

Constitution

of

Global Higher Education Australia Pty Ltd

ACN 617 256 818

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CORPORATIONS ACT 2001

A Company Limited by Shares

CONSTITUTION

Interpretation

1. INTERPRETATION

3.1 In this Constitution the following words and expressions will have the following meanings unless such meanings are inconsistent with the subject or context:

"Auditor" means the person from time to time appointed as auditor of the Company.

"Business Day" means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in state or territory of the registered office of the Company.

"Board" means a meeting of the Directors duly called and constituted and at which a quorum is present or, as the Directors assembled or represented at such meeting and otherwise such number of the Directors as have authority to act for the Company.

"Company" means the company to which this Constitution relates.

"Constitution" means the constitution of the Company from time to time in force.

"Corporations Act 2001" means the *Corporations Act 2001* of the Commonwealth of Australia as amended.

"Directors" means the natural persons from time to time appointed as the directors of the Company or, as the case may be, the Directors assembled as a Board. "Director" includes a person duly appointed and for the time being acting as an attorney for a Director or as an Alternate Director.

"Shareholder" means a registered holder of Shares.

"Shares" means the shares from time to time in the capital of the Company.

"Special Resolution" has the same meaning given to that term in the Corporations Act 2001.

3.2 **"Alternate Director", "Chair", "Deputy Chair", "General Manager", "Secretary"** and such other officers as may be referred to in this Constitution and not otherwise defined means the natural person or persons for the time being appointed to the role of the officer of that title of the Company.

3.3 Words importing the singular number only include the plural and vice versa.

3.4 Words importing the masculine gender only include any gender.

- 3.5 Words importing persons include individuals, corporations, partnerships, joint ventures, firms, trusts, associations and government agencies or authorities.
- 3.6 References to statutes or rules include any amendment, replacement or consolidation to that statute or rule made or enacted from time to time.
- 3.7 Headings are inserted for convenience and will not affect the construction of this Constitution.

Objects

2. OBJECTS

The objects for which the company is established are:

- 2.1 to primarily establish, operate, maintain and promote the delivery of higher education courses in Australia;
- 2.2 to promote and support free intellectual inquiry within its academic activities;
- 2.3 to deliver teaching and learning that engages with advanced knowledge and inquiry;

Company

3. APPLICATION OF THE CORPORATIONS ACT

3.1 The Corporations Act 2001

3.1.1 This Constitution is to be interpreted subject to the Corporations Act 2001.

3.1.2 An expression used in any clause of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act 2001, that is given by that provision a special meaning for the purpose of that provision has the same meaning as in that provision.

3.1.3 Subject to the preceding clause, an expression in this Constitution that is defined in section 9 of the Corporations Act 2001 has, unless the contrary intention appears, the same meaning as in that section.

3.2 The Tertiary Education Quality and Standards Agency Act 2011

3.2.1 This constitution is to be interpreted subject to the requirements of the Tertiary Education Quality and Standards Agency Act 2011

3.2.2 An expression used in any clause of this Constitution that deals with a matter dealt with by a particular provision of the Tertiary Education and Quality Standards Agency Act 2011 provided it is also in accordance with provisions in the Corporations Act 2001, that is given by that provision a special meaning for the purpose of that provision has the same meaning as in that provision.

3.2.3 Subject to the preceding clause, an expression in this Constitution that is defined in the Higher Education Standards Framework Section 6 Governance and Accountability of the Tertiary Education and Quality Standards Agency Act 2011 has, unless the contrary intention appears, the same meaning as in that section.

4. SHAREHOLDERS

- 4.1 The Company is a wholly owned subsidiary of a body corporate that holds all the shares issued to the Company.
- 4.2 Subject to the provisions of the Corporations Act 2001 and without prejudice to any special rights previously conferred on the holders of existing shares, before issuing new shares, the Company must first offer them to the existing shareholders in the proportions that the shareholders already hold.
- 4.3 The Company may issue shares at a price it determines.

5. SHARE BUY-BACK AUTHORITY

- 5.1 The Company is authorised subject to compliance with the Corporations Act 2001 to buy-back Shares in itself.

6. CAPITAL AND SHARES

- 6.1 Subject to the provisions of the Corporations Act 2001, the capital of the company can be divided into different classes of shares with the rights and privileges attached to each class of shares effected by a special resolution of the shareholders.
- 6.2 The Board must be satisfied that the provisions of this Constitution for the issue or transfer of shares have been complied with the Corporations Act 2001. No transfer must be registered unless an instrument of transfer has been delivered to the Company signed by or on behalf of the transferor and the transferee and must (if required by law) be duly stamped.
- 6.3 The Company may by Special Resolution reduce its capital in any manner permitted by the Corporations Act 2001.

Directors

7. INITIAL DIRECTORS

- 7.1 The initial Directors are the persons specified in the application for the Company's registration under the Corporations Act 2001 as consenting to act in that capacity.

8. DIRECTORS QUALIFICATIONS

- 8.1 A Director is not required to be a Shareholder of Shares, provided that the Company in General Meeting may from time to time alter the Share qualification or any other qualifications necessary for a person to be a Director.
- 8.2 It is the intention of the company that at least one third of the Board of Directors will be Independent Directors/Non-executive Directors and with higher education experience.

9. NUMBER OF DIRECTORS

- 9.1 The number of Directors of the Company must not be less than two or more than ten.

9.2 The Company in a General Meeting may from time to time increase or reduce the number of Directors that must be in office, provided that the Company must always have at least one Director.

9.3 Where there is only one Director a vacation of office will have no effect until a replacement is appointed

10. MEMBERSHIP

10.1 At least two members of the Board of Directors must be ordinary residents in Australia.

10.2 All members must be fit and proper persons.

11. APPOINTMENT OF DIRECTORS

11.1 Any person, provided that they are not disqualified under the Corporations Act 2001, may be appointed a Director of the Company from time to time and at any time, either to fill a casual vacancy or for the purposes of forming a quorum, or as an addition to the Board by:

11.1.1 resolution of the Board;

11.1.2 resolution of the Company in General Meeting, or

11.1.3 any Shareholder or Shareholders holding a majority of Shares conferring a right to vote at General Meetings by notice in writing to the Company.

11.2 Where an appointment is made by the Board pursuant to the above clause, the Board must within seven (7) days of the date of such appointment provide written notice of such appointment to each of the Shareholders entitled to vote at General Meetings.

12. TERMS OF OFFICE

12.1 The term of office for Independent Directors/Non-executive Directors (not General Managers) is generally 3 years subject to an annual review, or otherwise specified.

12.2 Independent officers may be offered more than one term of office.

12.3 A Director will be notified no less than 3 months prior to the expiration of their current term of appointment of an end of term cessation or subsequent new term appointment (in accordance with the process described above).

13. ACCEPTANCE OF OFFICE

13.1 Prior to their appointment as Director, a person must signify their consent to act as a Director in writing to the Company, by signing the letter of appointment.

14. RESIGNATION OF DIRECTORS

14.1 A Director may resign from their office upon giving a 3 months' notice in writing to the Company of their intention to resign.

14.2 Such resignation will take effect upon the expiration of such notice or its earlier acceptance by the Board.

15. REMOVAL OF DIRECTORS

15.1 A Director may be removed from office by:

- 15.1.1 resolution of the Board in General Meeting, or
- 15.1.2 notice in writing to the Company by any Shareholder or Shareholders holding a majority of Shares conferring a right to vote at General Meetings.

16. ULTIMATE HOLDING COMPANY MAY APPOINT AND REMOVE DIRECTORS

16.1 A Director may be removed from office by:

- 16.1.1 notwithstanding anything to the contrary otherwise contained in this Constitution the Directors of the Company (including the Chair) may be such persons as the ultimate holding company may nominate and appoint from time to time by notice in writing to the Company and such Directors will constitute and have the full power of the Board;
- 16.1.2 a Director may from time to time be removed from office replaced or re-appointed by notice in writing to the Company by the ultimate holding company which will have full power from time to time to fill any vacancy in the Board by notice pursuant to clause 16.1.1 above; and
- 16.1.3 any notice to be given pursuant to this clause by the ultimate holding company must be executed in accordance with the constitution of the ultimate holding company and the Corporations Act 2001 and will be effective immediately upon delivery to the registered office of the Company or if posted, upon the day when it would be delivered in the ordinary course of post.

17. VACATION OF OFFICE OF DIRECTOR

17.1 Subject to clause 9.3, the office of a Director will become vacant if the Director:

- 17.1.1 becomes an insolvent under administration, makes or enters into any composition or scheme of arrangement with their creditors, has a controller appointed to any part of their assets or undertakings or in any way takes advantage of or seeks relief under the laws relating to bankruptcy;
- 17.1.2 is convicted of an indictable criminal offence;
- 17.1.3 becomes mentally incapacitated or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 17.1.4 resigns from office by notice in writing to the Company or is removed at a General Meeting of the Company or refuses to act as a Director;
- 17.1.5 absents themselves from meetings of the Board held during a period of six (6) months without permission of the Board and the Board declares that position vacant;
- 17.1.6 accepts, or any partner, employer or employee of theirs accepts, or holds the office of Auditor of the Company; or
- 17.1.7 otherwise becomes ineligible or otherwise disqualified from being a Director under the Corporations Act 2001.

18. REMUNERATION OF DIRECTORS

- 18.1 The Directors (other than a General Manager or General Managers or Directors who are employees of the Company) will be paid out of the funds of the Company, as remuneration for their services, where remuneration is required.
- 18.2 Such remuneration may be by way of a fixed sum or salary, by a commission on or percentage of profits or of turnover or as otherwise agreed by the Company in General Meeting.
- 18.3 Subject to the Corporations Act 2001, a Director may hold any other office or position of employment or profit in the Company in addition to the directorship and the remuneration for such other offices held by a Director may be provided in any manner the Board thinks fit.

19. DIRECTORS' EXPENSES

- 19.1 Each Director will be paid all their travelling, hotel and other expenses properly incurred by them for the purpose of attending meetings or specified otherwise in and about the business of the Company and if any Director being willing may be called upon to perform extra services or to make any special exertions in going or residing beyond the State or otherwise for any of the purposes of the Company, the Company may remunerate such Director by a fixed sum and such remuneration may be either in addition to or in substitution for their share in the remuneration provided above.

20. CONFLICTS OF INTEREST

- 20.1 A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless the interest:
 - 20.1.1 arises because the Director is a Shareholder of the Company and is held in common with the other Shareholders of the Company; or
 - 20.1.2 arises in relation to the Director's remuneration as a Director of the Company; or
 - 20.1.3 relates to a contract the Company is proposing to enter into that is subject to approval by the Shareholders and will not impose any obligation on the Company if it is not approved by the Shareholders; or
 - 20.1.4 arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company; or
 - 20.1.5 arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in sub-paragraph (d); or
 - 20.1.6 relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer); or
 - 20.1.7 is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of the related body corporate; or
- 20.2 the other Directors are aware of the nature and extent of the interest and its relation to the affairs of the Company; or
- 20.3 all the following conditions are satisfied:

- 20.1.8 the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company under the preceding clause;
 - 20.1.9 if a person who was not a Director of the Company at the time when the notice under the preceding clause was given is appointed as a Director of the Company the notice is given to that person; and
 - 20.1.10 the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - 20.1.11 the Director has given a standing notice of the nature and extent of the interest under the Corporations Act 2001 and the notice is still effective in relation to the interest.
- 20.4 When a potential conflict of interest arises, the Director concerned does not receive copies of the relevant Board Papers and is not entitled to be present during any deliberations on the matter and is not entitled to vote on the matter.
- 20.5 If a significant conflict of interest with a Director exists and cannot be resolved, the Director is expected to tender his or her resignation after consultation with the Chairman.
- 20.6 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
- 20.7 No Director contracting with the Company or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under a contract or arrangement of that kind merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.

21. HOLDING COMPANY

- 21.1 If the Company is a wholly owned subsidiary of a body corporate, an act by a Director in the best interests of that body corporate will be taken to be in the best interests of the Company if:
- 21.2 the Director acts in good faith in the best interests of the holding company; and
 - 21.3 the Company is not insolvent at the time the Director acts and does not become insolvent because of the Director's act.

22. ALTERNATE DIRECTOR

- 22.1 Any General Manager may from time to time appoint any person (including a co-director) who is approved by the majority of co-directors to be his or her Alternate Director at meetings of the Board and to sign resolutions under clause 30 where the General Manager is unavailable.
- 22.2 An Independent Director/Non-executive Director may from time to time appoint a co-director who is approved by the majority of co-directors to be his or her Alternate Director at meetings of the Board and to sign resolutions under clause 30 where the Independent Director/Non-executive Director is unavailable
- 22.3 The appointee while they hold office as an Alternate Director will be entitled to notice of meetings of the Board. And subject to clause 20, to attend and vote as a Director, except when the appointing Director is present at any such meeting. They will otherwise be

entitled to exercise the functions and stand in the place of the Director by whom they were appointed. However, they will not require any qualification and will not be entitled to be remunerated by the Company.

- 22.4 Any appointment made may be revoked at any time by the appointing Director or a majority of co-directors. And any appointment or revocation under this clause must be effected by notice in writing under the power of the appointing Director or a majority of co-directors delivered to the Company at its registered office. This is provided that where the Board proposes to revoke the appointment, prior notification must be given to the appointing Director.
- 22.5 Any appointment will cease to be effective if the Director in whose place such person is appointed vacates their office as a Director or such Alternate Director resigns from the appointment by notice in writing to the Company.
- 22.6 Every person acting as an Alternate Director will, whilst so acting, be deemed to be an officer of the Company and not the agent of the appointing Director.
- 22.7 Where a Director appoints a co-director as his or her Alternate Director and such Alternate Director is acting in that capacity, they will have one vote in their capacity as Director and one vote for each Alternate Director appointment whilst so acting in that capacity provided that for the purposes of forming a quorum such co-director counts as only one Director.

23. INDEMNITY AND INSURANCES TO DIRECTORS AND OTHER OFFICERS

- 23.1 Subject to the Corporations Act 2001, any current or former Director, Secretary or other officer of the Company will be indemnified by the Company to the extent permitted by the Corporations Act 2001 against all costs, losses, expenses and damages, including defending proceedings whether civil or criminal, which such Director and Secretary or other officer of the Company may incur or become liable for by reason of any contract entered into or act or deed done by such Director, Secretary, officer in the proper course of their duties or in any way in the discharge of such duties to the Company in their capacity as Director, Secretary or other officer of the Company.
- 23.2 The Company may also, to the extent permitted by the Corporations Act 2001, pay the insurance premiums for an insurance policy insuring any Director, Secretary or other officer of the Company against all such costs, losses, expenses and damages which they may incur or become liable for by reason of the discharge of their duties to the Company in their capacity as Director, Secretary or other officer of the Company.

Directors Meetings

24. MEETINGS OF DIRECTORS

- 24.1 The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as the Board thinks fit and may determine the quorum necessary for the transaction of business.
- 24.2 A quorum of 50% is required to be present at all times during the meeting.
- 24.3 The Board may conduct its meetings by telephone or other means of communication as consented to by all the Directors.

- 24.4 A Director may at any time, and the Secretary upon the request of a Director must, convene a meeting of the Board.

25. MEETINGS OF DIRECTORS BY INSTANTANEOUS COMMUNICATION DEVICE

- 25.1 The forming together by a quorum of consenting Directors, whether or not any one or more of the Directors is out of Australia, is deemed to constitute a meeting of the Board. All such provisions of meetings under this Constitution will apply to spontaneous meetings held by sudden communication device so long as the following conditions are met:

25.1.1 All the Directors for the time being entitled to receive notice of the meeting of the Board (including any alternative for any Director) will be entitled to notice of a meeting to be held by instantaneous communication device and to be linked by instantaneous communication device for the purposes of such meeting. Notice of any such meeting must be given on the instantaneous communication device or in any other manner permitted by the Constitution.

25.1.2 Each of the Directors taking part in the meeting by instantaneous communication device must be able to hear each of the other Directors taking part at the commencement of the meeting.

25.1.3 At the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part and must not use the meeting to consent to the meeting being conducted by instantaneous communication.

25.1.4 A Director may not leave the meeting by disconnecting their instantaneous communication device unless he or she has previously obtained the express consent of the Chair of the meeting and otherwise the Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous communication device.

25.1.5 A minute of the proceedings at such meeting by instantaneous communication device will suffice as evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.

25.1.6 For the purposes of this clause "instantaneous communication device" includes telephone, or any other audio and/or visual device.

26. VOTING AT DIRECTORS MEETINGS

- 26.1 At any meeting of the Board, subject to clause 20 and the following clause, each Director will have one vote and such vote may be given either personally by the Director or by his or her alternate appointed in the manner provided by this Constitution. An alternate being a Director will have a vote in such capacity in addition to their own vote as a Director.

- 26.2 Questions arising at any meeting of the Board will be decided by a majority of votes and in case of an equality of votes the Chair will not have a second or casting vote unless the Company in General Meeting by resolution permits the Chair to have a second or casting vote in relation to that particular resolution of the Board.

27. CHAIR OF DIRECTORS

- 27.1 The Board may appoint a Chair and Deputy Chair of the Board meetings from the Directors and determine the period for which they respectively retain office.
- 27.2 If at any meeting the Chair or Deputy Chair is not present at the time appointed for holding the same the Directors present must choose someone of their number to be Chair of such meeting.

28. POWER OF MEETING

- 28.1 A meeting of the Board for the time being at which a quorum is present must be competent to exercise all or any of the authorities, powers and discretions by or under the Constitution of the Company for the time being vested in or exercisable by the Board generally and any resolution properly passed at a duly convened meeting of the Board at which a quorum is present will be deemed to be a determination by all the Directors or the Board for the purposes of this Constitution.

29. DEFECT IN APPOINTMENT

- 29.1 All acts done at any meeting of the Board or by any person acting as a Director will, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or person acting on the authority of the Board or that they, he, she or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

30. RESOLUTION IN WRITING

- 30.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed, at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director.
- 30.2 For the purposes of this clause, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 30.3 A reference in this clause to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution, or who disqualifies himself or herself from the act of abstaining from a conflict of interest.
- 30.4 For the purposes of this clause the signature of an Alternate Director will be as effectual as and may be substituted for the signature of the appointing Director.

General Powers of Directors

31. POWERS OF COMPANY VESTED IN DIRECTORS

- 31.1 The management and control of the business and affairs of the Company is vested in the Board who may exercise all such powers and do all such acts and things as the Company is by the Corporations Act 2001 or otherwise authorised to exercise and do and are not by this Constitution or by statute directed or required to be exercised or done by the Company in a General Meeting.

32. DELEGATION

- 32.1 The Board may delegate any of the Board's powers to a committee of Directors, a Director, an employee of the Company or any other person provided such delegation is noted at a meeting of the Board.
- 32.2 The provisions of this Constitution applying to meetings and resolutions of the Board apply, so far as they can and with the changes as are necessary, to meetings and resolutions of a committee of Directors.

33. APPOINTMENT OF ATTORNEY

- 33.1 The Board may from time to time as it thinks fit, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company:
- 33.2 for such purposes;
- 33.3 with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution);
- 33.4 for such period, and
- 33.5 subject to such conditions.
- 33.6 Any such power of attorney may:
- 33.7 contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board thinks fit, and
- 33.8 authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

34. USE OF SEAL

- 34.1 The Board may exercise all the powers of the Company in relation to the use of any official seal.

35. REGISTRATION IN OTHER JURISDICTIONS AND LOCAL BOARDS

- 35.1 The Board may procure the Company to be registered or recognised elsewhere in the world and may establish branch offices and agencies in any such place and appoint any person or persons to be representatives or agents, local boards of advice or members of such local boards in any such place with such powers and authorities upon such terms and with such remuneration as the Board thinks fit and may from time to time delegate to such representatives, agents, local boards of advice or members of such local boards all or any of the powers, authorities and discretions of the Board.

Executives

36. APPOINTMENT OF GENERAL MANAGERS

- 36.1 The Board may give suggestions and recommendations on the candidates of executive directors.

37. POWERS OF GENERAL MANAGERS

- 37.1 The Board may from time to time entrust to and confer upon the General Manager or General Managers for the time being such of the powers exercisable under this Constitution by the Board as it thinks fit:
- 37.1.1 for such time;
 - 37.1.2 to be exercised for such objects and purposes;
 - 37.1.3 upon such terms and conditions;
 - 37.1.4 with such restrictions, and
 - 37.1.5 either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf.

38. SECRETARY

- 38.1 The Board may appoint one or more of the Directors or any other person or persons to be and act as Secretary or Secretaries of the Company for such term, at such remuneration and on such conditions as it thinks fit.
- 38.2 The Board has power to remove a Secretary by notice in writing and such removal will be effective immediately upon service to the Secretary or at such date specified in the notice.
- 38.3 The Secretary will be subject to the same additional provisions relating to resignation, removal and vacation of office as are the Directors of the Company.
- 38.4 An appointment as Secretary will not in any way affect or impair the rights of such appointee as a Director.
- 38.5 Any such Secretary must be a natural person and at least one of them must reside in Australia.
- 38.6 The Board may vest in a Secretary such powers, duties and authorities as it may from time to time determine.
- 38.7 A Secretary is entitled to attend all meetings of the Board and all General Meetings of the Company and may be heard on any matter but is not entitled to a vote.

39. ACADEMIC BOARDS

- 39.1 The Board may establish an Academic Board(s) to which the Board (subject to any regulations, policies or requirements laid down from time to time by the Board, law or an Act) delegates the academic functions and policies of the company, and with terms of reference set from time to time by the Board.

40. MINUTE BOOKS

- 40.1 The Board must cause minutes to be duly entered in books provided for the purpose within one (1) month after the relevant meeting is held detailing the following:
- 40.1.1 all appointments of officers appointed by the Board;
 - 40.1.2 the names of the Directors present at each meeting of the Board and of any committee of Directors;
 - 40.1.3 all orders made by the Board and committees of Directors;
 - 40.1.4 all resolutions and proceedings of General Meetings and of meetings of the Board and committees of Directors;
 - 40.1.5 all declarations made or notices given by any Director (either generally or specially) of such Directors' interest in any contract or proposed contract or of their holding of any office or property whereby any conflict of duty or interest may arise, and any such minutes of any meeting of the Board or of any committee or of the Company, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, will be receivable as prima facie evidence of the matters stated in such minutes.
- 40.2 The books containing the minutes of General Meetings must be kept at the registered office of the Company or the principal place of business of the Company in the State or as otherwise provided by section 251A (5) of the Corporations Act 2001 and must be open for inspection by Shareholders without charge.

Registers

41. ESTABLISHMENT OF STATUTORY REGISTERS

- 41.1 The Board must keep where applicable in accordance with the provisions of the Corporations Act 2001: 126.1 a register of Shareholders;
- 41.2 a register of option holders (only if the Company has granted options to subscribe for Shares), and
- 41.3 a register of debenture holders (only if the Company has issued debentures).

Seals and Execution of Documents

42. COMMON SEAL

- 42.1 The Company may have a common seal and if it does then such seal must only be used by the authority of the Board or of a committee of the Directors authorised by the Board in that behalf and every instrument to which such seal is affixed must be signed by either:
 - 42.1.2 a Director and the Secretary;
 - 42.1.3 two Directors; or
 - 42.1.4 the sole Director and Secretary where applicable,

- 42.2 unless the Board appoints some other person or persons to be a sealing officer or sealing officers either in addition to or in substitution for the above-mentioned persons.

43. EXECUTION WITHOUT A COMMON SEAL

- 43.1 The Company may execute a document without using a common seal if the document is signed by:
- 43.1.1 a Director and the Secretary;
 - 43.1.2 two Directors; or
 - 43.1.3 the sole Director and Secretary where applicable.

General Meetings

44. ANNUAL GENERAL MEETING

- 44.1 A general meeting of the company must be held at least once every year at such time and at such place as may be determined by the Directors. This General meeting is called the Annual General meeting.

45. CONVENING OF A GENERAL MEETING

- 45.1 A General Meeting may be convened by:
- 45.1.1 the Board, whenever it thinks fit;
 - 45.1.2 the Board, on such requisition by any Director or those Shareholders as provided by the Corporations Act 2001;
 - 45.1.3 any Shareholders of the Company holding at least five per cent (5%) of the votes that may be cast at General Meetings.
- 45.2 If at any time there are not within Australia sufficient Directors capable of acting to form a quorum for the purposes of calling a General Meeting, any Director or the Secretary may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

46. NOTICE OF GENERAL MEETING

- 46.1 A notice from the Company must be given to such persons as are entitled to receive such notices of General Meeting pursuant to clause 46, specifying:
- 46.1.1 the place, the day and the time of the meeting;
 - 46.1.2 if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this;
 - 46.1.3 the general nature of the business to be transacted at that meeting;
 - 46.1.4 if a special resolution is to be proposed at the meeting, an intention to propose the special resolution and the resolution;

46.1.5 that the Shareholder is entitled to appoint a proxy (and if such Shareholder is entitled to cast two (2) or more votes, they may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise), and

46.1.6 such other information as prescribed by the Corporations Act 2001.

46.2 Subject to the provisions of the Corporations Act 2001 relating to Special Resolutions and agreements for shorter notice, twenty-one (21) days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) must be given of a General Meeting.

47. PERSONS ENTITLED TO NOTICE

47.1 every Director and Secretary;

47.2 every Shareholder entitled to vote at the meeting;

47.3 every person entitled to a Share in consequence of the death, incapacity or bankruptcy of a Shareholder who but for such death, incapacity or bankruptcy would be entitled to receive notice of the meeting;

47.4 the Auditor for the time being of the Company (if any); and

47.5 no other person is entitled to receive notices of General Meetings.

Proceedings are General Meetings

48. QUORUM OF SHAREHOLDERS

48.1 No business must be transacted at any General Meeting unless a quorum of Shareholders is present when the meeting proceeds to business.

48.2 A quorum will be 50% of Shareholders present in person or by proxy or in the case of a body by their representative duly authorised.

49. CHAIR OF GENERAL MEETINGS

49.1 The Chair of Directors will be entitled to take the chair at every General Meeting or if there be no Chair or if he or she is not present within ten (10) minutes after the time appointed for holding such meeting or is unwilling to act as Chair the Shareholders present must choose another Director as Chair and if no Director be present or if all the Directors present decline to take the chair then the Shareholders present must choose one of their number to be Chair of that meeting.

50. POSTPONEMENT AND CANCELLATION WHERE QUORUM NOT PRESENT

50.1 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, unless the Board otherwise determines (including to deem that the Shareholders present form a quorum), the meeting, if convened by or upon the requisition of Shareholders, must be cancelled, and in any other case it must stand postponed to the same day in the next week at the same time and place and if, at such postponed meeting a quorum is not present within fifteen (15) minutes, the meeting must be cancelled.

51. VOTING ON SHOW OF HANDS

- 51.1 At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands.

Dividends and Reserves

52. DECLARATION OF DIVIDENDS

- 52.1 Subject to the Corporations Act 2001 and this Constitution, the Board may declare a dividend be paid in respect of Shares as, in their judgment, and the financial position of the Company justifies it and such a declaration does not require confirmation by a General Meeting.

53. FIXING TIME

- 53.1 The Board may fix the time for record and payment of a dividend. The Board may rescind a decision to pay a dividend if it decides, before the payment date, that the Company's financial position no longer justifies the payment.

54. DIVIDEND TEST

54.1 The Board must not declare a dividend unless:

- 54.1.1 the assets of the Company exceed its liabilities immediately before the dividend is declared and the excess is satisfactory for the dividend payment;
- 54.1.2 the payment of the dividend is fair and reasonable to the Shareholders as a whole; and
- 54.1.3 the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

55. DEBTS MAY BE DEDUCTED

- 55.1 The Board may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

56. RESERVE FUNDS OR ACCOUNTS

- 56.1 The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper to reserve funds or accounts. It may apply all moneys standing from time to time to the credit of the reserve funds or accounts. This is in payment of dividends, ordinary, special or otherwise, or for contingencies, repairing, improving or maintaining any of the property of the Company. Or for another purpose as the Board may, in its absolute discretion, think conducive to the interests of the Company.
- 56.2 The Board may invest the sums so set aside until applied upon such investments (other than Shares or shares of its holding company (if any)) as it thinks fit and from time to time deal with and vary such investments and dispose of all or any part of it for the benefit of the Company.
- 56.3 The Board may divide the reserve funds or accounts into such special funds or accounts as it thinks proper with full power to employ the assets constituting the reserve funds or accounts

in the business of the Company without being bound to keep the same separate from the other assets.

- 56.4 The Board may also, without placing the same to reserve funds, carry forward any profits which it thinks prudent not to distribute as dividends.

57. INTERIM DIVIDENDS

- 57.1 The Board may from time to time pay to the Shareholders such interim dividends as in its' judgment the financial position of the Company justifies.

58. RIGHT TO DIVIDEND ON SHARE TRANSFER

- 58.1 The registered Shareholder of a Share on the record date will be the only person the Company is entitled to pay any dividend to in respect of that Share.

Accounts and Auditors

59. FINANCIAL STATEMENTS

- 59.1 If required by the Corporations Act 2001, the Board must cause to be made out financial statements for each financial year of the Company (including a profit and loss account for the financial year and a balance sheet as at the end of the financial year of the Company) that give a true and fair view of the state of affairs of the Company.

60. ACCOUNTING RECORDS

60.1 The Board must:

60.1.1 cause proper accounting and other records to be kept that correctly record and explain its transactions and financial position and performance and would enable true and fair financial statements to be prepared and audited, and

60.1.2 distribute copies of financial statements and such financial, director and auditor reports as required by the Corporations Act 2001.

- 60.2 The Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them may be open to the inspection of Shareholders not being Directors and no Shareholder (not being a Director) will have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

61. APPOINTMENT OF AUDITORS

- 61.1 The Auditor or Auditors (if any) will be appointed and may be removed, and their remuneration, rights and duties will be regulated in accordance with the Corporations Act 2001.

Notices

62. SHAREHOLDERS TO NOTIFY ADDRESSES

- 62.1 Every Shareholder must from time to time notify in writing to the registered office of the Company an address to be registered as the Shareholder's address for service of all notices and the address so from time to time registered will for the purposes of the Corporations Act 2001 and this Constitution be deemed the Shareholder's address for the service of such notices.

63. NOTICES BY THE COMPANY TO DIRECTORS

- 63.1 Subject to this Constitution, a notice may be served by the Company upon any Director or Alternate Director, personally, delivered to their registered address, or electronically by mail or facsimile.

64. NOTICES BY SHAREHOLDERS OR DIRECTORS TO THE COMPANY

- 64.1 Subject to this Constitution, a notice may be served by a Shareholder, Director or Alternate Director to the Company personally, delivered to their registered address, or electronically by mail or facsimile.

Secrecy

65. DIRECTOR AND OFFICERS TO OBSERVE SECRECY OF COMPANY'S AFFAIRS

Subject to the Corporations Act 2001 every Director, General Manager, manager, Secretary, Auditor, trustee, member of a committee, agent, accountant, or other officer of the Company:

- 65.1 will be bound to observe secrecy with respect to all the affairs and transactions of the Company;
- 65.2 must not make improper use of information acquired by virtue of this position to gain directly or indirectly, an advantage for himself or herself or for any other person or to cause detriment to the Company, and
- 65.3 if required by the Board, must prior to entering upon his or her duties or employment or at any time afterwards sign and make a declaration in writing that he or she will not reveal or make known any of the matters, affairs or concerns which may come to his or her knowledge as such Director, General Manager, manager, secretary, Auditor, trustee, member of a committee, agent, accountant or other officer to any person or persons.

Winding Up

66. DISTRIBUTION ON WINDING UP

- 66.1 If the Company is wound up and the assets available for distribution among the Shareholders as such are insufficient to repay the whole of the paid up capital, the assets must be distributed so that, as nearly as may be, the loss will be borne by the Shareholders in proportion to the consideration paid up at the commencement of the winding up, on the Shares held by them respectively.
- 66.2 If in winding up, the assets available for distribution among the Shareholders are more than sufficient to repay the whole of the consideration paid up at the commencement of the winding up the excess must be distributed amongst the Shareholders in proportion to the

consideration at the commencement of the winding up paid up on the Shares held by them respectively.

- 66.3 This clause is to be without prejudice to the rights of the Shareholders of Shares issued upon special terms and conditions.

67. DISTRIBUTION IN SPECIE

If the Company is wound up, the liquidator may:

67.1 with the sanction of a Special Resolution of the Company:

- 67.1.1 divide amongst the Shareholders, in kind, the whole or any part of the assets of the Company (whether they consist of property of the same kind or not);
- 67.1.2 vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories;

67.2 set such value as it deems fair upon any property to be divided in kind, and

- 67.3 determine how the division will be carried out as between the Shareholders or different classes of Shareholders;

but so that no Shareholder may be compelled to accept any Shares or other securities where there is any liability on them.

68. POWERS OF LIQUIDATORS ON SALE

- 68.1 If the Company is wound up, the liquidator may sell the assets of the Company or any part of them to any Shareholder or Shareholders, whether a Director or not, and whether alone or jointly with any person being a Shareholder of the Company or not and either for cash or upon credit and under and subject to such terms and conditions as the liquidator thinks proper.

Miscellaneous

69. SHAREHOLDERS' AGREEMENT

- 69.1 In the event of any inconsistency between this Constitution and any deed or written agreement between all the Shareholders (whether with or without the Company as a party to that deed or agreement) as amended from time to time, recording terms additional to this Constitution upon which membership of the Company is to be regulated, the provisions of any such deed or agreement between all the Shareholders will prevail over this Constitution.

70. AMENDMENTS TO THE CONSTITUTION

- 70.1 Subject to the Corporations Act 2001, the Company may at any time and from time to time modify or repeal this Constitution, or a provision of this Constitution, by Special Resolution passed at General Meeting.

71. STATUTORY LICENCE REQUIREMENTS (INCLUDING LIQUOR)

- 71.1 Notwithstanding anything to the contrary contained in this Constitution, and so long as the Company is the holder of any licence, permit or authority issued under any legislation, and without prejudice to the generality of the above, relating to the sale of liquor, and it is a

requirement of such legislation that the appointment of any Director requires the approval of a person or body under that legislation for such licence, permit or authority to remain valid, the Company and/or the Board or other officers are prohibited from appointing any Directors or Alternate Directors until the approval referred to has been given, and in the event of any inconsistency between this clause any other clause of this Constitution, this clause prevails.

72. SUBMISSION TO JURISDICTION

- 72.1 Each Shareholder submits to the non-exclusive jurisdiction of the Supreme Court of the State, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

73. PROHIBITION AND ENFORCEABILITY

- 73.1 Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- 73.2 Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions of this Constitution in that or any other place.

Policy & Procedure Title:		Constitution of Global Higher Education Australia Pty Ltd
Version:		2.0
Relevant Legislation/Act:		Higher Education Standards Framework (Threshold Standards) 2015
Relevant Standard:		Standard 6.2
Related Policies/Forms/Documents:		Governance Framework
Responsibility:		Quality & Governance Officer
Approving Authority:		X Board of Directors Academic Board Executive Management
Date Approved:		29/05/2019
Next Review Date:		12 months from submission of TEQSA provider registration
Version Control		
Version Number	Date	Amendments
2.0	26/11/2018	<p>Objects were amended</p> <p><u>Existing Objects</u></p> <p>The objects for which the company is established are:</p> <ul style="list-style-type: none"> ● to primarily establish, operate, maintain and promote the delivery of higher education programs in Australia that meet the Higher Education Standards Framework; ● to promote and support free intellectual inquiry within its academic activities; ● to deliver teaching and learning that engages with advanced knowledge and inquiry within its courses; ● to provide for staff, students and employees of the company, the necessary educational and administrative resources and facilities; ● to engage academic staff capable of and provide support for the conduct of scholarship that informs teaching; ● to provide educational or administrative services of the company to other educational institutions as deem appropriate; ● to sell, transfer, licence or grant

		<p>rights to the intellectual and property rights of the company as deemed appropriate;</p> <ul style="list-style-type: none"> ● to obtain or procure, by contract or otherwise, services for the purposes of furthering the objects of the company. <p><u>Amended Objects</u></p> <p>The objects for which the company is established are:</p> <ul style="list-style-type: none"> ● to primarily establish, operate, maintain and promote the delivery of higher education programs in Australia; ● to promote and support free intellectual inquiry within its academic community.
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