

LINCOLN COLLEGE INCORPORATED CONSTITUTION

NAME:

1. The name of the Association is Lincoln College Incorporated.

INTERPRETATION:

2. In this Constitution, unless the contrary intention appears,
"College" means Lincoln College;

"Church" means the Uniting Church in Australia;

"Synod" means the South Australian Synod of the Uniting Church in Australia and the Standing Committee of Synod;

"Board" means the Board constituted under Section 7 of this Constitution;

"Lincoln College Club" means the organisation established by the residents of the College for the conduct of their affairs;

"Resident" means any person who resides at the College with the knowledge and approval of the College, with the aim of pursuing tertiary education;

"The Act" means the Associations Incorporation Act 1985.

PURPOSE AND FUNCTION:

3. The College was established as an independent entity by the Church for the purpose of providing residential accommodation, educational support and other services for residents.
4. The function of the College is to provide a comfortable, supportive and secure community environment for residents. The College seeks to foster excellence in all aspects of its life; it provides academic and study assistance; it supports Christian worship in a context of respect for other religions, beliefs and customs; it encourages the exploration of life values and respect for personal, spiritual, professional and community values.
5. The income and capital of the College shall be applied exclusively to the promotion of its purpose and function and no portion shall be paid or distributed to any person except as bona fide remuneration to that person for services rendered or expenses incurred on behalf of the College.

POWERS:

6. In addition to any other powers and functions recognised or implied by law or conferred or to be conferred here-after by any Act of

Parliament the College, as an incorporated body, shall have the following powers:

- (1) To become affiliated with institutions providing education at tertiary level in South Australia;
- (2) If the Board deem it to be in the interests of the College, to become associated with any other institution, association or body having objects similar to, or not inconsistent with those of the College;
- (3) To open and operate bank accounts in the name of the College;
- (4) To set fees and make appropriate charges for the operation of the College;
- (5) To raise, or promote or aid the raising of funds and other philanthropic activities for the benefit of the College in fulfilling its purpose and function;
- (6) To accept and administer grants, gifts, bequests and endowments, for purposes held by the Board to be appropriate to the function of the College; and to decline any grant, gift, bequest or endowment;
- (7) To invest funds in the name of the College;
- (8) To buy or take upon lease or hire or otherwise acquire and use real and personal property of any kind, to let, sell, transfer, mortgage, charge, assign or otherwise dispose thereof; and to make, grant and execute leases, conveyances, transfers, mortgages, assignments and any other deeds or documents in relation thereto and otherwise to deal therewith as fully and effectually as a natural person could do;
- (9) To borrow moneys for use to promote the purpose and function of the College, and to secure the repayment thereof;
- (10) To appoint staff to provide the teaching, tutorial, administrative, domestic, and other services of the College, and to dismiss such staff;
- (11) To enter into agreements or contracts for the benefit of the College in fulfilling its purpose and function;
- (12) To provide library, digital and other resources as appropriate for the purpose and function of the College;
- (13) To award scholarships, bursaries, grants and prizes appropriate to the purpose and function of the College;

- (14) To support, financially or otherwise, projects and activities deemed by the Board to be appropriate for the purpose and function of the College;
- (15) To control the use of the accommodation and other facilities of the College;
- (16) To make, vary and revoke policies, protocols, rules and conditions for the regulation and control of the management of the College and the conduct of its residents;
- (17) To make policies, protocols, rules and conditions regulating the business of the Board and any Committee appointed by the Board; and to suspend, vary or revoke any such policies, protocols, rules and conditions at any time; and
- (18) To exercise such other powers as may be considered necessary by the Board to promote the purpose and function of the College.

GOVERNANCE OF THE COLLEGE:

- 7. Subject to the provisions of the Constitution, the entire management of the affairs, finances and property of the College is vested in the Board.
- 8. The Board shall consist of the following members:
 - (1) the Chair;
 - (2) no less than 5 and no more than 7 ordinary Board members;
 - (3) a University of Adelaide nominee;
 - (4) a University of South Australia nominee;
 - (5) the Lincoln College Club President or nominee (ex-officio);
 - (6) the Moderator of the Synod or nominee (ex-officio);
 - (7) the Principal/Chief Executive (ex-officio).
- 9. The Chair and ordinary Board members are appointed by the Synod upon the recommendation of the Board, after liaison with the Board. Synod shall give due consideration to the recommendations of the Board when determining appointments.
- 10. The Chair and ordinary Board members will serve terms of up to three years, concluding on 31 December in any given year. Chairs may serve up to six consecutive years and ordinary Board members up to nine consecutive years. Appointment as an ordinary Board member beyond nine consecutive years and for Chairs beyond six consecutive years shall be made only in special circumstances by application to Synod where re-appointment would make available to the College participation of persons of exceptional qualities and experience. However, at no time will the number of Board members exceeding nine consecutive years service exceed two.
- 11. A member of the Board may resign by notice in writing.

12. The Board may upon two thirds majority recommend to the Synod to terminate for good reason the appointment of the Chair or an ordinary Board member.
13. Any Board member appointed by the Synod shall cease to be a Board member if that member is absent from three consecutive meetings of the Board without the consent of the Board.
14. Any casual vacancies on the Board may be filled by the Board and any persons so appointed shall hold office for the remainder of the term of the person replaced. The Board must notify Synod of casual vacancies within one month of the vacancy arising and notify Synod of any resulting replacement members of the Board within one month of the replacement being appointed by the Board.
15. The Board shall appoint an appropriate person to be the Public Officer of the College for the purposes of the Act.
16. No act or proceeding of the Board is invalid by reason only of a vacancy in the office of a member or a defect in the appointment of a member provided that the number of members is not reduced below one half of the number of potential members.

PROCEEDINGS OF THE BOARD:

17. The Board shall meet at least six times a year, for the transaction of its ordinary business.
18. The Board will publish annually a schedule of ordinary meetings for the year and it shall not be required to give any further notice of these meetings.
19. The Board may appoint any officers it deems necessary.
20. The Chair shall preside at meetings of the Board but otherwise the Board members shall elect one of their number to be Chair of that meeting.
21. A member of the Council may, with prior approval of the Chair, participate in any meeting without being personally present by utilising telephone, teleconferencing, video or other appropriate technology.
22. The person presiding at a meeting of the Board shall have a deliberative and a casting vote.
23. The quorum for a meeting of the Board shall be half plus one of the total number for the time being of members of the Board.
24. Provided that the number of votes cast is not less than the number of members for a quorum of the Board a resolution shall be determined by a simple majority of the votes cast. Board members are not allowed to vote by proxy.

25. The Chair may convene a special meeting of the Board whenever the Chair deems one to be necessary or desirable. The Chair must call a special meeting of the Board upon the specific request in writing of two or more members of the Board.
26. At least twenty-four hours notice must be given for all special meetings specifying the place, day and the hour of the meeting and the general nature of the business. Notice shall be given to each Board member either personally or by email or by telephone or by facsimile or by sending it through the post to the last known place of business or abode, but the non-receipt of such notice by any member shall not invalidate the proceedings of any meeting.
27. Except by permission of a two-thirds majority of the Board members present and voting, no other business shall be transacted at any special meeting.
28. Proper minutes of all proceedings of meetings of the Board shall be entered into minute books kept for the purpose, prior to the next meeting after the relevant meeting. The minutes kept pursuant to this rule shall be approved at the next meeting of the Board and signed by the Chair of that meeting.
29. The Principal/Chief Executive of the College or their nominee shall be responsible for the maintenance of the records of the Board and the service of notice of meetings of the Board.

COMMITTEES OF THE BOARD:

30. The Board may from time to time appoint such committee or committees as it shall determine; and it may appoint to any such committee a person or persons other than members of the Board.
31. The Board may at any time dissolve any committee or rescind the appointment of any member thereof or fill any casual vacancy thereon.
32. The Board may delegate to any of its committees such of the powers, duties and authorities of the Board as it may deem advisable, and may at any time vary or revoke such delegations.
33. Every committee appointed by the Board shall report its proceedings to the succeeding meeting of the Board.

THE PRINCIPAL/CHIEF EXECUTIVE:

34. The Principal/Chief Executive is the principal administrative officer responsible to the Board for promoting the interests and furthering the purpose and function of the College.

35. The Board shall have the power, from time to time, to appoint, suspend and remove the Principal/Chief Executive of the College.
36. The Principal/Chief Executive shall be willing to work in a manner consistent with the ethos of the Church.
37. The Board shall determine the conditions of employment of the Principal/Chief Executive of the College and shall pay the salary and other emoluments and associated charges out of the funds of the College.
38. The Principal/Chief Executive shall report regularly to the Board on the operation of the College and shall be subject to the directions of the Board. The Board shall be responsible for the supervision of the work of the Principal/Chief Executive.
39. All matters of faith and pastoral care of residents are properly the prerogative of the Principal/Chief Executive.
40. The Principal/Chief Executive shall be responsible for the general superintendence, discipline and control of the residents of the College and of the educational functions, activities and administration of the College.
41. The Principal/Chief Executive shall be responsible for the engagement, supervision and dismissal of the administrative, academic, teaching, clerical, supervisory, domestic, maintenance and other staff of the College.
42. The Board may appoint a person to act temporarily as Principal/Chief Executive during any period of suspension or absence of the Principal/Chief Executive, or if there is a vacancy in the position.

HONORARY POSITIONS:

43. The Board may confer the title of Honorary Fellow upon a person who has done work of academic distinction in close association with the College.
44. The Board may confer Honorary Life Membership upon a person who has given long and valuable service to the College.
45. The Board may, from time to time, determine the rights and privileges that will attach to the position of Honorary Fellow or Honorary Life Member.

RESIDENTS:

46. Any resident shall be subject to the policies, protocols, rules and conditions established from time to time by the Board.

47. The Principal/Chief Executive shall be authorised to suspend or terminate the residency of any resident, if they deem such action to be in the best interest of the College. The resident shall be given notice of the charge or complaint against them and be afforded a reasonable opportunity of answering the charge or complaint. The Principal/Chief Executive shall wherever possible consult the Chair before terminating the residency of a resident. Termination of residency may take effect immediately or at such future time as the Principal/Chief Executive shall reasonably determine.
48. The Principal/Chief Executive shall be authorised not to re-enrol a resident who applies for re-enrolment at the beginning of an academic year if they deem such action to be in the interests of the College. The resident shall be given reasons why such action has been taken and shall be afforded a reasonable opportunity of reply.
49. A resident whose residency has been terminated or who has been refused re-enrolment shall have the right of appeal. Notice of intention to appeal may be given to the Chair within seven days of receipt of notification of the decision to terminate residency or to refuse re-enrolment. The Chair shall either determine the appeal or alternatively appoint an Appeal Committee which shall have the authority to recommend to the Chair either to affirm or reverse or to vary the decision. If an Appeal Committee is appointed, it shall deal with the appeal as expeditiously as possible.

FINANCIAL MANAGEMENT:

50. The Board shall from time to time determine and fix the fees and charges to be paid by residents.
51. The Board shall from time to time determine who shall be the signatories with authority to operate the College bank accounts.
52. Records shall be kept of all moneys received and expended by the College and the property, credits and liabilities of the College. Such records shall be open to inspection by any member of the Board.
53. The investment of funds, dealings in property and borrowing of moneys shall only be undertaken with the approval of the Board.
54. The financial year of the College shall be the calendar year.
55. The Board shall annually appoint an auditor or auditors with the qualifications required by the Act to examine and report on the financial records of the College.
56. The Board will cause annual statements of all financial and other affairs of the College and any subsidiaries to be prepared and audited at the end of each financial year. Such statements shall be open to inspection of any Board member and be approved by the Board prior to 30 June in any given year.

57. The Board shall submit annually to Synod and to any person in the manner required in the Act a report on the affairs of the College which shall be accompanied by the audited statements referred to in section 53 of this section.

COLLEGE SEAL:

58. The Seal holders of the College Seal shall be the Chair, the Principal/Chief Executive and two other persons as nominated by the Board.
59. The College Seal shall be affixed to any document only with the authority of and in the presence of two Seal holders, who shall sign the document to which the Seal has been affixed.
60. Any such affixing of the College Seal shall be reported to the next meeting of the Board.

AMENDMENT OF THE CONSTITUTION:

61. This Constitution may be altered, amended, added to or repealed by resolution passed by a majority of the full number for the time being of members of the Board at a meeting convened for the express purpose thereof.
62. At least seven days notice of any special meeting to consider amendment of the Constitution shall be provided to members of the Board.
63. No amendment, alteration, addition or repeal so made shall come into force until it has been approved by Synod.

VOLUNTARY ADMINISTRATION

64. As an alternative to, or in anticipation of, a winding up under clause 65, the Board may appoint an Administrator of the College as, and for any purpose, permitted by law.

WINDING UP

65. The College may be wound up in the manner provided for in the Act.
66. Any property beneficially owned by the College and remaining on the winding up or dissolution of the College after satisfaction of its debts and liabilities will be given or transferred to such funds or institution having like objects to those of the College as the Board (subject to the approval of Synod which shall not be withheld or delayed unreasonably) directs.
67. If the Board believes that there may be grounds for the provision of this clause to be implemented, then not less than fourteen days before considering a resolution for the winding up of the College, the Board must inform Synod that such a resolution is to be considered and when it is to be considered. A resolution to wind up the College takes effect from the date of its approval by Synod.