

**S 9.9 TRINITY COLLEGE**

## 6.9 TRINITY

### A Residential College of the Uniting Church in Australia at the University of Western Australia

#### 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 in Australia with Trinity 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. Trinity is a university college residential community that aims to enable residents to advance their learning, enhance their personal growth and develop their potential within a Christian context and in a spirit of friendship.
- iv. Trinity and the members of its Council will at all times conduct the affairs of Trinity so as to address and act in accordance with the matters specified in the Uniting Church in Australia National Education Charter 2002 *or as revised*. It is the responsibility of the governing body as a whole, and in particular the Chair, the Head of College and the Moderator as Visitor, to ensure that Trinity remains faithful to this call, purpose, tradition and objectives.
- v. In enacting this constitution it is the understanding of the Synod that good contemporary governance of the College 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 the Synod and the College and underpinned by a close relationship between the senior officers of the Synod and the College.

## THE CONSTITUTION OF TRINITY

A body corporate incorporated under the provisions of the *Uniting Church in Australia Act 1976* (WA) and a trustee under the *University Colleges Act 1926* (WA).

### 6.9.1 Name

The name of the instrumentality is Trinity.

### 6.9.2 Definitions

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

**Alumni** means the ex-residents of St Columba College, Kingswood College, St Columba-Kingswood College and the College.

**Chair** means the chairperson of the Council referred to in clause 6.9.6 who shall be appointed by Synod and is to be a member of the Church.

**Church** means the Uniting Church in Australia.

**College** means the university residential college known as Trinity.

**Council** means the Council of the College referred to in clause 6.9.6.

**Deputy Head** means the person appointed in accordance with clause 6.9.17(c)

**Executive Committee** means the Executive Committee referred to in clause 6.9.12.

**Head** means the person for the time being carrying out the functions of Head under clause 6.9.17(d)

**Moderator** means the Moderator as appointed by the Synod, from time to time.

**Regulations** mean the Regulations of the Uniting Church in Australia.

**Senate** means the Senate of The University of Western Australia.

**Synod** means the Uniting Church in Australia Synod of Western Australia.

**University** means The University of Western Australia.

### 6.9.3 Rules for interpreting this document

- a) Words that are defined in the singular have the same meaning in all other terms of phrase.
- b) All references to legislation and the Regulations are to legislation and Regulations as replaced, varied or amended, from time to time.

#### **6.9.4 Objects**

The objects of the College shall be:

- a) To maintain, upon land granted to the College by the Governor pursuant to the *University Colleges Act 1926* (WA) upon the Trust therein set out, a collegial residential community within the University for students.
- b) To provide residents of the College with satisfactory supervision, tuition and opportunities for study.
- c) To develop, maintain, equip, manage and administer the College.
- d) To promote and maintain a Christian environment within the College, consistent with the traditions, beliefs and witness of the Church, to serve the best interests of the residents academically, socially, morally, culturally and spiritually.
- e) To undertake such other matters or things reasonably incidental or conducive to the attainment of the foregoing.
- f) To operate as a not for profit institution in which the assets and income of the instrumentality will be applied solely in the furtherance of the above objects and no portion shall be directly or indirectly distributed to the members of the instrumentality except as bona-fide compensation for services rendered or expenses incurred on behalf of the instrumentality.

#### **6.9.5 Moderator as Visitor**

The Moderator shall be the official visitor to the college, may as such attend and participate in any meeting of the Council, and shall in relation to the college fulfil the duties and responsibilities of both the Moderator and the official Visitor as defined in the Regulations of the Uniting Church in Australia.

#### **6.9.6 Government by a Council**

- a) The Synod, in accordance with its powers under Regulation 3.7.4.7 has established the College and appointed the Council to have responsibility for the good governance of the College.
- b) The Council, subject always to the oversight and relevant policies and standards of the Synod, has the control and management of the business and affairs of the College, including the appointment of the Head, policy development, strategic planning, compliance and management oversight.

#### **6.9.7 Membership of the Council**

- a) All members of the Council must be persons who have:
  - (i) expertise, qualifications or experience appropriate to the needs of the College and the oversight of the business and affairs of the College and a general working knowledge of the compliance to be met by the College and the Council; and
  - (ii) a high level of understanding of the polity and ethos of the Uniting Church and a commitment to uphold the call, purpose, tradition and objective of the College and the ethos of the Uniting Church;

- b) All members of the Council must be elected by Synod on recommendation from the Council.
- c) The Council membership is comprised of:
  - (i) a Chair, who is a member of the Church or a confirmed member of some other Christian denomination and willing to participate in the life of the Church, appointed annually;
  - (ii) the Head;
  - (iii) one member appointed from time to time by the Senate;
  - (iv) up to eight other persons who have expertise, qualifications or experience appropriate to the needs of the College, including at least one who is a member of the Uniting Church and is able to be elected by the College to membership of the Synod.
- d) The Council may from time to time co-opt not more than two persons who have particular skills or expertise thought desirable by the Council to the membership of the Council for a term not exceeding twelve months.
- e) The Council may invite other persons to attend all or part of Council meetings as visitors as it sees fit from time to time. This may include:
  - (i) the Deputy Head of the College;
  - (ii) the President of the Trinity Residents' Club, or in the absence of the President, the Vice President;
  - (iii) one or more residents who are not members of the Trinity Residents' Club executive.
- f) Visitors to Council meetings have no voting rights and may be asked to leave the Council meeting at any stage by the Chair.

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#### **6.9.8 Term of Office**

- (a) Members appointed pursuant to clause 6.9.7(iv) shall be appointed for terms of three years and are eligible for re-appointment.
- b) The term of office of persons referred to in clause 6.9.8(a) shall commence on the rising of the annual Synod.
- c) The term of office of the member appointed by the Senate pursuant to clause 6.9.7(c)(ii) shall be three years.
- d) The term of office of other Council members (with the exception of the Head) shall be one year.
- e) The Head is appointed as a Council member for the duration of his or her appointment as Head.

#### **6.9.9 Termination of Office**

- (a) A member of the Council shall cease to be a member and a casual vacancy shall arise where the member's term of office expires or if the member:

- (i) resigns
  - (ii) dies
  - (iii) has the appointment terminated by the Synod or by the appointing body;
  - (vi) is convicted of an indictable offence or becomes bankrupt;
  - (v) suffers from mental or physical incapacity which inhibits or prevents the member from continuing to act as a member of the Council
  - (iv) is not excused by the Council for either failing to attend three consecutive meetings of the Council without leave or failing to attend at least fifty percent of the meetings of the Council in any calendar year; or
  - (vii) other than the Head, completes nine years continuous service.
- (b) If the Synod under clause 6.9.9 (a)(iii) removes a person from the Council, the Synod is not required to state any reason for such decision.
- (c) A person who ceases to be a member under clause 6.9.9(a)(vii) is not eligible for re-appointment for a period of two years following the cessation of membership.

#### **6.9.10 Casual Vacancies**

The Council may fill casual vacancies among the members pursuant to paragraph 6.9.7(iv). Persons so appointed shall hold office until the rising of the next Synod. Casual vacancies among other members of the Council may be filled by the respective appointing body.

#### **6.9.11 Officers**

- (a) The Council shall elect annually a Deputy Chair, a Secretary, a Treasurer, and such other officers as it may think fit.
- b) The Deputy Chair will act as the Chair in the Chair's absence and will assume all powers and responsibilities of the Chair.

#### **6.9.12 Executive Committee**

- (a) There may be an Executive Committee consisting of the Chair, Deputy Chair, Head, committee convenors and such other members as the Council may from time to time appoint.
- (b) The Executive Committee may deal with matters referred to it by the Council and, subject to direction by the Council, may deal with other matters arising between Council meetings and in so dealing may exercise such authorities powers and discretions as are conferred upon or vested in the Council as the Council may from time to time determine.

### **6.9.13 Committees**

- (a) The Council may from time to time act in and through a committee or committees and may appoint such members as it thinks fit to be a committee to undertake any particular function and may delegate to such committee such of its power and authorities as it may think fit.
- (b) Membership of the committees of the Council shall not be restricted to members of the Council but the convenors of such committees shall be appointed from among the members of the Council.
- (c) Members of committees of the Council shall be appointed annually.
- (d) The Council may at any time dissolve any committee or rescind any delegation of powers made to that committee.
- (e) Any committees established by the Council must report to the Council periodically or when requested to do so by the Council.

### **6.9.14 Powers of the Council**

The Council shall have full power and authority subject to this Constitution and the Regulations to do, perform and carry out all or any of the acts, matters and things following namely:

- (a) to carry out all or any of the objects of the College as set out in paragraph 6.9.4 hereof;
- (b) to administer and manage endowments and award fellowships, scholarships, bursaries, prizes and exhibitions;
- (c) to raise or aid or contribute in the raising of funds for use and benefit of the College whether for endowment, building embellishment or improvement, education, recreation or any other purpose considered advantageous to the College and without in any way restricting the foregoing to buy and sell all forms of real and personal property and to invest monies on such terms and conditions as the Council shall from time to time think fit;
- (d) to recommend to the Synod for its amendment any changes to this Constitution.

### **6.9.15 Proceedings of the Council and Executive Committee**

- (a) A general meeting of the Council shall be held at least four times in each year.
- (b) A special general meeting of the Council may be convened at any time by the Chair of the Council or upon the written request of at least five members of the Council. Council members shall be given not less than seven days written notice of such meeting and the intended business.
- (c) The Chair of the Council (or in the absence of the Chair, the Deputy Chair) shall preside at Council meetings. In the absence of the Chair and the Deputy Chair, a member of the Council shall be chosen by the members present to preside at the meeting.
- (d) Questions arising for determination by the Council or Executive Committee shall be decided by a simple majority of votes of the members present.
- (e) Every Council member present personally at a general meeting or special general meeting of Council and every Executive Committee member present at an Executive Committee meeting shall have one vote in respect of any resolution

before the meeting. There will be no proxy voting. The person presiding shall have a casting vote.

- (f) Subject to clause 6.9.15(0) the Council will conduct its meetings in accordance with and subject to The Manual of Meetings adopted by the Church.
- (g) The quorum at a general meeting shall be not less than one half of the members of Council and the quorum at a meeting of the Executive Committee shall be not less than one half of the members of that committee.
- (h) A duly constituted meeting may, on the vote of the members, be adjourned to another place and time.

#### **6.9.16 Conflict of interest**

- (a) A member of the Council or of any committee of Council who has any direct or indirect pecuniary interest or whose unfettered or independent judgment is or could be perceived as being impaired by any contractual, business or other relationship in any matter before Council (or before the Executive or any committee of Council) must, as soon as the member becomes aware of that interest or relationship, disclose to the Council the nature and extent of that interest or relationship. The interest or relationship must be minuted.
- (b) The Council or committee, as appropriate, shall 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. The Council or committee will minute its decision.
- (c) For the avoidance of doubt, a member of the Council or of any committee of Council who has a pecuniary interest in any matter before Council may, at the invitation of the Council or committee, take part in discussion on the matter in question if that person's knowledge and expertise would assist those deliberations. However, that person may not vote on the matter.

#### **6.9.17 Appointments by the Council**

- (a) The **Head** shall be:
  - (i) appointed by the Council at such salary and upon such terms and conditions as shall be determined by the Council;
  - (ii) a confirmed member of the Church or, with the approval of the Synod, a confirmed member of another Christian denomination and willing to participate in the life of the Church.
  - (iii) responsible for the well-being and pastoral oversight of the residents and shall, subject to the Council, have charge of the administration of the College and the tutorial and domestic affairs.
- (b) The Council may appoint an **Acting Head** on such terms as it may think fit.
- (c) In consultation with the Council, the Head may appoint a **Deputy Head** of the College upon such terms as the Council shall approve.

**(d) The Head:**

- (i) is the Chief Executive Officer of the College;
- (ii) is accountable to the Council for leading the activities and programs of the College and for the well-being and pastoral oversight of the residents;
- (iii) has the power, subject to the oversight of the Council, to determine the organisation of the College, appoint and dismiss all staff, direct the day-to-day operations of the College and take any reasonable action, consistent with established Council guidelines (if any) and the objects and purposes of the College to ensure that the College achieves satisfactory outcomes in all areas of management and operation;
- (iv) submits to each meeting of the Council a report on the implementation of the Council's policies and strategies and the activities of the College including enrolments, staff movements and finance;
- (v) retires from any Council meeting for such time as matters concerning his or her own interests are under discussion.

**6.9.18 Life Members:**

- (a) In order to recognise and honour outstanding contributions to the life and history of the College and its predecessors the Council, may by resolution appoint honorary Life Members of the College.
- (b) The appointment of Life Membership is ceremonial only and Life Members do not have any membership or voting rights.
- (c) The appointment of Life Membership is not limited to Alumni members.

**6.9.19 Annual Report, Accounts and Audit**

- (a) The Council shall comply with Regulation 3.8.7 in relation to the keeping of financial records and audit.
- (b) Audited financial statements of the College shall be submitted annually to the Synod;
- (c) A report of the activities of the College shall be provided for the annual meeting of the Synod.

**6.9.20 Indemnity**

- (a) Any person acting under the express or implied authority of the College (including, without limitation, members of the Council, the Head and any employee of the College) is 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 Council, in addition to the general powers conferred upon it by this Constitution and the provisions of the *Uniting Church in Australia Act 1976 (WA)*,

may effect policies of insurance to ensure that the indemnity given by this clause is effective.

#### **6.9.21 Common Seal**

- (a) There shall be a common seal of the College, which shall be in the custody of the persons from time to time occupying the positions of Chair, Deputy Chair and Head.
- (b) The Common Seal of the College shall not be affixed to any instrument except in pursuance of a resolution passed at a duly convened meeting of the Council and every instrument to which the Common Seal is so affixed shall be signed by not less than two of the appointed seal holders.

#### **6.9.22 Dissolution**

- (a) The incorporation of the College may be terminated in accordance with section 35 of the *Uniting Church in Australia Act 1976* (WA).
- (b) Where the incorporation of the College is terminated, the College shall thereupon cease to be a body corporate and all land and other property held by or belonging to or vested in it, whether in its corporate name or otherwise, shall without conveyance vest in the Uniting Church in Australia Property Trust (WA) and henceforth shall be held by that Trust for the purposes of the College if it be not then dissolved and is still functioning but otherwise, subject to the provisions of the *University College Act 1926* (WA), for such purposes and upon such trusts as the Synod shall direct.

#### **6.9.23 Amendment of Constitution**

This Constitution may be amended by the Synod at any time provided always that before such amendment the Council has been consulted and its opinion as to the amendment, expressed by way of resolution at a duly constituted meeting of the Council, is laid before the Synod.