



**JANE**  
FRANKLIN HALL

**Council**

**Charter**



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## Preamble

Jane Franklin Hall Incorporated (College) is an affiliated college of the University of Tasmania, to accommodate students in a residence which will best assist them to cope with the demands of academic study, to promote their social, intellectual, spiritual and physical wellbeing and foster the development of personal maturity, broad cultural experience and sense of social responsibility.

The College purpose is to foster the development of intellectually and socially well-rounded citizens for an increasingly diverse world.

The Jane Values are:

- Intellectual Enquiry – we value our student’s thirst for knowledge and their keenness to engage and commit to collective learning about themselves and the world;
- Respect – we value attitudes throughout the Jane community which work to transcend fear-driven or emotionally charged arguments about opinions, beliefs, perspectives or background, looking towards scholarly debate;
- Collegiality – we value Jane’s purpose, vision and experience and encourage participation by all members of the community in College life and leadership;
- Courage – we value opportunities to grow and challenge ourselves, going outside our comfort zones knowing we have structure and support behind us. We welcome the chance to build resilience, self-confidence and determination.

The College is home to students from all over Tasmania, Australia and the world looking for an open and caring residential community to call their own. Jane Franklin Hall now exists as the only private, traditional and academically-minded residential college in Tasmania.

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## ACKNOWLEDGEMENT OF COUNTRY

As a reflection of Jane Franklin Hall’s recognition of the deep history and culture of this island, we acknowledge the Mouheneenner People, the traditional owners, and custodians of the land upon which the College was built.

We acknowledge the contemporary Tasmanian Aboriginal community, who have survived dispossession, and continue to maintain their identity, culture and Indigenous rights. We also recognise the value of continuing Aboriginal knowledge and cultural practice, which

informs our understandings of history, culture, science and environment for students of the University of Tasmania.

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## 1 Charter Purpose

The purpose of this Charter is to specify how the College Council is governed to promote confidence in the College and to seek to protect the interests of the College community.

This Charter sets out key principles for the pursuit of good governance of the College by the Council, including:

- a) the roles and responsibilities of the Council and to assist them in fulfilling their duties and obligations for good governance and to the promotion of the Council objects;
- b) which responsibilities are delegated to subcommittees of the Council or to management;
- c) guidance relating to the membership and the operation of the Council.

Readers should consider that other documents referred to in this Charter will need to be read in conjunction with the Charter to gain a full understanding of Council operations and Council members' rights and responsibilities. In particular, the Council Governing Rules (Governing Rules) are to be read and where there are any inconsistencies, the Governing Rules will prevail.

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## 2 Application

The Charter applies to each successive Council as a collective body and to Council Members for the course of their respective terms, unless stated otherwise.

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### 3 Governance Framework

The College governance framework includes (but not limited to) the Governing Rules, Council Charter and College Policies.

The governance framework provides the structure within which the College's strategic direction and objective of being an innovative, well-regarded, quality residential college provider is set, together with the means of attaining these objectives.

The Council and subcommittees that form the College's Governance Framework each have specific roles and responsibilities and provide the mechanisms within which the College operates and holds people accountable.

#### Accountabilities and Reporting

The Council is responsible for presenting a fair representation of the College's activities and take responsibility for the consequences of their actions and the College's performance.

The Council's supporting practices are:

- (a) to make its governing documents and policies relevant to its governance available to stakeholders;
- (b) to oversee appropriate reporting to stakeholders about the College's performance and financial position;
- (c) to ensure that transactions between related parties, if any, are disclosed to stakeholders;
- (d) Council remuneration and other benefits, if any, are disclosed to stakeholders;  
and
- (e) Members have the opportunity to ask questions about how the College is run and to hold the Council to account for their decisions.

#### Key Relationships

The Council and the appointed Principal are responsible for maintaining key relationships with College stakeholders, including the University of Tasmania.

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## 4 Role and responsibilities of the Council

### 4.1 Role

The role of the Council is to provide leadership, strategic guidance and oversight of management of the College. The Council derives its authority to act from the College's Governing Rules.

The Council must pursue its purpose and objects so that College activities and its general affairs are conducted in a way which complies with the College's Governing Rules and with any applicable legal and regulatory requirements, as well as fulfilling its fiduciary, corporate governance and charity / Not-for-profit activities to the best of its abilities.

The Council has reserved to itself the following specific responsibilities.

### 4.2 Strategy

The Council is responsible for:

- (a) providing leadership and setting strategic objectives for the College;
- (b) appointing the Chair and Deputy Chair;
- (c) reviewing and approving strategy plans and performance objectives of the College consistent with the College's strategy and purpose, and reviewing the assumptions and rationale underlying the strategy plans and performance objectives; and
- (d) monitoring implementation of the College's strategic objectives and its performance generally.

### 4.3 Oversight of management

The Council is responsible for:

- (a) appointment of the Principal;
- (b) monitoring the performance of the Principal;
- (c) monitor performance and implementation of the College's strategic objectives against measurable and qualitative indicators and ensuring that appropriate resources are available;
- (d) approving the College's remuneration framework, policies and practices; and

- (e) requiring that management supply the Council with accurate, timely and clear information to enable the Council to perform its responsibilities.

#### 4.4 College Community

The Council is responsible for ensuring that there is effective engagement with the College community (the students, parents, staff, old Collegians and University of Tasmania). This includes:

- (a) ensuring provision of relevant information about the College and its governance, including on its website; and
- (b) overseeing community engagement which facilitates two-way communications with the community.

#### 4.5 College Community and other stakeholders

The Council is responsible for monitoring:

- (a) policies governing the College's relationship with the College community and the broader community; and
- (b) to the extent relevant, policies relating to employment, occupational, health and safety, social responsibility and other matters.

#### 4.6 Ethics and responsible decision-making

The Council is responsible for:

- (a) establishing, monitoring and ensuring that there is a code of conduct and related policies to guide members of the Council, management and employees in practices necessary to maintain confidence in the College's integrity, including:
  - 1) acting in the best interests of the College;
  - 2) acting with high standards of personal integrity;
  - 3) complying with applicable laws, regulations, codes and policies;
  - 4) not knowingly participating in any illegal or unethical activity; and
  - 5) encouraging the reporting of unlawful or unethical behaviour and protecting whistle-blowers who report violations in good faith;
- (b) promoting ethical and responsible decision-making and ensuring that management create a culture in the College of ethical and responsible behaviour, including by monitoring the implementation of any code of conduct and related policies established under paragraph 4.6(a):



- (c) monitoring the effectiveness of the College's governance practices and accountability for contraventions; and
- (d) monitoring and promoting a diversity policy to outline the College's commitment to diversity and inclusion

#### 4.7 Council Oversight

##### Financial and Capital Management

The Council is responsible for:

- (a) monitoring the integrity of the College's accounting and corporate reporting systems (including the external audit completed by suitably qualified auditor or auditors) and requiring that financial records are properly maintained and financial statements comply with appropriate accounting standards;
- (b) establishing and monitoring a delegations of authority policy and monitoring compliance with the policy;
- (c) reviewing and approving annual financial reports, having regard to, among other things, the information about the College known by Council members;
- (d) monitoring financial information generally on an ongoing basis;
- (e) approving and monitoring operating budgets, major capital expenditure, and other material commitments; and
- (f) capital management including approving decisions affecting the capital of the College, capital structure and major financing arrangements as well as other resourcing such as people.

##### Wellbeing and Sustainability

Wellbeing aims to ensure people are safe, healthy, satisfied and engaged. Sustainability encompasses how the College conducts its business, now and in the future.

The Council is responsible for:

- (g) monitoring key service provision to its stakeholder community, sustainability, environment and engagement strategies to ensure they are consistent with the College vision, brand positioning and the expectations of its stakeholders;
- (h) Evaluate trends related to safety, health and wellbeing, sustainability, environmental and human health issues and how they influence decision

making and the provision of services to ensure safe and sustainable outcomes for the College's people and community;

#### 4.8 Risk management and compliance

The Council is responsible for setting risk appetite guidance within which the Council expects management to operate (including the nature and extent of risks that can be taken to meet objectives), and for overseeing the strategic direction of risk identification, analysis and evaluation within the College. The Council may appoint a subcommittee as described under Rule 10 of the Governing Rules to guide risk management and compliance.

All members have a responsibility to follow effective risk management practices and ensure that the Council is aware of risks associated with its operations. Risk management should be an integral part of the leadership responsibilities of the Council, subcommittees, the College Principal and senior management.

Throughout the process of managing risk, communication and consultation between Council and College stakeholders should take place. Effective communication and consultation will ensure that those involved in managing risk, including affected stakeholders, are aware of, and understand why particular decisions and/or actions are necessary.

#### 4.9 Disclosure and communication

The Council is responsible for monitoring and reviewing annually the College's compliance with its reporting obligations, including those to maintain the College's charity registration with the Australian Charities and Not-for-profits Commission.

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## 5 Role and responsibilities

### 5.1 Chair

The Council shall appoint the Chair in accordance with the Council Governing Rules. The Chair is responsible for:

- (a) chairing Council meetings and providing for the orderly conduct of those meetings, including determining when a person may be invited to attend a meeting as an invitee to report to or advise the Council or otherwise as an observer, and the scope of participation of such persons;

- (b) setting the Council's agenda and ensuring that adequate time is available for discussion of agenda items, in particular strategic issues;
- (c) ensuring that Council members are briefed on Council matters and leading the Council in reviewing and discussing Council matters;
- (d) facilitating effective contribution by all Council members and monitoring Council performance;
- (e) promoting constructive and respectful relations between Council members and between the Council and management;
- (f) seeking to achieve the objective that membership of the Council is skilled and appropriate for the College's needs;
- (g) monitoring the role of the Council Secretary; and
- (h) exercising such specific and express powers as are delegated to the Chair by the Council from time to time.

## 5.2 Deputy Chair

The Council shall appoint the Deputy Chair in accordance with the Council's Governing Rules.

The Deputy Chair is responsible for:

- (a) performing the role and functions of the Chair in the absence of the Chair for any reason; and
- (b) at the request of the Chair, supporting the Chair in the performance of the role and function of the Chair.

## 5.3 Council Secretary

The Council Secretary, shall act as a secretary of the Council, attending meetings of the Council and its subcommittees. The Council Secretary is accountable directly to the Council, through the Chair, on matters to do with the proper functioning of the Council.

The responsibilities of the Council Secretary include:

- a) ensuring that policies and procedures of the Council are accessible;
- (b) organising Council and subcommittee meetings, Council member attendance, draft notices of meetings and resolutions for approval, and coordinating the despatch of Council and subcommittee meeting papers;

- (c) capturing the business of Council and subcommittee meetings in the minutes, and circulating minutes to the Council in a timely manner.
- (d) helping to organise the induction and professional development of Council members so that they can develop and maintain the skills and knowledge needed to perform their role as Council members effectively; and
- (e) report to the Council on compliance matters relevant to annual returns and notices to be lodged in accordance with regulatory requirements.

The Council Secretary may also perform Public Officer duties as stipulated by the Council.

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## 6 Delegations of authority

### 6.1 Delegation to subcommittees

Under the College's Rules, the Council may delegate responsibility to subcommittees (such as, but not limited to, an Advisory Subcommittee) to consider certain issues in further detail and then report back to and advise the Council.

Standing subcommittees established by the Council will adopt Terms of Reference (Charters) set by the Council setting out the authority, responsibilities, membership and operation of the subcommittees.

The Council may establish other subcommittees from time to time to consider other matters of special importance.

Council members are entitled to attend subcommittee meetings and receive subcommittee papers. Subcommittees will maintain minutes of their meetings and are entitled to obtain professional or other advice to effectively carry out their proper functions, provided that they have first consulted with the Chair. The Chair of each subcommittee shall be a member of the Council and shall report on subcommittee meetings to the Council at the next full Council meeting.

### 6.2 Delegation to the Principal and management

The Council delegates to the Principal the authority to manage the day-to-day affairs of the College and the authority to control the affairs of the College in relation to all matters other than those reserved to the Council and its subcommittees under their Charters or under specific limitation or guidance from the Council.

The Principal has authority to delegate any authority related to Senior Management. The Principal shall in any event be responsible for:

- (a) implementing the strategic objectives of, and operating within the risk appetite set by, the Council and for all other aspects of the day-to-day running of the College; and
- (b) providing the Council with information to enable the Council to perform its responsibilities including key performance indicators and progress against strategic objectives.

From time to time the Council may review the division of functions between the Council and management so that it continues to be appropriate to the needs of the College.

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## 7 Membership

### 7.1 Composition and size

The Council members will determine the size of the Council, subject to applicable law and including any Governing Rules concerning Council limits under the Act. The number of Council members and the composition of the Council must, at all times, be appropriate to allow the Council to achieve efficient decision making and adequately discharge its responsibilities and duties.

### 7.2 Council skills matrix

The College seeks to have Council members with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the College.

It will have a Council skills matrix setting out the skills and diversity that the Council has or is looking for to identify any gaps in skills that the Council seeks. The Council's succession plans are designed to maintain an appropriate balance of skills, knowledge, experience, independence and diversity on the Council.

### 7.3 Appointment and re-election of Council members

When a vacancy arises, the Nominations Subcommittee will identify candidates with appropriate skills, knowledge, experience, independence and expertise

through a process of advertising of positions which may include a targeted search. Candidates with the skills, knowledge, experience, independence and expertise that best complement the Council's effectiveness will be recommended to the Council by the Nominations Subcommittee.

As part of the due diligence process for appointment, those seeking to be appointed a Council Member must be Registered for Working with Vulnerable People. In addition to this, a search of the ASIC and ACNC Disqualification Registers is required to ensure the suitability of the person or persons to fulfil their role and responsibilities. Each person will be required to sign a declaration to verify that they are not or have not been listed on a Disqualification Register. The Nominations Subcommittee may determine from time-to-time other pre-qualifications required to be appointed as a Council Member.

When the Council considers that a suitable candidate has been found, that person may be appointed by the Council in accordance with the Governing Rules. Council members will be engaged by a letter of appointment setting out the terms and conditions of their appointment and be provided with copies of the Governing Rules and other relevant governance documents, including this Charter. Council members will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Council members must retire from office in accordance with the Governing Rules. Council members may be eligible for re-appointment. The Chair of the Council will assess the performance of any member standing for re-election and the Council will determine their decision on the re-election of the member (in the absence of the member involved). The Council (excluding the Chair) will conduct the review of the Chair.

#### 7.4 Independence

All Council members should bring an independent judgement to bear on all Council decisions.

A Council member is considered independent if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Council and to act in the best interests of the College and its community.

Council members must disclose on an ongoing basis any actual or potential conflicts of interest or duty under paragraph 6.5(c), and otherwise. A register of Declared Interests is to be maintained by the Company Secretary.

A Council member who:

- (a) is, or has been, employed in an executive capacity by the College and there has not been a period of at least 3 years between ceasing that employment and serving on the Council;
- (b) is, or has within the last 3 years been, a partner, director or senior employee of a provider of material professional services to the College;
- (c) is, or has been within the last 3 years, in a material business relationship (eg as a supplier or customer) with the College, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) has a material contractual relationship with the College; or
- (e) has close family ties with any person who falls within any of the categories described above,

will not be independent, unless the Council is satisfied on reasonable grounds that the Council member is independent despite the existence of one or more of these circumstances. In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Council member's capacity to bring an independent judgement to bear on issues before the Council and to act in the best interests of the College and its community generally.

The Nominations Subcommittee will assess the independence of each Council member considering interests disclosed by them at least annually at or around the time that the Nominations Subcommittee considers candidates for election to the Council. Each Council member must provide the Council with all relevant information for this purpose. If a Council member's interests, positions, associations or relationships change, the assessment should be made as soon as practicable after the Nominations Subcommittee becomes aware of the change.

## 7.5 Conduct of individual Council members

Council members must always act in accordance with legal and statutory requirements and devote sufficient time to discharge their duties as Council members of the College.

Council members must:

- (a) discharge their duties in good faith and in the best interests of the College, its objects and for a proper purpose;
- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a Council member, including applying an independent and enquiring mind to their responsibilities;
- (c) notify other Council members of any material personal interests and take reasonable steps to avoid actual, potential or perceived conflicts of interest (except as permitted by the Act);
- (d) keep information confidential and not make improper use of information gained through their position as a Council member;
- (e) not take improper advantage of their position as a Council member;
- (f) make reasonable enquiries if relying on information or advice provided by others;
- (g) undertake any necessary inquiries in respect of delegates;
- (h) give the College all the information required by the Act;
- (i) not allow the College to engage in insolvent trading; and
- (j) consult the Chair if considering an invitation to become a Council member of any other College or entity and have regard to the views of the Chair about the Council member acting as a director of an external entity, and relevant Council policies and best practice standards on multiple Council memberships.

## 7.6 Voluntary role

The role of a member of the Council is voluntary and no remuneration will be paid to members unless the Council otherwise determines by resolution.



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## 8 Council process

### 8.1 Meetings

All Council meetings will be conducted in accordance with the Council's Governing Rules and the Act. Council members are committed to collective decision making but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the Council members. Individual Council members must utilise their skills, experience and knowledge when discussing matters at Council meetings.

Decisions that are informed by good information and data, by stakeholder views, and by open and honest debate will generally reflect the broad interests of the College. Members of the Council and broader College community are more likely to accept the outcomes if good governance processes are followed, even if they do not agree with the decision. Where good governance processes have been followed, even the most difficult and controversial decisions will stand up to scrutiny.

Council members must keep Council discussions and resolutions confidential, except where they are required to be disclosed.

The Council should regularly hold scheduled in camera sessions for Council members only to provide an opportunity to discuss sensitive matters within the jurisdiction of the Council.

Council members are expected to prepare adequately for, attend and participate in Council meetings. Council members should consider the sufficiency of the contents of the Council papers that have been provided for consideration. The Council should assess the information that it receives and the timing of its distribution to ensure the Council has sufficient time to examine the material provided to it for approval.

The Council may request or invite external consultants or other individuals to attend Council meetings if necessary or desirable. In discussion with the Principal, the Council may request other members of management to attend Council meetings.

The Council may conduct meetings by telephone, video conference or other electronic means.

### 8.2 Adequate and sufficient debate; and voting

- a) Adequate debate is required where a matter is contentious in nature. In such a case, every member should be given an opportunity to participate in the debate.
- b) A Motion has been sufficiently debated if opposing views (where they exist) have been sufficiently put, not so much the number of those who have spoken but whether all minority opposing views have been put.
- c) Once the views put are representative of the views of all Members the debate would be regarded as sufficient.
- d) The votes at Council meetings shall be taken inclusive of the Chair or person presiding, but when there is an equality of votes, the Chair or person presiding shall have a casting vote as well as a deliberative vote.
- e) A member may take part and vote in a meeting of the Council in person or by using any technology that reasonably allows the member to hear and take part in the discussions as they happen and a member who participates in a meeting by any of these methods is taken to be present at the meeting.

### 8.3 Independent professional advice

Following consultation with the Chair, Council members may seek independent professional advice at the College's expense. Generally, this advice will be available to all Council members if the Chair considers the advice relevant for them to discharge their responsibilities as Council members.

### 8.4 Access to management

Following consultation with the Chair and Principal, Council members may seek a meeting, information or advice from management.

### 8.5 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the Council Secretary to each Council member and any other individual invited to attend, not less than forty-eight (48) hours before the meeting.

### 8.6 Confidentiality

Unless otherwise resolved by Council, all reports and documents provided to Council members are confidential.

## 8.7 Notice of Claim

A member of the Council must notify the Chair and the Principal in writing immediately after the member becomes aware of any circumstances or claim which could give rise to, or which could reasonably be expected to give rise to, a liability of the College.

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## 9 The Principal's performance review

The Principal's performance review will occur annually and will be undertaken by the Chair of the Council, and such other person(s) nominated by the Council. The process will aim to formally offer a time to reflect on the performance of the Principal and the responsibilities of the Principal.

In undertaking the review, the Chair and/or such other members of the Council as the Council determines will meet with the Principal and discuss the process of review to be undertaken, which may include the following:

- (a) a self-assessment by the Principal, which may include comment on specific areas nominated by the Chair;
- (b) an opportunity for individual Council members to offer feedback to the Chair or nominated person on the process undertaken and performance of the Principal;
- (c) an agreed process identified with the Principal relating to obtaining feedback from staff, students and/or the College community or other stakeholders for consideration within the process which may include Universities, parents or other stakeholders.

The outcome of the review process will include the following:

- (a) an identification of areas of strong performance by the Principal;
- (b) an identification of areas on which the Principal will seek to focus in the next period;
- (c) an identification of professional development needs or opportunities for the Principal;
- (d) a report to the Council on completion of the process, a summary of the key areas covered and feedback of the overall themes arising.

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10 Council's performance evaluation

The Council recognises the importance of regular reviews of its effectiveness and performance.

Annually the Council will review and evaluate:

- (a) performance, including against the requirements of this Charter;
- (b) the performance of its subcommittees; and
- (c) the performance of individual Council members,

against relevant indicators determined by the Council from time to time.

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11 Review of Charter

The Council is responsible for reviewing this Charter and the division of functions and responsibilities in the Council to determine its appropriateness to the needs of the College annually. The Charter may be amended by resolution of the Council.

The Council must not pass any special resolutions that amends this Charter and has a subsequent impact on the Governing Rules if passing it causes the College to no longer be a registered charity.

The Chair (or Chair's delegate) can make changes without Council approval to the Charter for purely administrative purposes, for example, to update dates or names. The Chair (or Chair's delegate) is to advise the Council of any administrative changes made.

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12 Interpretations

In the construction of the Governing Rules and this Council Charter, 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 (Tas);

- Council Charter means the document that specifies how the College Council is governed to champion the Rules;
  - College means Jane Franklin Hall Incorporated;
  - Council means the Council referred to in Rule 9;
  - Councillors means the 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;
  - Council Meetings means a meeting of the Council that is held from time to time to conduct the normal business proceedings of the Council.
  - General Meetings means an Annual General Meeting of the Council held under Rule 12 or Special General Meeting;
  - Members means the members of the Council;
  - Month means the calendar month, whole;
  - Notice includes all written communications to members;
  - Principal means the Principal of the College;
  - Public Officer means the person as described in the Act;
  - Rules means the Governing Rules for the time being of the Council;
  - Special General Meeting means a General Meeting other than the Annual General Meeting to address specific business that has arisen and which should not wait until the next AGM;
  - 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.
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