

CONSTITUTION

GOOD SAMARITAN FOUNDATION LIMITED

ABN 54 169 799 606

As at 21 May 2024

Carroll & O'Dea
Lawyers
Level 18 ,111 Elizabeth Street
SYDNEY NSW 2000
DX 183 SYDNEY
TEL: (02) 9291 7100
FAX: (02) 9221 1117
Ref: JMH:213347

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1.0 INTERPRETATION

1.1 In this Constitution, unless there is something in the subject or context inconsistent therewith:-

“ACNC” means the Australian Charities and Not-for-profits Commission;

“ACNC Legislation” means the Australian Charities and Not-for-Profits Commission Act 2012 (Cth) and the regulations made pursuant to that Act;

“Act” means the Corporations Act 2001 (Cth) and any statutory modification or enactment thereof;

“Board” includes a meeting of the Directors duly called and constituted at which a quorum shall be present or, as the case may be, the Directors assembled or represented at such a meeting;

“Canon Law” means the body of law known as canon law within the Catholic Church;

“Chair of Board” means the chair for the time being of the Board or in the case of absence the Deputy Chair for the time being of the Board or in the absence of the Deputy Chair such other person as may be appointed by the Board to perform the duties of Chair;

“Chair of Members” means the chair for the time being of Members;

“Company” means Good Samaritan Foundation Limited ACN 169 799 606 or whatever its name may be from time to time;

“Congregation” means the persons from time to time constituting the religious congregation known as the Sisters of the Good Samaritan of the Order of Saint Benedict;

“Constitution” means the constitution for the time being of the Company;

“Corporation” means any body corporate, whether formed or registered within or outside the state;

“Council of the Superior” is the council elected or nominated from time to time by the laws of the Congregation to assist the Superior;

“Deputy Chair” means the deputy chair for the time being of the Board;

“DGR” means a fund, authority or institution endorsed by the Australian Taxation Office as a deductible gift recipient pursuant to Division 30 of the Tax Act;

“Director” means a person holding office as a director of the Company for the time being;

“Electronic transmission” where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors or Members respectively as being the intended class of recipients of any such document;

“Executive Director” means the person appointed under Rule 11;

“Financial Year” means the twelve (12) months commencing 1st January in each year or such other date as the Members determine;

“Gift Fund” means the trust fund maintained in accordance with the provisions of subdivision 30-BA Part 2.5 of the Tax Act;

“Members” means members of the Company for the time being;

“Office” means the registered office for the time being of the Company;

“Register” means the register of Members kept in accordance with the Act;

“Rule” means a rule contained in this Constitution;

“Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

“Standing Committee” means a committee that is integral to the work of the Board either as required by this Constitution or by legislation or by a resolution of the Board;

“State” means the state or territory of Australia in which the Company is sited;

“Superior” means the Superior for the time being of the Congregation or in her absence the Acting Superior of the Congregation;

“Tax Act” means the Income Tax Assessment Act 1997 (Cth);

“Threshold amount” means the amount determined and notified by the Members from time to time after consultation with the Board; and

“Trustees” means the body corporate pursuant to the provisions of the Roman Catholic Church Communities’ Lands Act 1942 of New South Wales and known as Trustees of the Sisters of the Good Samaritan (ARBN 062 542 036).

Writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words referring to persons include corporations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Part 1.2 of the Act as in force at the date this Constitution became binding on the Company.

Unless the contrary intention appears, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the ACNC Legislation, the same meaning as in that provision of the ACNC Legislation.

The replaceable Rules provided for in the Act shall not apply to the Company.

This Constitution shall become effective as and from the date specified by the Members.

2.0 OBJECTS OF THE COMPANY

The Company is a charitable institution established by the Congregation to empower vulnerable and disadvantaged people in need – with a special focus on women and children. The Company will achieve these objects by:

- 2.1** Providing financial, material, and strategic support for the ministries of the Congregation and programs delivered by partners, which build the capacity of people in need to create a safe and sustainable future, including:
 - (a) The provision of accommodation or a safe space for women and children escaping situations of family violence;
 - (b) The provision of food, education fees and support services for women and children in poverty; and
 - (c) The provision of material assistance to people who are refugees or asylum seekers in Australia who are living in poverty or need.
- 2.2** Acting as trustee for any trust with similar objects to the Company.
- 2.3** Providing financial and material assistance to young people in situations of ongoing poverty or hardship with the opportunity to enjoy a safe and sustainable future. Such hardship may include:
 - (a) The serious illness or unexpected or premature death of a parent or carer on whom the young person is dependent;
 - (b) Family violence directed towards the young person or their parent or carer; or
 - (c) Homelessness.
- 2.4** Anything ancillary to the activities referred to in paragraphs 2.1 – 2.3.

THE PHILOSOPHY OF THE COMPANY

The Rule of Benedict and the compassion of the Good Samaritan together form the spirit of the Sisters of the Good Samaritan of the Order of St. Benedict who were founded in 1857 in response to a specific social need of the nineteenth century Australian church and colony: the care of needy women.

In outlining the character of the Congregation, John Bede Polding OSB, the first Archbishop of Sydney and our founder, wrote these words which continue to inspire and direct us in our search for God and our service of the church:

This Congregation of Religious is designed for the practice of the spiritual and temporal works of charity.....

Therefore, as directed by their Superiors, the Sisters are ready to teach in schools, to visit and assist the sick in their own homes and in hospitals, to instruct ignorant persons in the faith, to conduct orphanages, to reform the lives of penitent women and to apply themselves to every other charitable work.

The name sufficiently indicates the scope, since the Religious are called to imitate the charity of the kind Samaritan who was moved to pity the poor wounded man, and having poured oil and wine into his wounds to heal him, afterwards conveyed him to a place of security. In like manner, the Religious will use all gentleness and compassion for the unhappy whom they are to tend. (Rules of Polding, 1857)

Though the needs and conditions of society have changed, and will continue to change as we move through the twenty-first century, the abiding spirit of the Congregation remains strong and constant. Faithful to our tradition we continue to respond to the challenging social needs of our modern, changing world.

3.0 POWERS OF THE COMPANY

3.1 The powers of the Company shall include all such powers as are necessary to enable the Company to carry out its object and to do all things it is required or permitted to do, except that the power of investment by the Company shall be limited to an investment authorised by a Trustee Act of a state in which the investment is made but only to one or more of the following:-

- a.** an Australian Owned Bank supervised by the Australian Prudential Authority;
- b.** any Catholic Diocesan development fund;
- c.** any such other fund as may be approved by the Members; and
- d.** any investment fund as listed in an approved schedule signed by the Members.

3.2 The income and property of the Company from wherever it is derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members PROVIDED THAT, except in the case of a Director (who may only be paid by the Company in the circumstances outlined in Rule 3.3), nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the Company nor to any Member thereof or any other person in return for any service actually rendered to the Company, nor the payment of all reasonable or proper rent for premises let by any Member nor payment in relation to any contract nor payment for the provision of goods or service where the Member's right arises other than by virtue of the Member's membership of the Company nor any payment to a Member which is charitable at law for the purpose of carrying out the Company's charitable purposes nor according to Rule 30.4 on a winding up.

3.3 The Company shall not make payments to any Director of the Company other than:-

- a.** for the payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- b.** for payment of any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

- c. for payment of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company.

4.0 COMPANY MEMBERSHIP

4.1 The Company shall have at least three Members.

4.2 The only persons who shall be eligible applicants for membership of the Company shall be any persons for whom the Superior signs a nomination form for membership of the Company provided that a Member may not also be an employee of the Company or of the Congregation or a Director of the Company.

4.3 The Members shall prescribe an application form to be used by those persons eligible to become Members. Upon receipt by the Secretary of a signed application, together with the nomination form signed by the Superior, an eligible applicant shall be entered in the Register as a Member, and the Secretary shall advise the new Member, Chair of Members, Chair of Board, and the Superior that the Register and the details thereon has been updated.

4.4 The liability of the Members is limited.

5.0 REGISTER OF MEMBERS

5.1 The Secretary shall keep and maintain a Register and shall enter therein the full name, address, and date of entry of each Member. The Register shall be available for inspection and copying by Members and the Superior upon request.

5.2 Admission to membership will only become effective upon the Register being updated to note that person as a Member.

6.0 RESIGNATION, REMOVAL AND RETIREMENT OF MEMBERS

6.1 Any Member shall cease to be a Member upon the happening of any one of the following events:-

- a. if the Member resigns from being a Member by notice in writing to the Superior;
- b. if notice in writing from the Superior is given to the Secretary that the membership of the Company of a particular Member has ended; or
- c. at the expiration of the term of membership referred to in Rule 6.2.

6.2 The term for each Member shall be nominated by the Superior; generally for a four-year term though this may be varied to avoid all or a large number of the terms of membership of Members expiring simultaneously.

6.3 A person who ceases to be a Member pursuant to Rule 6.1 and who is not otherwise ineligible to be a Member shall be eligible for renomination by the Superior.

6.4 Upon a person ceasing to be a Member, the Secretary shall make in the Register an entry recording the date on which the Member ceased to be a Member.

7.0 GENERAL MEETINGS

- 7.1** An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called general meetings.
- 7.2** A general meeting shall be convened on such requisition or otherwise as provided for in the Act.
- 7.3** Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of a general meeting; where there is special business the general nature of that business shall be given to such persons as are entitled to receive such notices.
- 7.4** The business of an Annual General Meeting shall include any of the following, even if not referred to in the notice of meeting:
- a.** consideration of the annual financial statement as required by the Act and by current accounting standards;
 - b.** election of Directors, subject to Rule 9.2;
 - c.** appointment or removal of the Auditor, if necessary;
 - d.** Report of Chair of Board, and Executive Director as appropriate;
 - e.** Implementation and ongoing compliance of safeguarding policy and procedures as per legislative requirements in compliance with National Safeguarding Standards, with a report of any serious incidents/reports.

Any other business, at an Annual General Meeting or a general meeting, shall be considered to be special business.

- 7.5** The Members must, after the Annual General Meeting, provide a report to the Superior and Council of the Superior.
- 7.6** The Members may in general meeting determine matters of policy to be followed by the Board in the management of the Company, including policies, statements and protocols approved by the Superior for use in all works associated with the Congregation. Such matters of policy may include the following:-
- a.** philosophy, including catholicity and ethos;
 - b.** selection of Directors and succession planning for Directors;
 - c.** amendment of the Constitution subject to the procedure in Rule 24;
 - d.** safeguarding of children and adults at risk.

If there is a doubt as to whether an issue involves a matter of policy the ruling of the Chair of Members shall be final and conclusive.

- 7.7** The Members in general meeting may pass resolutions upon any matter that:-
- a.** is referred to them for their attention as a matter of policy by any Member for the time being or by the Superior;
 - b.** is referred to them for their attention as a matter of policy by the Board.
- 7.8** A person, who is duly authorized in writing to attend a general meeting by the Chair of Members or the Chair's delegate is entitled to be present but may not vote on any matter unless he or she is a Member.
- 8.0** **PROCEEDINGS AT GENERAL MEETINGS**
- 8.1** No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be half of the Members, or two, whichever is the greater, and a quorum must be present, in person or by proxy, at all times during the meeting.
- 8.2** The Company may hold a meeting at two or more venues using any technology consented to by all Members which consent shall be a standing one unless a majority of Members agree otherwise.
- 8.3** Except in the case of a resolution under section 329 of the Act to remove an auditor, or any other resolution which the Act or this Constitution requires to be passed at a general meeting, the Company may pass a resolution otherwise required or permitted to be passed at general meetings without the general meeting being held if all the Members who are 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.
- a.** Separate copies of the document may be used for signing by the Members if the wording of the resolution is identical in each copy;
 - b.** The document may be sent or circulated by facsimile or electronic transmission;
 - c.** The resolution is passed when the last Member signs the document;
 - d.** If the Company passes a resolution under this Rule, the Company is not required to comply with Rule 8.1;
 - e.** The passage of a resolution in accordance with this Rule satisfies any requirement of the Act or this Constitution that the resolution be passed at a general meeting;
 - f.** Any document referred to in this Rule 8.3 may be in electronic form;
 - g.** This Rule does not affect any rule of law relating to the assent of Members not given at a general meeting.
- 8.4** Directors may attend the Annual General Meeting but shall not be counted for the purposes of constituting a quorum and shall not be entitled to vote.
- 8.5** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other

day and at such other time and place as the Chair of Members may determine; if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting is dissolved.

- 8.6** At each Annual General Meeting the Members shall elect one of their number to chair meetings of Members - this person to be known as the Chair of Members. The Chair of Members shall hold office for one year, and is eligible for re-election. The appointment will be notified in writing to the Secretary. The Chair of Members will represent the Members in liaison with the Chair of Board.
- 8.7** At each Annual General Meeting the Members shall elect a Deputy Chair of Members. The provisions of this Constitution regarding the Chair of Members shall apply to the Deputy Chair of Members and to the office of Deputy Chair of Members.
- 8.8** The Chair of Members shall act as chair at every general meeting of the Company, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present shall elect one of their number to chair the meeting.
- 8.9** At any general meeting at which a quorum is present the Chair may, with the consent of the Members present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 8.10** A resolution put to the vote at any general meeting shall be decided on a show of hands unless a poll is demanded. A demand for a poll may be withdrawn.
- 8.11** On a show of hands a declaration by the Chair of Members is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of proxies received. Neither the Chair of Members nor the minutes need state the number or proportion of the votes recorded in favour or against the resolution. The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 8.12** A poll on the election of Chair of Members or on the question of adjournment must be taken immediately. A poll that is duly demanded on any other resolution shall be taken when and in the manner the Chair of Members directs.
- 8.13** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of Members shall not be entitled to a second or casting vote.
- 8.14** A Member may vote in person, or by proxy provided that the proxy must be another Member of the Company. On a show of hands or on a poll, every person present in person or by proxy shall have one vote.
- 8.15** A Member who has lost mental capacity or whose person or estate is liable to be dealt with in any way under the law relating to mental health may not vote.
- 8.16** The instrument appointing a proxy shall be in writing under the hand of the appointor duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to

demand or join in demanding a poll. A Member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed a proxy may vote as he or she thinks fit.

8.17 The instrument appointing a proxy may be in the following form or in a common or usual form.

I, of

hereby appoint of or

failing him or her..... of as my proxy to vote for me on my behalf at the general meeting of the Company, to be held on the day of

....., 20... and at any adjournment thereof. My proxy is hereby authorised to vote

*in favour of/*against the following resolutions. Signed this day of , 20
....

* Delete whichever is not desired.

8.18 The instrument appointing a proxy shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and, in default of the above, the instrument of proxy shall not be treated as valid.

8.19 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or the loss of mental capacity of the Member or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, loss of mental capacity or revocation has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

9.0 BOARD OF DIRECTORS

9.1 The management of the Company shall be vested in the Board.

9.2 The Board shall consist of not less than three (3) and not more than twelve (12) persons who, subject to this Constitution, shall be appointed by the Members after receiving advice from the Directors. No employee of the Company or of the Congregation shall be eligible to be a Director.

9.3 Directors shall generally be appointed for a three-year term though this may be varied to avoid all or a large number of the terms of office of Directors expiring simultaneously.

9.4 Unless the Members determine otherwise, no person who has been a Director for three consecutive terms shall be eligible to be reappointed as a Director before the expiration of one year after the expiration of three consecutive terms.

9.5 Appointment of Directors shall be subject to the requirements of the Act and of this Constitution.

9.6 The office of a Director shall become and be vacant:

- a. by death of the Director;
 - b. if the Director be absent from three successive meetings of the Board without leave granted by resolution of the Board;
 - c. by the Director's written resignation from the office;
 - d. if, after consultation with the Chair of Board and the Members and following the procedure set out in section 203D of the *Corporations Act 2001* (Cth), the Director be requested in writing by the Chair of Members to resign from the Board;
 - e. if the Director is declared bankrupt;
 - f. if the Director loses mental capacity or becomes a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
 - g. in accordance with the Act.
- 9.7** The Directors are required to develop and implement a policy of succession planning so that prior to each Annual General Meeting, and at any other time as required, they are in a position to give advice to the Members regarding persons available to act as Directors for the ensuing year.
- 9.8** A person who is being considered for appointment as a Director is required to submit to the Secretary, before being appointed, a signed consent to act as a Director.
- 9.9** Any casual vacancy occurring because of resignation or vacancy in the number of Directors (for reasons other than the expiration of a Director's term of office) may be filled by the Board after consultation with the Members and any Director so appointed holds office only until the next Annual General Meeting, and is then eligible for reappointment subject to this Constitution. The period for which a person may fill a casual vacancy under this Rule shall not count as a term of office under Rules 9.3 and 9.4.
- 9.10** A person who ceases to be a Director pursuant to any provision of this Constitution and who is not ineligible pursuant to Rule 9.4 to be a Director shall be eligible to be reappointed a Director.
- 9.11** At the first Board meeting after each Annual General Meeting, the Board shall elect from among its number a Chair of Board and a Deputy Chair.
- 9.12** The Chair of Board shall hold office for one year and shall, subject to Rule 9.4, be eligible for re-election.
- 9.13** The office of Chair of Board shall become and be vacant:-
- a. if the Chair of Board ceases to be a Director; or
 - b. by the written resignation of the Chair of Board from the office.
- 9.14** If the Chair of Board is not present at a Board meeting the Deputy Chair shall chair the meeting or if the Deputy Chair is also absent the Directors shall elect a Director from those present to chair the meeting.

9.15 Whenever a vacancy in the office of Chair of Board occurs, the Board shall proceed to fill the vacancy in accordance with this Constitution.

9.16 The provisions of this Constitution regarding the Chair of Board shall apply to the Deputy Chair and to the office of Deputy Chair.

9.17 Subject to this Constitution the Board may continue to act notwithstanding the existence of a vacancy or vacancies among the Directors.

10.0 FUNCTIONS AND DUTIES OF THE BOARD

10.1 The Board is responsible for overseeing the proper management of the business of the Company. The Board exercises all the powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

10.2 The functions and duties of the Board include:

- a. Ensuring that the work of the Company is aligned to the mission of the Catholic Church and the Congregation;
- b. Setting and monitoring implementation of the Company's strategy;
- c. Overseeing and monitoring the operational, financial, and overall performance of the Company;
- d. Management and mitigation of material risks to the Company;
- e. Ensuring the Company's financial viability and the sustainability and quality of its services;
- f. Reviewing and approving the Company's internal codes of conduct, policies, and compliance and control systems;
- g. Monitoring for effective performance by the Company of its objects;
- h. Ensuring compliance by the Company with applicable legislation, regulation and standards, including those relating to safeguarding of children and adults at risk.

11.0 THE EXECUTIVE DIRECTOR

11.1 In addition to the general functions and duties in Rule 10, if the Board determines that the Company requires an Executive Director, the Board is from time to time responsible for the appointment, reappointment, suspension or removal of that person, provided that; in each case the Board must make its recommendations to the Members and obtain the approval of the Members and of the Superior and Council of the Superior before acting to appoint, reappoint, suspend or remove the Executive Director.

11.2 The Executive Director is an employee of the Company and shall not act as a Director.

12.0 DOCUMENTATION - BOARD AND MEMBERS

12.1 The Members must provide to the Board:-

- a. statements of any policy changes;
- b. statements of plans and proposals for the future development of the Company.

12.2 The Board must before the commencement of the next financial year provide to the Members who must in general meeting receive from the Board:

- a. the budget of income and expense and cash flow for the next financial year;
- b. information on proposed significant changes in policy and strategic planning;
- c. any significant risks identified by the Board.

12.3 The Board must generally provide to the Members for their information:-

- a. any policies as requested by the Members from time to time;
- b. current organisational chart of the management structure of the Company;
- c. a copy of minutes of each meeting of the Board;
- d. subject to the Act such other information as is requested from time to time by the Members.

12.4 In preparation for the Annual General Meeting the Board shall, at the time of giving notice of the meeting, forward to the Members reports and resolutions pertaining to the business of the meeting in accordance with Rule 7.3.

12.5 The Members and the Board may agree from time to time that the giving of notices or the exchange of documents be by Electronic transmissions or in any other manner approved by the Directors or Members respectively as being the intended class of recipients of any such notice or document.

13.0 RESERVE POWERS

13.1 Reserve Powers of the Superior and Council of the Superior

Notwithstanding any other provision of this Constitution, the following matters are reserved for decision by the Superior and Council of the Superior, who will provide the resolution to the Members for a General Meeting:

- a. any amendment to the Constitution of the Company;
- b. any amendment to the Objects of the Company;
- c. any amendment to the Philosophy of the Company;
- d. approval of ministries of the Congregation for which funds can be sought from the Company.

13.2 Reserve Powers of Members

Notwithstanding any other provision of this Constitution, the following matters are reserved for decision by the Members only, to be made at a general meeting which other than where expressly stated as requiring a special resolution, shall be passed by an ordinary resolution:

- a. all matters which the Act requires the Members to pass by ordinary resolution at a general meeting;
- b. all matters which the Act requires the Members to pass by special resolution at a general meeting;
- c. the acquisition of any business by the Company above the Threshold amount;
- d. the entering into a joint venture by the Company with any other business above the Threshold amount;
- e. entering into a contract of sale for the purchase of real estate;
- f. entering into a lease above the Threshold amount;
- g. giving any third party security over the asset and undertaking of the Company.

14.0 METHODS OF SERVICE TO MEMBER

The Company may give a document to a Member:

- a. personally;
- b. by sending it by post to the address of the Member in the Register of Members or such other address as is notified to the Secretary by the Member as his or her address for service; or
- c. by sending it to a facsimile number or an electronic address nominated by the Member.

14.1 Methods of Service to Director, auditor or other person

The Company may give a document to a Director, auditor or other person:

- a. personally;
- b. by sending it by post to the last-known address of that person or to such other address as is notified to the Secretary by that person as his or her address for service; or
- c. by sending it to a facsimile number or electronic address nominated by that person.

14.2 Post

A document sent by post:

- a. if sent to an address in Australia, may be sent by ordinary post; and
- b. if sent to an address outside Australia, must be sent by airmail;

and in either case is taken to have been received on the day after the date of its posting.

14.3 Facsimile or Electronic transmission

If a document is sent by facsimile or Electronic transmission, delivery of the document is taken to be effected by properly addressing and transmitting the facsimile or electronic transmission;

- a. to have been delivered on the day following its transmission; and
- b. shall require the sender to print and retain a facsimile or Electronic transmission confirmation.

14.4 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post, facsimile or Electronic transmission on a particular date is rebuttable evidence that the document was sent on that date.

15.0 MEETINGS OF THE BOARD

15.1 The Board shall meet for the dispatch of business at such times and places as it may determine provided that:-

- a. it shall meet at regular intervals not less than four times a year;
- b. it shall meet whenever the Chair of Members or Chair of Board gives reasonable notice in writing to each Director.

15.2 Not less than three clear days' notice in writing of an ordinary Board meeting, and such notice as is practicable of a special Board meeting **shall** be given to Directors. If however, less notice than herein provided be given of a meeting, that meeting shall not be invalidated thereby if all Directors, excluding, if need be, a Director who has requested and been granted by the Board leave of absence from that meeting, are present at the notified place and time and unanimously agree to waive, in respect of such meeting, the provisions of this Rule.

15.3 A Board meeting may be called or held using any technology consented to by all Directors which consent once given shall be a standing one unless 75% of **Directors** agree otherwise.

15.4 The Board may pass a resolution without a Board meeting being held if the Directors who sign a document containing a statement that they are in favour of the resolution set out in the document would have constituted a quorum at a meeting of Directors held to consider that matter or resolution. For this purpose, signatures can be contained in more than one document. The resolution must be circulated to the last known physical or electronic address of all Directors and a minimum period of three working days must be provided for Directors to provide the document stating that they are in favour of the resolution.

An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this Rule be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.

15.5 At any meeting of the Board, each Director present shall have one vote.

15.6 A resolution of the Directors must be passed by a majority of the votes cast by the Directors present and for the time being entitled to vote on the resolution.

- 15.7** The Chair of Board shall not have a casting vote.
- 15.8** Notice of a special Board meeting shall state the business to be considered at that meeting, and no business other than that so stated shall be considered at that meeting.
- 15.9** At a meeting of the Board, half of the then Directors shall constitute a quorum.
- 15.10** If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be dissolved. All business proposed to be transacted at the meeting shall be brought before the next meeting of the Board.
- 15.11** If a quorum is not present for thirty minutes at any time after a meeting of the Board has commenced, that meeting shall thereupon be deemed to be adjourned to the next meeting of the Board.
- 15.12** The Chair of Board, or in his or her absence, the Deputy Chair, shall chair each meeting of the Board. If both the Chair of Board and the Deputy Chair are absent, the Directors present shall appoint one from among their number to chair the meeting.
- 15.13** Subject to this Constitution, the procedure to be followed at a meeting of the Board shall be as the Board determines.
- 15.14** The Chair of Members, or a delegate duly authorised in writing for the purpose, may attend and take part in any meeting of the Board or of a committee of the Board, but may not vote on any matter. unless he or she is a Director.
- 15.15** The Chair of Members may request the attendance at any meeting of the Board of any person who, in the opinion of the Chair of Members, as the case may be, may be able to assist the Board regarding any matter before it.

16.0 CHAIR OF BOARD AND DEPUTY CHAIR OF THE BOARD

- 16.1** The Chair of Board shall have such duties and functions and may exercise such powers and authorities as are imposed or conferred on him or her by this Constitution and by any resolution of the Board including the following:-
- a.** to maintain liaison with the Chair of Members;
 - b.** to decide any question of procedure arising at a meeting of the Board which is not provided for by this Constitution or any prior resolution of the Board;
 - c.** to request the Secretary to carry out or give effect to any or all decisions or directions of the Board; and
 - d.** to perform such other duties or functions as the Board may determine.
- 16.2** The Deputy Chair shall have such duties and functions and may exercise such powers and authorities as are imposed or conferred on him or her by this Constitution and by any resolution of the Board including the following:-`
- a.** to assist the Chair of Board in the performance and exercise of his or her office as requested;

- b. to act in and perform and exercise the office of Chair of Board in the absence of the Chair of Board, or in the event of his or her inability to perform or exercise his or her office; and
- c. to perform such other duties and functions as the Board may decide.

16.3 When acting in the office of chair, the Deputy Chair may do whatever the Chair of Board may do therein.

17.0 BOARD DELEGATION

17.1 The Board may delegate to such one or more Directors as it may decide (hereinafter referred to as delegate or delegates, as the case may be) the performance or exercise of such of the duties, functions, powers and authorities imposed or conferred on it by this Constitution.

17.2 A delegation made under this Rule may be subject to such conditions and/or limitations as to the performance or exercise of any of the specified duties, functions, powers and authorities delegated or as to time or other circumstances as may be specified in the resolution and instrument of delegation.

17.3 An instrument of delegation shall be signed by the Chair of Board at a meeting to approve delegation and one other Director who is not a delegate pursuant to that instrument, provided that, if that Chair of Board be a delegate pursuant to an instrument of delegation, that instrument shall be signed by two Directors who are not delegates pursuant to it.

17.4 A delegate or, where there is more than one delegate, one of their number as determined by them, shall report to the next following ordinary meeting of the Board and thereafter as directed by the Board with regard to the performance or exercise of the duties, functions, power and authorities delegated.

17.5 Subject to Rule 17.6, any act or thing done by the delegate or delegates when acting in pursuance of a delegation and within the terms thereof shall have the like force and effect as if the act or thing had been done by the Board.

17.6 Notwithstanding any delegation made under this Constitution the Board may continue to perform or exercise all or any of the duties, functions, powers and authorities delegated.

18.0 ESTABLISHMENT OF COMMITTEES

18.1 The Board may establish any committee or committees of the Board as it determines from time to time.

18.2 A committee shall consist of such persons, whether Directors or not, as the Board may appoint to the committee.

18.3 The terms and conditions of appointment of persons appointed to a committee shall be as the Board determines.

18.4 At the time it appoints persons to a committee, and thereafter as it deems necessary, the Board shall fix the number of such persons that must be present at a meeting of the committee to constitute a quorum for such a meeting.

- 18.5** The Board shall appoint a Director to be chair of each committee; provided that if the Board be of the opinion that there are special reasons arising from the nature of the duties and functions of a committee which make it in the interest of the Company and preferable that it should do so, it may appoint as chair of that committee a person who is not a Director.
- 18.6** The terms and conditions of appointment as chair of the committee shall be as the Board determines.
- 18.7** The duties, functions, powers and authorities of a committee shall be as the Board determines. These duties, functions, powers and authorities shall be performed and exercised as the Board determines.
- 18.8** A committee shall be deemed to be established when the name, duties, functions, powers and authorities thereof are prescribed or fixed and the chair thereof is appointed.
- 18.9** A committee shall not have power to perform any of its duties or functions while there is no chair thereof appointed.
- 18.10** Subject to this Constitution a committee shall be subject to the authority of the Board at all times and shall act in accordance with and not contrary to any direction of the Board.
- 18.11** The Board, at any time and either with or without notice of its intention so to do, may dissolve a committee by notice in writing to the chair of the committee.

19.0 THE SECRETARY

- 19.1** The Secretary or secretaries, shall be appointed by the Board in accordance with the Act and for such terms and upon such conditions as the Board thinks fit, and any Secretary so appointed may be removed by the Board.

20.0 EXECUTION OF DOCUMENTS

- 20.1** The Company may execute a document by having it signed by:-

- a.** two Directors of the Company; or
- b.** a Director and a Secretary.

21.0 NOTICE TO DIRECTORS

- 21.1** Without prejudice to any other method of giving notice, it shall be sufficient compliance with any provision of this Constitution requiring notice to be given to Directors if, with observance of the required time, notice is given:-

- a.** in a document delivered to the Director in person; or
- b.** in a prepaid letter or other document addressed and posted to the Director at his or her last-known address two days prior to the date by which notice must be given; or
- c.** in a resolution of the Board made at a duly held meeting of the Board and which sufficiently specifies that which is required to be notified, if the terms

of that resolution, as recorded in the confirmed proceedings of that meeting, be delivered or posted as aforesaid to the Director.

21.2 Any notice under Rule 21.1 may be given in any manner of representing or reproducing words in visible and legible form, and may give notice of either one or more than one matter or event.

22.0 REAL PROPERTY

22.1 Real property that is vested in the Company is held for the objects of the Company and not otherwise, and is to be administered in accordance with the provisions of Canon law.

22.2 The Board shall ensure that the real property is kept in a state of good repair and condition and, from time to time as and when necessary, shall ensure that it is renewed or replaced, as the case requires.

23.0 DISSOLUTION OF BOARD

23.1 The Board may, subject to the Act and after consulting the Superior, be dissolved by resolution of the Members in general meeting. Such a resolution is to be given to each Director by the Chair of Members within seven days next after the general meeting.

23.2 A dissolution of the Board shall not of itself affect the continuity of this Constitution or invalidate any act or decision of the dissolved Board.

23.3 The Company shall treat a dissolution of the Board as creating casual vacancies in the office of each Director and casual vacancies in, respectively, the office of Chair of Board and the office of Deputy Chair, and thereupon the several said casual vacancies shall be filled, subject to this Constitution, by appointments being made to the vacant offices as if such vacancies had occurred without any such dissolution of the Board.

23.4 Nothing in this Rule of itself shall cause a person who was a Director at the time of that dissolution to be ineligible to be appointed to fill any such casual vacancy.

23.5 Upon a dissolution of the Board any committee established according to this Constitution shall thereby be dissolved.

23.6 Upon a dissolution of the Board a delegation made by the Board shall thereby be revoked and a subsequent Board may in accordance with this Constitution make a fresh delegation of the same matter in terms the same as or different from those of the revoked delegation.

24.0 REPEAL, VARIATION AND AMENDMENT OF CONSTITUTION

24.1 This Constitution may be varied or amended (Reference Rule 13.1) from time to time by a special resolution of the Members in accordance with the Act provided consent of the Superior and the Council of the Superior to such a proposal has been given in writing.

24.2 The Members or the Board may propose a variation or amendment to this Constitution (Reference Rule 13.1) provided that the variation or amendment has been proposed at a properly convened meeting of the Members or the Board.

25.0 ACCOUNTS

25.1 The Board shall cause proper accounting and other records to be kept as required by the Act and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act and shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

25.2 Subject to the Act the Board shall from time to time determine at which times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of Members.

26.0 GIFT FUND

26.1 There shall be maintained a fund known as the Gift Fund in accordance with the provisions of subdivision 30-BA part 2.5 of the Tax Act.

26.2 Upon the first occurrence of an event described in section 30-125(7) of the Tax Act, the Company will transfer to a fund, authority or institution (gifts to which can be deducted under Division 30 of the Tax Act and which is a charity within the meaning of the Charities Act 2013 (Cth)) with a constitution containing similar provisions to Rule 3.2 having similar objects to the Company approved by the Superior:

- a. any surplus assets of the Gift Fund;
- b. if at that time the Company is not required to meet the requirement of section 30-130 of the Tax Act, any surplus comprising:
 - (i) gifts of money or property for the principal purpose of the fund, authority or institution;
 - (ii) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that purpose; and
 - (iii) money received by the Company because of such gifts or contributions.

26.3 If the Company is acting as trustee of more than one charitable trust, then the Company shall maintain a separate Gift Fund which complies with this Rule 26 with respect to each such charitable trust.

27.0 THE AUDITOR

27.1 The Company shall appoint a properly qualified auditor or auditors; duties and remuneration are regulated in accordance with the Act.

28.0 NOTICE - GENERAL MEETINGS

28.1 Notice of meetings of Members may be given to any Member or other person entitled to receive a notice in any manner provided for in this Constitution. Notice shall be deemed to be given as provided for in the Act.

28.2 Notice of every Annual General Meeting shall be given in accordance with Rule 7.2 to the following persons:-

- a.** every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
- b.** the auditor or auditors for the time being of the Company; and
- c.** every Director and the Secretary.

28.3 Notice of other general meetings shall be given in accordance with Rule 7.2 to the following persons:-

- a.** every Member, as in Rule 28.2 a; and
- b.** the Secretary.

28.4 No other person shall be entitled to receive notices of general meetings.

29.0 INDEMNITY AND INSURANCE

29.1 Every person who is or has been a Director or other officer of the Company is indemnified, to the maximum extent permitted by the Act, out of the property of the Company against any liabilities for costs and expenses incurred by that person:-

- a.** in defending any proceedings relating to that person's position with the Company whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment;
- b.** in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving that person's lack of good faith; or
- c.** in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Act by the court.

29.2 Rules 29.1 and 29.4 apply:

- a.** to each person who is or has been a Director or an Executive Director of the Company;
- b.** to such other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine; and
- c.** if the Directors so determine, to any auditor or former auditor of the Company or of its related bodies corporate.

29.3 Indemnity

The Company may indemnify, to the extent permitted by law, each person to whom this Rule 29 applies for all losses or liabilities incurred by the person as an officer and, if the Directors so determine, an auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

29.4 Extent of Indemnity

The indemnity in Rule 29.1:

- a.** is a continuing obligation and is enforceable by a person to whom Rule 29.1 applies even though that person may have ceased to be an officer or auditor of the Company or of a related body corporate;
- b.** applies to losses and liabilities incurred both before and after the date of adoption of that Rule; and
- c.** operates only to the extent that the loss or liability is not paid by insurance.

29.5 Insurance

The Company shall, to the extent permitted by law:

- a.** purchase and maintain insurance; or
- b.** pay or agree to pay a premium for insurance,

for any person to whom this Rule 29.4 applies against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for legal costs.

29.6 Savings

Nothing in Rule 29.1 and 29.4:

- a.** affects any other right or remedy that a person to whom those Rules apply may have in respect of any loss or liability referred to in those Rules; or
- b.** limits the capacity of the company to indemnify or provide insurance for any person to whom those Rules do not apply.

30.0 WINDING UP

30.1 The Company or the Board shall not take any steps to wind up or dissolve or otherwise reconstruct or amalgamate the Company without the prior written consent of the Superior, unless they are otherwise required to do so by law. Rule 30.4 shall apply upon the winding up or dissolution of the Company.

30.2 Approvals

- a. Other than as provided in the Act, the Directors shall not take any steps to wind up or dissolve or otherwise reconstruct or amalgamate the Company without the prior approval of:
 - (iv) the Superior; and
 - (v) a special resolution by the Members.
- b. Other than as provided in the Act, the Members shall not take any steps to wind up or dissolve or otherwise reconstruct or amalgamate the Company without the prior written consent of the Superior.

30.3 Contributions on winding up

Each Member undertakes to contribute to the Company's property if the Company is wound up during, or within one year after the cessation of, the Member's membership on account of:

- a. payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- b. the costs of winding up; and
- c. adjustment of the rights of the contributories amongst themselves,

an amount not to exceed \$100.00.

30.4 Application of property on winding up

Without limiting Rule 26, in the event of the winding up of the Company, any surplus assets of Company (after payment of all debts and liabilities) must not be transferred to the Members and shall be transferred to a fund, authority or institution (gifts to which can be deducted under Division 30 of the Tax Act and which is a charity within the meaning of the Charities Act 2013 (Cth)) with a constitution containing similar provisions to Rule 3.2, having similar objects to the Company approved by the Superior.

30.5 Application of property on revocation of DGR endorsement

Without limiting Rule 26, in the event of the revocation of the Company's endorsement under Subdivision 30-125 of the Tax Act, any surplus assets of the Company and the Gift Fund established in this Constitution (after payment of the debts of the Company) must not be transferred to the Members and shall be transferred to a fund, authority or institution, (gifts to which can be deducted under Division 30 of the Tax Act and which is a charity within the meaning of the Charities Act 2013 (Cth)) with a constitution containing similar provisions to Rule 3.2, having similar objects to the Company approved by the Superior.