

LINCOLN INSTITUTE OF HIGHER EDUCATION

Governance Handbook

Approval and Implementation

This Governance Handbook has been approved by the
Corporate Governance Board
(and endorsed by the Board of Directors)
on

Chair

Corporate Governance Board

Date: 2020

Director

Board of Directors

Date: 2020

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A. CORPORATE GOVERNANCE

A.1. Corporate Governance Framework

Background

Lincoln Institute of Higher Education Ltd (the Company), trading as Lincoln Education Australia (LEA), is established as a not-for-profit company limited by guarantee. The *Governance Handbook* of LEA outlines the ownership, the corporate and academic governance arrangements, and the reporting frameworks.

Governance is defined as the structures (roles, relationships, systems and processes) by which an organisation and its work are directed and controlled to achieve its objectives.

The Handbook outlines the lines of responsibility for corporate and academic governance recognising the need for the Academic Board to be an autonomous group with delegations to make decision on any matters related to academic quality, academic integrity and educational standards.

The governance framework specifies the roles, rights and responsibilities of key stakeholders, such as the Corporate Governance Board; Academic Board; Board committees and standing committee members; and Executive Management. It also provides a framework for monitoring performance and compliance, and for making decisions and managing risk.

LEA's governance arrangements are designed to ensure:

- they are robust, effective, and able to deliver the organisational and academic leadership and outcomes required of a higher education provider
- the effective implementation of the strategic plan
- the effective management of organisational risks to deliver high quality higher education and ensure long term organisational sustainability
- accountability to students, staff, governments, employers and other stakeholders; and
- compliance with the legislative and regulatory requirements

Compliance

The *Governance Handbook*, containing the terms of reference, policies, plans and procedures on corporate and academic governance matters, will assist LEA in meeting its obligations under the Company Constitution, *Corporations Act 2001* and the *Higher Education Standards Framework*.

Staff must comply with the policies and procedures in the *Governance Handbook* and are accountable for any decisions they make as delegates and any actions they undertake in the performance of their duties.

Failure of employees to comply may result in LEA not complying with its legislative and/or regulatory responsibilities. Employee non-compliance will therefore be taken as a serious matter, which may result in disciplinary or other appropriate actions.

Approval

The *Governance Handbook* and the policies contained within it are approved by the Corporate Governance Board and accepted by the Board of Directors of LEA.

The governance framework is critical to the prudent management of LEA and the provision of quality higher education.

With this in mind, the policies and procedures outlined are to be maintained and reviewed periodically as the:

- legislation and/or Threshold Standards require the review of these policies
- circumstances of LEA change significantly, or
- Corporate Governance Board approves changes to governance or program structure or makes improvements in its management practice.

Glossary

Academic Board (AB): The governing body responsible for academic matters, including learning and teaching, course approval, workforce planning, academic staff appointments, research and professional development, academic policies and procedures, overseeing student grievances and appeals processes. The Academic Board advises the Corporate Governance Board on academic matters.

Academic Governance: The framework of policies, structures, relationships, systems and processes that collectively provide leadership and oversight of LEA's academic activities, including learning and teaching, scholarship and research, at an institutional level.

Academic Integrity: The set of values relating to academic standards that an institution is expected to observe, uphold and promote to staff and students. These include fairness, transparency, honesty, and respect for other scholars and ethical scholarship.

Appeals Committee: A committee responsible for reviewing student complaints, grievances and appeals.

Assessment and Awards Committee: A sub-committee of the Academic Board that is responsible for monitoring the quality and adequacy of assessment of student learning and outcomes and conferral of authorised certification for qualifications at LEA.

Australian Qualifications Framework (AQF): National guidelines that regulate Australian post-compulsory education and training qualifications. The framework identifies learning outcomes for each AQF level and qualification, policy requirements, educational and economic objectives, governing and monitoring arrangements.

Board of Directors: An elected group of individuals that represent the members of *Lincoln Institute of Higher Education Ltd* and responsible for the overall governance, management and strategic direction of the Company.

Corporate Governance: The framework of structures, rules, relationships, systems and processes through which authority is delegated, accountability is maintained, the directions and targets of the higher education provider are determined and implemented, performance is monitored, risks are identified and managed, and a corporate culture is developed.

Corporate Governance Board (CGB): The governing body appointed by the Board of Directors and delegated with responsibility for the oversight of all higher education operations, including the ongoing viability of the institution and the quality of its higher education delivery. The Corporate Governance Board guides the Management and delegates responsibility for academic matters to the Academic Board.

Course Advisory Committee (CAC): A committee dedicated to developing the initial proposal of new higher education courses at LEA, including external benchmarking and external input.

Course Coordinator: The academic staff member responsible for the delivery of a specific course at LEA. The Course Coordinator is responsible for the planning and development of a course, particularly subject curriculum information, and works in conjunction with other academic staff, the Academic Board and its relevant sub-committees.

Dean: The most senior member of an academic faculty who is the principal point of contact between the Corporate Governance Board, the Academic Board, CEO and academic staff.

Delegate: a person invested with the authority to carry out the functions, powers, and duties of, or to act on behalf of, or represent, others

Executive Management: The high-level management led by the Chief Executive Officer (CEO) that manages operational matters for provision of higher education at LEA.

Higher Education Standards Framework (Threshold Standards) 2015: The national standards for higher education all higher education providers must meet as established by TEQSA.

Teaching and Learning Committee: A sub-committee of the Academic Board that is responsible for monitoring the quality of learning and teaching at LEA, interpreting and reporting data on student performance and courses, monitoring progress towards achieving the objectives of the *Learning and Teaching Plan* and the adequacy of all forms of support for learning and teaching present.

Tertiary Education Quality and Standards Agency (TEQSA): Australia's regulatory and quality agency for higher education. TEQSA's primary aim is to ensure that students receive high quality education at any Australian higher education provider.

A.2. The Company

Lincoln Institute of Higher Education Ltd (LIHE), is a not-for-profit public company limited by guarantee established by the owners of the Lincoln University College (LUC), Malaysia to deliver higher education in Australia.

LUC is a large private university in Malaysia offering undergraduate and postgraduate courses in a range of disciplines. LUC has been operating as a private university college in Malaysia since 2011 approved by the Ministry of Higher Education and the Malaysian Qualifications Agency (MQA). It has an impeccable quality and regulatory record with no application for course accreditation being rejected by MQA and no adverse regulatory findings made against it.

LUC was given a 5 Star rating (SETARA) by the Ministry of Higher Education, Malaysia in 2017 – same as Curtin University Sarawak and Swinburne University of Technology Sarawak (Monash University Malaysia received the highest 6 Star rating).

LUC is ISO 9001:2015 certified and is listed among the top nine Malaysian universities according to the Times Higher Education (THE) University Impact Rankings 2019.

LUC initially explored the possibility of establishing a Branch campus in Australia, however following discussions with the national higher education regulator, decided to pursue the establishment of an Australian higher education provider based in Sydney.

LUC has therefore set up LIHE as a not-for-profit public company limited by guarantee. LIHE will seek registration as an Australian higher education provider. As a not-for-profit company, LIHE will be subject to the *Corporations Act* and the *Australian Charities and Not-for-profits Commission Act (ACNC Act)*.

The Constitution (**Attachment 1**) is LIHE's overarching governing document and sets out LIHE's objectives to:

- Advance education through the delivery of quality higher education to domestic and international students as approved by Australia's national regulator for higher education; and
- Promote academic excellence and social responsibility and support free intellectual inquiry in its academic endeavours.

The Constitution outlines, among other things, the relationship between the Board of Directors and the members, and the establishment of the Corporate Governance Board as the body to oversee the affairs of the Company's higher education operations.

A.3. Board of Directors

The Board of Directors are ultimately responsible for the operations of the company under the *Corporations Act 2001*, *ACNC Act* and the various state and Commonwealth legislation. The Directors will keep the Australian Securities and Investments Commission (“ASIC”) informed of any changes to directors, the primary business address or to company details.

The inaugural Directors of LIHE include the two founding members LUC and two members of the Board of Vedanta Centre. The Vedanta Centre in Sydney is the Australian branch of Vedanta Movement, a spiritual, educational and philanthropic organisation with which the LUC Founder (Dr Amiya Bhaumik) has had a long association. The Vedanta Centre has offered to collaborate with LUC by providing a purpose-built Campus on favourable lease terms.

The inaugural directors of the Board are:

1. Rev. Swami Sridharananda, President of Vedanta Centres in Australia
2. Dr Amiya Bhaumik, LUC Founder and CEO of LEA
3. Ms. Jayaletchumy Rajaratnam, Finance Director of LUC
4. Mr Jaishankar Venkataraman

The Directors have duties and responsibilities under the *Corporations Act 2001*, including the duty:

- to act bona fide (in good faith) in the interests of the company as a whole
- not to act for an improper purpose
- to act with a degree of care and diligence
- to avoid conflicts of interest
- not to make improper use of position
- not to make improper use of information; and
- not to trade while insolvent

The Board of Directors has established a Corporate Governance Board and has set out its terms of reference as required by the Company’s constitution. The Board of Directors have delegated most of their powers to the Corporate Governance Board except those that are non-delegable.

The Directors also have other duties and responsibilities that are non-delegable. These include for example, the requirement to sign the annual financial statements under the Corporations Law. Directors have duties which are found in other pieces of legislation and which may impose personal liability on directors for non-compliance. Such non-delegable duties can be found in financial services legislation, environmental legislation, workplace health and safety laws and trade practices regulations.

The Corporate Governance Board terms of reference requires it to provide periodic and exception reports to the Board of Directors so that the Board and the individual Directors have necessary and timely information on LIHE's operations to be able to discharge their legislative duties and responsibilities.

A.4. Corporate Governance Board

The Corporate Governance Board will have overall responsibility for overseeing the affairs of LIHE and provide strategic leadership to its higher education operations. LIHE will be trading and known as Lincoln Education Australia (LEA).

Objectives

- The primary objective of the Corporate Governance Board is to oversee the affairs of LEA with good governance
- Ensure that the appropriate structures, policies, processes and planning are in place for LEA to effectively manage its activities and achieve its goals
- The Corporate Governance Board is responsible for setting and reviewing the strategic direction and goals of LEA.

Board Governance

The Board of Directors has delegated its power to the Corporate Governance Board to provide strategic leadership and governance oversight to LEA. The Board of Directors however have retained their non-delegable statutory responsibilities such as approving the financial statements, as well as the individual directors their minimum statutory responsibilities (e.g. Work Health and Safety legislation imposes due diligence obligations on individual directors).

The Corporate Governance Board (CGB) has substantial powers delegated to it by the Board of Directors with regard to LEA's higher education operations. They are given responsibility for the overall governance, management and strategic direction of LEA to deliver quality higher education and accountable corporate performance in accordance with LEA's goals and objectives.

The Corporate Governance Board will keep the Board of Directors informed of the following through appropriate periodic and/or exception reports:

- Annual budget and any significant variations to the budget
- The financial position, performance, and cash flows of LEA
- Compliance with ATO requirements
- Significant commercial activities and/or contracts of LEA
- Incidents and issues related to WH&S matters

The Corporate Governance Board adopts the following guiding principles of good governance and demonstrate these in their actions:

- Transparency
- Integrity
- Accountability
- Commitment to creating and maintaining a supportive learning environment that protects academic freedom and student wellbeing
- Maintain compliance with the Company's objectives

Role of the Corporate Governance Board

Corporate Governance Board is responsible for:

Leadership and Governance

- Ensuring compliance with LEA's constitution and all legislative and regulatory requirements, including the *Education Services for Overseas Students Act (ESOS Act) 2000*
- Approving the mission and strategic direction of LEA and monitoring performance in achieving the goals within the Strategic Plan
- Appointing a Chief Executive Officer (CEO) (other than the inaugural CEO) to manage the affairs of LEA, within the strategic framework established by the Corporate Governance Board
- Monitoring the performance of the CEO, approving guidelines for the evaluation of his or her performance and guidelines for remuneration
- Ensuring an appropriate level of risk management for LEA and overseeing and monitoring the risk management policies, practices and performance
- Ensuring business continuity is maintained
- Maintaining current knowledge of WH&S matters
- Ensuring that LEA has appropriate resources for WH&S matters and appropriate procedures for dealing with incidents and WH&S issues are in place
- Setting the cultural and ethical tone of LEA through engagement via regular and timely communication with stakeholders
- Ensuring that LEA is accurately represented publicly, with correct and up-to-date information that will inform student decision-making
- Managing Corporate Governance Board's own affairs through monitoring and managing potential conflicts of interest, effectively managing its own operations, induction and professional development of members and reviewing and assessing Board's performance on an annual basis

Quality Assurance

- Ensuring that LEA meets and continues to meet the requirements of the HES Framework
- Overseeing and monitoring the academic activities of LEA to ensure that the quality of higher education is being maintained, including by conferring degrees awarded by LEA and ensuring they are awarded legitimately
- Identifying, managing, and monitoring risks to LEA's higher education operations
- Implementing quality assurance processes across all operations

Delegation of Academic Governance

- Establishing an Academic Board with delegated responsibility for academic quality and academic governance
- Ensuring the independence of the Academic Board and its role as the principal policy making and advisory body on all academic matters relating to LEA's teaching and academic programs
- Receiving advice from the Academic Board on academic matters, including academic governance, academic standards and quality assurance as appropriate

Resource Management

- Approving budgets and reviewing performance against budgets, to ensure the financial viability of LEA
- Monitoring both financial and non-financial performance
- Ensuring LEA's capacity to meet its higher education objectives, and its capacity to continue to meet the requirements of the HES Framework
- Maintaining a clear understanding of the financial position, performance, and cash flows of LEA
- Ensuring that financial management processes accord with Australian accounting standards
- Engaging an independent auditor qualified against Australian accounting standards to conduct regular audits of LEA
- Ensuring that LEA has sufficient resources to continue to deliver quality higher education, seeking internal advice from Academic Board on resource allocation where necessary
- Reviewing strategic planning frameworks in accordance with financial management activities

Policy and Planning Frameworks

- Establishing organisational frameworks, policies and plans to achieve LEA's strategic objectives and deliver quality higher education
- Developing and periodically reviewing plans and policies as required

Membership

The Corporate Governance Board will be comprised of members who have relevant skills, expertise, experience and background to provide good governance for LEA. Members are expected to act diligently and on an informed basis. Membership of the Corporate Governance Board will be:

- An independent Chair
- Independent members (3~5), appointed by the Corporate Governance Board with expertise in one or more of the following such as to ensure good governance.
 - Strategy
 - Higher Education
 - Finance
 - Risk
 - Legal
 - People
- Chief Executive Officer (Ex Officio)
- Chair of the Academic Board (Ex Officio)

In the absence of the CEO, the Chief Operating Officer(COO) will attend as ex-officio member.

Chair of the Corporate Governance Board

The inaugural Chair will be appointed by the Board of Directors. Subsequent Chairs shall be elected by all members of the Corporate Governance Board from non ex officio members.

The Chair shall serve for three years in the first instance and be eligible for reappointment for one further term of three years. The Chair will provide leadership and promote cohesiveness, effectiveness and the functioning of the Board. The Chair is to ensure that individual members make an effective contribution.

The role of Chair and CEO may not be held by the same individual.

Terms of Office

Non ex officio members of the Corporate Governance Board shall serve for three (3) years in the first instance and be eligible for reappointment for one further term of three years. Casual vacancies shall be filled by invitation of the Board and shall serve only the remaining period of the member they replace.

Removal from Office

The Corporate Governance Board may remove a member of the Board from office for misconduct, failure to disclose conflict of interest, failure to act in the best interest of LEA, not exercising independent judgment, disclosure of confidential material or failure to attend two or more consecutive meetings.

The removal from office can only be at a meeting of the Corporate Governance Board of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given. The motion for removal must not be put to the vote of the meeting until the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing. If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.

Quorum and Conduct of Meeting

At any meeting of the Board four members shall form a quorum. If a quorum is not present the meeting will lapse. In such cases the Chair of the Corporate Governance Board and those members present may consider business that was to be addressed at that meeting. Any proposed actions or recommendations are to be forwarded to all members of Board for their consideration and possible endorsement via flying minute.

Before each meeting each member shall receive an agenda and meeting papers, circulated at least one week in advance of the meeting. Following each meeting, accurate and complete minutes shall be taken and distributed to members.

The Chair may at any time, with adequate notice, convene a Board meeting. The Secretary to the Board will also on request from at least one third of the directors, convene a Board meeting.

The Board is able to seek independent and external professional advice upon request.

Frequency of Meetings

The Corporate Governance Board shall meet at least four times per year.

Minutes of Meetings

Minutes will be kept for a period of five years and stored in a secure electronic repository to facilitate access to decisions of continuing relevance.

All members will receive a copy of Board minutes via email.

Induction to New Members

LEA recognises that good governance and the ability of the members to discharge their responsibilities effectively is dependent on the extent to which members contribute towards the vision of LEA.

LEA will provide induction to all new internal and external members of various Boards and Committees. The induction will cover brief history of LEA; vision and strategic priorities; profile of students and the courses offered; governance structure of LEA; and the roles and responsibilities of each committee. Inductions will be mandatory for all members.

Secretary to the Corporate Governance Board

Suitably qualified person appointed by the Corporate Governance Board from within or outside the organisation.

Record Keeping

The Corporate Governance Board will maintain true and accurate records of all its business activities and decisions. Records of the following key governance documents are maintained:

- Company Constitution
- Governance Handbook, including the terms of reference for each committee and standing committee
- Register of all committee and standing committee memberships
- Register of related-party transactions
- Register of pecuniary interests
- Agenda, meeting papers and minutes of all Board, committee and standing committee meetings

Committee business and matters considered by a committee or standing committee are to be treated as confidential. All committee and standing committee members are to sign a confidentiality agreement at the commencement of their term.

Conflicts of interest

If any member of the Corporate Governance Board perceives a potential or actual conflict of interest, involving themselves or someone else, they are expected to declare it to the CGB, the Chair or the CEO. The CGB member(s) in question should subsequently recuse themselves from the affected decision-making processes as necessary.

Corporate Governance Board Committees

Corporate Governance Board is ultimately responsible and accountable for risk mitigation and LEA's continuing compliance with all relevant regulatory frameworks, including the HES Framework. To further ensure these requirements are met, the Corporate Governance Board will establish a Finance, Risk and Audit Committee. The Terms of Reference for the Committee is provided in this Handbook.

The Corporate Governance Board will also approve the Terms of Reference for a Student Representative Group (SRG). The SRG is a forum of Registrar, academic, student support staff, and student representatives whose task is to consider, evaluate and monitor the quality and effectiveness of academic, administrative and student support services and functions.

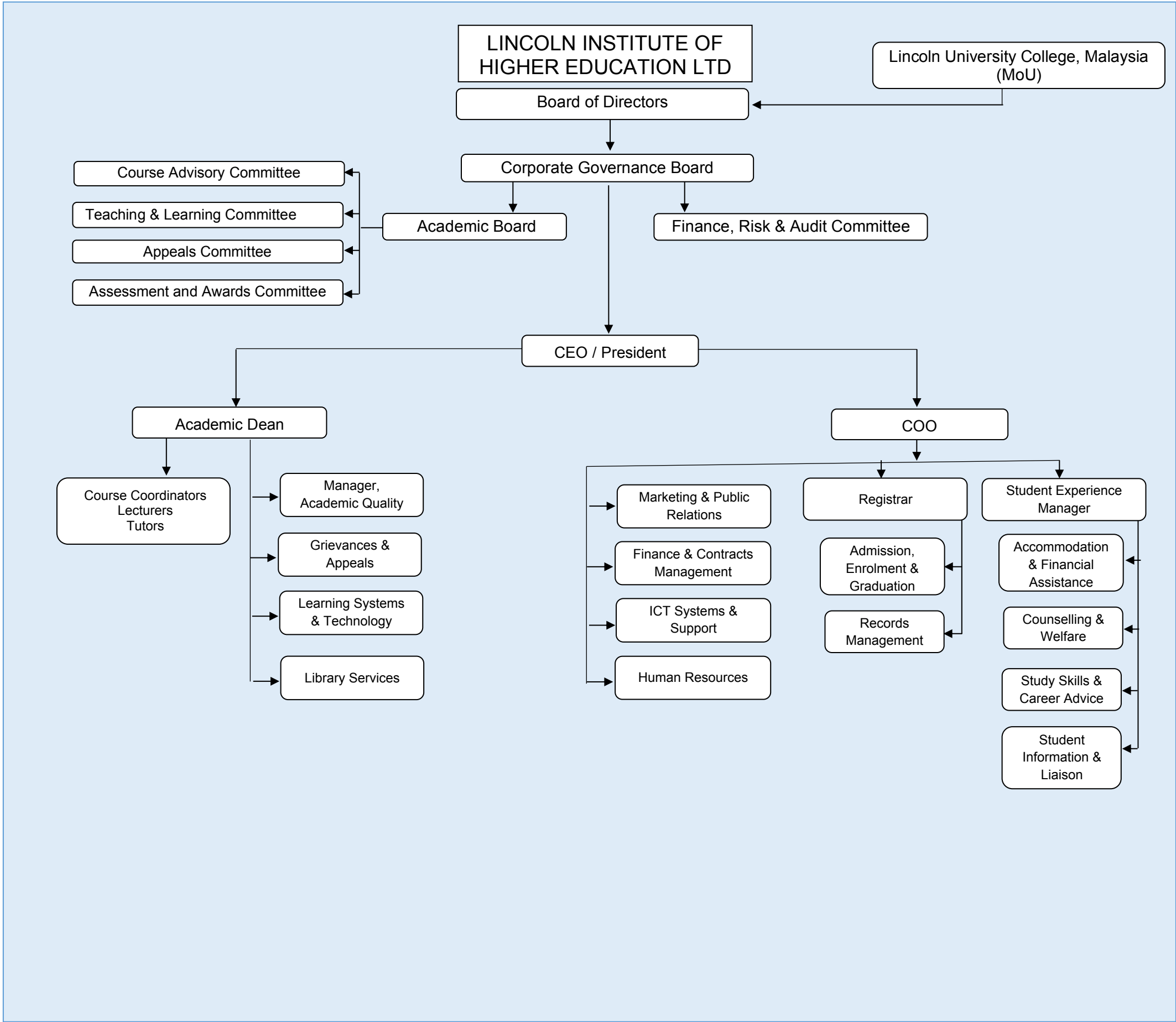
Organisation Structure

The Organisation Structure for LEA as approved by the Corporate Governance Board is shown below.

Current Membership

Chair: Emeritus Professor Christina Slade

Members: Ms Hayley Saddington
Mr Sameer Pandey
Mr Omkar Joshi
Mr Rohan Dyster
Dr Melody Anderson (Chair – Academic Board, Ex-Officio)
Mr Srivias Avvari (COO, Ex-Officio)



A.5. Finance, Risk & Audit Committee

The Finance, Risk and Audit Committee (FRAC) will monitor and advise the Corporate Governance Board on key risks relating to the sustainability as well as issues relating to the financial performance of LEA.

The FRAC undertakes this role through:

- the identification, evaluation and monitoring of risks that threaten the achievement of the goals within the LEA Strategic Plan, and
- the review and evaluation of information provided by management on the financial impact of strategic proposals, on budget and planning priorities and on resource and capital allocation
- the assessment of the effectiveness of LEA's internal controls

Committee Objectives

The Committee is responsible for advising on:

- the day-to-day and strategic operations and controls that will minimise risks by formulating, recommending and monitoring the risk management strategy and the risk register, and
- the day-to-day financial operations and controls including recommending the annual budget, monitoring the production of management accounts and approval of operational financial systems
- the appropriateness of, and compliance with, LEA's internal control systems

The Role of the Finance, Risk & Audit Committee

The Risk Management Committee is responsible for:

- Overseeing the LEA's risk management framework for identifying, monitoring and managing significant risks that threaten achievement of the LEA's goals
- Ensuring that a register of major risks and their controls is established, maintained and monitored
- Advising the Corporate Governance Board in a timely manner on any anticipated risks that could materially affect the reputation and/or operation of the LEA
- Identifying and recommending a strategy to manage material risks and monitor operation of the risk management strategy
- Reporting to the Corporate Governance Board regarding risks being actively managed, and the appropriate strategies being in place and working effectively
- Reviewing and advising on risk matters raised by the Corporate Governance Board and Academic Board

- Reviewing and recommending the annual budget for approval by the Corporate Governance Board
- Ensuring that the budget plan is clearly linked to LEA's Strategic and Business Plans
- Ensuring that the Corporate Governance Board receives regular financial reports showing income and existing and future expenditure against budget allocations and a report on reserve funds
- Ensuring that accounting procedures are in accordance with current accounting rules and best practice
- Ensuring that LEA has well documented financial systems and procedures, which are periodically reviewed and kept up to date
- Ensuring that any amendment to existing financial policy is approved by the Corporate Governance Board
- Reviewing the annual accounts of the organisation, results of audits and management response to issues identified by audit activities
- Reviewing the audited annual financial statements before their presentation to the Board, to ensure they represent a true and fair view of the organisation's financial position and performance and the organisation's cash flow
- Resolving any disagreements between executive management and the auditor on financial reporting
- Pre-approving all audit and non-audit services prior to seeking Board approval
- Periodically reviewing the appointment, terms of engagement and remuneration of the external auditor
- Meeting with the external auditors to review results and discuss the adequacy and effectiveness of accounting and financial controls and any issues the external auditors wish to raise
- Ensuring the independence of the external auditor

Committee Membership

Membership of the Committee shall be:

- Up to 2 members of the Corporate Governance Board nominated by the Board, one of whom must have expertise in risk management
- One external non-Board member may be appointed to the RMC by the Corporate Governance Board in the absence of a Corporate Governance Board member with risk management expertise
- The CEO (Ex-Officio)
- The COO (Ex-Officio)

- The Academic Dean or in his/her nominee (Ex-Officio)

Appointment of Chair

The Chair shall be appointed by the LEA Corporate Governance Board from those Board members nominated to the Committee. The term of office for the Chair is 3 years and be eligible for reappointment for one further term of 3 years.

Terms of office

- Appointed members have terms of office of three years and no member is to serve for more than a 3 year term
- Term limits may be waived by the Corporate Governance Board
- Casual vacancies shall be filled by the Board and shall serve only the remaining period of the member they replace

Quorum and Conduct of Meeting

At any meeting of the Committee three (3) members shall form a quorum. If a quorum is not present the meeting will lapse. In such cases the Chair of the Committee may consider business that was to be addressed at that meeting. Any proposed actions or recommendations of the Chair are to be forwarded to all members of the Committee for their consideration and possible endorsement via flying minute.

Minutes of Meetings

Minutes will be kept for a period of five years and stored in a secure electronic repository to facilitate access to decisions of continuing relevance.

All members will receive a copy of the minutes via email. The minutes of each meeting will be forwarded to the Corporate Governance Board.

Frequency of Meetings

The Finance, Risk & Audit Committee shall meet at least four (4) times per year.

Secretary to the Committee

Suitably qualified person appointed by the Corporate Governance Board from within or outside the organisation

Current Membership

Chair: Mr Omkar Joshi

Members: Mr Sameer Pandey
Mr Srinivas Avvari (COO)

B. ACADEMIC GOVERNANCE

B.1. Academic Governance Framework

Lincoln Education Australia (LEA) is dedicated to maintaining academic freedom and the highest academic standards and integrity through robust academic governance processes. This document outlines the academic quality and governance framework for LEA.

The Board of Directors of LEA have established the LEA Corporate Governance Board (Governance Board) and delegated the powers to the Governance Board to lead and manage LEA's higher education provision. The Governance Board in turn has established an Academic Board as the body responsible for academic quality and governance of LEA with the appropriate terms of reference. The Academic Board is the principal policy making and advisory body on all academic matters relating to LEA's teaching and academic programs, and will advise the Governance Board on academic matters, including academic governance, academic standards and quality assurance as appropriate.

The terms of reference for the Academic Board promotes a shared governance model; ensures that the Academic Board has a regular reporting relationship to the Corporate Governance Board; guarantees the independence of the Academic Board; and has distinguished between the Academic Board's role in academic governance and the function of executive management.

The Academic Board is expected to provide independent and competent leadership to, and oversight of, all academic activities of LEA and will ensure that LEA courses, learning outcomes, and student experiences and success are of the highest quality.

The Academic Board works with the Corporate Governance Board and the executive management to assure academic integrity and to achieve LEA's educational philosophies and plans. The Academic Board and its Committees also develop, implement, endorse and review academic policies.

The *Academic Governance Framework* establishes the structure of academic governance from the Academic Board through to the sub-committees and academic staff with academic leadership responsibilities.

The Academic Board delegates responsibility to:

- the *Course Advisory Committee* to oversee the development and ongoing review of all LEA courses
- the *Teaching & Learning Committee* for monitoring and reporting on quality assurance processes for teaching and learning within LEA in order to ensure that day-to-day academic operations meet quality educational standards

- *Assessment & Awards Committee* to approve results before publication, determine merit awards, and review and monitor assessment procedures and policies; and
- *Appeals Committee* to review students' academic appeals regarding admission, retention, dismissal and other academic matters such as grade appeal and determine whether to grant or dismiss the application

There will also be two other Committees under the overall purview of the Academic Board:

- *Examiners Committee* – an internal committee with delegated powers from the Academic Board through the Assessment and Awards Committee (AAC), which is chaired by an external academic; and
- *Student Representative Group (SRG)* – a forum for students composed of key academics, student support staff, and student representatives whose task is to consider, evaluate and monitor the quality and effectiveness of academic, administrative and student support services and functions. The Academic Board and the CEO will work with the SRG to continually improve the student learning experience and outcomes.

B.2. Academic Board

Role of the Academic Board

The Academic Board is an independent body of academics and industry practitioners established under the Constitution responsible for the academic governance of all LEA's courses. This includes the responsibility to set, oversee, review, monitor and ensure academic standards and quality assurance.

The Academic Board will provide sound, evidence-based advice to the Board and executive management on academic matters, and consider matters referred from the Governance Board. It will also assess the impact of LEA's budgetary decisions on academic matters and report to the executive management and Board.

Members of the Academic Board will include independent external members with relevant academic expertise, experienced internal academic staff, members of executive management, and student representatives. LEA acknowledges its responsibilities under the *Workplace Gender Equality Act 2012* and thus promotes a gender balance on all boards and committees.

The Academic Board will, at all times, maintain true and accurate records of its activities and decisions.

The Academic Board shall:

- Establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered
- Oversee the design and delivery of all higher education courses delivered by LEA, including review and recommend submission of courses for accreditation and re-accreditation with particular responsibility for:
 - The structure and requirements of each course
 - Standards of assessment of each course
 - Methods of course delivery
 - Awards being consistent with the Australian Qualifications Framework
 - Approve the awards to be offered
- Oversee the development, implementation and review of LEA's academic workforce plan
- Monitor academic risks and ensuring robust processes for academic risk management
- Ensure all delegations of academic authority are effectively implemented.
- Formulate and review policies and procedures on academic matters including but not limited to admission, assessment, credit transfer, enrolment, examination, exclusion, progression, graduation, awards and scholarships

- Assure the quality of teaching and scholarship and the progress of the Learning and Teaching Plan, and report on these to the Corporate Governance Board
- Foster excellence and innovation in teaching and learning
- Foster a culture of scholarship within LEA
- Maintain oversight of academic integrity
- Approve and monitor benchmarks for academic quality and outcomes including student performance and progression
- Determine the list of graduands and specify the award each graduand is to receive
- Provide sound, evidence-based advice to the Board and executive management on academic matters, and consider matters referred from the Board
- Assess impact of LEA's budgetary decisions on academic matters and report to the executive management and Board
- Initiate regular review of academic activities
- Critically evaluate the quality and effectiveness of educational innovations and proposals for innovations
- Establish standing and ad-hoc committees to deal with matters referred from Academic Board and receive reports from such committees

Referral of Matters

The Board may refer any item to the Corporate Governing Body for discussion, consideration and/or action, and may refer relevant matters for action or noting to other committees or officers as appropriate.

Membership

All members of the Academic Board and its Committees must:

- act in the best interests of LEA as a whole
- act in good faith, honestly and for a proper purpose
- exercise appropriate care and diligence
- not improperly use their position to gain an advantage for themselves or anybody else and any conflict of interest

The Corporate Governance Board may require the members of the Academic Board and its Committees to enter into a Deed of Confidentiality.

External Membership

There will be between three (3) and five (5) persons nominated by the Governing Board and chosen from persons who are not members of the staff but who are deemed by the Board (in consultation with the Chair of Academic Board and other key personnel involved in the academic environment) to be persons of standing in the academic, business or professional fields relevant to the courses offered.

Membership will be for 2 years for members and 3 years for the Chair, renewable for a maximum of further 2 consecutive terms. Members shall not make public statements on behalf of the Board unless directed to do so. Members must declare any actual or perceived conflict of interest as they arise and at the Academic Board meetings.

Ex officio members

- CEO or the COO
- Academic Dean
- Up to two academic staff representatives
- One student representative

The Chair may co-opt any other person to provide input into specific matters and ensure representation consistent with the Academic Board's responsibilities.

Chair of the Academic Board

- The Chair of the Board shall be an external member appointed by the Governing Board
- The Chair shall serve for a period of 3 years
- The Chair reports to the Governing Board and fosters two-way communications between the Academic Board and the Governing Board and vice versa. The Governing Board also has access to Academic Board agendas, minutes and other papers
- In between meetings of the Academic Board, the Chair shall have the authority of the Academic Board to take executive action and make decisions on behalf of the Academic Board. Any such action or decision made shall be communicated in a special memorandum to Academic Board members and be reported at the next Academic Board meeting

Casual Vacancies

A casual vacancy shall be filled by the Chair co-opting a suitable person

Membership

- The Initial membership of the Academic Board is determined by the Corporate Governance Board, but further changes to the membership or the appointment of new members will be done in consultation with the Chair of the Academic Board
- The membership of the Academic Board will be reviewed at least once every two (2) years to ensure that the composition and the expertise of members are relevant and appropriate to achieving the strategic academic priorities
- The Chair of the Academic Board is appointed by the Corporate Governance Board
- Independent member appointments to committees would be based on the relevance of their expertise and experience to contribute to the Committee deliberations and will be reviewed at least every two (2) years
- A committee member may resign from the Committee by giving notice in writing to the Committee Chairperson
- A committee may co-opt members based on their experience as necessary

Removal of Member from Academic Board

A member of the Academic Board may be removed in one of two ways:

- First, in the case of a violation of this Terms of Reference, the Academic Board member may be cautioned. If a resulting violation occurs of the same offence, a removal can be proposed to the Governance Board. The Governance Board will act on the removal of an Academic Board member.
- Second, a member who does not attend three consecutive Academic Board meetings will be subject to review. In the event there are no reasonable, mitigating circumstances, as determined by the Chair, the member may be removed.

For a removal of a member from the Academic Board, written notice will be provided. An Academic Board member may appeal the decision by submitting a written statement for review by the Governing Board.

Quorum and Conduct of Meeting

Academic Board will meet at minimum four (4) times per annum. An additional (maximum of) two meetings per annum may be called by the Chair to consider extraordinary priority matters of business. However, during the establishment phase, the Academic Board shall meet at least once a month.

At any meeting of the Academic Board, a quorum will be 50% of Academic Board membership. If a quorum is not present the meeting will lapse. In such cases, the Chair of Academic Board on behalf of the Academic Board may consider business that was to be addressed at that meeting. However, any proposed actions or recommendations are to be forwarded to all members of the Academic Board for their consideration and/or ratification via flying minute.

Academic Board decisions require a vote among members. A decision will be carried when a majority of the board (50% of the membership, plus one) vote affirmatively.

In the event of a tied vote, the Chair will have the final decision. Votes will be carried and recorded in the minutes.

A board meeting with no quorum will defer voting decisions until the next meeting where a quorum is possible.

All decisions will involve actions. These actions will be recorded in the Action List as appendix to the Academic Board minutes.

Frequency of Meetings

The Academic Board shall meet at least four times per year.

Minutes of Meetings

Minutes are recorded for all meetings and the Chair of the Academic Board/ Committee must sign the minutes within a reasonable time after the meeting.

Minutes will be kept for a period of five (5) years and stored in a secure electronic repository to facilitate access to decisions of continuing relevance.

All members will receive a copy of the Academic Board minutes via email. The minutes of each meeting will be forwarded to the Governance Board.

Secretary to the Academic Board

Suitably qualified person appointed by the Governance Board from within or outside the organisation. The Secretary to the Academic Board, in consultation with the Chair, will prepare and send notices of meetings and agendas, and will accurately transcribe all decisions of the Academic Board and table all correspondence, reports and other information relevant to the Board's activities and operations.

Periodic Reports

The Academic Board will be provided with the following reports at each meeting:

- Standing Committee reports
- Report on the policies that have been updated since the last Academic Board meeting
- Academic Risk Register
- Grievances and Academic Misconduct reports

Conflict of Interest

Academic Board members must complete a Fit and Proper Persons declaration. Additionally, the members must also declare any conflict of interest prior to participation on the Academic Board. Any conflicts that present as a result of discussions on the Board, commercially confidential information and documentation must be declared to the Chair.

A conflict of interest that is found and not declared will be reviewed by the Governance Board. Serious consequences include expulsion from the Academic Board. These are outlined in LEA's Conflict of Interest policy.

Committees of the Academic Board

Academic Board is supported in its operation by the following Committees. These Committees have their own Terms of Reference approved by the Academic Board. The Academic Dean has an important role in communicating with the Academic Board and its sub committees.

- Course Advisory Committee
- Teaching & Learning Committee
- Assessment & Awards Committee
- Appeals Committee

Current Membership

Chair: Dr Melody Anderson

Members: Professor Prem Ramburath
Professor Chris Tisdell
Professor Graham Low
Dr Sanjay Poddar
Mr Srinivas Avvari (Ex-Officio, COO)

B.3. Teaching and Learning Committee

Role of the Teaching & Learning Committee

The Teaching & Learning Committee (TLC) is the principal advisory standing committee to Academic Board for teaching and learning matters. It provides strategic advice to the Academic Board on the quality of teaching and learning to support and ensure high academic standards are maintained.

The TLC may establish short-term working parties to facilitate and assist it to meet its obligations. It will set out the Terms of Reference for any such working groups and inform the Academic Board of the same.

LEA Academic Board has delegated to the TLC, the responsibility for monitoring and reporting on quality assurance processes for teaching and learning within LEA, to ensure that the day-to-day academic operations meet quality educational standards. The Chair of the TLC (Academic Dean of LEA) reports regularly to the Academic Board on all TLC functions, activities and undertakings.

Functions

The functions of the TLC are to:

- Advise the Academic Board on development and implementation of academic policies relating to teaching and learning processes, including admissions (pathways, credit and articulation), examinations, assessment, moderation and academic misconduct
- Ensure that all aspects of course design meet regulated standards
- Provide advice to Academic Board on measures designed to improve the quality and effectiveness of teaching and learning, and monitor and report on their implementation
- Regularly report to the Academic Board on students' participation, satisfaction, progress, attrition and completion rates and survey results (SELTS and QILT)
- Ensure that student assessment is effective and student learning outcomes are achieved
- Review and advise the Academic Board about LEA teaching and learning facilities
- Respond to requests from Academic Board about course accreditation/reaccreditation compliance matters
- Respond to requests from Academic Board about course reviews including recommendations about relevant appointments to review panels
- Provide a forum for the discussion of teaching and learning trends, issues and challenges

- Encourage a culture of scholarship and advise the Academic Board on procedures relating to teacher appointment and evaluation
- Oversee the student assessment process (assessment validation, moderation, examinations)
- Monitor and review student support strategies implemented to ensure student success (language difficulties, academic support, intervention processes)
- Receive reports and review statistics relating to student appeals against assessment, grievances, discipline and misconduct
- Undertake benchmarking of course outcomes
- Monitor and advise Academic Board on national and local quality assurance developments in relation to educational programs and teaching and learning
- Develop an annual Professional Development Plan for academic staff to ensure that professional and discipline-based expertise is current, that teaching skills are maintained and updated, and that scholarly activity is undertaken

Membership

Membership of the Teaching and Learning Committee consists of:

- Academic Dean (Chair)
- 1 Member of the Academic Board
- Course Coordinator(s)
- 2 Academic Staff Members
- 1 Student Representative

Frequency of Meetings

The Committee will meet at least four (4) times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings.

Current Membership

Chair: Dr Melody Anderson

Members:

B.4. Course Advisory Committee

Role of the Course Advisory Committee

The Academic Board has established a Course Advisory Committee (CAC) to provide advice on the development and review of subjects and courses. The CAC remains operational whilst the relevant courses are offered by LEA.

The CAC is tasked to engage with the key stakeholders (i.e. students, graduates, staff, employers, relevant professional bodies and the community) in developing, delivering, reviewing and improving the courses.

The CAC will consider emerging trends within industry and ensure that LEA's courses are aligned with regulatory requirements as well as industry needs and their subsequent impact on existing and new LEA courses.

As LEA is likely to draw substantially from the courses offered by Lincoln University College (LUC) Malaysia to develop its own courses for delivery in Australia, the CAC membership will consist of senior academic staff of LUC from relevant disciplines.

Functions

The functions of the Course Advisory Committee are to:

- Consider and provide advice to the Academic Board regarding all new course and course change proposals with specific focus on the design, delivery, resources and assessment strategy, as appropriate to the relevant AQF level
- Provide advice to the Academic Board on:
 - course rationale
 - course structure
 - potential employment opportunities
 - graduate skills, knowledge and attributes
 - recent developments, trends and directions in the relevant professions and industries with respect to Course development; and
 - potential for development of new related courses and renewal of the existing Course
- Provide industry and academic expertise concerning course development and review processes
- Provide advice on a course's compliance with the requirements of the *Higher Education Standards Framework (HESF)*, particularly on whether the content and learning activities of a course engage with advanced knowledge and inquiry consistent with the level of study and the expected learning outcomes, including:

- current knowledge and scholarship in relevant academic disciplines
- study of the underlying theoretical and conceptual frameworks of the academic disciplines or fields of education or research represented in the course, and
- emerging concepts that are informed by recent scholarship, current research findings and, where applicable, advances in practice
- Recommend and advise LEA on the engagement of external experts, with a view to reviewing and discussing such external reports
- Advise on course transition arrangements to support the transition of students affected by major course changes

Membership

The membership will include, at least:

- 1 Academic Board member (Chair)
- Academic Dean
- Up to 2 LEA Academic Staff with backgrounds that are appropriate to the course of study
- Up to 2 LUC Academic Staff with backgrounds that are appropriate to the course of study
- 3 external members, at least one of whom has industry experience appropriate to the course of study and one other invited for their academic expertise.

Quorum

- Chair
- A majority number of external members
- Academic Dean

Frequency of Meetings

A Committee, once constituted for the course in question, will meet at least twice (2) per year, and may be convened with reasonable notice for additional meetings as and when required.

Current Membership

Chair:

Members:

B.5. Assessment and Awards Committee

Role of the Assessment and Awards Committee

The Academic Board has established an Assessment and Awards Committee (AAC) as a standing committee to provide advice on assessment practices and standards, and awards.

Functions

The functions of the Assessment and Awards Committee are to:

- Develop and review assessment strategies and methodologies for courses in collaboration with the Course Coordinators, Teaching and Learning Committee (TLC) and Course Advisory Committee (CAC)
- Consider and report on issues related to practices and standards in teaching and assessment
- Monitor and report on continuous improvement strategies in course and assessment design based on student feedback
- Monitor and report on equivalence of assessment practices and standards through moderation and benchmarking
- Monitor and report on the suitability of learning resources for students to meet the requirements of their course
- Make recommendations to the LEA Academic Board regarding teaching best practice initiatives, risk of non-compliance with the Australian Qualifications Framework (AQF)
- Oversee and recommend for Academic Board approval the awarding of qualifications for course completions, honorary qualification, and where appropriate, issuance of authorized record of results of subjects for partial course completions at the Institution
- Oversee the development of authorised certification documentation, including testamur conforming with the standards for awards set in the *Higher Education Standards Framework*

Standing Delegation(s)

Where there are supplementary examinations, then the:

- Course Coordinators are responsible for reviewing and moderating supplementary grades within their courses of study, and
- Academic Dean or his/her delegate is responsible for approving final supplementary examination results and associated final grade

Membership

Membership of the Assessment and Awards Committee consists of:

- 1 Academic Board Member as Chair
- 1 Academic Board Member
- Academic Dean
- Registrar

Frequency of Meetings

The Committee will meet at least two (2) times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings in order to determine academic results.

Current Membership

Chair:

Members:

B.6. Appeals Committee

Role of the Appeals Committee

The Appeals Committee is a standing committee of the LEA Academic Board that ensures the integrity of the LEA student academic appeal process. The Appeals Committee has delegated authority from the LEA Academic Board to determine the outcome of all student academic appeals.

Functions

The functions of the Appeals Committee are to:

- Determine the general conduct of the appeal hearing and the procedures to be adopted, as it sees fit, based on general principles of natural justice and procedural fairness
- Hear and determine individual student complaints, grievances, and appeals against faculty, committee, and institutional decisions
- Deal with grievances and appeals promptly and in accordance with principles of procedural fairness
- Provide clear written explanation of decisions and further steps in the resolution process as required
- Review grievance and appeal data, and report to the Academic Board with recommendations regarding trends and issues arising from appeal hearings
- Report to the Academic Board on any issues arising from administration of relevant policies and procedures with regard to an appeal
- Ensuring that students have information and access to appeal processes that are transparent, consistent and equitable

The Appeals Committee may:

- Review, uphold, dismiss or vary the determination of the complaint, or
- Refer the matter back to LEA/ Faculty for further inquiry and determination.

Membership

Membership of the Appeals Committee consists of:

- Three Academic Board Members (one of whom is the Chair)
- Student Experience Manager

Frequency of Meetings

The Committee will be convened as and when required.

Current Membership

Chair:

Members:

B.7. Examiners Committee

Role of the Examiners Committee

The Examiners Committee is an internal committee with delegated powers from the Academic Board through the *Assessment and Awards Committee* (AAC), which is chaired by an external academic. The purpose of the Examiners Committee is to review all the subjects delivered, their assessments and individual and collective grades awarded across the student cohort at the end of each study period. The Examiners Committee reports to the AAC.

Functions

The functions of the Examiners Committee are to:

- Ensure the security of assessment scripts and associated marking guides
- Confirm that all assessments have been conducted in accordance with the current relevant policies and procedures
- Review end of study period results for all subjects delivered
- Ensure that appropriate moderation arrangements are in place and have been implemented in the marking of all assessments
- Consider and review the grades awarded, including grade distribution and any other information relating to the assessments
- Review the grades of all students whose final subject marks are marginally below the pass marks
- Identify students who are academically at risk and monitor and make decisions on their progression
- Ensure implementation of intervention strategies for those students deemed at risk
- Consider and act as appropriate with regard to exceptional circumstances and/or academic irregularities that may have occurred
- Ensure that students have access to fair and appropriate appeal processes with regard to examination and assessment matters
- Review the list of students who have completed all requirements of their courses

Membership

The Examiners Committee consists of:

- Academic Dean (Chair)
- Course Coordinators

- Manager, Academic Quality
- Registrar

Frequency of Meetings

The Examiners Committee will meet at least once per study period and may be convened with reasonable notice for additional meetings.

B.8. Student Representative Group

The Student Representative Group (SRG) is a forum composed of key academics, student support staff, and student representatives whose task is to consider, evaluate and monitor the quality and effectiveness of academic, administrative and student support services and functions.

Role of the Student Representative Group

The role of the Student Representative Group is to:

- Engage all students in formal and informal feedback and represent their voice to the CEO, Academic Dean, and the Academic Board
- Promote the use of formal and informal feedback in the enhancement of quality in teaching and other support
- Review student feedback results, and work in partnership with LEA to identify areas needing improvement
- Implement improvement projects as a direct result of student feedback with LEA and communicate the actions with all students
- Play an important role in the management of LEA by providing input in various aspects of course delivery, teaching, and other support
- Provide advocacy and personal support services for students

Reporting

The Student Representative Group provide reports to the CEO and the Academic Board

Membership

The Group consists of:

- Chair (student member in the Academic Board)
- 4 students
- Registrar
- Student Experience Manager
- Student Support Officers
- Representative of Academic Staff

Frequency of meetings

The Student Representative Group meets at least twice each semester on a date and time according to a pre-established schedule.

C. EXECUTIVE MANAGEMENT

C.1. Chief Executive Officer

The Chief Executive Officer (CEO) is the head of the executive management team and is responsible for the management of the day-to-day operations of LEA, its people and resources.

The CEO implements the strategy approved by the Corporate Governance Board and ensures LEA's structure and processes meet the strategic and academic objectives of LEA. The Corporate Governance Board expects the CEO to provide input into strategic development, implement the strategic plan, communicate management's perspective and alert the Corporate Governance Board to growing issues. The CEO relies on the Board to provide clear direction, mentoring and support.

The CEO manages LEA within the broad parameters of LEA's strategic directions, in accord with its mission, goals and relevant national policies. The CEO, through the Academic Dean, shall oversee the strategic development of academic courses, teaching excellence and interaction with stakeholders. The CEO is a member of the Corporate Governance Board and Academic Board, and plays a crucial role in defining, disseminating and implementing the Strategic Plan and its underpinning mission and goals across LEA.

Responsibilities of the CEO

The terms and conditions of the CEO's appointment and the extent of the CEO's authority are reflected in the letter of appointment of the CEO.

Specific responsibilities and duties of the CEO include the following:

- To give effect to the strategic vision of LEA and provide leadership that sets clear standards of excellence
- Manage strategic growth and future development of LEA by providing leadership in the development and implementation of LEA's strategic plan
- Develop and recommend business plans for the Corporate Governance Board's consideration
- Effectively manage LEA's physical, financial and human resources
- Ensure the strategic development of academic courses through effective planning, forecasting and budgeting
- Develop institutional policies and procedures for Corporate Governance Board review and approval
- Implement all approved plans, policies and programs, and achieve the targets in the Strategic Plan

- Protect and enhance the image and reputation of LEA
- Represent LEA in the external community and developing, promoting and maintaining links with relevant industry, government and professional bodies
- Maintain and enhance academic and professional standards by implementing appropriate policies and strategies consistent with LEA's policies and plans
- Support ongoing staff professional development in teaching and learning by promoting excellence in scholarship
- Ensuring compliance with legal and regulatory obligations

C.2. Executive Management

The Chief Executive Officer (CEO) is supported by key management personnel in managing LEA's affairs in providing higher education to domestic and international students. The CEO together with the Chief Operating Officer (COO) and the Dean form the Executive Management Team.

The Executive Management Team in turn is supported by the Registrar, Course Coordinators and Managers. The Executive Management Team will meet on a monthly basis to receive and review reports on LEA's performance across academic quality and course delivery, student matters, financial performance, HR matters and any other business arising.

Chief Operating Officer

The Chief Operating Officer (COO) assists the CEO in the day-to-day management of LEA and is the senior, on-site management representative for the Institute in the absence of the CEO. The COO provides leadership and management of the operations of the Institute, coordinates the implementation of programs and campus collaboration, within the broad parameters of the Institute's strategic directions, in accordance with its mission and Strategic Plan 2021-26. The COO provides advice and support to the CEO and works closely with management of the Institute.

- Oversee LEA's operational management
- Manage WH&S policies and procedures and ensure their effective implementation
- Oversee the selection, recruitment, development, and evaluation of staff in conjunction with the HR Manager
- Monitor and ensure students have positive learning experience, and have access to necessary information and support
- Ensure the efficient and effective management of finance, contracts, ICT systems, records management, admissions, enrolment and graduation, student services including accommodation, financial assistance, counselling and career advice
- Oversee the sustainability of the Institute, manage public relations, ensure the effective marketing of courses and identify new market opportunities for business development
- Develop and implement appropriate policies for the operations and procedures in conjunction with the management team
- Ensure LEA's operations are consistent with the policies and plans, including in relation to privacy, confidentiality, copy rights, security and safety

Academic Dean

The Academic Dean is responsible for the academic standards of LEA and for maintaining and developing academic courses, teaching excellence and interaction with stakeholders. The Dean will provide leadership within the broad parameters of LEA's strategic directions, in accord with its mission and national policies. In addition, the Dean is expected to be a member of the Academic Board and to play a crucial role in defining, disseminating and supporting academic standards and values across LEA.

The responsibilities and duties of Academic Dean include the following:

- Establish and guide the strategic vision for academic development of LEA by providing leadership that sets clear standards of excellence
- Provide effective academic leadership and management
- Develop, implement and maintain an academic plan for LEA
- Provide advice to the CEO on academic matters
- Contribute towards policies and procedures to enhance the effectiveness of LEA as a whole
- Contribute to the management, growth and future development of LEA by providing academic leadership
- Represent LEA in the external community and developing, promoting and maintaining links with relevant industry, government and professional bodies
- Maintain and enhance academic standards by developing and implementing appropriate policies and strategies consistent with LEA's policies and plans
- Promote and pursue excellence and scholarship in teaching and learning through supporting ongoing professional development of academic staff

D. DELEGATIONS

D.1. Delegations Framework

The Board of Directors of Lincoln Institute of Higher Education Limited T/A Lincoln Education Australia (LEA) has delegated its power to the Corporate Governance Board to provide strategic leadership and governance oversight to LEA.

The Board of Directors however retain their non-delegable statutory responsibilities such as approving the financial statements, while individual directors cannot delegate their minimum statutory responsibilities (e.g. Work Health and Safety legislation imposes due diligence obligations on individual directors).

The Corporate Governance Board (CGB) however has substantial powers delegated to it by the Board of Directors with regard to LEA's higher education operations. The CGB has been given responsibility for the overall governance, management and strategic direction of LEA to deliver quality higher education and accountable corporate performance in accordance with LEA's goals and objectives.

The CGB has in turn delegated to the Academic Board via the terms of reference, the responsibility to oversee, review, monitor and ensure academic standards, academic integrity and quality assurance of LEA's higher education provision.

The CGB has delegated to the Chief Executive Officer (CEO), via the appointment letter/instrument, the responsibility for the management of LEA's day to day operations, its people and resources. The CEO manages LEA within the broad parameters of its strategic directions, in accordance with its mission, goals and relevant policies. The CEO, through the Academic Dean, oversees the strategic development of academic courses, teaching excellence and interaction with stakeholders. The CEO is a member of the Governing Board and Academic Board and is the head of the executive management team.

Delegations to the Board Committees (CGB Committees and Academic Board Committees) are given effect through their respective terms of reference.

The Delegations Register specifies the delegations of authority for operational, academic and student related matters, and is approved by the Corporate Governance Board.

The CEO is required to:

- Develop and recommend to the Corporate Governance Board, appropriate delegations for LEA

- Ensure that financial delegations are reviewed and endorsed by the Finance, Risk & Audit Committee prior to seeking the approval of the Corporate Governance Board and the endorsement of the Board of Directors
- Ensure that the Delegation Register is available for staff to access, and
- Advise relevant staff each time the Register is updated

The Chief Operating Officer (COO), Academic Dean and the Managers have the responsibility to ensure that the:

- Staff who hold a delegation understand the powers, limitations and responsibilities of their delegations
- Staff exercising delegated authorities receive training at a sufficient level to enable them to carry out their responsibilities
- Staff holding delegations possess the skills and knowledge to efficiently exercise them, and
- HR system is updated to ensure that all acting arrangements records the period for which the person occupies the position

The delegations register will be reviewed no less than annually by the CEO and formal recommendation made to the Corporate Governance Board (and the Academic Board as appropriate) on any amendments to the register.

The delegations register allows LEA to maintain up to date and accurate information on delegated authority for the delegation holders.

Operating under the delegations framework provides LEA with:

- Ability to confirm that a decision is being made by an officer with the appropriate authority
- Risk mitigation and management
- Transparency of decision making
- Exercise of responsibility and judgment
- Ensuring attainment of required standards
- Decision making in a timely way by people with the appropriate level of knowledge
- Good governance

Principles

- A delegation relates to the delegate's area of responsibility and position, not the individual occupying the position. An authority delegated to a delegate extends to any person acting in the delegate's position unless specified otherwise
- A delegate may not exercise a delegation where this involves a conflict of interest e.g. personal or financial benefit to the delegate or to a member of the delegate's family
- The authorities held by any delegate are included in those held by that delegate's supervisor, who may exercise the delegated authority at any time
- If an officer with a delegated authority is unable to carry out the duties associated with that delegation for any reason, including a potential or actual conflict of interest or a temporary incapacity or absence, the authority is to be exercised by the delegate's supervisor or Approving Authority
- If a position is abolished or renamed, the delegation should be taken to be the principal successor to that position
- The delegations of authority contained in these schedules are approved by Corporate Governance Board with input from Academic Board a; and subject to periodic review by the Boards.

In addition to LEA's Delegations Register, authority may also be delegated through the following instruments:

- Resolutions of the Board
- Governance Handbook
- Employee Position Descriptions

D.2. Delegations Register

1. ACADEMIC DELEGATIONS

1.1 Academic Programs and Admissions

Delegations	Delegated By	Delegated To
1. Approve list of courses to be open for admission in an academic year (the Academic Program)	Corporate Governance Board	Academic Board
2 Approve the Admission Plan	CEO	-
3 Approve an individual UAC offer	Academic Board	Course Coordinator Dean
4 Approve an individual direct offer of admission	Academic Board	Course Coordinator Dean
5 Approve an offer for admission on the basis of special consideration	Dean	Course Coordinator
6 Approve an offer of place on the basis of uncredentialled learning	Dean	Course Coordinator
7 Approve an offer of place following an academic exclusion	Dean	Course Coordinator
8 Approve the return to study of a student following exclusion under misconduct	Dean	Course Coordinator
9 Approve course transfer	Dean	Course Coordinator
10 Approve a deferment of place	Dean	Course Coordinator

1.2 Enrolments

Delegations	Delegated By	Delegated To
1 Provide advice on enrolment (administrative matters)	Course Coordinator	Student Support Officer
2 Provide academic course advice	Course Coordinator	
3 Approve individual student enrolment in a restricted access major	Dean	Course Coordinator
4 Approve the waiver of subject rules (pre requisites and co requisites)	Dean	
5 Approve late subject enrolment after Week 1 and prior to census date	Course Coordinator	
6 Approve late subject enrolment after the census date	Course Coordinator	Student Support Officer
7 Approve withdrawal without academic penalty after the census date	Dean	Course Coordinator
8 Approve the Re-crediting of Student Learning Entitlement	Dean	Course Coordinator
9 Approve leave of absence (intermission)	Dean	Course Coordinator

1.3 Student Fees and Charges

Delegations	Delegated By	Delegated To
1 Approve annual schedule of tuition fees and charges	Corporate Governance Board	CEO
2 Waive domestic student fees	Corporate Governance Board	CEO
3 Approve fees refund for full-fee-paying international student	Corporate Governance Board	CEO

4 Determine appeal against refund of fees for full fee-paying international student	Corporate Governance Board	CEO
5 Determine rates for fines and penalties	Corporate Governance Board	CEO

1.4 Assessment

Delegations	Delegated By	Delegated To
1 Exam paper authorization	Dean	Course Coordinator
2 Authorise the finalisation of grades	Academic Board	
3 Approve an amendment to a grade	Academic Board	
4 Approve extensions for assessment items	Course Coordinator	Lecturer
5 Authorise supplementary assessment (including supplementary examination)	Course Coordinator	Lecturer
6 Authorise a deferred examination	Assessment & Awards Committee	Course Coordinator
7 Determination on plagiarism (Academic Integrity)	Assessment & Awards Committee	
8 Review of results and decisions on formal appeals	Examination Committee	Appeals Committee

1.5 Progress

Delegations	Delegated By	Delegated To
1 Identify students who have failed to make satisfactory academic progress - academic probation	Dean	Course Coordinator
2 Review academic exclusion	Dean	Course Coordinator
3 Student appeal against academic probation or exclusion (for cases that are not resolved as an amendment to enrolment)	Refer to Student Grievance and Appeal Procedures	Refer to Student Grievance and Appeal Procedures
4 Approve credit on the basis of an incomplete course	Dean	Course Coordinator
5 Approve credit transfer (articulation) arrangements	Dean	Course Coordinator
6 Grant credit on the basis of external studies or completed courses	Dean	Course Coordinator
7 Approve credit on the basis of Recognition of Prior Learning (RPL)	Dean	Course Coordinator
8 Approve credit for individual students on the basis of earlier studies	Dean	Course Coordinator
9 Authorise exception to Credit Policy and Procedures	Academic Board	Dean
10 Approve a variation of course requirements compliant with	Dean	Course Coordinator
11 Approve a variation of course requirements for an extension to the maximum amount of time to complete the academic requirements of a course	Academic Board	LTCC
12 Certify a student has met the academic requirements of a course	Dean	Course Coordinator
13 Certify an award may be made to a student	Academic Board	
14 Admit a student to an award	Corporate Governance Board	Academic Board

2. MARKETING & PROMOTION

Delegations	Delegated By	Delegated To
1 Approve policies on the use of LEA name and logo	CEO	Marketing Manager
2 Approve LEA's approaches to marketing, promotion, advertising and other electronic and print material and social media presence	Corporate Governance Board	CEO
3 Updating of marketing material to reflect current courses and promotion	CEO	Marketing Manager Registrar
4 Approve agents for the marketing and promotion of courses being delivered by LEA	CEO	Registrar
5 Updating of Agent details on website and other access avenues once approved	Registrar	Administrative support staff

3. HUMAN RESOURCES

Delegations	Delegated By	Delegated To
1 Appointment of staff	CEO	CEO
2 Performance reviews for staff	CEO	Dean, Registrar – by CEO Academic Staff – by Dean Non-Academic Staff – by Registrar
3 Promotion of academic staff	Academic Board	Dean
4 Leave	CEO	Line Manager / Supervisor
5 Action over unsatisfactory performance	CEO	Line Manager and HR Manager

4. FINANCIAL MANAGEMENT

Delegations	Delegated By	Delegated To
1 Open Bank accounts	Board of Directors	Any two of the following - Company Director, CEO, COO
2 Co-sign cheques over \$100,000	Board of Directors	Any two of the following - Company Director, CEO, COO
3 Co-sign cheques under \$100,000	Board of Directors	CEO or COO and Finance Manager or Dean
4 Approval for procurement and contracts over \$500,000	Board of Directors	Comp
5 Approval for procurement and contracts under \$500,000	Board of Directors	Corporate Governance Board or CEO
6 Payments for goods and services over \$100,000 for LEA	Corporate Governance Board	CEO
7 Payments for goods and services under \$100,000 for LEA	Corporate Governance Board	Dean
8 Payments for items under \$100,000 within the corporate budget	Corporate Governance Board	Finance Manager
9 Payments under \$10,000 within the marketing budget	Corporate Governance Board	Marketing Manager
10 Approval of Payroll payments	Corporate Governance Board	CEO or COO, and HR Manager

5. Operations Management

Delegations	Delegated By	Delegated To
1 Development and approval of operational policies and procedures required for the day to day management of LEA	Corporate Governance Board	CEO
2 Regular monitoring and auditing of required policies and procedures	Corporate Governance Board	CEO

E. FRAMEWORKS, POLICIES & PLANS

E.1. Institute's Policies, Plans and Procedures

The Corporate Governance Board, with the assistance of the Academic Board and the various Board Committees, has put in place appropriate policies, plans and procedures for the effective management of LEA in providing higher education and achieving the outcomes of the Strategic Plan.

The key policies, plans and procedures are as follows:

FRAMEWORKS, POLICIES & PLANS				
A. Organisational Framework (Governance Handbook)	Status	Draft Date	Board Date	
1	LIHE Board of Directors & Constitution			
2	Corporate Governance Board (ToR) & Committees			
3	Academic Governance Framework			
4	Student Representative Group (ToR)			
5	CEO & Executive Management (Roles)			
6	Delegations Register			
7	Performance & Compliance Reporting to Boards			
B. Overarching Policies & Plans				
1	Strategic Plan			
2	Business Plan			
3	Risk Management Framework			
4	Workforce Management Plan			
5	Business Continuity Management Plan			
6	Critical Incident Management Plan			
7	Anti-Fraud & Corruption Policy & Procedures			
8	Student Handbook			
9	Public Information Policy			
C. Academic Policies				
1	Academic Freedom Policy			
2	Academic Integrity Policy			
3	Academic Misconduct Policy			
4	Academic Qualifications and Experience Policy			
5	Academic Success Policy			
6	Academic Standards Policy			
7	Admissions Policy			
8	Assessments & Examinations Policy			
9	Attendance policy			
10	Benchmarking Policy & Procedures			
11	Course Development and Approval Policy			

12	Course and Subject Development Review Policy			
13	Course Discontinuation and Teachout Policy			
14	Credit Point and Student Workload Policy			
15	Disability Support Policy			
16	Diversity and Inclusion Policy			
17	English Language Requirement Policy			
18	Examinations Policy			
19	Graduation Document and replacement Policy			
20	Learning and Teaching Policy & Plan			
21	Learning Support Policy			
22	Moderation Policy			
23	Recognition of Prior Learning Policy & Procedure			
24	Student Placement Guidelines			
25	Critical Inquiry Policy			
D. Student Support Policies & Plans				
1	Student Code of Conduct			
2	Changes to Enrolment Policy			
3	Domestic Student Fee Refund Policy			
4	FEE-HELP Review Procedures			
5	Information for Students Policy			
6	International Student Fee Refund Policy			
7	International Students Services Policy			
8	Orientation Plan for Commencing Students			
9	Reasonable Adjustment Policy			
10	Student Counselling Policy			
11	Student Enquiries Policy & Procedure			
12	Student Feedback Policy & Procedure			
13	Student Grievance & Appeals Policy & Procedure			
14	Student Learning Support Policy & Procedure			
15	Student Record Management Policy			
16	Student at Risk & Unsatisfactory Progress Policy			
17	Student Sexual Harassment & Assault Policy			
18	Student Wellbeing & Safety Policy			
19	Tuition Assurance Statement			
20	Transferring to Another Provider Policy			
E. Human Resource Management Policies				
1	Staff Code of Conduct			
2	Anti-Discrimination Policy			
3	Conflict of Interest Policy			
4	Harassment and Bullying Policy			
5	Staff Recruitment, Review & Promotions Policy			
6	Staff Performance Planning & Review Policy			
7	Staff Grievance Policy			

8	Staff Professional Development Policy			
9	Staff Wellbeing Policy			
10	Work Health & Safety Policy			
F. Other Operational Policies				
1	Financial Management Policy			
2	IT Resources and Online Policy			
3	Library and Information Resources Policy			
4	Intellectual Property Policy			
5	Privacy & Personal Information Policy			
6	Campus Security & Safety Policy			
7	IT Resources and Online Policy			
8	Records Management Policy			

F. PERFORMANCE & COMPLIANCE REPORTING

F.1. Performance & Compliance Reporting

The Corporate Governance Board is entrusted with the ultimate responsibility for achieving LEA's strategic objectives and goals, and for ensuring compliance with legislative and regulatory requirements.

As outlined in the earlier sections, the Corporate Governance Board has established the Academic Board and Board Committees and has put in place appropriate governance arrangements including frameworks, policies, plans, procedures and delegations to discharge these responsibilities.

In order for the Corporate Governance Board to ensure that the systems, frameworks, policies, plans & procedures are operating effectively to deliver high quality learning experience and learning outcomes for students and meet its legislative and regulatory compliance requirements, there need to be regular, appropriate performance and compliance reporting to the Board.

The following reporting arrangements are being put in place by the Corporate Governance Board:

1. Strategic Plan Performance Report (half-yearly)

- CEO to report to the Corporate Governance Board on LEA's performance against the Strategic Plan targets

The reports will be prepared in July (period January - June) and January (period July – December) of each year; include qualitative and quantitative analysis; and be strategic.

2. Business Plan Performance Report (quarterly)

- CEO to report to the Corporate Governance Board on LEA's performance/ progress against the business plan objectives.

The reports will include qualitative and quantitative analysis and may include recommendations/ corrective actions.

3. Financial Reports (monthly)

- Financial Performance (budget vs actuals)
- Capital Expenditure (budget vs actuals)
- Cash Flow

The reports will compare data against projections and report on variances. Monthly reports are provided to Executive Management. Quarterly financial reports are provided to the Corporate Governance Board and the Board of Directors.

4. Student Enrolment Data (half-yearly)

- Enrolment Numbers
- Withdrawals/ Deferrals

The reports will compare data against assumptions/ projections.

5. Academic Quality (half-yearly)

- Progression
- Attrition
- Completion
- Grade Distributions
- Student Feedback
- Student Attendance
- Stats on Cancellation of Lectures/ Tutorials
- Professional Development Activities of Staff
- Student Experience Survey
- Student Staff Ratio
- Senior Academic Leaders / Total Academic Staff

The reports will be provided to Executive Management and then to the Academic Board and will highlight weaknesses in any areas of academic quality. The outcomes of discussions including any corrective measures recommended by the Academic Board will be provided to the Corporate Governance Board. The reports will compare data with benchmarking partners.

Detailed analytical reports to identify relationships between particular student characteristics and student progress are also presented to the management and Academic Board. This would assist in designing targeted intervention programs to assist students at risk of failure:

- Previous academic achievement (i.e. Year 12, prior tertiary education)
- Entry pathway, credits/ RPL
- English language proficiency
- Study load (full time, part-time)
- Basis of admission (e.g. year 12, degree, mature age)
- Socioeconomic background

6. HR Reports (quarterly)

- Staffing: Commencements, Separations & Turnover Rates
- Any Significant Issues

7. Academic Misconduct and Grievance Reports (quarterly)

- Student and/or Staff Grievances, including any trends
- Student Misconduct (academic, general) Register

8. Work Health & Safety (WHS) Reports (quarterly)

- Exception Reporting on any WHS Incidents

9. Risk Management (quarterly)

- Risk Register

10. Finance, Risk & Audit Committee Reports (quarterly)

- Feedback/recommendations from the Committees

11. Compliance Status Report (quarterly)

- Legislative Compliance Register

Attachment A: Company Constitution

(Lincoln Institute of Higher Education)

**CONSTITUTION
OF
LINCOLN INSTITUTE OF HIGHER
EDUCATION LIMITED**

Australian Company Number (ACN) [638 284 081]
Australian Business Number (ABN) [53 638 284 081]

A Company limited by guarantee

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THE COMPANY

Preliminary

1. Name of the Institution

The name of the **Institution** is LINCOLN INSTITUTE OF HIGHER EDUCATION LIMITED (the **Company**).

2. Type of Institution

The **Company** is a not-for-profit public **Company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **Company** if the **Company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

Purposes and powers

6. Object

The **Company's** objects as a not-for profit organisation are:

- (a) To advance education through the delivery of quality higher education to domestic and international students as approved by Australia's national regulator for higher education; and
- (b) To promote academic excellence and social responsibility and support free intellectual inquiry in its academic endeavours.

7. Powers

Subject to clause 8, the **Company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **Company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

8.1 The **Company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 69.

8.2 Clause 8.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
- (b) making a payment to a member in carrying out the company's charitable purpose(s).

9. Amending the constitution

9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.

9.2 The members must not pass a resolution to remove this clause or a **special resolution** that amends this constitution if passing it causes the **Company** to no longer be a charity.

Members

10. Membership and register of members

10.1 The members of the **Company** are:

- (a) **initial members**, and
- (b) any other person that the General Meeting allows to be a member, in accordance with this constitution.

10.2 The **Company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.

10.3 The **Company** must give current members access to the register of members.

10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

10.5 The register may be stored in an electronic medium.

11. Who can be a member

11.1 A person who supports the purposes of the **Company** is eligible to apply to be a member of the **Company** under clause 12.

11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **Company** by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **Company**, and
- (c) agree to comply with the **Company's** constitution, including paying the guarantee under clause 4 if required.

13. General Meeting to decide whether to approve membership

13.1 At the next General meeting of members, after receipt by the Board of an application for membership as a Member, the General Body must consider that application and in its absolute discretion and without giving any reason may:

- (a) require the applicant to provide such further information relating to the applicant as the General Body determines;
 - (b) accept or reject the application.
- 13.2 If the General Body approves an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the General Body rejects an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the General Body may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) become bankrupt or insolvent or make an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (c) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (d) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (e) resign, by writing to the secretary
- (f) are expelled under clause 17, or
- (g) have not responded within twelve months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **Company**.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.

- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **Company** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
- (a) may be a member or former member of the **Company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, or subject to approval at a General Meeting, resolve to suspend or expel a member from the **Company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Company**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:
- (a) take no further action
 - (a) warn the member
 - (b) subject to approval at a General Meeting, suspend the member's rights as a member for a period of no more than 12 months
 - (c) subject to approval at a General Meeting, expel the member
 - (d) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (e) require the matter to be determined at a **general meeting**.

- 17.5 The directors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

18. General meetings called by directors

- 18.1 The directors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Company** for a **general meeting** to be held, the directors must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **Company**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **Company's** member register, which the **Company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **Company**.
- 19.3 The **Company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

20. Annual general meeting

- 20.1 A **general meeting**, called the annual **general meeting**, must be held:
 - (a) within 18 months after registration of the **Company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
 - (a) a review of the **Company's** activities
 - (b) a review of the **Company's** finances
 - (c) any auditor's report
 - (d) the election of directors, and

- (e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the members on the **Company's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Company**.

21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **Company**
 - ii. the proxy form must be delivered to the **Company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **Company** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least 2 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2 The **Company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Company** is entitled to receive.

24. Representatives of members

- 24.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 31, and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 24.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the **Company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

25. Using technology to hold meetings

- 25.1 The **Company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or

- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **Company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **Company** that the **Company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **Company**.
- 29.6 If the **Company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **Company** has been given a notice or request under clause 29:
 - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Company** will pay these expenses.

- 30.2 The **Company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The **Company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision must be reasonable and supported by the rules of this constitution.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

- 34.2 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.3 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

- 36.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy does not need to be a member.
- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **Company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **Company** at the address stated in the notice under clause 21.5(d) or at the **Company's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 Unless the **Company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.

36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by proxy

37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

37.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

38. Number of directors

The **Company** must have at least three and no more than nine directors.

39. Election and appointment of directors

39.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **Company**.

39.2 Apart from the initial directors and directors appointed under clause 39.5, the members may elect a director by a resolution passed in a **general meeting**.

39.3 Each of the directors must be appointed by a separate resolution, unless:

- (a) the members present have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.

39.4 A person is eligible for election as a director of the **Company** if they:

- (a) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
- (b) give the **Company** their signed consent to act as a director of the **Company**, and
- (c) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

39.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (a) gives the **Company** their signed consent to act as a director of the **Company**, and
- (b) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

39.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

40. Election of chairperson

The directors must elect a director as the **Company's elected chairperson**.

41. Term of office

41.1 At each annual **general meeting** any director appointed by the directors to fill a casual vacancy or as an additional director must retire.

41.2 Other than a director appointed under clause 39.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

42. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **Company**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (e) become ineligible to be a director of the **Company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

43. Powers of directors

- 43.1 The directors are responsible for managing and directing the activities of the **Company** to achieve the purposes set out in clause 6.
- 43.2 The directors may use all the powers of the **Company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 43.3 The directors must decide on the responsible financial management of the **Company** including:
 - (a) any suitable written delegations of power under clause 44, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The Directors are solely responsible for decisions on the distribution of surplus funds of the **Company** and any of its associated activities.
- 43.5 The directors cannot remove a director, auditor or member. Directors, auditors and members may only be removed by a members' resolution at a **general meeting**.
- 43.6 The Directors may appoint committees to meet the requirements, direct and ancillary, to achieve the purposes set out in clause 6. The Committees may consist of members or non-members of the **Company**.
- 43.7 The Directors will establish a **Corporate Governance Board** and make the initial appointments of its members. The functions and operations of the **Corporate Governance Board** will be defined by its Terms of Reference (ToR).
- 43.8 The **Corporate Governance Board** is delegated the power to provide strategic leadership and oversee the affairs of the **Company's** higher education operations with good governance.
- 43.9 The Directors will make the initial appointments for the **Chief Executive Officer** (CEO) and the **Chief Operating Officer** (COO) positions.

44. Delegation of directors' powers

- 44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **Company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the **Company's** minute book.

45. Payments to directors

- 45.1 The **Company** may pay reasonable fees to a director for any work in furtherance of the charity's purposes set out in clause 6. Such payments must be authorised at member's meetings.

- 45.2 The **Company** may:
- (a) pay a director for work they do for the **Company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **Company**.

45.3 Any payment made under clause 45.2 must be approved by the directors.

45.4 The **Company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

46. Execution of documents

The **Company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **Company**, or
- (b) a director and the secretary

Duties of directors

47. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Company**
- (b) to act in good faith in the best interests of the **Company** and to further the charitable purpose(s) of the **Company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
- (f) to ensure that the financial affairs of the **Company** are managed responsibly, and
- (g) not to allow the **Company** to operate while it is insolvent.

48. Conflicts of interest

48.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **Company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Company** (see clause 66)
 - (c) their interest relates to a payment by the **Company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

49. When the directors meet

The directors may decide how often, where and when they meet.

50. Calling directors' meetings

50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.

50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors' meetings

51.1 The **elected chairperson** is entitled to chair directors' meetings.

51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

- (a) not present within 30 minutes after the starting time set for the meeting, or
- (b) present but does not want to act as chairperson of the meeting.

52. Quorum at directors' meetings

52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

52.2 A quorum must be present for the whole directors' meeting.

53. Using technology to hold directors' meetings

53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

53.2 The directors' agreement may be a standing (ongoing) one.

53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

55. Circular resolutions of directors

55.1 The directors may pass a circular resolution without a directors' meeting being held.

- 55.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
- 55.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 The **Company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

Secretary

56. Appointment and role of secretary

- 56.1 The **Company** must have at least one secretary, who may also be a director.
- 56.2 A secretary must be appointed by the directors (after giving the **Company** their signed consent to act as secretary of the **Company**) and may be removed by the directors.
- 56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 56.4 The role of the secretary includes:
- (a) maintaining a register of the **Company's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

57. Minutes and records

- 57.1 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.
- 57.2 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 57.3 To allow members to inspect the **Company's** records:
- (a) the **Company** must give a member access to the records set out in clause 57.1, and
 - (b) the directors may authorise a member to inspect other records of the **Company**, including records referred to in clause 57.2 and clause 58.1.
- 57.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or

(b) the chairperson of the next meeting.

57.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

57.6 The Minutes of Meetings may be maintained in electronic format.

58. Financial and related records

58.1 The **Company** must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

58.2 The **Company** must also keep written records that correctly record its operations.

58.3 The **Company** must retain its records for at least 7 years.

58.4 The directors must take reasonable steps to ensure that the **Company's** records are kept safe.

By-laws

59. By-laws

59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

59.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

60. What is notice

60.1 Anything written to or from the **Company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.

60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 36.6.

61. Notice to the Company

Written notice or any communication under this constitution may be given to the **Company**, the directors or the secretary by:

- (a) delivering it to the **Company's** registered office
- (b) posting it to the **Company's** registered office or to another address chosen by the **Company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **Company** to the members as the **Company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **Company** to the members as the **Company's** fax number.

62. Notice to members

62.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

62.2 If the **Company** does not have an address for the member, the **Company** is not required to give notice in person.

63. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

64. Company's financial year

The **Company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

65. Indemnity

65.1 The **Company** indemnifies each officer of the **Company** out of the assets of the **Company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Company**.

65.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

65.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the **Company** is not precluded by law (including the **Corporations Act**) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Company**.

66. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **Company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Company** against any liability incurred by the person as an officer of the **Company**.

67. Directors' access to documents

67.1 A director has a right of access to the financial records of the **Company** at all reasonable times.

67.2 If the directors agree, the **Company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and

- (b) any other documents referred to in those documents.

Winding up

68. Surplus assets not to be distributed to members

If the **Company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Company**, unless that member or former member is a charity described in clause 69.1.

69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Company**.
- 69.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **Company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

70. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Company means the **Company** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

elected chairperson means a person elected by the directors to be the **Company's** chairperson under clause 40

general meeting/general body means a meeting of members and includes the annual **general meeting**, under clause 20.1

initial member means a person who is named in the application for registration of the **Company**, with their consent, as a proposed member of the **Company**

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **Company** that remain after paying all debts and other liabilities of the **Company**, including the costs of winding up.

71. Reading this constitution with the Corporations Act

- 71.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Company**.
- 71.2 While the **Company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 71.3 If the **Company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

71.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

72. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).