Constitution
of the
Council of Private Higher Education
Incorporated

1. NAME

The name of the association is the "Council of Private Higher Education Incorporated", hereinafter referred to as the "Association".

2. DEFINITIONS

In this Constitution

2.1 "Act" means the Australian Capital Territory, Associations Incorporation Act, 1991.

2.2 "Association" means the association named the Council of Private Higher Education Incorporated.

2.3 "Chair" means the Chairperson, "Vice Chair" means the Vice Chairperson, "Secretary" means the Secretary and "Committee Member" means a Member of the Committee of the Association as elected by Members in accordance with clauses 9 and 10.

2.4 "Committee" means the Committee of the Association.

2.5 "Executive Officer" means the Executive Officer of the Association.

2.6 "Member" means each institution, group of institutions or organization which is a Member of the Association in one of the categories of membership being Group, Individual Institution or Associate membership.

2.7 Expressions referring to writing shall be construed as including typing, printing, lithography, photography and other modes of representing or reproducing words in visible form.

2.8 Words importing the singular number also include the plural and vice versa and those importing the masculine gender also include the feminine gender and vice versa.

3. OBJECTS

The objects of the Association shall be:

3.1 To promote private higher education and seek recognition by government and the community of the contribution of the Australian private higher education sector to tertiary education and scholarship.

3.2 To undertake policy development and to pursue public policy that provides for the equal treatment of private sector providers and of their students, as well as the removal of barriers and disincentives faced by the sector.

3.3 To make representation to government and provide a public voice for private higher education.

3.4 To undertake and facilitate research into matters relevant to the membership.
3.5 To provide a forum for the ongoing dissemination and sharing of information of common concern and facilitate opportunities for cooperation and collaboration.

3.6 To act as an advocate for the private higher education sector in matters of quality assurance, accreditation and academic standards.

3.7 To establish relationships with other organisations.

3.8 To provide services and partner with other organizations to provide services for Members as required. Such services may include a Tuition Assurance Scheme, provision of software, data management services or any other service provision approved by members and consistent with the objects of the Association.

3.9 To undertake any other activities that are consistent with the objects of the Association.

MEMBERSHIP

4.1 Membership of the Association is only open to Members who approve and support the objects of the Association.

4.2 Membership of the Association is to be in one of three eligibility categories as follows.

4.2.1 An Individual Institution Member is an institution engaged in the delivery of accredited higher education in Australia at bachelor or higher degree level, other than a public institution, whether self accrediting or non self accrediting.

4.2.2 A Group Member is an appropriately constituted organisation representing a group of institutions that would otherwise meet the criteria for an Individual Institution Member.

4.2.3 An Associate Member is an interested organization which does not meet the criteria for membership in either of the above mentioned categories, but whose interests are accepted by the Committee as consistent with the objects of the Association.

4.3 Application for Membership shall be made in writing to the Secretary in the form set out in Appendix 1 of this Constitution.

4.4 A copy of the Constitution of the Association shall be supplied to any Member or applicant for membership on request being made to the Association.

4.5 Membership requires the agreement of the Member to be bound by the Constitution of the Association.

4.6 Admission to membership, or the rejection of an application, shall be decided by the Committee of the Association at its sole discretion at the first Committee meeting following receipt of the application. Following approval, the Secretary or Executive Officer will notify the applicant of approval of their application and request payment of fees within 28 days. The Committee is not required to supply reasons for accepting or rejecting an application for membership.

4.7 Each organization admitted to membership shall advise the secretary in writing of their nomination of a representative who is authorised to vote at meetings on behalf of the
Member. Members may also nominate an alternate representative to attend meetings and vote in the absence of the nominated representative.

4.8 The joining fee, annual subscription and due dates for payment shall be determined by Members at a General Meeting.

4.9 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 4.8.

4.10 The Executive Officer of the Association, or the Secretary if no Executive Officer is appointed shall establish and maintain a register of Members of the Association, their contact details, nominated representative and any alternate representative and Members shall advise of any changes.

4.11 A Member may at any time, by giving notice in writing to the Association, resign its membership of the Association and such resignation shall take effect from the date it is received by the Association.

4.12 Membership of the Association may be terminated by the Committee in any of the following circumstances:

4.12.1 where in the opinion of the Committee a Member no longer fulfils the eligibility criteria for membership;

4.12.2 where in the opinion of the Committee a Member refuses to comply with the provisions of the Constitution of the Association or has engaged in any conduct prejudicial to the interests of the Association; and,

4.12.3 where a Member does not contribute its subscription which is due in accordance with a resolution at a General Meeting.

4.13 Where a membership is terminated in accordance with clause 4.12 the Member may require the committee to call a General Meeting within three months and at such meeting make verbal or written representations for the decision of the Committee to be overturned and the Members shall vote on the matter.

4.14 A Member, on ceasing to be a Member of the Association, whether by resignation or otherwise shall, ipso facto, forfeit all rights of membership provided that such a Member shall remain liable for outstanding fees and subscriptions due and unpaid at the date of cessation of its membership of the Association.

5. MANAGEMENT

5.1 The business, activities and affairs of the Association shall be the responsibility of the Committee of the Association.

5.2 Membership of the Committee shall comprise not less than five persons including the Officers of the Association and at least two Committee Members appointed or elected in accordance with clauses 9 and 10.

5.3 The term of appointment for Officers and Committee Members shall be from one Annual General Meeting until the next.
5.4 The Officers of the Association shall be the Chair, Vice Chair and Secretary.

5.5 The Committee may appoint an Executive Committee comprised of the Officers of the Association for the purpose of administering the affairs of the Association in between meetings of the Committee.

5.6 The Committee may appoint an Executive Officer of the Association for such term and upon such conditions and for such remuneration as it thinks fit and any Executive Officer so appointed may be removed by it. The Executive Officer of the Association shall perform the duties prescribed for him by the Committee together with those prescribed by this Constitution and shall be a non voting Member of both the Committee and the Executive Committee. The Executive Committee shall consider the appropriate implementation procedures for policy decisions made by the Committee and oversee the ongoing administration and management of the affairs of the Association.

5.7 The Committee may appoint sub-committees, nominating a Committee Member or the Executive Officer as chair of the sub-committee, and may delegate to it functions other than functions which are imposed on the Committee under the Act.

5.8 The committee shall appoint a Public Officer of the Association who shall be resident in the ACT. The Public Officer may also be the representative of a Member or an Officer. Any change in the address of the Public Officer must be notified in accordance with the Act.

5.9 The registered office of the Association shall be located in the Australian Capital Territory, at such place as the Committee shall from time to time determine.

6. POWERS AND DUTIES OF THE COMMITTEE

6.1 The Committee may exercise all such powers and do all such things as the Association, by its Constitution or otherwise, is legally authorised to exercise.

The Committee shall have the power from time to time:

6.1.1 to make any rules or regulations in pursuance of the powers conferred by the Constitution;

6.1.2 to delegate any of its powers to committees or such other persons as it may think fit and may revoke such delegation;

6.1.3 to determine who shall be entitled to sign or endorse on the Association's behalf contracts, receipts, cheques and other documents and to open and operate an account or accounts whether current or otherwise in the Association's name, with such bank or banks as the Committee from time to time determines;

6.1.4 to invest and deal with any of the monies of the Association not immediately required for purposes of the Association upon such securities and in such a manner as the Committee may think fit;

6.1.5 to purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such a price and generally on such terms and conditions as it shall think fit;
6.1.6 to sell, exchange or otherwise deal with or dispose of any real or personal property of the Association including furniture, fittings, equipment, plant or other goods;

6.1.7 to engage, appoint, control, remove, discharge, suspend and dismiss officers, representatives, agents and servants or other employees with respect to permanent, temporary or special services as it may from time to time think fit and to determine duties, terms, conditions, pay, salary, emoluments or other remuneration and to determine, with or without compensation, any contract for service or otherwise; and,

6.1.8 to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its Officers or otherwise concerning the affairs of the Association and also to determine an allowed time for payment of any debts due or demands by or against the Association.

6.2 The Committee shall cause Minutes to be made of:

6.2.1 all appointments of Officers of the Association and Committee Members;

6.2.2 the names of Committee Members and Officers of the Association present at each meeting, including those deemed present via video or teleconferencing facility, of the Association; and,

6.2.3 all proceedings of all General Meetings of the Association and its Committee.

6.3 Meetings of the Committee are to be subject to the following:

6.3.1 The Committee shall meet at least three times in each calendar year at such place and time as the Committee may determine.

6.3.2 Additional meetings of the Committee may be convened by any Committee Member.

6.3.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee Member at least 48 hours (or such other period as may be unanimously agreed upon by the Committee Members) before the time appointed for the holding of the meeting.

6.3.4 Notice of a meeting given under clause 6.3.3 shall specify the general nature of the business to be transacted at the meeting.

6.3.5 Any three Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.

6.4 Minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting and if so signed shall be prima facie evidence of the matters stated in the minutes.

6.5 A decision of the Committee on the construction or interpretation of the Constitution of the Association or any rules and regulations adopted pursuant thereto, or any matter arising therefrom, shall be conclusive and binding on all Members.
6.6 The office of Chair, Vice-Chair, Secretary and Committee Member of the Association shall, ipso facto, be vacated if the incumbent:

6.6.1 is no longer nominated as representing a Member of the Association;
6.6.2 is convicted of a felony or misdemeanour or indictment;
6.6.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
6.6.4 dies;
6.6.4 is absent from meetings of the Committee for a continuous period of two meetings, without leave of absence from the Committee, and the Committee resolve that his office be vacated;
6.6.5 resigns his office by giving notice in writing to the Secretary of the Association; or,
6.6.5 becomes prohibited from being an Officer of the Association or Committee Member by reason of any order made under the Act.

6.7 An office, vacated pursuant to clause 6.6, may be filled by the Committee with the nominated representative of a Member provided that any office filled is vacated at the next Annual General Meeting.

6.8 The Committee shall cause proper accounting records to be kept with respect to the financial affairs of the Association with the financial year of the Association ending on the 31st December each year.

6.9 The records, documents and any securites shall be kept at the registered office of the Association or at such other place as the Committee thinks fit and shall at reasonable times be open to inspection by Committee Members.

6.10 The Committee shall from time to time determine in accordance with the Constitution at what times and places and under what conditions the accounting and other records of the Association shall be open to inspection by Members, not being Committee Members, and no Member shall have any right of inspection of any account, book or paper of the Association except as conferred by the Act or authorised by the Committee.

7. INCOME AND PROPERTY

7.1 The income of the Association shall be derived from joining fees, annual subscriptions, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, such other sources as the Committee determines.

7.2 All assets, funds and income of the Association will be used solely to further the Objects of the Association and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration or reimbursement of expenses incurred to any officer, Member, Member’s representative, servant or employee of the Association.

8. AUDIT
8.1 The Committee shall appoint an Auditor for the purpose of auditing the accounts of the Association in accordance with the Act. The Auditor shall not be the nominated representative of a Member, Officer, Committee Member, Public Officer of the Association or be employed by any of them or by a Member.

8.2 At least once in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by the Auditor.

8.3 The Auditor shall be supplied with a copy of the balance sheet and have a list delivered to him of all books and records kept by the Association and shall at all reasonable times have access thereto.

8.4 The Auditor shall make a report to the Committee of the Association on the balance sheet and accounts and in the report shall state whether in his opinion they are true, contain the usual particulars required by the Act and are properly drawn up so as to show the true and correct state of affairs of the Association.

9. GENERAL MEETINGS

9.1 Other than the first Annual General Meeting, which be convened within fifteen months of incorporation, an Annual General Meeting of the Association shall be held once in every calendar year, within a period of not more than five months from the end of the preceding financial year, at such a time and place as shall be determined by the Committee.

9.2 The business of the Annual General Meeting of the Association shall be the passing of the annual accounts, the reports of the Committee and of the Auditors, the election of Officers and Committee Members of the Association and any other business of which notice in writing shall have been given to the Secretary at least fourteen (14) days prior to the meeting.

9.3 The Committee may, whenever it thinks fit, convene a General Meeting.

9.4 The Committee may invite such other persons as it may determine to attend General Meetings.

9.5 Subject to the provisions of the Act, twenty one (21) clear days notice in writing shall be given to Members of General Meetings of the Association, stating the place, day and hour of the meeting and the general nature of the business.

9.6 The Chair of the Association, or the Vice-Chair in the absence of the Chair, shall preside over all General Meetings of the Association at which he is present and shall be responsible for the proper conduct of the business of the meeting and shall have a casting vote as well as a deliberate vote.

9.7 A resolution of the Association will be taken to be a special resolution if it is passed at a General Meeting of the Association provided a notice of intention to propose the special resolution has been included in the notice of meeting and it is passed by three quarters of the Members entitled to vote at the meeting in person or by proxy.

9.8 The quorum for a General Meeting of the Association shall be six (6) Members or two thirds of the membership, whichever is the lesser. No business shall be transacted at any General Meeting unless a quorum is present.
9.9 All questions arising at General Meetings shall be decided by a majority of votes.

9.10 Each Member will be entitled to one vote.

9.11 The persons eligible to vote at General Meetings of the Association shall be those nominated by Members as their representative or alternative representative in the absence of their nominated representatives.

9.12 Where the representative of a Member is unable to attend a General Meeting a proxy may be appointed to exercise voting rights using the form attached in Appendix 2. The proxy so appointed must be the nominated representative of a Member or an alternative representative.

9.13 No changes shall be made to this Constitution unless they are approved as a special resolution at a General Meeting.

9.14 The Committee shall, on the requisition in writing of no less than twenty per cent of the total number of Members, convene a General Meeting of the Association.

9.15 A requisition of Members for a general meeting:–
   9.15.1 shall state the purpose or purposes of the meeting;
   9.15.2 shall be signed by the Members making the requisition;
   9.15.3 shall be lodged with the Secretary; and
   9.15.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

9.16 If the Committee fails to convene a General Meeting within three months after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three months after that date.

9.17 A General Meeting convened by a Member or Members under clause 9.16 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

10. ELECTION AND REMOVAL OF OFFICERS AND COMMITTEE

10.1 Nominations by Members for Officers and Committee Members shall be received at the Annual General Meeting and if the number of Nominations is equal to the number of positions to be filled then the persons nominated shall be taken to be elected.

10.2 If the number of nominations received exceeds the number of positions to be filled a ballot shall be held in such manner as the Committee may direct.

10.3 If the number of nominations is less than the number of positions to be filled the Committee may fill the vacancy with the nominated representative of a Member.

10.3 The Association may by resolution at a general meeting, subject to section 50 of the Act, remove any Officer or Committee Member before the expiration of the term of office of the Member.

11. SEAL
11.1 The Committee shall provide for the safe custody of the seal of the Association which shall only be used by the authority of the Committee. Every document to which the seal is affixed shall be signed by a Committee Member and shall be countersigned by the Secretary of the Association or by another Committee Member or the Executive Officer or by some other person appointed by the Committee.

12. WINDING UP

12.1 The Association may be wound up if a special resolution is passed at a General Meeting.

12.2 If upon the winding up of the Association there remains, after satisfaction of all its debts and liabilities and discharge of all obligations, any property whatsoever, the same shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed on the Association under or by virtue of clause 7 hereof and which is recognised by the Commissioner for Taxation as being exempt from Income Tax, such institution or institutions to be determined by the Committee Members of the Association at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of the ACT, or such other Judge of that Court as may have or acquire jurisdiction in the matter.

13. SUBSCRIBERS

13.1 The names of individual representatives, the Members they represent and addresses of subscribers to this Constitution are

<table>
<thead>
<tr>
<th>Subscribers</th>
<th>Address</th>
<th>Representative</th>
</tr>
</thead>
<tbody>
<tr>
<td>Christian Heritage College</td>
<td>Mansfield QLD</td>
<td>Brian Millis</td>
</tr>
<tr>
<td>Bond University</td>
<td>Gold Coast QLD</td>
<td>Alan Finch</td>
</tr>
<tr>
<td>Avondale College</td>
<td>Cooranbong NSW</td>
<td>Geoffrey Madigan</td>
</tr>
<tr>
<td>Macquarie Christian Studies Institute Ltd</td>
<td>Macquarie University NSW</td>
<td>J. Adrian McComb</td>
</tr>
<tr>
<td>Tabor College Adelaide</td>
<td>Goodwood Rd Millwood SA</td>
<td>Dennis Slape</td>
</tr>
<tr>
<td>Sydney College of Divinity</td>
<td>Telopea NSW</td>
<td>Raymond Nobbs</td>
</tr>
</tbody>
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Appendix 1 Application for Membership
Appendix 2 Proxy form
APPENDIX 1

APPLICATION FOR MEMBERSHIP

The Council of Private Higher Education Incorporated
(incorporated in the ACT under the Associations Incorporation Act 1991)

___________________________________________________
(name of applicant)

of

(address of applicant)

hereby applies to become a Member of the Council of Private Higher Education Incorporated. If admitted as a Member, we agree to be bound by the Constitution of the Association.

___________________________________________________
(signed on behalf of the applicant)

Name: ____________________________________________
Title: ____________________________________________
Dated: ____________________________________________

Applicant Contact Details - Phone: ____________________________
Fax: ____________________________________________
Email: ____________________________________________

Nominated Representative: __________________________________________________________________________
Alternative Representative: __________________________________________________________________________
APPENDIX 2

FORM OF APPOINTMENT OF PROXY

The Council of Private Higher Education Incorporated
(incorporated in the ACT under the Associations Incorporation Act 1991)

I, __________________________________________________________
(full name)

representing _________________________________________________
(Member name)

__________________________
(Member address)

being a Member of the Council of Private Higher Education Incorporated

hereby appoint _________________________________________________
(full name of proxy)

the representative of __________________________________________
(Member name)

as my proxy to vote on my behalf at the General Meeting of the Council of Private Higher Education Incorporated (annual general meeting or other general meeting, as the case may be) to be held on the _______ day of ______________, 20___ and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

__________________________________
(signature of Representative of Member appointing proxy)

Date: _____________________________

Note: A proxy vote may not be given to a person who is not a representative of a Member of the Association.