

THE CONSTITUTION OF TRINITY COLLEGE

being the Schedule to the *Trinity College Act 1979* of Victoria, as amended up to and including 30 May, 2019 by the Council, in accordance with powers conferred by section 25 of that Schedule

PART 1 – PRELIMINARY

Interpretation

1. (1) In this Constitution, unless the contrary intention appears:
 - 'Board' means the Board of the College;
 - 'Council' means the Council of the College;
 - 'Section' means section of this Constitution;
 - 'The Act' means the *Trinity College Act 1979*;
 - 'The College' means the College incorporated under the Act under the name and style of Trinity College;
 - 'The Unincorporated College' means Trinity College as established and existing immediately before the commencement of the Act;
 - 'Warden' means the Warden of the College appointed in accordance with Section 10 and includes a person appointed to act as Warden.
- (2) In this Constitution, a reference to the Anglican Church of Australia shall, until the commencement of the *Anglican Church of Australia Constitution (Amendment) Act 1977*, be deemed to be a reference to the Church of England in Australia.
- (3) In this Constitution:
 - (a) a reference to the Trinity College Associated Clubs is a reference to the body of that, or any other, name whose constitution is for the time being approved by the Board as the constitution of the body for the time being responsible for electing the Senior Student; and
 - (b) a reference to the Union of the Fleur-de-Lys is a reference to the body of that name whose constitution is for the time being approved by the Board.

The Objects of the College

2. The objects of the College are:
 - (a) to provide an academic community:
 - (i) in which the Christian faith, sound learning, critical discussion, social responsibility and ideals of community service are encouraged; and
 - (ii) where students from a wide range of disciplines are able to share in the academic, social and recreational opportunities of collegiate life;
 - (b) to make provision for the teaching and study of theology and for the preparation of candidates for ordained ministry in the Anglican Church of Australia or in a church in communion with the Anglican Church of Australia;
 - (c) to maintain a community of Fellows and tutors through whose example, guidance and teaching the objects of the College may be advanced;
 - (d) to provide opportunity for regular corporate Christian worship and instruction according to the liturgy and doctrine of the Anglican Church of Australia; and
 - (e) to provide for such educational activities and courses of study as are determined by the Board from time to time.

PART 2 - THE COUNCIL

The Council

- 2A. (1) There shall be a Council of the College.
- (2) The functions of the Council are—
- (a) to ensure observance of this Constitution in accordance with the Act; and
 - (b) to ensure observance of the objects of the College; and
 - (c) to promote the College and its interests; and
 - (d) to provide advice to the Board, the Warden and officers of the College.
- (3) The Council shall have such powers as are necessary for it to carry out its functions.

Members of the Council

3. The Council shall consist of—
- (a) the Archbishop of Melbourne;
 - (b) the Chair of the Board;
 - (c) the Warden;
 - (d) 6 members of the senior staff of the College appointed by the Board on the nomination of the Warden;
 - (e) 2 members of the staff of the College appointed by election by the staff;
 - (f) the President of the Senior Common Room;
 - (g) the President of the Union of the Fleur de Lys;
 - (h) not more than 3 honorary Fellows of the College appointed by election by the honorary Fellows;
 - (i) not more than 3 members of the academic staff of the University of Melbourne appointed by the Council of the College;
 - (j) not more than 2 resident students of the College appointed by the committee of the Trinity College Associated Clubs, one of whom shall be the Senior Student, in accordance with section 3A(2);
 - (k) one student of Trinity College Theological School appointed by election by the students of the Trinity College Theological School in accordance with section 3A(2);
 - (l) one person appointed by the Archbishop-in-Council of the Diocese of Melbourne;
 - (m) one person appointed by the Bishop-in-Council of the Diocese of Ballarat;
 - (n) one person appointed by the Bishop-in-Council of the Diocese of Bendigo;
 - (o) one person appointed by the Bishop-in-Council of the Diocese of Gippsland;
 - (p) one person appointed by the Bishop-in-Council of the Diocese of Wangaratta;
 - (q) not more than 3 persons appointed by the Council, of whom at least one must be a parent of a current or former student of the College;
 - (r) not more than 5 former resident students of the College appointed by the committee of the Union of the Fleur de Lys;
 - (s) not more than 3 persons appointed by the Executive Committee of the Trinity College Foundation;
 - (t) two former students of Trinity College Foundation Studies appointed by the person holding office as the head of Trinity College Foundation Studies.

Term of office of members of the Council

- 3A. (1) Subject to this section, the term of office of a member of the Council appointed under section 3 (d), (e), (i), (j) or (m) to (u)
- (a) commences on the date of appointment or such later date as is specified in the instrument of appointment; and
 - (b) ends on 15 December next following the third anniversary of the commencement of the term;
- but, subject to this section, the member is eligible for re-appointment.
- (2) The student members referred to in section 3(k) and (l) shall be appointed in or about September each year (except in the case of an appointment to fill a casual vacancy) and each member so appointed holds office until the next appointment of student members in or about the following September, unless the member sooner resigns or ceases to be a student of the College, whichever first occurs.
- (3) A person who has been a member (other than an ex officio member) of the Council for 3 consecutive terms is not eligible for appointment as a member within 3 years after the end of the last of the 3 terms.
- (4) A member (other than an ex officio member) ceases to hold office:
- (a) upon the expiration of the term of office;
 - (b) if he or she is absent from 3 consecutive meetings of the Council without leave from the Council;
 - (c) upon resigning from office;
 - (d) upon ceasing to be eligible for appointment to that office—
- whichever first occurs.
- (5) If:
- (a) a member ceases to hold office before the expiration of the term for which he or she was appointed; or
 - (b) a person appointed to fill a vacancy in the office held by such a member ceases to hold office before the expiration of the remainder of the term;
- a person eligible for appointment to that office shall be appointed in accordance with section 3 to fill the vacancy for the remainder of that term of office or until he or she sooner resigns from office or ceases to be eligible, whichever first occurs.
- (6) A member, other than an ex officio member, may resign the office by notice in writing given to the Secretary of the Council.
- (7) A member may not act through a proxy, delegate or representative except in so far as the Council determines that a member may vote by another member as proxy.

President of the Council

4. (1) The Archbishop of Melbourne shall be President of the Council and shall preside at meetings of the Council at which the Archbishop is present and wishes to preside.
- (2) If, at or during a meeting of the Council, the President is not present or does not wish to preside, the members present shall elect one of their number to preside during the absence of the President or while the President does not wish to preside.

Secretary of the Council

5. There shall be a Secretary of the Council appointed by the Council from time to time.

Meetings of the Council

6. (1) The Council shall meet at least twice in each year.
(2) Meetings of the Council shall be held at such times as the Council determines. Notice of such a meeting shall be given to each member of the Council by the Secretary of the Council at least 21 days before the date of the meeting.
(3) Where the Secretary of the Council receives a request from the Archbishop of Melbourne or a request in writing from at least 25% of the members of the Council, the Secretary shall call a meeting of the Council to be held on a day not later than 21 days after he/she receives the request.

Delegation by Council

7. The Council shall not delegate -
(a) a function of the Council; or
(b) any of its powers relating to the appointment of the Warden or its powers under section 9A, 9H or 25.

Quorum and business of Council

8. (1) A question shall not be determined at a meeting of the Council unless at least one half of the members of the Council are present.
(2) Minutes shall be kept of proceedings of meetings of the Council.
(2A) The Council may conduct a postal ballot to appoint a person to the Board.
(2B) The Secretary shall, if requested to do so by the Board, call for nominations and conduct a postal ballot of the Council to appoint a person to the Board.
(2C) A person shall not be appointed to the Board by the Council voting by postal ballot unless at least one half of the members of the Council vote.
(3) Subject to the Act and this Constitution, the procedure of the Council is in its discretion.

Committees of the Council

- 8A. (1) Subject to this Constitution, the Council may from time to time establish such committees as it thinks fit to provide advice to the Council on such matters as it specifies.
(2) A committee appointed under this section shall consist of such members of the Council as it determines and such other person (if any) as it determines.
(3) Unless the Council otherwise determines, a committee appointed under this section may co-opt one or more persons as members of the committee.

PART 3 – THE BOARD

Board

9. (1) There shall be a Board of the College.
(1A) The function of the Board is to oversee the administration of the College and its finances.
(2) The Board shall have such powers as are necessary for it to carry out its functions.

Members of the Board

- 9A. (1) The Board shall consist of:
- (a) the Chair of the Board;
 - (b) the Warden;
 - (c) Deputy Warden;
 - (d) the Senior Student of the College;
 - (e) 4 persons appointed by the Council
 - (f) 4 persons appointed by the Board.
- (2) The term of office of an appointed member of the Board is 2 years from the date of appointment but, if eligible, a member may be re-appointed.
- (3) A person who has been a member of the Board for 4 consecutive terms of office is not eligible for appointment within 2 years after the end of the last of the 4 terms of office.
- (4) The office of an appointed member of the Board becomes vacant if the member—
- (a) is absent without leave of the Board for 3 consecutive meetings of the Board; or
 - (b) resigns or is removed from office by the Council.
- (5) If a vacancy occurs in the office of an appointed member of the Board, the Board may appoint an eligible person to fill the vacancy for the remainder of the term of office of that member or until he or she resigns or is removed from office by the Council, whichever first occurs.
- (6) An appointed member of the Board may resign the office by notice in writing given to the Secretary of the Board.
- (7) The Council may remove from office one or more appointed members of the Board by resolution passed at a meeting of the Council:
- (a) of which at least 14 days' notice in writing specifying the proposed resolution has been given to all the members of the Council; and
 - (b) that is approved by at least $\frac{2}{3}$ of the members of the Council present at the meeting.
- (8) If the Board so determines in relation to a specified meeting or a specified motion, a member of the Board may appoint another member to vote as proxy.

Chair of the Board

- 9B. (1) There shall be a Chair of the Board who shall be a person appointed by the Council on the recommendation of the Board.
- (2) The Chair holds office for a term of 4 years and, subject to subsection (3), is eligible for re-appointment.
- (3) A person is not eligible for re-appointment as Chair:
- (a) if the person is not eligible for re-appointment as a member of the Board under section 9A(3); or
 - (b) if the person has been Chair for 2 consecutive terms, within 4 years after the end of the last of the terms.
- (4) The Warden, the Deputy Warden, a person appointed under section 11 to a position in the College, the Senior Student and or a person who is employed by the College is not eligible to be appointed as Chair of the Board.

- (5) If for any reason the Chair is unable to perform the duties of the office, the Board may appoint one of its members to act as Chair during the period of the inability.

Secretary of the Board

9C. The Board shall appoint a person to be the Secretary of the Board.

Meetings of the Board

- 9D. (1) The Board shall meet at least 6 times in each year.
- (2) Meetings of the Board shall be held at such times as the Board determines.
 - (3) If the Secretary of the Board receives a request from the Chair or the Warden, or from at least 4 other members, the Secretary shall call a meeting of the Board to be held not later than 7 days after receiving the request.

Delegation by the Board

- 9E. The Board shall not delegate -
- (a) a function of the Board; or
 - (b) any of its powers relating to the appointment of the Warden, the approval of the erection of new buildings or its powers under section 9G or 9H.

Quorum and Business of the Board

- 9F. (1) A question shall not be determined by the Board except at a meeting held in accordance with section 9D at which at least 5 members are present.
- (2) Minutes shall be kept of the proceedings of meetings of the Board.
 - (3) An act or decision of the Board is not invalid by reason only of a defect or irregularity in the appointment of a member of the Board or a vacancy in the office of a member.
 - (4) Subject to this Constitution, the procedure of the Board is in its discretion.

Committees of the Board

- 9G. (1) Subject to this Constitution, the Board may from time to time establish such committees as it thinks fit—
- (a) to exercise powers delegated by the Board; or
 - (b) to advise the Board on matters referred by the Board.
- (2) A committee established by the Board shall consist of:
- (a) unless the Board otherwise determines, the Chair of the Board and the Warden; and
 - (b) such number of other members of the Board and such other members (if any) as the Board from time to time determines.
- (3) A committee may co-opt a person as a member unless, after the co-optation, the number of members of the committee who are members of the Board or appointed by the Board equals or is less than the number of other members of the committee.
- (4) A committee shall not delegate any of its powers.
- (5) The Board shall determine the number of members of a committee required to be present when a question is determined at a meeting of the committee.
- (6) Subject to this section, the procedure of a committee is in its discretion.
- (7) The Board may at any time dissolve a committee established under this section.

Accounts of the College

- 9H (1) The Board shall cause to be kept proper financial statements and records of the transactions and affairs of the College and shall do all things necessary to ensure that all payments of moneys are correctly made and properly authorised and that adequate control is maintained over the assets of the College and over the incurring of liabilities by the College.
- (2) The Board shall cause the financial accounts of the College to be audited once in each year by a registered company auditor appointed by the Board.
- (3) The annual financial statements of the College shall be open for inspection at such times and places and subject to such conditions as the Board thinks fit by members of the College and by such other persons as the Board from time to time determines.
- (4) The person holding office under section 12 shall as soon as practicable after the end of each financial year present to a meeting of the Board such audited financial statements as properly record the affairs of the College during that financial year.
- (4A) The Board shall present to a meeting of the Council the financial statements presented to the Board each year under sub-section (4).
- (5) As soon as practicable after the financial statements presented under sub-section (4A) of this section to a meeting of the Council are received by the Council, the Board shall send a copy of the financial statements to the Archbishop in Council of the Diocese of Melbourne.

PART 4 – THE WARDEN

Warden

10. (1) There shall be a Warden of the College who shall be a person appointed by the Council on the recommendation of the Board who -
- (a) is a graduate of the University of Melbourne or of a University recognised by the University of Melbourne; and
- (b) is a communicant member of the Anglican Church of Australia, unless on the recommendation of the Council, the Archbishop of Melbourne determines, in a particular case, that the Warden need not be such a communicant member.
- (2) The Warden shall be appointed for such period and upon such terms and conditions as the Board determines.
- (3) The Warden shall be the chief executive officer of the College and shall perform such duties as the Board from time to time determines in relation to:
- (a) the appointment and employment of teaching staff and other staff;
- (b) the good government of the College; and
- (c) the education and teaching of students.
- (4) The Warden shall make an annual report to the Council.
- (5) If for any reason the Warden is unable to perform the duties of this office, the Board may appoint a person eligible to be appointed Warden to perform the duties of the Warden during the period of the inability.

PART 5 – OFFICERS OF THE COLLEGE

Dean of the College and Heads of academic programs

11. There shall be—
 - (a) a Head of each academic or residential program as is determined by the Board, who shall be known as Dean of the program—each of whom shall be appointed by the Board, on the nomination of the Warden, for such period, and on such terms and conditions, as the Board determines.

Finance and Administration

12. (1) There shall be a person, appointed by the Board for such period and upon such terms and conditions as the Board determines, with responsibility for the finances and administration of the College.
- (2) The duties of the person shall be as determined from time to time by the Board.

Chaplain

13. (1) There shall be a Chaplain of the College appointed by the Board on the recommendation of the Archbishop of Melbourne and the Warden for such period and upon such terms and conditions as the Board determines.
- (2) The duties of the Chaplain shall be as determined from time to time by the Board.

President of the Senior Common Room

14. There shall be a President of the Senior Common Room of the College who shall be elected and hold office in accordance with the constitution of the Senior Common Room as approved by the Board from time to time.

Senior Student

15. (1) There shall be a Senior Student of the College who shall be a student resident in the College elected to be Senior Student by the resident students of the College in pursuance of the Constitution of the Trinity College Associated Clubs.
- (2) The Senior Student shall hold office for the period for which he or she is elected or until he or she sooner resigns or ceases to be a student resident in the College, whichever first occurs.

PART 6 – FELLOWS

Honorary Fellows

16. (1) The Council may, in accordance with sub-section (2) of this section, elect as a Fellow of the College a person who has played a distinguished part in academic, ecclesiastical or public life or who has contributed to the life or work of the College or who is believed likely to contribute to the life or work of the College, whether or not he or she holds or has held an office within the College.
- (2) The Council may, at a meeting of which notice in writing is given or posted by the Secretary of the Council to each member of the Council a least two weeks before the date of the meeting, elect a person as a Fellow by a number of

- votes that is not less than two thirds of the votes of the members of the Council voting in person or by proxy.
- (3) The Council shall not elect a person as a Fellow if the number of persons holding office as Fellows would, after that election, exceed 30.
 - (4) The Council may, subject to the Act and this Constitution, from time to time confer rights or impose obligations on the Fellows of the College.
 - (5) A Fellow holds office until he or she dies, unless he or she sooner resigns or his or her fellowship is terminated under sub-section (7) of this section or becomes vacant in accordance with section 16A(3).
 - (6) A Fellow may resign his or her fellowship by notice in writing given to the Secretary of the Council.
 - (7) The Council may, at a meeting of which notice in writing is given or posted by the Secretary of the Council to each member of the Council a least two weeks before the date of the meeting, terminate the fellowship of a Fellow by a majority of the votes of the members of the Council or where the number of votes cast at the meeting in person or by proxy is greater than half the number of the members of the Council, by a number of votes that is not less than three quarters of those votes.

Senior Fellows

- 16A. (1) The Council may, at a meeting of which at least two weeks' notice has been given, elect, as a Senior Fellow of the College, a person who has been an honorary Fellow for not less than 10 years and has played a distinguished part in the life of the College.
- (2) An election under sub-section (1) is not valid unless approved by at least two thirds of the members of the Council voting in person or by proxy.
 - (3) A person elected as a Senior Fellow ceases to be an honorary Fellow.
 - (4) The Council shall not, in any year, elect more than 5 honorary Fellows as Senior Fellows.

Academic and teaching fellows

- 16B. (1) The Board, on the recommendation of the Warden, may from time to time appoint, as an Academic or Teaching Fellow of the College, a person who in the opinion of the Warden will contribute to the academic life of the College.
- (2) The appointment of a person as an Academic or Teaching Fellow shall be for such term, and on such terms and conditions, as the Board determines.
 - (3) There shall not be more than 50 Fellows holding office under this section at any time.

PART 7 – TRINITY COLLEGE THEOLOGICAL SCHOOL

Theological School

17. There shall be a theological school within the College for the teaching and study of theology and for the preparation of candidates for ordained ministry in the Anglican Church of Australia or a church in communion with the Anglican Church of Australia.

Theological School Committee

18. (1) There shall be a Theological School Committee to assist the Board in its oversight of the Theological School and, in particular –
 - (a) to determine the principles upon which, and the manner in which, the Theological School shall operate; and
 - (b) to give approval for the participation of the Theological School in programmes of theological education carried on by other bodies.
- (2) The members of the Theological School Committee –
 - (a) shall be appointed by the Board, after consultation with the bishops of the Ecclesiastical Province of Victoria; and
 - (b) shall hold office for such term, and on such conditions, as are determined by the Board.

Annual Meeting with the bishops of the Province

19. The bishops of the Ecclesiastical Province of Victoria shall meet and confer with the Theological School Committee, the Warden and the Dean of the Theological School in February each year or at some other time before the beginning of each academic year.

Dean of Theological School

20. (1) There shall be Dean of the Theological School appointed by the Board after consultation with the Warden and the bishops of the Ecclesiastical Province of Victoria.
- (2) The Dean shall hold office for such period and upon such terms and conditions as the Board determines.

Duties of the Dean of the Theological School

21. The Dean of the Theological School –
 - (a) shall, subject to section 18 and to the authority of the Warden and the Dean of the College, be responsible for the effective operation of the Theological School;
 - (b) shall, subject to the authority of the Warden and the Dean of the College, be responsible for the welfare of the students in the Theological School; and
 - (c) shall report on the operation of the Theological School at the annual meeting held in accordance with section 19.

Students

22. The Dean of the Theological School –
 - (a) may approve the admission to the school of any person who is a member of the College; and
 - (b) may approve the admission to the school of a person as a candidate for ordained ministry in the Anglican Church of Australia or in a church in communion with the Anglican Church of Australia if he or she is -
 - (i) a member of the College; and
 - (ii) sponsored as an ordination candidate by a diocesan bishop of the Anglican Church of Australia or of a church in communion with the Anglican Church of Australia.

Lecturers and Tutors

23. (1) There shall be such lecturers and tutors in the Theological School appointed by the Dean of the school, with the consent of the Warden, as the Dean determines.
- (2) A lecturer or a tutor shall be appointed for such period and upon such terms and conditions as the Warden determines.

PART 8 – PROPERTY OF THE COLLEGE

Application of Property of the College

- 24A. (1) Subject to sub-section (2), the income and property of the College shall be applied solely towards the promotion of its objects and no part of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of the College.
- (2) Nothing in sub-section (1) prevents the payment in good faith of remuneration to any officer or employee of the College in return for:
- (a) services actually rendered to the College; or
 - (b) goods supplied in the ordinary and usual way of business; or
 - (c) the payment of reasonable interest on money borrowed; or
 - (d) reasonable rent for premises leased by the College.
- (3) In the event that the College is wound up, any property remaining after satisfaction of its debts and liabilities shall not be distributed among the members of the College but shall be given or transferred, in accordance with the terms of the Act of Parliament or other instrument effecting the winding up, to a body with objects similar to those of the College and which is not carried on for the profit or gain of its members.

PART 9 – ALTERATION OF THE CONSTITUTION

Alteration of Constitution

25. (1) Subject to this section, the Council may alter or repeal any provision of this Constitution, other than this section, and may amend this Constitution by the addition of new provisions not inconsistent with this section.
- (2) An alteration or repeal of a provision of, or an amendment of, this Constitution under sub-section (1) of this section shall not be made unless a resolution for the alteration repeal or amendment is agreed to by at least two-thirds of the number of persons at that time holding office as members of the Council.