

Constitution of St Vincent de Paul Society (Canberra/Goulburn) Limited

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St Vincent de Paul Society (Canberra/Goulburn) Limited, ACN [Insert] (Company) Constitution

Company Limited by Guarantee

Preliminary

1. Definitions

In this Constitution:

Article means an article of this Constitution.

Attending Company Member means, in relation to a meeting of Company Members, the Company Member present at the place of the meeting, in person or by proxy or by attorney.

Board means the Directors of the Company from time to time.

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

CEO means the Chief Executive Officer of the Company (or in the absence of the position of CEO, the person in the position responsible for the operation and management of the Company's activities on a day to day basis).

Chairperson means the chairperson of the Board as described in Article 51 unless another person has been appointed to chair a meeting pursuant to Article 51 (in respect of a Board meeting) or Article 23 (in respect of a meeting of Company Members).

Company means St Vincent de Paul Society (Canberra/Goulburn) Limited, ACN [Insert].

Company Member means a person duly admitted to membership of the Company and whose name is entered in the Register as a member of the Company.

Company Secretary means a person appointed as, or to perform the duties of, secretary of the Company under the Corporations Act for the time being.

Conference has the meaning given to it in The Rule.

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

Deputy Chairperson means the person(s) appointed by the Board as Deputy Chairperson for a term to be determined by the Chairperson and as described in Article 52. A Deputy Chairperson's appointment ceases upon the election of a new Deputy Chairperson but does not cease on the election of a temporary Chairperson under Articles 23(b) or 52(c).

Director means a person who is, for the time being, a director of the Company.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for Legal Costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company

or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

National Council means the St Vincent de Paul Society National Council of Australia Incorporated.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

Qualified Director means an individual who in the opinion of the Directors:

- (a) has suitable qualifications or experience;
- (b) is considered suitable to support the objects of the Company; and
- (c) who is considered suitable to participate in the ministry of the Society, and

who is appointed in accordance with Article 37.

Regional Council has the meaning given to it in The Rule.

Regional Council President means the current elected Regional Council President who has been properly elected in accordance with The Rule.

Register means the register of Company Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register.

Relevant Officer means a person who is, or has been, a Director or Company Secretary.

Secretary means the person appointed by the Chairperson as Secretary for a term to be determined by the Chairperson. The Secretary's appointment ceases upon the election of a new Chairperson but does not cease on the election of a temporary Chairperson under Articles 23(b) or 51(c).

Society means the unincorporated association known as the St Vincent de Paul Society in Australia established under The Rule.

Society in Canberra/Goulburn means that part of the Society that operates in the Catholic Archdiocese of Canberra/Goulburn.

Society Member means a person admitted as a member of the Society in Canberra/Goulburn and may include, but need not necessarily be, a Company Member.

Spiritual Advisor A Spiritual Adviser can be appointed by the Board to support the Board with spiritual direction, reflections and guidance on prayers. A Spiritual Adviser is not a Director of the Board.

Territory Council has the meaning given to it in The Rule.

Territory Council President means the current elected president of the Society in Canberra/Goulburn who has been properly elected in accordance with Part III, Article 11 (Council Presidents - Election) of The Rule by secret vote of the members of the Council or a provisional President appointed by the National Council following the annulment of a member as President pursuant to Article 19 of The Rule and all subsequently duly appointed presidents.

The Rule means The Rule of St Vincent de Paul Society in Australia and includes any amendment of it, substitution for it or any other statute, regulation or article made or issued under it.

Treasurer means the person appointed by the Territory Council President under The Rule as Treasurer for a term to be determined by the President.

Twinned means a direct link between conferences or councils formed to assist other conferences or councils in need, as described in The Rule.

Vice President means the persons appointed by the Territory Council President in accordance with The Rule, as a Vice President.

2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form, including electronic communications;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Company.
- (c) Subject to Articles 3(d) to 3(f), the Company has all the powers of a natural person.
- (d) The Company does not have the power to issue shares.
- (e) The powers of the Company are ancillary to the objects of the Company and must be exercised only to pursue the objects of the Company.
- (f) The powers of the Company must be exercised in accordance with all applicable laws.

4. Enforcement

- (a) Each Company Member submits to the non-exclusive jurisdiction of the courts of Australian Capital Territory, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

Objects

5. Objects of the Company

- (a) The Company is a Catholic, benevolent and charitable organisation. The objects of the Company are to:
 - (i) To facilitate the spiritual life of Society Members by sharing their skills and talents on a person to person basis with those in need, and encouraging them to take control of their own future, while:
 - A. recognising the principle of subsidiarity as a key element of the Society's mission;
 - B. supporting the spiritual life of Society Members while recognising the Society's values include that Catholic social teachings underpin the work undertaken by other Society Members;
 - C. supporting the Conference, Regional Council and Territory Council bodies both financially and administratively in carrying out the ministry of the Society.
 - (ii) To assist in carrying out the mission of the Society which is to directly relieve suffering or deprivation of those in need and to promote human dignity and personal integrity.
 - (iii) Seek to cooperate in shaping a more just, compassionate Australia and to share the Company's resources with our Twinned countries.
 - (iv) Work with and assist people in need whilst respecting their dignity, share our hope and encourage them to take control of their own future.
 - (v) Promote informed discussion on the plight of those in need and to advocate improved services and facilities for them.
 - (vi) Liaise with and share resources with other charitable and benevolent organisations with the objective of assisting those people in need.
- (b) Political neutrality
 - (i) The Company must not identify itself in any way whatsoever with any political party or take part in the activities of any such party. The

Company funds must not be used for any party political purpose which includes purposes listed in any legislation in Australia about making political donations.

- (ii) The Company must, when it considers appropriate to do so, make representations to political parties to further the interests of its clients, those in need of assistance and charity.

Income and property

6. Application of income and property

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Company Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
 - (i) reasonable and proper remuneration to any Company Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Company Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (iii) reasonable and proper rent or fees to a Company Member for premises leased or licensed by any Company Member to the Company;
 - (iv) money to any Company Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (v) interest to a Company Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Company Member; or
 - (vi) an amount pursuant to Article 59.
- (c) The Company must not pay fees to or on behalf of Directors or a Company Secretary but the Company may make payments to a Director or Company Secretary or in good faith for:
 - (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Company Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
 - (ii) money to any Director or Company Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

- (iii) any salary or wage due to the Director or Company Secretary as an employee of the Company where the terms of employment have been approved by the Board;
- (iv) an insurance premium in respect of a contract insuring a Director or Company Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
- (v) any payment pursuant to Article 44(a), 44(c) or 44(d) or a payment pursuant to any agreement or deed referred to in Article 44(e).

Accounts, audits and records

7. Accounts, audits and records

- (a) Notwithstanding anything in the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act.
- (b) The Directors must distribute copies of every financial statement (including every documents required by law to be attached to it) as required by the Corporations Act.
- (c) A registered company auditor must be appointed.
- (d) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- (e) The Directors, or the Company by a resolution passed at a general meeting, may authorise a Company Member to inspect the books of the Company.
- (f) A Company Member other than a Director in their capacity as a Director, does not have the right to inspect any document of the Company, other than the minute books for meetings of the Company Members, except as provided by law or authorised by the Directors of by the Company in a general meeting.
- (g) Directors have the right of inspection and access provided under the Corporations Act.
- (h) Except as provided by the Corporations Act and this Constitution, no Company Member, other than a Director in their capacity as a Director, is entitled to require or receive any information concerning the business of the Company or any other confidential information of or used by the Company.

Liability of Company Members

8. Extent of liability

Each Company Member undertakes to contribute an amount not exceeding \$2.00 to the property of the Company if the Company is wound up at a time when that person is a Company Member, or within one year of the time that person ceased to be a Company Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Company Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

Membership

9. Number of Company Members and Register of Company Members

- (a) The number of Company Members of the Company is limited by the number of eligible Company Members appointed in accordance with Article 10(a).
- (b) The Register must be kept in accordance with the Corporations Act.

10. Appointment as a Company Member

- (a) In accordance with The Rule (including the relevant meanings of the below positions as defined in The Rule), each of the following persons:
 - (i) Territory Council President;
 - (ii) Territory Council Vice Presidents;
 - (iii) Treasurer; and
 - (iv) Regional Council Presidents;are eligible to be appointed as a Company Member.
- (b) As a condition precedent to appointment as a Company Member, each eligible Company Member must:
 - (i) agree to become a Company Member;
 - (ii) agree to assume liability on winding up of the Company in accordance with Article 8; and
 - (iii) notify the Secretary of their intention to be registered onto the Company's register of Company Members, in writing.
- (c) Subject to Article 10(b):
 - (i) an eligible Company Member will be deemed to have become a Company Member on the date of their registration onto the Company's register of Company Members; and
 - (ii) the Company Secretary will promptly notify each Company Member of the date of their appointment as a Company Member on the Company's register of Company Members.

11. No transfers

The rights of being a Company Member are not transferable whether by operation of law or otherwise.

12. Class rights

- (a) Subject to the Corporations Act and the rights of a particular class of Company Members, the Company may vary or cancel rights of Company Members in that class:

- (i) by a special resolution passed at a meeting of the Company Members included in that class; or
 - (ii) with the written consent of Company Members who are entitled to at least 75% of the votes that may be cast by Company Members included in that class.
- (b) Article 36 applies to a meeting held pursuant to Article 12(a)(i).

Cessation of Company membership

13. Resignation of a Company Member

- (a) Subject to Article 13(b), a Company Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Company Member takes effect immediately on the giving of that notice to the Company.
- (b) If there is only one Company Member and the Company Member gives proper notice of resignation or on the same day all of the Company Members give proper notice of resignation, the notice or notices will be ineffective and the Company Member or Company Members cannot resign until either another person is appointed as a Company Member or the Company is wound up.
- (c) If a Company Member resigns, the Company must remove the Company Member's name from the Register.

14. Expulsion of a Company Member

- (a) Subject to Article 14(b), if:
 - (i) a Company Member is in breach of a provision of this Constitution or The Rule or any lawful order or direction of the Board or any annual general meeting of the Company or an extraordinary meeting of Company Members; or
 - (ii) any act or omission of a Company Member is, in the opinion of the Board, unbecoming of a Company Member, or prejudicial to the interests or reputation of the Company,

the Board may suspend or expel the Company Member by a resolution of the Board and remove the Company Member's name from the Register.
- (b) The Board must not expel a Company Member pursuant to Article 14(a) unless:
 - (i) at least 5 Business Days' notice has been given to the Company Member stating the date, time and place at which the question of expulsion of that Company Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
 - (ii) the affected Company Member is given the opportunity of explaining to the Board, orally or in writing, why the Company Member should not be expelled.

15. Other cessation events

- (a) If a Company Member:
 - (i) ceases to be actively involved as a Company Member as determined in accordance with Article 15(b); or

- (ii) dies or becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health,

the Company Member ceases to be a member of the Company from:

- (iii) in the case of Article 15(a)(i) the date of the relevant Board resolution; and
- (iv) in the case of Article 15(a)(ii) the date:
 - A. of death of the Company Member; or
 - B. by which the Company Member is declared bankrupt; or
 - C. by which the Company Secretary is informed in writing:
 - 1) that the Company Member has become of unsound mind; or
 - 2) that a Company Member's property is liable to be dealt with pursuant to a law about mental health,

and the Company may remove the Company Member's name from the Register.

- (b) For the purposes of Article 15(a)(i) a Company Member ceases to be actively involved as a Company Member if the Board resolves, in its sole opinion, that the Company Member has ceased to be actively involved as a Company Member.

16. Discipline of Company Members

- (a) Where the Directors are of the opinion that a Company Member:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution or The Rule; or
 - (ii) has acted in a manner prejudicial to the reputation or interests of the Company,

the Directors may, by resolution ("initial resolution"):

 - (iii) reprimand the Company Member;
 - (iv) suspend the Company Member from membership of the Company for a specified period; or
 - (v) expel the Company Member from the Company.
- (b) An initial resolution is of no effect unless it is confirmed at a meeting of Directors in accordance with the following clauses. For that purpose, the meeting of the Directors must be held not earlier than 14 days and not later than 28 days after service of the notice on the Company Member.
- (c) The Company Secretary must, as soon as practicable following the passing of an initial resolution, cause a notice in writing to be served on the Company Member. The notice must:
 - (i) set out the initial resolution of the Directors and the grounds on which it is based;

- (ii) state that the Company Member may personally address the Directors at the meeting of the Directors to be held not earlier than 14 days and not later than 28 days after the notice is served;
 - (iii) state the date, place and time of that meeting of the Directors; and
 - (iv) inform the Company Member that the Company Member may submit to the Directors at or prior to the date of that meeting written representations relating to that resolution and speak to the representations.
- (d) At the meeting of the Directors, the Directors must:
- (i) give to the Company Member an opportunity to speak to the written representations;
 - (ii) give due consideration to any written representations submitted to the Directors by the Company Member at or prior to the meeting; and
 - (iii) by resolution ("final resolution") confirm, vary or revoke the initial resolution.
- (e) The final resolution may take effect immediately, after any period of time or only on conditions specified in the final resolution.
- (f) There is no right of appeal against the final resolution of the Directors.
- (g) The Company Secretary must, within 7 days after the passing of the final resolution, by notice in writing, inform the Company Member of the fact and that there is no right of appeal under this Constitution.

17. Effect of cessation

- (a) A person who ceases to be a Company Member:
- (i) remains liable to pay, and must immediately pay, to the Company all amounts that at the date of cessation were payable by the person to the Company as a Company Member; and
 - (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 17.

Proceedings of Company Members

18. Written resolutions of Company Members

While the Company has only one Company Member, the Company may pass a resolution by that Company Member signing a record in writing of that resolution.

19. Calling meetings of Company Members

- (a) The Company may by resolution of the Board call a meeting of Company Members to be held at the time and place (including 2 or more venues using technology which gives Attending Company Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.

- (b) No Company Member may call or arrange to hold a meeting of Company Members except where permitted by the Corporations Act.

20. Notice of meetings of Company Members

- (a) Where the Company has called a meeting of Company Members, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (b) At least 21 days' notice of a general meeting must be given individually to each Company Member entitled to vote at the meeting, each Director, including each Qualified Director, the CEO and the auditor of the Company.
- (c) A person may waive notice of any meeting of Company Members by written notice to the Company.
- (d) A person who has not duly received notice of a meeting of Company Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
- (e) A person's attendance at a meeting of Company Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (f) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Company Members is not invalid because a person does not receive notice of the meeting and/or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

21. Business of meetings

Except with the approval of the Board, with the permission of the Chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Company Members:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 20(a)); or
- (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Company Members to inspect or obtain.

22. Quorum

- (a) No business may be transacted at a meeting of Company Members except, subject to Article 23, the election of the Chairperson of the meeting unless a quorum for a meeting of Company Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Company Members is 4 Attending Company Members entitled to vote on a resolution at that meeting or if only one Company Member is entitled to vote at that meeting, then that person (or an Attending Company Member representing that person). Each individual present may only be counted once towards a quorum. If a Company Member has appointed more than one proxy or attorney, only one of them may be counted towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Company Members, the meeting is dissolved

unless the Chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that Chairperson or the Board.

- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Company Members, the meeting is dissolved.

23. Chairperson of meetings of Company Members

- (a) Subject to Articles 23(b) and 23(c), the Chairperson of the Board must chair each meeting of Company Members.
- (b) If there is a Deputy Chairperson under Article 51, the Deputy Chairperson will chair each meeting of Company Members at which the Chairperson is absent. If at a meeting of Company Members:
- (i) there is no Chairperson of the Board or Deputy Chairperson; or
 - (ii) the Chairperson or Deputy Chairperson is not present within 15 minutes after the time appointed for the commencement of a meeting of Company Members or is not willing to chair all or part of the meeting,
- the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Company Members may elect one of their number, to chair that meeting.
- (c) A Chairperson of a meeting of Company Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the Chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

24. Conduct of meetings of Company Members

- (a) Subject to the Corporations Act, the Chairperson of a meeting of Company Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The Chairperson of a meeting of Company Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The Chairperson of a meeting of Company Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The Chairperson of a meeting of Company Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (e) The Chairperson of a meeting of Company Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The Chairperson of a meeting of Company Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.

- (g) The Chairperson of a meeting of Company Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
- (i) in the opinion of the Chairperson, is not complying with the reasonable directions of the Chairperson;
 - (ii) has any audio or visual recording or broadcasting device;
 - (iii) has a placard or banner;
 - (iv) has an article the Chairperson considers to be dangerous, offensive or liable to cause disruption;
 - (v) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
 - (vi) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
 - (vii) is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting.
- (h) If the Chairperson of a meeting of Company Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the Chairperson may nominate a separate meeting place using any technology that gives Attending Company Members as a whole a reasonable opportunity to participate.
- (i) The Chairperson of a meeting of Company Members may delegate any power conferred by this Article 24 to any person.
- (j) Nothing contained in this Article 24 limits the powers conferred by law on the Chairperson of a meeting of Company Members.

25. Attendance at meeting of Company Members

- (a) Subject to this Constitution and any rights and restrictions of a class of Company Members, a Company Member who is entitled to attend and cast a vote at a meeting of Company Members, may attend and vote in person or by proxy or by attorney.
- (b) The Chairperson of a meeting of Company Members may require a person acting as a proxy or attorney at that meeting to establish to the Chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the Chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Company Members and all meetings of a class of Company Members and is entitled to speak at those meetings. Directors who are also Company Members have the right to vote.
- (d) A person requested by the Board to attend a meeting of Company Members or a meeting of a class of Company Members is, regardless of whether that person is a Company Member or not, entitled to attend that meeting and, at the request of the Chairperson of the meeting, is entitled to speak at that meeting.

26. Authority of Attending Company Members

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Company Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Company Member to which the appointment relates, as the appointing Company Member would have had if that Company Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Company Member, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the Chairperson of the meeting of Company Members to which the appointment relates, to vacate the chair or to adjourn the meeting,even though the appointment may refer to specific resolutions and may direct the proxy or attorney how to vote on particular resolutions.
- (c) Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Company Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

27. Multiple appointments

- (a) If more than one attorney appointed by a Company Member is present at a meeting of Company Members and the Company has not received notice of any revocation of any of the appointments:
 - (i) an attorney appointed to act at that particular meeting may act to the exclusion of an attorney appointed pursuant to a standing appointment; and
 - (ii) subject to Article 27(a)(i), an attorney appointed pursuant to the most recent appointment may act to the exclusion of an attorney appointed earlier in time.
- (b) An appointment of a proxy of a Company Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Company Members) if the Company receives a further appointment of a proxy from that Company Member which would result in there being more than one proxy of that Company Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 27(b).
- (c) The appointment of a proxy for a Company Member is not revoked by an attorney for that Company Member attending and taking part in a meeting of Company Members to which the appointment relates, but if that attorney votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Company Member's proxy on that resolution.

28. Voting at meeting of Company Members

- (a) As far as possible, resolutions are to be made by consensus after the necessary prayer, reflection and consultation required by The Rule. If a vote is required, a

resolution put to the vote at a meeting of Company Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 31 and that demand is not withdrawn.

- (b) A proxy is not entitled to vote on a show of hands. However, a proxy may make or join in a demand for a poll. A poll must be demanded in accordance with Article 31.
- (c) The Board may determine that Company Members entitled to attend and vote at a meeting of Company Members or at a meeting of a class of Company Members may vote at that meeting without an Attending Company Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 28(c) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Company Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Company Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Company Members, a direct vote cast by an eligible Company Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.
- (d) Subject to this Constitution and any rights or restrictions of a class of Company Members, on a show of hands at a meeting of Company Members, each Attending Company Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (e) Subject to this Constitution and any rights or restrictions of a class of Company Members, on a poll at a meeting of Company Members, each Attending Company Member having the right to vote on the resolution has one vote for each Company Member that the Attending Company Member represents.
- (f) Subject to this Constitution and any rights or restrictions of a class of Company Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Company Members on any resolution to be put at a meeting of Company Members, each Company Member having a right to vote on the resolution has one vote.
- (g) An objection to a right to vote at a meeting of Company Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 28(g) must be decided by the Chairperson of the meeting of Company Members, whose decision, made in good faith, is final and conclusive.
- (h) Except where a resolution at a meeting of Company Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Company Members entitled to vote in favour on the resolution than against it.
- (i) In the case of an equality of votes on a resolution at a meeting of Company Members, the Chairperson of that meeting does not have a casting vote on that resolution.
- (j) Unless a poll is demanded and the demand is not withdrawn, a determination by the Chairperson of a meeting of Company Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

29. Voting by representatives

- (a) The parent or guardian of a Company Member who is a minor may vote at a meeting of Company Members upon production of any evidence of the relationship or of the appointment of the guardian as the Board may require and any vote so

made by the parent or guardian of a Company Member who is a minor must be accepted to the exclusion of the vote of the Company Member who is a minor.

- (b) The validity of any resolution passed at a meeting of Company Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Company Member.
- (c) If a proxy of a Company Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Company Member to cast in a given way must be treated as cast in that way.
- (d) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Company Members by a person appointed by a Company Member as a proxy or attorney is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company before the time appointed for the commencement of that meeting.

30. Restrictions on voting rights

- (a) The authority of a proxy or attorney for a Company Member to speak or vote at a meeting of Company Members to which the authority relates is suspended while the Company Member is present in person at that meeting.
- (b) An Attending Company Member is not entitled to vote on a resolution at a meeting of Company Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (c) The Company must disregard any vote on a resolution at a meeting of Company Members purported to be cast by an Attending Company Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 30(c) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the Chairperson of that meeting.

31. Polls

- (a) A poll on a resolution at a meeting of Company Members may be demanded by:
 - (i) at least two (2) Company Members entitled to vote on the resolution (note that a proxy may make or join in the demand for a poll); or
 - (ii) the Chairperson of that meeting.
- (b) No poll may be demanded at a meeting of Company Members on:
 - (i) the election of a Chairperson of that meeting; or
 - (ii) the adjournment of that meeting, unless the Chairperson of the meeting otherwise determines.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Company Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Company Members must be taken in the manner and at the time and place the Chairperson of the meeting directs.

- (e) The result of a poll demanded on a resolution of a meeting of Company Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Company Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

32. Proxies

- (a) A Company Member who is entitled to attend and vote at a meeting of Company Members may appoint a person as proxy to attend and vote for the Company Member in accordance with the Corporations Act, and, where relevant, the *Corporations Regulations 2001*, but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Company Member on the basis and subject to the restrictions provided in this Constitution and the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Company Member is not filled in, the proxy of that Company Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Company Member does not choose; or
 - (ii) if no person is so specified, the Chairperson of that meeting.

33. Receipt of appointments

- (a) An appointment of proxy or attorney for a meeting of Company Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Company Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Company Member and received by the Company if the requirements set out in the notice of meeting are complied with.

34. Adjournments

- (a) The Chairperson of a meeting of Company Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chairperson.
- (b) If the Chairperson of a meeting of Company Members exercises the right to adjourn that meeting pursuant to Article 34(a), the Chairperson may (but is not obliged to) obtain the approval of Attending Company Members to the adjournment.
- (c) The Chairperson must adjourn a general meeting if the Company Members present with a majority of votes at the meeting agree, or direct that the Chairperson must do so.

- (d) No person other than the Chairperson of a meeting of Company Members may adjourn that meeting.
- (e) Subject to Article 34(f), the Company may give such notice of a meeting of Company Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Company Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (f) When a meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given in accordance with Article 20(b).
- (g) Only business left unfinished is to be transacted at a meeting of Company Members which is resumed after an adjournment.

35. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Company Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 35(a) does not apply to a meeting called in accordance with the Corporations Act by Company Members or by the Board on the request of Company Members, unless those Company Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Company Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Company Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Company Members, the holding of which is postponed, is the business specified in the original notice calling the meeting.

36. Meetings of a class of Company Members

All the provisions of this Constitution relating to a meeting of Company Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Company Members required to be held pursuant to this Constitution or the Corporations Act except that:

- (a) a quorum is 2 Attending Company Members who are (or whose Company Member that they represent are) Company Members of that class of Company Members, or if only one person is a Company Member of that class of Company Members, that person (or an Attending Company Member representing that person); and
- (b) any Attending Company Member who is (or whose Company Member that they represent is) a Company Member of that class of Company Members may demand a poll.

Directors

37. Appointment of Directors

- (a) The number of Directors must be not less than 3 and is limited to the total number of persons who are eligible to be appointed as Directors in accordance with Article 37(b).
- (b) Subject to Article 38, Article 39 and Article 44, the Board will comprise of the persons in the following positions (in accordance with their relevant meanings in The Rule):
 - (i) Territory Council President;
 - (ii) Vice President Conference;
 - (iii) Territory Council Treasurer;
 - (iv) Vice President Youth;
 - (v) One other Territory Council Member; and
 - (vi) 2 Qualified Directors, if appointed by the Chairperson following a resolution of the Board.
- (c) The Territory Council President and Treasurer cannot be the same person or be related, in accordance with The Rule.
- (d) Other than Qualified Directors, Directors must be Company Members.
- (e) A Qualified Director is not required to be a Society Member or a Company Member.
- (f) Subject to Article 37(a) and Article 37(b), the Company may by ordinary resolution appoint any person as a Director.
- (g) The Directors are not to be paid any remuneration by the Company.
- (h) The expression "remuneration" in Article 37(g) does not include any amount which may be paid by the Company under Articles 37(j) and 37(k) below.
- (i) The expression "remuneration" in Article 37(g) also does not include any tools of trade that may be provided by the Company to enable Directors to conduct their work. Tools of trade include, without limitation, laptops, mobile phones and cars, as determined by the Company.
- (j) With the approval of the Directors, the Company may pay the travelling and other expenses of Directors that they properly incur:
 - (i) in attending meetings of Directions or any meeting of committees of Directors;
 - (ii) in attending any general meetings of the Company; and
 - (iii) in connection with the business of the Company.
- (k) Subject to the Corporations Act, any Director called upon to:
 - (i) perform extra services; or
 - (ii) undertake any executive or other work for the Company beyond his or her general duties,

may be remunerated either by a fixed sum or a salary as determined by the Directors.

- (l) A Director must ensure that the requirements of the Corporations Act are complied with in relation to any financial benefit given by the Company to the Director or to any other related party of the Director.
- (m) The Company must not make loans to Directors or provide guarantees or security for obligations undertaken by Directors, except as may be permitted by the Corporations Act.

38. Retirement of Directors and Cessation of Office

- (a) Subject to Article 39:
 - (i) the Directors (other than Qualified Directors) will hold office as Directors for as long as they hold the requisite position under The Rule as specified in Article 37. Where Directors (other than Qualified Directors) cease to hold a requisite position under The Rule (and thus cease to hold office as a Director) and are subsequently re-appointed to a requisite position under The Rule, they are eligible for reappointment as a Director, subject to the restrictions of The Rule; and
 - (ii) the Qualified Directors are appointed for a term of 2 years. At the conclusion of their term, Qualified Directors are eligible for reappointment as a Qualified Director but a Qualified Director who has been a Qualified Director for 6 consecutive years is not eligible for reappointment until after the second anniversary of the date on which they had been a Qualified Director for 6 consecutive years.
- (b) A Director who retires at a meeting because they no longer hold the requisite position under The Rule holds office as a Director until the end of the meeting at which the Director retires. A retired Director is eligible for re-election subject to The Rule.
- (c) Notwithstanding any other Article of this Constitution, on the retirement of the Territory Council President from the Board, the outgoing Territory Council President will become an advisor to the Board for a period of 12 months following their retirement date. For the avoidance of doubt, a person in the position of adviser to the Board will not be conferred upon with the powers set out in Article 46.

39. Termination of office

- (a) A person ceases to be a Director if the person:
 - (i) fails to attend 3 consecutive Board meetings without the consent of the Board;
 - (ii) resigns by notice in writing to the Company;
 - (iii) retires pursuant to Article 38 and is not re-elected;
 - (iv) is removed from office pursuant to the Corporations Act (including in accordance with Article 40(a)(ii));
 - (v) is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be an employee of the Company or of a related body corporate of the Company;
 - (vi) becomes an insolvent under administration;

- (vii) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
 - (viii) dies;
 - (ix) fails to hold the requisite position under The Rule as specified in Article 37;
 - (x) is removed from office by the National Council; or
 - (xi) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.
- (b) Subject to the Corporations Act, a resolution passed by the National Council in a general meeting to terminate the appointment of a Director from the Company takes effect immediately from the time the resolution is passed.

40. General right to appoint and remove Directors

- (a) The Company Members present at a general meeting may by resolution:
- (i) subject to the eligibility requirements set out under Article 37, appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, provided that the number of Directors does not exceed the maximum number determined under Article 37(b); and
 - (ii) remove any Director from office.
- (b) Subject to the Corporations Act and Article 44, the Board may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the Board, provided that the number of Directors does not exceed the maximum number determined under Article 37(b) and that at all times a majority of the persons constituting the Board shall be Society Members. Any Director appointed under this Article may hold office only until the end of the next annual general meeting of the Company.

41. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
- (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.

- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act. Sections 191 and 192 of the Corporations Act apply.
- (d) If a Director has an interest in a matter, then subject to Article 41(c), Article 41(e) and this Constitution:
 - (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (e) Nothing in Article 41(d) affects the duties of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of Directors the fact and nature, character and extent of the conflict; or
 - (ii) to comply with Article 41(b).

Officers

42. CEO

- (a) The Chairperson, after consultation with the Board, may appoint a person as CEO of the Company, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Chairperson resolves. Subject to any agreement between the Company and the CEO, the Chairperson (in consultation with the Board) may vary or terminate the appointment of a CEO at any time, with or without cause.
- (b) The Board may delegate any of its powers to a CEO for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to a CEO.
- (c) A CEO must exercise the powers delegated to him or her in accordance with any directions of the Board.

43. Company Secretary

- (a) The Chairperson, after consultation with the Board may appoint a Company Secretary, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Chairperson resolves. Subject to any agreement between the Company and the Company Secretary, the Chairperson (in consultation with the Board) may vary or terminate the appointment of a Company Secretary at any time,

with or without cause. The Company Secretary's appointment ceases upon the election of a new Chairperson unless reappointed by the new Chairperson.

44. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 44(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,
 a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Powers of the Board

45. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.

- (b) Subject to Articles 3(c) to 3(f), the Board may exercise all the powers of the Company to:
- (i) borrow, receive, invite or raise money;
 - (ii) charge any property or business of the Company;
 - (iii) arrange the payment or repayment of any amount payable by the Company;
 - (iv) issue debentures or give any other security for a debt, liability or obligation of the Company or any other person; and
 - (v) liaise with and share resources with other charitable and benevolent organisations with the objective of assisting those people in need.
- (c) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 50, a resolution passed by signing a document in accordance with Article 49, or in accordance with a delegation of the power pursuant to Article 42, 47 or 48. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 42, 47 or 48.

46. Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Company Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director (other than a Qualified Director) and either another Director (other than a Qualified Director), a Company Secretary, or another person appointed by the Board for that purpose including under a power of attorney.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

47. Committees and delegates

- (a) The Board may appoint advisory committees to assist the Board.
- (b) Subject to Article 47(g), the Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) The exercise of the power by a delegate is as effective as if the Board had exercised it.
- (e) Subject to the terms of appointment or reference of a committee, Article 50 applies with the necessary changes to meetings and resolutions of a committee of the Board.

- (f) The quorum and chairperson for any meeting of any committee will be determined by the Board.
- (g) The Directors must not delegate the following powers:
 - (i) the appointment of the CEO or revoking or varying the terms of the CEO's appointment (Article 42);
 - (ii) the right to delegate and the approval of the Company's schedule of delegations;
 - (iii) the approval of the Company's vision, mission, purpose and strategy;
 - (iv) the appointment of the Company Secretary (Article 43);
 - (v) the appointment of the Treasurer (Article 44);
 - (vi) the appointment of the Company's external auditors;
 - (vii) the approval of the Company's financial statements;
 - (viii) the approval of the Company's annual report;
 - (ix) the approval of the Company's strategic plan;
 - (x) the determination of the Company's risk appetite and risk strategy; and
 - (xi) the appointment of Qualified Directors (Article 37).

48. Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

Proceedings of Directors

49. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution (which may include by email) is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document (which may be conducted by email).
- (b) A resolution pursuant to Article 49(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission, email or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 49(a) and is taken to be signed when received by the Company in legible form.

50. Board Meetings

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least 4 times per year.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Company Secretary of the Company must call a meeting of the Directors.
- (c) Notice of a Board meeting together with a meeting agenda must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (d) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because a person does not receive notice of the meeting and/or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
 - (i) telephone;
 - (ii) video;
 - (iii) any other technology which permits each Director to communicate with every other participating Director; or
 - (iv) any combination of these technologies.

A Director may withdraw the consent given pursuant to this Article 50(g) in accordance with the Corporations Act.
- (h) If a Board meeting is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the Chairperson of the meeting that the Director is discontinuing his or her participation in the meeting;
 - (ii) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting;
 - (iii) at the commencement of the meeting, each Director must announce his or her presence to all the other Directors taking part in the meeting; and
 - (iv) the Chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (i) If the Company Secretary is not present at the technology meeting, one of the Directors present or another person nominated by them present at the meeting must take minutes of the meeting.

- (j) Until otherwise determined by the Board, a quorum for a Board meeting is 50% of Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting.
- (k) If a quorum is not present within 30 minutes after the time for the meeting, the meeting is adjourned to the same day in the next week at the same time and place, or to another day, time and place the Board resolves. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the Directors present will constitute a quorum.
- (l) No business may be transacted at any meeting of Directors unless a quorum is present.
- (m) If agreed by the Board, observers may be invited to attend a Board meeting. Any observers invited to attend a Board meeting will not be entitled to vote on any matters arising at that Board meeting.

51. Chairperson of the Board

- (a) Subject to Article 51(b) and Article 51(c) the then current Territory Council President (within the meaning of The Rule) will act as Chairperson of the Board (**Acting Chairperson**) until a Chairperson (**Chairperson**) is elected by the members of the Board and must chair each Board meeting.
- (b) By way of resolution and in accordance with Article 52, the Board will appoint the Deputy Chairperson who, in the absence of the Chairperson at a Board meeting, may exercise all the powers and authorities of the Chairperson. If:
 - (i) the Chairperson is not present within 30 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting; or
 - (ii) the Chairperson is not present within 30 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,
 the Deputy Chairperson will chair the meeting.
- (c) If at a Board meeting:
 - (i) the Chairperson and Deputy Chairperson are not present within 30 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting; or
 - (ii) the Chairperson and Deputy Chairperson are not present within 30 minutes after the time appointed for the holding of a Board meeting or are not willing to chair all or part of that meeting,
 the Directors present must elect one of their number to chair that meeting or part of the meeting.
- (d) Subject to Article 38(c), a person does not cease to be a chairperson of the Board if that person retires as a Director at a meeting of Company Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).

52. Board resolutions

- (a) As far as possible, resolutions are to be made by consensus after the necessary prayer, reflection and consultation as required by The Rule. If a vote is required, a resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.

- (b) Subject to Article 41 and this Article 52, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the Chairperson of that meeting has a casting vote on that resolution in addition to any vote the Chairperson has in his or her capacity as a Director in respect of that resolution, provided that the Chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

53. Valid proceedings

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director or the Company Secretary is not invalidated by:
 - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (ii) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Company Members.

Notices

54. Notices to Company Members

- (a) The Company may give Notice to a Company Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Company Member or person;
 - (ii) delivering it or sending it by post to the address of the Company Member in the Register or the alternative address (if any) nominated by that Company Member for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Company Member or person for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Company Member of the notice's availability by an electronic means nominated by the Company Member for that purpose; or
 - (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Company Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Company Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

55. Notice to Directors

The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

56. Notice to the Company

A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

57. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 54(a)(iv) is taken to be given on the day after the date on which the Company Member is notified that the Notice is available.
- (d) A certificate by a Director or Company Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

58. Notice requirements

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

Winding up

59. Winding up

- (a) On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Company Members, but must be given or transferred to the National Council provided the National Council supports the same objects as the Company as its successor and in the event the National Council is unwilling or unable to accept to:
- (i) one or more bodies corporate, associations or institutions (whether or not a Company Member or Company Members) selected by the Company Members by resolution at or before the dissolution of the Company:
 - A. having object similar to the objects of the Company; and
 - B. whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 6; or
 - (ii) if there are no bodies corporate, associations or institutions which meet the requirements of Article 59(a)(i), to one or more bodies corporate, associations or institutions (whether or not a Company Member or Company Members) selected by the Company Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts which are allowable deductions pursuant to the *Income Tax Assessment Act 1997* (Cth); or
 - (iii) if the Company Members do not make a selection pursuant to Article 59(a)(i) or 59(a)(ii) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 59(a)(i) or 59(a)(ii) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power; or
 - (iv) such institutions, bodies, entities or organisations endorsed as public benevolent institutions bodies, entities or organisations being approved by the National Council.
- (b) The Company will resolve to voluntarily wind up if served with a Notice from the National Council requesting it to do so.

Dispute Resolution

60. Dispute Resolution Procedure

- (a) If a Company Member or Director has a grievance with the Board, the Company Member or Director may attempt to resolve the issue through its own efforts or may seek the assistance of the Spiritual Advisor who will provide confidential guidance to assist in the resolution of the Company Member's or Director's grievance.
- (b) If an informal attempt to resolve the grievance is unsuccessful, the Company Member or Director may request an investigation into the grievance, which process will involve:
- (i) a person appointed by the Board or the Chairperson speaking to the Company Member or Director who has made the complaint and any witnesses it considers appropriate;

- (ii) the Company Member or Director will be given the opportunity to put forward their version of the events and relevant information will be gathered for consideration;
 - (iii) the person appointed by the Board or Chairperson will consider that available information and will make a determination as promptly as possible, following which the person appointed by the Board and/or Chairperson will communicate the decision to the Company Member or Director concerned and follow up with any necessary action.
- (c) Any grievances will be treated seriously in accordance with the following guidelines:
- (i) the matter will be treated with the utmost confidentiality; and
 - (ii) all investigations into grievances will be processed as quickly as possible without compromising the investigation itself.
- (d) Disputes between Company Members (in their capacity as Company Members) will be referred to the Board which will take steps to resolve the dispute.
- (e) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within 60 days after it is referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (f) Failing agreement by the parties to the appointment of a mediator within 14 days after a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator will be made by the Board.
- (g) The Company will bear the costs of the dispute.
- (h) At least 7 days before a mediation session established by a mediator appointed pursuant to this Article 60 is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator. The parties to the dispute are to attempt in good faith to settle the dispute by mediation.

Communication with Society Members

61. Reporting and Meeting with Society Members

- (a) The Board is required to report not less than once per year to Society Members regarding the activities of the Company.
- (b) Following the report required in Article 61(a), the Board is to arrange a meeting whereby the Board offers to Society Members the opportunity to raise any issues they think fit regarding the Company, its mission and its purpose.
- (c) A meeting with Society Members may be held using telephone or, if consented to by all Directors, other technology.
- (d) The following provisions apply to a technology meeting:
 - (i) each of the Society Members taking part in the meeting must be able to hear and be heard by each of the other people taking part in the meeting; and
 - (ii) to the extent that time permits, at the commencement of the meeting, each Society Member must announce his or her presence to the other people taking part in the meeting.

- (e) A Society Member must notify the Chairperson before leaving a technology meeting by disconnecting his or her link to the meeting.
- (f) If the Company Secretary is not present at the technology meeting with Society Members, one of the Directors present or another person nominated by them and present at the meeting must take minutes of the meeting,

Constitution

62. Constitution and periodic review

- (a) A special resolution to modify or repeal this Constitution does not have effect unless and until the special resolution is approved by the Directors and the National Council.
- (b) A special resolution to modify or repeal this Constitution does not have effect unless and until the special resolution is approved by the Directors and the National Council as being consistent with The Rule.
- (c) No amendment, variation, modification or alteration of The Rule varies this Constitution until this Constitution is varied by a special resolution in accordance with the Corporations Act.

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