall be indemnified against all expenses and liability for any matter or thing done or liability incurred except in the case of fraud, criminal act, gross negligence or willful misconduct.
- b) The Board, in addition to the general powers conferred upon it by this constitution and the provisions of the UCA Act may effect policies of insurance to ensure that the indemnity given by this clause is effective.

## **16. GRIEVANCE AND DISPUTE RESOLUTION**

Members of the Board will comply with the Tranby College Constitution, Board policies and procedures in the event that any dispute that may arise is not resolved satisfactorily by personal negotiation between the parties concerned. Nothing in this Clause affects the powers of the Visitor.

## **17. DISSOLUTION**

- 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 UCA 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.