

INDEX

1.0	NAME.....	2
2.0	INTERPRETATION.....	2
3.0	OBJECTS	3
4.0	INCOME AND PROPERTY	5
5.0	LIABILITY LIMITED	5
6.0	DISSOLUTION.....	6
7.0	ACCOUNTS.....	6
8.0	MEMBERS	6
9.0	TERMINATION OF MEMBERSHIP	7
10.0	FELLOWS.....	7
11.0	COUNCIL	8
12.0	APPOINTMENTS BY COUNCIL	12
13.0	PROCEEDINGS OF COUNCIL.....	13
14.0	GENERAL MEETINGS	14
15.0	COLLEGE VISITOR.....	16
16.0	COMMON SEAL	16
17.0	ACCOUNTS AND AUDIT	16
18.0	NOTICES.....	16
19.0	BY-LAWS, RULES AND REGULATIONS	17
20.0	JANE FOUNDATION.....	17

Associations Incorporation Act 1964

**Rules of
Jane Franklin Hall Inc.
(2010 revision)**

1.0 NAME

1.1 The name of the association is Jane Franklin Hall Inc ("the College")

2.0 INTERPRETATION

In the construction of these Rules the following words and expressions shall have the following meanings respectively, unless contrary to the subject matter or context in which they are used:

"**Act**" means the Associations Incorporations Act 1964;

"**Council**" means the Council referred to in Rule 11;

"**Councillors**" means the whole or any number (not being less than a quorum) of the Members of the College Council for the time being assembled at a meeting of Council in accordance with these Rules;

"**Month**" means calendar month;

"**notice**" includes all written communications to members;

"**Official Fellows**" means fellows of the College appointed, in accordance with Rule 10.2;

"**Principal**" means the Principal of the College;

"**Public Officer**" means the person as described in the Act;

"**Rules**" means the rules for the time being of the College;

"**Seal**" means the Common Seal of the College;

"**TCC**" means the Tasmanian Council of Churches;

"**in writing**" and "**written**" includes printing, facsimile, email and typewriting and in all other forms or representing or reproducing words in visible form;

Words which have a special meaning assigned to them in the Act have the same meaning in these Rules;

Words importing the singular number include the plural and the converse applies; and

Words importing persons include corporations, companies, associations and institutions.

3.0 OBJECTS

- 3.1 The College is established as a Christian Foundation to carry on under the auspices of the Tasmanian Council of Churches an affiliated college of the University of Tasmania in order to accommodate students in a residence which will best assist them to cope with the demands of academic study, promote their social, intellectual, spiritual and physical wellbeing and foster the development of personal maturity, broad cultural experience and sense of social responsibility and without limiting the generality of the foregoing objects of the College shall include the following:
- 3.1.1 to provide tutorial assistance for students and support their scholarly pursuits generally;
 - 3.1.2 to offer a range of opportunities for cultural, sporting, recreational and social pursuits;
 - 3.1.3 to provide pastoral care for students including chaplaincy services, opportunities for worship and access to spiritual counselling;
 - 3.1.4 to contribute to the intellectual and cultural life of the community, and
 - 3.1.5 to generally advance the general aims of education in Tasmania.
- 3.2 Solely for the purpose of carrying out the objects stated in rule 3.1 and not otherwise the College shall have the following powers:
- 3.2.1 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easement or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the College. Provided that in case the College shall take or hold any property which may be subject to any trusts the College shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - 3.2.2 to enter into any arrangements with any Government or authority, Federal, state, municipal, local or otherwise, that may seem conducive to the College's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the College may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions;

- 3.2.3 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the College;
- 3.2.4 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the College or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- 3.2.5 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the College's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 3.2.6 to invest and deal with the money of the College not immediately required in such manner as the Council thinks fit;
- 3.2.7 to borrow raise or secure the payment of money in such manner as the College may think fit and secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the College in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the College's property both present and future), and to purchase, redeem or pay off such securities;
- 3.2.8 to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.2.9 to sell, improve, manage, develop, exchange, lease, dispose or, turn to account or otherwise deal with all or part of the property and rights of the College;
- 3.2.10 to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any kind sold by the College or any money due to the College from purchasers and others;

- 3.2.11 to take any gift or property whether subject to any special trust or not for any one or more of the objects of the College but subject always to the proviso in Rule 3.2.1;
- 3.2.12 to print and publish any newspapers, periodicals, books or leaflets that the College may think desirable for the promotion of its objects;
- 3.2.13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the College might amalgamate in accordance with the provisions of the Act and these Rules;
- 3.2.14 to transfer all or any part of the property, assets, liabilities and engagements of the College to any one or more of the companies, institutions, societies or associations with which the College might amalgamate in accordance with the provisions of the Act and these Rules, and
- 3.2.15 to make donations for patriotic or charitable purposes.

4.0 INCOME AND PROPERTY

- 4.1 The income and property of the College however derived, shall be applied solely towards the promotion of the objects of the College and no portion of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the College. Provided that nothing in these Rules shall prevent the payment in good faith of remuneration of the Principal or to any other employees or contractors of the College or to any member of the College in return for any services actually rendered to the College or for goods supplied in the ordinary and usual way or business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Council on money borrowed from any members of the College or reasonable and proper rent for premises demised or let by any member to the College.

5.0 LIABILITY LIMITED

- 5.1 Every member of the College undertakes to contribute to the property of the College in the event of the College being wound up while he or she is a member, or within one year after he or she ceases to be a member, debts and liabilities of the College (contracted before he or she ceases to be a member) and of the costs, charges and expenses of winding up and for the

adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$10.00.

6.0 DISSOLUTION

- 6.1 If upon winding-up or dissolution of the College there remains, after satisfaction of all debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the members of the College, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College and whose memorandum of association, rules or constitution shall prohibit the distributions of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Rule 4, such an institution or institutions to be determined by the members of the College at or before the time of the dissolution and in default of such a determination by application to the Supreme Court for determination.

7.0 ACCOUNTS

- 7.1 True accounts shall be kept by the Council of the sums of money received and expended by the College and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the College and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with these Rules shall be open to the inspection of the members. Once at least in every year, the accounts of the College shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members at the annual general meeting in respect of the accounts.

8.0 MEMBERS

- 8.1 The members of the College shall consist of:
- 8.1.1 members of the Council appointed pursuant to Rule 11 whilst holding office as members of Council, and
 - 8.1.2 Official Fellows appointed pursuant to Rule 10 during the term of their appointment.
- 8.2 The College shall maintain a register of members in which all appointments removals and retirements from the membership of the College shall be recorded.

9.0 TERMINATION OF MEMBERSHIP

- 9.1 Any member may withdraw from the College by giving at least fourteen (14) days Notice in Writing to the Public Officer.
- 9.2 If any member shall wilfully refuse or neglect to comply with the provisions of these Rules or the by-laws or regulations of the College or shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the College, the Council may by resolution expel such member from the College and remove his or her name from the register of members PROVIDED THAT, at least one (1) week before the meeting of Council at which such a resolution for expulsion is proposed, such member shall have had Notice of that meeting and of the intended resolution for expulsion and that he or she shall have had an opportunity of attending such meeting and of giving at that meeting orally or in writing any explanation or defence which he or she may desire to offer.

10.0 FELLOWS

- 10.1 There shall be a body of Fellows comprising the following categories:
 - 10.1.1 Official Fellows;
 - 10.1.2 Honorary Fellows;
 - 10.1.3 Fellows Emeritus and Emerita; and
 - 10.1.4 Honorary Life Fellows
 - 10.1.5 Visiting Honorary Fellows
- 10.2 There shall not be more than ten (10) Official Fellows of the College from time to time appointed by the College. Official Fellows shall be appointed for a term of three (3) years and shall be eligible for re-appointment by the College. Official Fellows shall be appointed from the existing Honorary Fellows by the College after seeking advice as set out in clause 10.6.
- 10.3 Council may appoint such Honorary Fellows as it determines. Honorary Fellows shall be appointed for a term which ends three (3) years after the next annual general meeting of the College and shall be eligible for re-appointment by the Council.
- 10.4 Council may appoint such Fellows Emeritus and Emerita as it determines on such terms and conditions as it deems appropriate provided that Fellows Emeritus and Emerita have previously served the College as Official Fellows or Honorary Fellows.

- 10.5 The College may bestow Honorary Life Fellowships to honour persons who have given distinguished service to the College or who because of their pre-eminent status in a field of importance to the College are in the opinion of Council deserving of Honorary Life Fellowship.
- 10.6 Before appointing a person as an Official Fellow the College shall consider advice from the existing Fellows upon the proposed nomination.
- 10.7 Before appointing a person as an Honorary Fellow, a Fellow Emeritus or Emerita, or an Honorary Life Fellow the Council shall consider advice from the existing Fellows upon the proposed nomination.
- 10.8 The Principal may at his or her own discretion appoint scholars and other persons of distinction visiting the College from time to time to be Visiting Honorary Fellows for terms not exceeding three (3) months.
- 10.9 Honorary Fellows, Fellows Emeritus and Emerita, Visiting Honorary Fellows and Honorary Life Fellows shall be entitled to share all the privileges and partake in all activities of Fellows but shall not be members of the College except when appointed as Senior Fellow.
- 10.10 The chairman of the Council shall be entitled to share all the privileges and partake in all activities of Fellows.
- 10.11 Fellows shall elect from their own number a Senior Fellow who shall act as chairman at meetings of Fellows. The appointment of Senior Fellow shall be for one (1) year and the Senior Fellow shall be eligible to be re-appointed.

II.0 COUNCIL

- II.1 The College and the business affairs and property of the College shall be managed by a Council which may exercise all such powers, authorities and discretions of the College as are not by the Act or by these Rules required to be exercised by the College in general meeting, subject nevertheless to these Rules and to the provisions of the Act.
- II.2 The Council shall consist of no more than fourteen (14) persons as follows:
 - II.2.1 two (2) persons nominated by the TCC from the membership of its constituent churches;
 - II.2.2 the Senior Fellow (as appointed pursuant to Rule 10.11) and one (1) other Fellow as nominated by the Fellows;
 - II.2.3 one (1) person nominated by the Council of the University of Tasmania;

- II.2.4 one (1) member of the Jane Society or such society or association that constitutes the association of past resident students of the Jane Franklin Hall nominated by the society or its successor, and when there is no successor then a past resident of Jane Franklin Hall as nominated by Council
- II.2.5 eight (8) persons (at least 2 of whom shall be resident in the North and North West Region) nominated by Council where the members of Council who shall make the nominations for the purpose of this Rule and where applicable Rule II.2.4 shall be those members of Council as appointed or nominated pursuant to Rule II.2.1, II.2.2, II.2.3 and II.2.4 of these Rules and any other members of Council whose term of office has not expired.
- II.3 Each member of Council referred to in Rules II.2.1, II.2.2 (except the Senior Fellow who shall be a member of Council for such time as he/she holds such office), II.2.3, II.2.4 and II.2.5 shall hold office for a period of three (3) years and shall retire at the third Annual General Meeting after the Annual General Meeting at which he/she was appointed. Each member of Council referred to in Rules II.2.4 and II.2.5 shall be eligible for re-appointment, normally for two (2) further consecutive terms only but a person who has previously been a member of Council may subsequently be re-appointed to Council after a period of 2 years.
- II.4 Nominations for vacancies occurring on Council for the positions referred to in Rules II.2.1, II.2.2, II.2.3, II.2.4, and II.2.5 shall be tabled at the Annual General Meeting of the College which shall appoint the persons nominated as members of Council to take up their appointments from the conclusion of the Annual General Meeting. Nominations for vacancies on Council shall be called for from the nominating bodies entitled to nominate at least one (1) month before the Annual General Meeting of the College at which the vacancy will arise (except in the case of Fellows). In the event that any body entitled to make a nomination fails to do so Council shall have the power to fill the vacancy as a casual vacancy in accordance with Rule II.5. Nominations for Council positions may be received at any time prior to a resolution being put to vote on appointments to Council.
- II.5 The Council shall have power at any time and from time to time to appoint any person it considers fit to fill a casual vacancy in Council by appointing a person qualified to fill the vacancy in accordance with the provisions of Rule II.2 but so that the number of Councillors does not at any time exceed fourteen (14).

- II.6 Any Councillor appointed pursuant to rule II.5 shall hold office only until the next following annual general meeting and shall then be eligible for nomination and appointment.
- II.7 A Councillor may retire from office upon giving fourteen (14) days Notice in Writing to the Public Officer of his or her intention so to do and such resignation shall take effect upon the expiration of such Notice or its earlier acceptance by the Council.
- II.8 In the event of any vacancy or vacancies occurring among members of Council, the continuing Councillors may act, despite such vacancy or vacancies, but so that if their number falls below seven (7), Council shall not, except for the purpose of filling vacancies, act so long as the number is below that minimum.
- II.9 All acts done by any meeting of the Council or a committee of Councillors, or by any person acting as a Councillor, shall be as valid as if every such person had been duly appointed and was qualified to be a Councillor, despite that it may be afterwards discovered that there was some defect in the appointment of any such Councillors or persons, or that they or any of them were disqualified. At their first meeting following the commencement of these Rules and after each subsequent Annual General Meeting the Councillors shall elect from among their number a Chairman and a Vice-Chairman each of whom subject to these Rules shall hold office until the Council Meeting following the next Annual General Meeting after his or her election but shall be eligible for re-election for a term not exceeding four (4) consecutive years.
- II.10 Any casual vacancy occurring in the Office of Chairman or Vice-Chairman shall be filled by the Councillors and the person so elected shall hold office only until the Annual General Meeting next following but shall be eligible for re-election.
- II.11 A Councillor shall be deemed to have vacated his or her office if he or she:
- II.11.1 dies;
 - II.11.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - II.11.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - II.11.4 resigns his or her office in Writing to the College
 - II.11.5 if nominated pursuant to Rules II.2.1, II.2.3, II.2.4 or II.2.5 that person ceases to hold the qualification required for nomination or his or her nomination is terminated;

- II.11.6 has (except as permitted under rule 4.1) directly or indirectly a material interest in any contract or proposed contract with the College provided, however, that a Councillor shall not vacate his or her office by reason of being a member of any corporation society or association which has entered or proposes to enter into a contract with the College if he or she shall have declared the nature of his or her interest at a meeting of Council as soon as practicable after the relevant facts have come to his or her knowledge, or
- II.11.7 has issued more than three (3) consecutive apologies to Council or otherwise been absent for more than three (3) consecutive meeting of Council, without having obtained leave in accordance with Rule II.12.
- II.12 Council may grant a formal leave of absence to a Councillor who has served on Council for over twelve (12) months for a period not exceeding six (6) consecutive meetings unless in the opinion of Council exceptional circumstances exist which justify leave being granted for a period exceeding six (6) consecutive meetings or to a Councillor who has not served a twelve (12) month period.
- II.13 The Principal of the College for the time being, the President of the Jane Franklin Hall Student Club Inc or such club or association that is its successor and constitutes the association of currently resident students of the Jane Franklin Hall, and one (1) member of Jane Franklin Hall Student Club Inc or its successor nominated by the club or its successor are Observers of the Council. Observers of Council may contribute to debate and discussion but may not participate in voting.
- II.14 Despite anything else in this Rule II:
- II.14.1 where a Councillor has filled a casual vacancy until the subsequent general meeting at which time their appointment for three (3) years is made, the period of casual appointment shall not be counted in the maximum term of appointment.
- II.14.2 the current term of a Councillor, Chair or Vice Chair who is appointed at the time of amendment of these Rules will not be affected and an existing Councillor, Chair or Vice Chair at the date of amendment of these Rules shall continue to serve his or her current term and, notwithstanding Rule II.3, a Councillor may be re-appointed for one further term but may then only be re-appointed to Council after a period of 2 years.

12.0 APPOINTMENTS BY COUNCIL

- 12.1 The Council may appoint such committees as it thinks fit for such purpose and with such powers authorities and discretions as it may from time to time prescribe (including without limitation such committees as necessary to provide pastoral care for students including chaplaincy services, opportunities for worship and access to spiritual counselling).
- 12.2 The Council shall appoint a Principal of the College upon such terms at such remuneration as it thinks fit and any Principal so appointed may be removed by Council.
- 12.3 The Council shall appoint a standing advisory sub-committee ("the Advisory Sub-Committee") to provide a forum for students and staff of the College and designated members of Council, to raise and discuss relevant issues.
- 12.4 The Advisory Sub-Committee will consist of:
 - 12.4.1 three (3) Councillors nominated by Council (including the Senior Fellow);
 - 12.4.2 the two (2) student representatives who are Observers to Council meetings;
 - 12.4.3 two (2) staff representatives (one resident and one non-resident) appointed by staff; and
 - 12.4.4 any other persons appointed by the other Advisory Sub-Committee members.
- 12.5 The Advisory Sub-Committee shall:
 - 12.5.1 meet at least once each semester;
 - 12.5.2 provide minutes of meetings to Council;
 - 12.5.3 consider such matters as it considers relevant to the well being and general operation of Jane Franklin Hall to bring to the attention of Council;
 - 12.5.4 despite anything else in these Rules, not have the power to bind Council or the College on any matter.
- 12.6 The Council may define the powers authorities and discretions, functions and duties of the Principal and any other employee of the College and from time to time may hold or limit any such powers authorities discretions and duties in such manner as they think fit.
- 12.7 The Council shall appoint a Public Officer as provided by the Act.
- 12.8 Council shall cause minutes to be kept in books provided for the purpose:
 - 12.8.1 of all appointments of Councillors and employees made by Council;
 - 12.8.2 of the names of the Councillors present at each meeting of Council and of any committee of the Council, and

- 12.8.3 of all resolutions and proceedings at all meetings of the College and of Council and of the committees of Council.

13.0 PROCEEDINGS OF COUNCIL

- 13.1 The Councillors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise resolved by the Council the presence of at least one half of the Councillors for the time being in office and entitled to vote (in person or by other method permitted by these Rules) shall constitute a quorum of Council.
- 13.2 The Chairman, or in his or her absence, the Vice-Chairman shall take the chair at all meetings of the Council and if at any meeting no one of such officers be present within ten (10) minutes after the time appointed for holding that meeting the Councillors present shall choose someone of their number to be Chairman of the Meeting.
- 13.3 Questions arising at any meeting duly convened, at which a quorum is present, shall be decided by a majority of the votes of the Councillors present and in case of an equality of the votes, the question shall be decided in the negative.
- 13.4 Upon the written requisition of any two (2) Councillors, the Chairman or Vice-Chairman or in their absence the Public Officer shall convene a special meeting of Councillors to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set out the objects for which the meeting is required and only those matters listed in the notice may be dealt with at such a meeting.
- 13.5 A meeting of Councillors at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions by or under the Rules of the College for the time being vested in or exercisable by the Council generally.
- 13.6 The Councillors may delegate any of their powers to committees consisting of such Councillors and such other persons as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated comply with any rules that may from time to time be imposed upon it by the Council but a person who is not a Councillor or Fellow appointed pursuant to Rule 10.1 shall not be entitled to vote. The meetings and proceedings of any such committee shall be governed by the provisions of these Rules contained for regulating the meetings and proceedings of the Council so far as they are applicable and are not superseded by any rule made by the Councillors under this Rule.

- 13.7 All acts done by any meeting of Council or by a committee of Council or by any person acting as a Councillor shall be as valid or if every such person has been duly appointed and was duly qualified despite that it shall afterwards be discovered that there was some defect in the appointment of such Councillors or persons acting or that they or any of them were disqualified
- 13.8 A resolution in Writing signed by all members of Council shall be as valid and effectual as if it had been passed at a Meeting of Council duly called and constituted.
- 13.9 At a properly constituted meeting of the Council the Council may resolve to meet in Committee. When meeting in Committee observers of Council shall absent themselves from the meeting room.
- 13.10 Council may meet in person and/or by telephone or video conference.
- 13.11 Upon receipt of a majority vote of the Fellows that a matter is critical to the College community, a special briefing is to be held between Council and the Fellows for the provision of information and discussion only.

14.0 GENERAL MEETINGS

- 14.1 A general meeting of the College to be called the "Annual General Meeting" shall in addition to any other meeting be held not later than the last day in April of each year at such time and at such place as may be determined by Council. All other general meetings of the College shall be called "special general meetings".
- 14.2 For the purpose of Rule 14.1, the members may meet in person and/or by telephone or video conference.
- 14.3 The Councillors may whenever they think fit, convene a special general meeting, and special general meetings may also be convened by requisition, as provided by Section 22A of the Act.
- 14.4 If at any time there are not within the State sufficient members of Council capable of acting to form a quorum, a Councillor or any four (4) Members may convene a special general meeting in the same manner as nearly possible as that in which meetings may be convened by Council.
- 14.5 Fourteen (14) days' Notice at least (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) specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner mentioned in these Rules, or in such other manner, if any, as

may be prescribed by the College in general meeting, to each member of the College who is entitled to receive such notice.

- 14.6 The accidental omission to give Notice of a meeting to, or the non-receipt of Notice of a meeting by, any member shall not invalidate the proceedings at any meeting.
- 14.7 All business shall be deemed special that is transacted at a special general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditor, the appointment of Fellows and the appointment of the Auditor and the fixing of his or her remuneration.
- 14.8 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in these Rules, nine (9) members present (personally or in such other manner as permitted by these Rules) shall be a quorum.
- 14.9 If within ten (10) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place.
- 14.10 The Chairman, or in his or her absence, the Vice-Chairman, shall preside as Chairman at every general meeting of the College and if at any meeting neither such officers be present within ten minutes after the time appointed for the holding of same, the members present who are also Councillors shall choose someone of their number to be Chairman of the meeting.
- 14.11 The Chairman of the meeting, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.12 When a meeting is adjourned for ten (10) days or more, Notice of the adjourned meeting shall be given as in the case of the original meeting. Save as otherwise provided in these Rules it shall not be necessary to give any Notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 14.13 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Councillors present in person and entitled to vote and unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an

entry to that effect in the minute book of the College shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

14.14 If a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14.15 In the case of an equality of votes, whether on a show of hands or on a poll, the question shall be decided in the negative. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded at a meeting on any other question shall be taken at such time at that meeting as the Chairman of the meeting directs.

15.0 COLLEGE VISITOR

15.1 The President of the TCC shall be the Visitor of the College, and shall have authority as and when he or she thinks fit, to do all things which pertain to the Office of Visitor.

16.0 COMMON SEAL

16.1 The Seal of the College shall not be affixed to any instrument except by a resolution of the Councillors and in the presence of two (2) Councillors each of whom shall sign every instrument to which the Seal is to be affixed in their presence.

17.0 ACCOUNTS AND AUDIT

17.1 The Councillors shall from time to time determine in accordance with Rule 7 at which times and places and under what conditions or regulations the accounting and other records of the College shall be open to inspection of members not being Councillors. All members of the College shall have the right to inspect those documents as permitted by any statute and such other documents as authorised by the Council. .

17.2 A properly qualified Auditor or Auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with Sections 24 of the Act and Rule 7.

18.0 NOTICES

18.1 A Notice may be given by the College to any member either personally or by sending it by:

- 18.1.1 post to him or her at his or her last known address or to the address, if any, within the State supplied by him or her to the College for the giving of Notices to him or her; or
- 18.1.2 email to the email address, if any, supplied by him or her to the College for the giving of Notices to him or her.
- 18.2 Where a Notice is sent by post, service of the Notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the Notice, and to have been effected in the case of a Notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course or post.
- 18.3 Where Notice is sent by email it is deemed to be delivered when sent by the sender.
- 18.4 Notice of every general meeting shall be given in any manner authorised in these Rules to every member except those members whose last address is not known and who have not supplied to the College an address within the State for the giving of Notices to them and no other person shall be entitled to receive Notices of general meetings.

19.0 BY-LAWS, RULES AND REGULATIONS

- 19.1 Council may amend these Rules according to the provisions of the Act.
- 19.2 The Councillors shall have the power from time to time to make such by-laws, rules and regulations not inconsistent with these rules as in the opinion of the Councillors are necessary and desirable for the proper control, administration and management of the College's operations, finances, affairs, interests, effects and property and the duties obligation and responsibilities of the members and to amend or rescind from time to time any such by-laws, rules or regulations.

20.0 JANE FOUNDATION

- 20.1 The Council shall appoint a Committee known as the Jane Foundation Committee (hereinafter called "The Jane Foundation").
- 20.2 The objects of the Jane Foundation shall be to attract, receive and manage money and benefits of any kind received by way of donation to the College and the making of scholarships, bursaries and prizes in accordance with the terms of such donations.
- 20.3 The Committee of the Jane Foundation shall consist of the Chairman and Vice-Chairman of Council, the Principal and such other member or members of the College as the Council may appoint from time to time.

- 20.4 Proceedings of the Jane Foundation shall be conducted in a like manner as that of the Council as prescribed in Rule 13 hereof save and except that the Jane Foundation shall meet at least once in every year and the quorum of such meetings to be constituted by three members of the Committee.
- 20.5 The Jane Foundation shall keep accounts in a like manner to the accounts required to be kept by the College in accordance with Rule 7 with such accounts to be audited once at least every year by one or more properly qualified Auditor or Auditors who shall report to the members at the Annual General Meeting.
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