



Constitution

Parties AUSTRALIAN CATHOLIC SAFEGUARDING LIMITED (ACN 616 062 714)
A Company Limited by Guarantee

Date 18 October 2022

Professor The Hon. Michael Lavarch AO

Table of Contents

1.	Name of Company	1
2.	Type of Company	1
3.	Limited Liability of Members	1
4.	Definitions and Interpretation.....	2
5.	Objects and Powers.....	6
6.	Not-For-Profit	7
7.	Amending the Constitution	7
8.	Membership.....	7
9.	Member Representatives	8
10.	Register of Members.....	8
11.	When a Person Stops Being a Member	9
12.	Rights of Members.....	10
13.	Membership Entitlements Not Transferable	10
14.	Subscribers	10
15.	Application to be a Subscriber.....	11
16.	Entrance Fee and Subscriptions	11
	16.1 Members	11
	16.2 Subscribers	11
17.	Dispute Resolution	11
18.	Convening of General Meetings.....	12
19.	Annual General Meeting	13
20.	Notice of General Meetings	13
21.	Right of Non-Members to Attend General Meeting	14
22.	Quorum.....	14
23.	Members' Chair	15

24.	Chairperson's Casting Vote.....	15
25.	Adjournment of Meetings	16
26.	Circulating Resolution of Member Representatives	17
27.	How Voting Is Carried Out.....	17
28.	Polls	17
29.	Voting Rights	18
30.	Challenge to a Member Representative's Right to Vote	18
31.	Right to Appoint Proxies	18
32.	Appointing a Proxy	19
33.	Lodgement of Proxies.....	19
34.	Validity of Proxies.....	20
35.	Voting by Proxy.....	20
36.	Number of Directors	20
37.	Election and Appointment of Directors	20
38.	Appointment to fill casual vacancy.....	21
39.	Term of Office	21
40.	When a Director Stops Being a Director.....	22
41.	Negotiable Instruments	22
42.	Power of Directors	22
43.	Reserve Powers	23
44.	Corporate Review	23
45.	Delegation of Directors' Powers	24
46.	Committee of Directors.....	24
47.	Payments to Directors	24
48.	Chief Executive Officer.....	25
49.	Conflicts of Interest	25

50.	Duties of Directors	26
51.	When the Directors Meet	27
52.	Calling Board Meetings	27
53.	Using Technology to Hold Board Meetings.....	27
54.	Quorum at Board Meetings	27
55.	Board Chair	28
56.	Voting	28
57.	Resolutions by Directors	28
58.	Validation of Acts of Directors	29
59.	Minutes and Records.....	29
60.	Appointment and Role of Secretary.....	30
61.	Execution of Documents	30
62.	Financial and Related Records	30
63.	Directors' Access to Documents.....	30
64.	By-Laws	31
65.	When Notice is Taken to be Given	31
66.	Winding Up.....	31
67.	Indemnity.....	32
68.	Payment of Indemnity Policy Premium.....	32
69.	Indemnity to Continue	32

THIS CONSTITUTION dated

2020

PREAMBLE

This Company has been established by the Australian Catholic Bishops Conference, Catholic Religious Australia and the Association of Ministerial Public Juridical Persons to ensure national oversight of the policies, practices and culture within Catholic Entities with respect to the safeguarding of Children and Adults at Risk.

The Company will provide a single point of reference for Church Authorities whereby they may subscribe to the Professional and Safeguarding Standards adopted by the Company so as to ensure that all persons within and engaged with the Church, in liturgical, ministerial, social or pastoral spheres will be treated respectfully, professionally and in accordance with Gospel values. Through the establishment of and compliance with the Professional and Safeguarding Standards, the Church seeks to promote accountability, transparency and trust within the life of the Church and its contribution to society.

1. Name of Company

The name of the Company is Australian Catholic Safeguarding Limited ACN 616 062 714.

2. Type of Company

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

3. Limited Liability of Members

Each Member must contribute an amount not more than \$10.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

4. Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

ACBC means the Australian Episcopal Conference of the Roman Catholic Church (ABN 76 000 665 958) on behalf of the Australian Catholic Bishops Conference.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*.

Act means the *Corporations Act 2001*.

Adult at Risk means any person aged 18 years and over who is at increased risk of abuse, such as those who: are elderly, have a disability, suffer from mental illness, have diminished capacity, have cognitive impairment, are experiencing transient risks, such as bereavement or relationship breakdown (or other such adversity) have any other impairment that makes it difficult for that person to protect themselves from abuse or exploitation.

AMPJP means the Association of Ministerial PJPs Limited (ABN 45 612 227 559).

Audit/Review means any process, which uses the Risk-Based Review Criteria to ascertain a Subscriber's compliance with the Professional and Safeguarding Standards.

Australian Major Superior means the person acting in that canonical role (by whatever name) from time to time.

Bishop means the Diocesan Bishop (or Archbishop, as appropriate) of a Diocese from time to time or if there is no Bishop or Archbishop, the Apostolic Administrator or the Diocesan Administrator;

Board means the Board of Directors.

Board Chair means the person holding that office under **clause 55** of this Constitution and includes any assistant or acting board chairperson.

Business Day means a day on which banks are open for business in Sydney.

Canon Law means the revised code of canon law promulgated by His Holiness Pope John Paul II in 1983 and the Code of Canons of the Eastern Churches as promulgated in 1990 and any other universal or particular legislation promulgated by the competent ecclesiastical authority.

Canonical Steward means the person(s) or other entity canonically responsible for that Catholic Entity.

Catholic Entity includes:

- (a) a Diocese;
- (b) a religious institute or society of apostolic life;
- (c) a public juridic person of Diocesan or pontifical right;
- (d) a public association of Christ's faithful;
- (e) a private association of Christ's faithful;
- (f) any other incorporated entity carrying on or responsible for a Catholic Ministry or apostolate within a diocese with the approval of the diocesan bishop;
- (g) a personal prelature, or an incorporated entity associated with a personal prelature; or
- (h) any other incorporated entity being an association of the lay faithful carrying out their own apostolate in reliance on canons 225 and 227 of the Canon Law.

Catholic Entity Personnel means a cleric, member of a religious institute/society of apostolic life or other person who is employed by a Catholic Entity or engaged by the Catholic Entity on a contract, subcontract, voluntary or unpaid basis.

Child means a person under the age of 18 years and **Children** has a corresponding meaning.

Complaints Handling Policy means:

- (a) the National Response Protocol; or
- (b) any other complaints handling policy or procedure by whatever name applied by a Church Authority in furtherance of the National Response Framework or the National Catholic Safeguarding Standards.

Church Authority means:

- (a) a Bishop;
- (b) the Australian Major Superior in respect of religious institutes or societies of apostolic life; or
- (c) the Canonical Steward in relation to a particular Catholic Entity in respect of other Catholic Entities not referred to in (a) or (b) above.

Committee means a committee established in accordance with **clause 46**.

Company means Australian Catholic Safeguarding Limited.

Constitution means this Constitution as amended from time to time.

CRA means Catholic Religious Australia (ABN 92 291 126 804).

Deputy Members' Chair means the person holding that office under **clause 23**.

Diocese means a Roman Catholic diocese or archdiocese and **Diocesan** has a corresponding meaning.

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

Financial Year means the financial year of the Company ending on 30 June (or such other date notified to the Australian Charities and Not-for-profits Commission from time to time).

Member means a Member of the Company in accordance with **clause 8**.

Member Representative means a person so appointed pursuant to **clause 9.1** from time to time.

Members' Chair means the person holding that office under **clause 23** and includes any acting Members' Chair.

National Catholic Safeguarding Standards means the document of that name, the first edition of which was published in 2019 (as amended from time to time).

National Redress Scheme means the Scheme established under section 8 of the *National Redress Scheme for Institutional Child Sexual Abuse Act 2018* (Cth).

National Response Framework means the document of that name, the first edition of which was published in 2022 (as amended from time to time or at any time).

Office means the registered office for the time being of the Company which must always be located in Australia.

Officer has the same meaning as given to that term in section 9 of the Act (and for the avoidance of doubt includes the Members Representatives).

Professional and Safeguarding Standards means:

- (a) the National Catholic Safeguarding Standards; and
- (b) any other standard or protocol adopted by the Company in accordance with this Constitution by whatever name but excluding a Complaints Handling Policy.

Register means the register of Members to be kept pursuant to the Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Representative means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate that is a Member of the Company.

Resolution Institute means Resolution Institute (ACN 008 651 232).

Risk-Based Review Criteria means the criteria developed and maintained in accordance with **clause 5.1 (c)**

Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

Special Resolution means a resolution:

- (b) of which notice has been given in accordance with the Act; and
- (c) that has been passed by at least 75% of the votes cast by Member Representatives present and entitled to vote on the resolution.

Subscriber means a Subscriber of the Company pursuant to **clause 14**.

Vos Estis Lux Mundi means the 2019 motu proprio of Pope Francis.

Vulnerable Person means:

- (a) a Child; or
- (b) an Adult at Risk.

4.2 Interpretation

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

4.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

4.4 The provisions of this Constitution displace the Replaceable Rules (but not Replaceable Rules which mandatorily apply to a public company) contained in the Act.

4.5 Headings do not form part of or affect the construction or interpretation of this Constitution.

5. Objects and Powers

- 5.1 The charitable objects for which the Company is established are to advance social or public welfare by promoting and overseeing a consistent, comprehensive and sustainable culture and systemic framework within the Catholic Church in Australia that will safeguard all who come into contact with Church Entities, especially Vulnerable Persons, by:
- (a) assisting Church Authorities and Catholic Entities to implement and maintain the Professional and Safeguarding Standards and a Complaints Handling Policy;
 - (b) assisting Church Authorities and Catholic Entities to comply with their safeguarding obligations under Commonwealth and State or Territory laws;
 - (c) developing and maintaining Risk-Based Review Criteria for the regular Audit/Review of the policies and practices of Catholic Entities who are Subscribers and reporting the results of the Audit/Reviews, in relation to:
 - (i) Professional and Safeguarding Standards; and
 - (ii) Complaints Handling Policy.
 - (d) encouraging a 'community of practice' among Church Authorities, Catholic Entities and Catholic Entity Personnel to assist them in implementing:
 - (i) Professional and Safeguarding Standards;
 - (ii) Complaint Handling Policy; and
 - (iii) support for survivors of sexual abuse.
 - (e) assisting as requested Church Authorities with the implementation of Vos Estis Lux Mundi in accord with protocols approved by the ACBC;
 - (f) providing an independent process for responding to complaints against a Church Authority where not provided for by Vos Estis Lux Mundi;
 - (g) providing a review mechanism for complaints managed under a Complaints Handling Policy or otherwise;
 - (h) identifying and managing appropriate data collection by Church Authorities, and working with the Members and State and Territory regulators, to promote the safety of all who come in contact with Church Entities;
 - (i) administration of the Australian Catholic Ministry Register;
 - (j) acting as a policy, research and resource hub for Catholic Entities;
 - (k) publishing an annual report or other reports prepared in connection with its activities; and
 - (l) undertaking any other activities in furtherance of the above as requested by the Members.

- 5.2 The Company can only exercise the powers in section 124(1) of the Act to:
- (a) carry out the objects of the Company set out in **clause 5.1**; and
 - (b) do all things incidental or convenient in relation to the attainment of an object under **clause 5.2(a)**.
- 5.3 Audit/Review reports prepared for the purpose of **clause 5.1(k)** will be made public, unless the Board resolves otherwise. In considering whether an Audit/Review report not be made public, the Board must have regard to the desire of the Members to promote accountability, transparency and trust in the life of the Church and its contribution to society.

6. Not-For-Profit

- 6.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 5.1**.
- 6.2 No income or assets of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company unless it is paid, transferred or distributed in carrying out the Company's objects. However nothing in this Constitution will prevent payment in good faith to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to the Company;
 - (c) of reasonable and proper rent for premises leased by any Member to the Company,
- for carrying out the Company's charitable purposes.

7. Amending the Constitution

The Members may amend this Constitution by passing a Special Resolution.

8. Membership

The Members of the Company are:

- (a) ACBC;
- (b) CRA; and
- (c) AMPJP.

9. Member Representatives

- 9.1 Each Member shall appoint such number of individuals to act on its behalf as specified in **clause 9.2** and they shall be known as Member Representatives.
- 9.2 For the purposes of **clause 9.1**:
- (a) ACBC will appoint 3 Member Representatives;
 - (b) CRA will appoint 2 Member Representatives; and
 - (c) AMPJP will appoint 1 Member Representative.
- 9.3 An appointing Member must be satisfied that each Member Representative will promote the objects of the Company as set out in **clause 5.1**.
- 9.4 Each Member Representative has one vote, both on a show of hands and a poll, exercised in the manner set out in **clause 9.5**.
- 9.5 Each Member Representative shall be entitled to:
- (a) attend any general meeting (including an annual general meeting);
 - (b) exercise one vote on behalf of that person's appointing Member; and
 - (c) otherwise exercise all the powers on behalf of that Member which s/he represents.
- 9.6 Each Member shall inform the Secretary in writing of the name, phone number, postal address and email address of its Member Representative(s) as soon as possible after the appointment of the Member Representative(s).
- 9.7 Each Member Representative has a responsibility both to the Company and to their appointing Member. Within the Company they are responsible for representing the views of their appointing Member and for contributing to the life and work of the Company, and to their appointing Member to represent the life and work of the Company.
- 9.8 A Member may revoke the appointment of a Member Representative and appoint a replacement at any time and must notify the Secretary of the revocation and replacement as soon as possible.

10. Register of Members

- 10.1 The Company must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:
- (a) for each current Member:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and

- (iv) date the Member was entered on to the Register;
- (b) for each person who stopped being a Member in the last 7 years:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (iv) dates the Membership started and ended; and
- (c) in relation to each Member Representative:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member Representative for the service of notices (which may also include an electronic address such as email); and
 - (iv) date of appointment of the Member Representative; and
 - (v) the date on which either:
 - (A) the Member Representative resigned; or
 - (B) the Member Representative's appointment was revoked.

10.2 The Company must give current Members reasonable access to the Register of Members.

10.3 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

11. When a Person Stops Being a Member

A person immediately stops being a Member if:

- (a) they are wound up or otherwise dissolved or deregistered;
- (b) they resign, by writing to the Secretary;
- (c) the Company, in a general meeting, resolves by a resolution with a 75% majority of Members to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed; or
- (d) they have not responded within 3 months to a written request from the Secretary that they confirm in writing that they want to remain a Member.

12. Rights of Members

- 12.1 Members of the Company will be entitled to:
- (a) receive notice of and attend at general meetings of the Company;
 - (b) in the case of Members, vote at general meetings of the Company; and
 - (c) in the case of Members, receive annual reports of the Company including financial reports in relation to each Financial Year.
- 12.2 All other rights, privileges and obligations of the Members are in accordance with the Act.

13. Membership Entitlements Not Transferable

A right privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

14. Subscribers

- 14.1 In this clause, 'person' means an individual or incorporated body.
- 14.2 A person is eligible to be a Subscriber if that person is:
- (a) a Church Authority; or
 - (b) a Catholic Entity.
- 14.3 The number of Subscribers of the Company is unlimited, but may be altered by the Board from time to time.
- 14.4 Subscribers must:
- (a) comply with the Professional and Safeguarding Standards;
 - (b) apply a Complaints Handling Policy;
 - (c) arrange independent Audit/Review consistent with the Risk-Based Review Criteria of their systems and processes in relation to the Professional and Safeguarding Standards and Complaints Handling Policy at least every 3 years or such longer term determined by the Company from time to time; and
 - (d) provide the Company with a copy of their Audit/Review reports, which will be published on the Company's website.
- 14.5 For the avoidance of doubt, a Subscriber is not a Member of the Company. The Subscribers will only have such rights, privileges and obligations as set out in this Constitution.

15. Application to be a Subscriber

- 15.1 Applications to be Subscriber will be processed in accordance with the policy and procedures approved by the Board from time to time.
- 15.2 Applicants to be a Subscriber are required to agree in writing to:
- (a) adopt and adhere to the Professional and Safeguarding Standards;
 - (b) adopt and adhere to a Complaints Handling Policy;
 - (c) arrange independent Audit/Reviews consistent with the Risk-Based Review Criteria of their systems and processes in relation to the Professional and Safeguarding Standards and a Complaints Handling Policy that they have adopted at least every 3 years or such longer term determined by the Company from time to time; and
 - (d) provide the Company with a copy of the Audit/Review reports, which will be published on the Company's website.

16. Entrance Fee and Subscriptions

16.1 Members

There shall be no entrance fee, annual fee or subscription payable by any Member to the Company.

16.2 Subscribers

- (a) The Subscribers shall pay such entrance fee, annual fee or subscription as resolved by the Board from time to time.
- (b) The Members may, either at the request or with the agreement of the Board, collect such entrance fee, annual fee or subscriptions from Subscribers on behalf of the Company.

17. Dispute Resolution

- 17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under the Constitution between a Member, Member Representative or Director and:
- (a) one or more Members;
 - (b) one or more Member Representatives;
 - (c) one or more Directors; or
 - (d) the Company.
- 17.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it. The dispute resolution shall include a process of prayer and discernment.

- 17.3 If those involved in the dispute do not resolve it under **clause 17.2**, they must within 10 days:
- (a) tell the Directors about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 17.4 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree, a person chosen by the President of the ACBC.
- 17.5 A mediator chosen by the President of the ACBC under **clause 17.4**:
- (a) may be a Member Representative or former Member Representative of the Company;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 17.6 The Resolution Institute's Mediation Rules shall apply to the mediation.
- 17.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.
- 17.8 Notwithstanding any other provision of this **clause 17**, if the President of the ACBC is an Archbishop or Bishop of an Archdiocese or Diocese involved in a dispute, the Vice President of the ACBC will choose the mediator.

18. Convening of General Meetings

- 18.1 Not less than 50% of Directors may whenever those Directors think fit convene a general meeting of the Company in accordance with the provisions of the Act.
- 18.2 Any 3 Member Representatives or any 2 Members shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- 18.3 A general meeting of the Company may be convened at 2 or more venues using any technology that gives the Member Representatives a reasonable opportunity to participate in the meeting, including to hear and be heard.

19. Annual General Meeting

- 19.1 A general meeting, called the annual general meeting, must be held:
- (a) within 18 months after registration of the Company; and
 - (b) after the first annual general meeting, at least once in every calendar year and within 5 months of the end of the Company's Financial Year.
- 19.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) any auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment and payment of auditors, if any.
- 19.3 Before or at the annual general meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual general meeting.
- 19.4 The Chairperson of the annual general meeting must give Member Representatives a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

20. Notice of General Meetings

- 20.1 Notice of a general meeting must be given to:
- (a) each Member and each Member's Representative entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the auditor (if any).
- 20.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 20.3 Subject to **clause 20.4**, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting, all the Member Representatives entitled to attend and vote at the annual general meeting agree beforehand; or
 - (b) for any other general meeting, Member Representatives with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 20.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director;
 - (b) appoint a Director in order to replace a Director who was removed; or
 - (c) remove an auditor.
- 20.5 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (d) any other information required under the Act.
- 20.6 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 20.7 Where any general meeting is cancelled or postponed or the venue for the same is changed:
- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

21. Right of Non-Members to Attend General Meeting

The Chairperson of a general meeting may invite any person who is not a Member or Member's Representative to attend and/or address a meeting.

22. Quorum

- 22.1 No business may be transacted at any general meeting unless a quorum of Member Representatives is present at all times during the meeting.
- 22.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a Member Representative or proxy of more than one Member).
- 22.3 A majority of Member Representatives entitled to vote constitute a quorum for all general meetings.

- 22.4 If within 30 minutes after the time appointed for holding a general meeting a quorum is not present:
- (a) the meeting if convened upon the requisition of Members shall be dissolved;
 - (b) in any other case:
 - (i) the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint; and
 - (ii) if at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.
- 22.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Members' Chair

- 23.1 The Member Representatives shall elect:
- (a) one of the Member Representatives as the Members' Chair; and
 - (b) any of the other Member Representatives as Deputy Members' Chair,
- annually by majority vote at the annual general meeting of the Company.
- 23.2 The Members' Chair shall be entitled to preside as chairperson at every general meeting.
- 23.3 Where a general meeting is held and:
- (a) there is no Members' Chair; or
 - (b) the Members' Chair is not present within 15 minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as chairperson of the meeting,
- the Deputy Members' Chair shall preside as chairperson of the meeting or, if there is no Deputy Members' Chair or the Deputy Members' Chair is not present or is unwilling to act then the Member Representatives present may choose another Member Representative as chairperson of the meeting by majority.
- 23.4 The rulings of the chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

24. Chairperson's Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote. Prior to a casting vote being taken Member Representatives shall include a process of prayer and discernment.

25. Adjournment of Meetings

- 25.1 The Chairperson of a general meeting at which a quorum is present:
- (a) may adjourn a meeting with the consent of the meeting; and
 - (b) must adjourn the meeting if the meeting so directs,
to a time and place as determined by the Chairperson.
- 25.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 25.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

- 25.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

26. Circulating Resolution of Member Representatives

- 26.1 Subject to **clause 26.3**, the Directors may put a resolution to the Member Representatives to pass a resolution without a general meeting being held.
- 26.2 The Directors must notify the auditor (if any) as soon as possible that a circulating resolution has or will be put to Member Representatives and set out the wording of the resolution.
- 26.3 Circulating resolutions cannot be used where the Act or this Constitution requires a meeting to be held.
- 26.4 A circulating resolution is passed if a majority of Member Representatives or in the case of a Special Resolution at least 75% of all Member Representatives entitled to vote on the resolution, sign or agree to the circular resolution, in the manner set out in **clause 26.5** or **clause 26.6**.
- 26.5 Member Representatives may sign:
- (a) a single document setting out the circulating resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 26.6 The Company may send a circulating resolution by email to Member Representatives and Member Representatives may agree by sending a reply email to that effect, including the text of the resolution in their reply.

27. How Voting Is Carried Out

- 27.1 At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
- (a) the Chairperson of the meeting; or
 - (b) at least 2 Member Representatives entitled to vote on the resolution.
- 27.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 27.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 27.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

28. Polls

- 28.1 A poll may be demanded:
- (a) before a vote on a resolution is taken;

- (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.
- 28.2 If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs subject to **clause 28.5**.
- 28.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- 28.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 28.5 A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
- 28.6 The demand for a poll may be withdrawn.

29. Voting Rights

- 29.1 Each Member's Representative has one vote.
- 29.2 Subscribers do not have a vote.
- 29.3 No person other than a Member (through its Member Representative(s)) shall be entitled to vote at a general meeting.

30. Challenge to a Member Representative's Right to Vote

- 30.1 A Member Representative or the Chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 30.2 If a challenge is made under **clause 30.1**, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

31. Right to Appoint Proxies

- 31.1 A Member Representative may not appoint a proxy.
- 31.2 A Member may appoint a person to attend and vote as a proxy for a Member Representative at the meeting and such person need not be a Member Representative.

32. Appointing a Proxy

- 32.1 The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or if the appointor is a corporation signed by an authorised Officer or attorney of the corporation.
- 32.2 The instrument of proxy is valid if it contains the information required by the Act which at the date of this Constitution is the following information:
- (a) the name and address of the Member;
 - (b) the name of the Company;
 - (c) the proxy's name or the name of the office of the proxy; and
 - (d) the meetings at which the instrument of proxy may be used.
- 32.3 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- 32.4 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by this **clause 32**.
- 32.5 An instrument of proxy may be revoked at any time by notice in writing to the Company.

33. Lodgement of Proxies

- 33.1 An instrument appointing:
- (a) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (b) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

- 33.2 For the purposes of this clause, it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.
- 33.3 For the purposes of this clause, it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email transmission by the Company.

34. Validity of Proxies

34.1 A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:

- (a) the death or unsoundness of mind of the Member;
- (b) the bankruptcy or liquidation of the Member;
- (c) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

unless the Company has received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

34.2 A proxy who is not entitled to vote on a resolution as a Member Representative may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

35. Voting by Proxy

When a vote in writing is held, a proxy:

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

36. Number of Directors

The Company must have at least 3 and no more than 7 Directors.

37. Election and Appointment of Directors

37.1 The Member Representatives may elect a Director by a resolution passed in a general meeting.

37.2 A person is eligible for election as a Director of the Company if they:

- (a) are nominated by the Board or by 2 Members or by 3 Member Representatives entitled to vote;
- (b) give the Company their signed consent to act as a Director of the Company; and

- (c) support the philosophy, values and aims of the Catholic Church and the objects of the Company as set out in **clause 5.1**;
- (d) are not subject to any ecclesiastical penalties; and
- (e) are not ineligible to be a Director under the Act or the ACNC Act.

37.3 When electing a Director, the Member Representatives must endeavour to achieve Board composition with the following skill sets:

- (a) social welfare/child protection/safeguarding;
- (b) professional standards;
- (c) law;
- (d) governance;
- (e) advocacy/government relations;
- (f) Church administration; and
- (g) business/finance/management.

37.4 When electing a Director, the Member Representatives shall also have regard to the diversity of the Board and should consider whether the Board is comprised of an adequate mix of genders.

37.5 If the number of Directors is reduced to fewer than 3 or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to 3 (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

38. Appointment to fill casual vacancy

38.1 For the purposes of this **clause 38** and **clause 39**, **casual vacancy** means a vacancy on the Board or any reason which results in there being less than the minimum number of Board members required under **clause 36**.

38.2 The Board may, at any time, appoint a person to the Board to fill a casual vacancy so that the total number of members of the Board is at least the minimum, but does not exceed the maximum, number of Board members under **clause 36**.

38.3 Any Director appointed in accordance with **clause 38.1** will hold office until the next general meeting or annual general meeting of the Company.

39. Term of Office

39.1 Directors shall be elected for terms of office as resolved by the Member Representatives. The usual term will be 3 years but Member Representatives may appoint Directors for terms of 1, 2 or 3 years to allow for a staggering of retirements or for other reasons.

- 39.2 At each annual general meeting, any Director appointed to fill a casual vacancy must retire.
- 39.3 Other than a Director appointed to fill a casual vacancy, a Directors term starts at the end of the annual general meeting at which they were elected and ends at the end of the annual general meeting at which they retire.
- 39.4 A Director whose term expires is eligible for re-election, subject to **clause 39.5**.
- 39.5 A Director who has held office for a continuous period of 9 years or more may only be re-appointed or re-elected by a Special Resolution.

40. When a Director Stops Being a Director

A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the Office of Company and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company);
- (b) die;
- (c) are removed as a Director by a resolution of the Member Representatives;
- (d) are absent for 3 consecutive Board meetings without approval from the Directors and the Directors resolve that his or her office be vacated;
- (e) become ineligible to be a Director of the Company under the Act or the ACNC Act; or
- (f) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health.

41. Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by at least 2 Directors. The Directors may determine that a negotiable instrument may be signed, accepted, drawn, endorsed or otherwise executed in a different way.

42. Power of Directors

All day-to-day control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.

43. Reserve Powers

- 43.1 In accordance with **clause 43.2**, the approval of the Members shall be required as a pre-requisite to any decision of the Board becoming effective in respect of the following reserve powers:
- (a) appointment or dismissal of the Chief Executive Officer;
 - (b) adoption or amendment of the Professional and Safeguarding Standards;
 - (c) approval of the strategic plan, business plan and annual budget and any variation to them;
 - (d) approval of any entrance fee, annual fee or subscription payable by the Subscribers;
 - (e) taking any disciplinary action against a Church Authority or Catholic Entity concerning non-compliance with the Professional and Safeguarding Standards. For the avoidance of doubt, nothing in this clause restrains the Board from publication of reports on its own initiative under **clause 5.3** without approval of the Members;
 - (f) borrowing in excess of the amount set by the Members from time to time;
 - (g) acquisitions or purchases in excess of the amount set by the Members, from time to time;
 - (h) acceptance of any types of gifts which fall within any category of gifts as determined by the Members from time to time; and
 - (i) the sale, lease, mortgage or encumbrance disposition, or other form of alienation of the stable patrimony (canon 1291) of the Company.
- 43.2 All powers vested in the Members by **clause 43.1** must be exercised only by way of a Special Resolution.

44. Corporate Review

- 44.1 On or about the 5th anniversary of the date this Constitution is adopted (and at any other time upon unanimous request of the Members), the Board shall carry out or cause to be carried out, a review of the Company.
- 44.2 The purpose of any review is to assess the effectiveness, sustainability, ongoing viability and relevance of the Company in light of its objects.
- 44.3 Copies of the review shall be provided to Members and shall be considered by the Member Representatives at a general meeting. The Member Representatives may vote to take any action in relation to the review. This may include amending the Constitution (in accordance with **clause 7**) or winding up the Company (in accordance with **clause 66**).

45. Delegation of Directors' Powers

- 45.1 The Directors may delegate any of their powers and functions to a Committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.
- 45.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.
- 45.3 The delegation must be recorded in the Company's minute book.

46. Committee of Directors

- 46.1 The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation. All such Committees must be chaired by a Director.
- 46.2 A Committee must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 46.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 46.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made, entered and signed. A copy of these minutes shall be tabled at the next Board meeting.

47. Payments to Directors

- 47.1 The Member Representatives may resolve to pay the Directors remuneration for their services in the aggregate annual sum fixed by the Member Representatives from time to time. If any sum is voted by the Member Representatives, it will be divided amongst the Directors as the Member Representatives decide.
- 47.2 Without limitation to **clause 47.1**, the Company may:
- (a) pay a Director for any services rendered to the Company in a professional or technical capacity, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- 47.3 Any payment made under **clause 47.2** must be approved by the Directors.
- 47.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.

48. Chief Executive Officer

- 48.1 Subject to the approval of Members, the Board will appoint a person with appropriate experience to be the Company's chief executive officer (**Chief Executive Officer**), by whatever title the Board determines from time to time, for the period and on the terms (including as to remuneration) the Board sees fit. Such appointment shall not be effective until ratified by a resolution of the Members in accordance with **clause 43.1(a)**.
- 48.2 The Chief Executive Officer:
- (a) will be subject to the governance oversight of the Board including any code of conduct;
 - (b) will have the powers and responsibilities from time to time delegated to him or her by the Board for the day to day running of the Company;
 - (c) shall engage staff as appropriate;
 - (d) will not be a Director or Member Representative and if he or she is already a Director or Member Representative will resign as such during his or her period in office; and
 - (e) may attend meetings of the Board, except where the Board otherwise requests, but will not have any vote at those meetings.
- 48.3 The Board may, upon terms and conditions and with any restrictions it sees fit, confer on an executive officer any of the powers that the Directors can exercise.
- 48.4 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.
- 48.5 The Board may:
- (a) subject to the approval of Members, dismiss a Chief Executive Officer; or
 - (b) revoke or vary any of the powers conferred on an executive officer.
- 48.6 If a Chief Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a Director, to temporarily act as Chief Executive Officer.

49. Conflicts of Interest

- 49.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):
- (a) to the other Directors, or
 - (b) if all of the Directors have the same conflict of interest, to the Member Representatives at the next general meeting, or at an earlier time if reasonable to do so.
- 49.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

- 49.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as provided under **clause 49.4**:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 49.4 A Director may still be present and vote if:
- (a) their interest arises because they are a Member Representative and the other Member Representatives have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;
 - (c) their interest relates to an indemnity payment by the Company, or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (d) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter, or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

50. Duties of Directors

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in **clause 5.1**;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **clause 49**;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and

- (g) not to allow the Company to operate while it is insolvent.

51. When the Directors Meet

The Directors may decide how often, where and when they meet, provided that they shall meet together not less than 4 times each calendar year.

52. Calling Board Meetings

- 52.1 A Director may at any time and the Secretary upon the request of a Director shall convene a Board meeting by giving at least 24 hours' notice of the meeting to all Directors.
- 52.2 Notice of a Board meeting need not be in writing.

53. Using Technology to Hold Board Meetings

- 53.1 The Directors may hold Board meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 53.2 The Directors' agreement may be a standing one.
- 53.3 A Director may only withdraw their consent within a reasonable period before the meeting.

54. Quorum at Board Meetings

- 54.1 Unless the Directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors.
- 54.2 No business may be transacted at any Board meeting unless a quorum of Directors is present at all times during the meeting.
- 54.3 Directors who are personally present (or in conference in accordance with **clause 53**) form a quorum. A Director who is disqualified from voting on a matter pursuant to **clause 49** shall be counted in the quorum despite that disqualification.
- 54.4 All resolutions of the Directors passed at a Board meeting where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Directors.

55. Board Chair

- 55.1 The Member Representatives shall appoint one of the Directors to act as the Board Chair for such term as the Member Representatives determine by Special Resolution.
- 55.2 The Board Chair shall be entitled to preside as chairperson at every Directors' meeting.
- 55.3 Where a Directors' meeting is held and:
- (a) there is no Board Chair; or
 - (b) the Board Chair is not present within 15 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as chairperson of the meeting,

the other Directors present may choose another Director as chairperson of the meeting by two-thirds majority, or if their number is not 3 or a multiple of 3, then the nearest number to two-thirds. If no Director is so chosen or if all the Directors present decline to take the chair, the Directors present may choose one of their number to be Board Chair of the meeting.

- 55.4 The rulings of the Board Chair of a Directors' meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

56. Voting

- 56.1 A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- 56.2 Each Director shall have one vote.
- 56.3 In case of an equality of votes at a Board meeting, the Board Chair will have a casting vote in addition to a deliberative vote. Prior to a casting vote being taken Directors shall include a process of prayer and discernment.

57. Resolutions by Directors

- 57.1 The Board may pass a resolution by way of a circular resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 57.2 The resolution is passed when the last Director signs.
- 57.3 A transmission, via whatever technological means, which is received by the Company and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the transmission by the Company in legible form.

- 57.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

58. Validation of Acts of Directors

All acts done:

- (a) at any Board meeting; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

59. Minutes and Records

- 59.1 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) circular resolutions of Members;
 - (c) a copy of a notice of each general meeting.
- 59.2 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
 - (b) circular resolutions of Directors.
- 59.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member Representative reasonable access to the records set out in **clause 59.1**; and
 - (b) the Directors may authorise a Member Representative to inspect other records of the Company, including records referred to in **clause 59.2** and **clause 62.1**.
- 59.4 The Directors must ensure that minutes of a general meeting or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next meeting.
- 59.5 The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by the Chairperson within a reasonable time after the resolution is passed.

60. Appointment and Role of Secretary

- 60.1 The Company must have at least one Secretary, who may also be a Director.
- 60.2 A Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed from that role by the Directors.
- 60.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 60.4 The role of the Secretary includes:
- (a) maintaining a Register of the Company's Members; and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Board meetings and circular resolutions.

61. Execution of Documents

- 61.1 Without limiting the manner in which the Company may execute any contract, including as permitted under section 127 of the Act, the Company may execute a document without using a common seal if the document is signed by:
- (a) two Directors of the Company, or
 - (b) a Director and the Secretary.
- 61.2 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

62. Financial and Related Records

- 62.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 62.2 The Company must also keep written records that correctly record its operations.
- 62.3 The Company must retain its records for at least 7 years.
- 62.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

63. Directors' Access to Documents

- 63.1 A Director has a right of access to the financial records of the Company at all reasonable times.

- 63.2 If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors; and
 - (b) any other documents referred to in those documents.

64. By-Laws

- 64.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution. By-laws may not be inconsistent with this Constitution and, in the event of any inconsistency, the provisions of the Constitution will prevail.
- 64.2 Members, Member Representatives and Directors must comply with by-laws as if they were part of this Constitution.

65. When Notice is Taken to be Given

Written notice under this Constitution may be:

- (a) delivered in person, or left at the recipient's address, and is taken to be given on the day it is delivered;
- (b) sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method as agreed to by the recipient, and is taken to be given on the Business Day after it is sent.

66. Winding Up

- 66.1 The Company may be dissolved by a Special Resolution of Members at a meeting of Members. If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members UNLESS THE Members satisfies the criteria in clauses **66.1(a)** to **(c)**, but will be given or transferred to one or more corporations or institutions which have:
- (a) charitable objects which are similar to the objects of the Company as set out in **clause 5.1**;
 - (b) a governing document which requires its income and property to be applied in promoting its objects; and
 - (c) a governing document which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **clause 6**.
- 66.2 The identity of the corporation(s) or institution(s) is to be determined by a Special Resolution of the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

67. Indemnity

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

68. Payment of Indemnity Policy Premium

68.1 To the extent permitted by law, the Company may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

- (a) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
- (b) a contravention of sections 182 or 183 of the Act.

68.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.

68.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause 67** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

69. Indemnity to Continue

The indemnity granted by the Company, contained in **clause 67**, shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.