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Constitution

CATHOLIC PROFESSIONAL STANDARDS LIMITED

ACN: 616 062 714

A Company Limited by Guarantee

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PREAMBLE

This Company has been established by the leadership of the Catholic Church in Australia. Its mission is to promote the dignity and welfare of all persons who come into contact with the Church and its works, especially the young and vulnerable.

It is a pastoral response that reflects the respect for human life that is central in the call of the Gospel and the life of the Church. The Company will endeavour to ensure that all persons within and those who engage 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 national professional standards the Church leadership seeks to promote accountability, transparency and trust in the life of the Church and its contribution to society.

1. NAME OF COMPANY

- 1.1 The name of the Company is Catholic Professional Standards Limited ACN: 616 062 714

2. TYPE OF COMPANY

- 2.1 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

- 3.1 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. INTERPRETATIONS

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

ACBC means the Australian Catholic Bishops Conference.

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

Act means the *Corporations Act 2001*.

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

Board means the Board of Directors.

Board Chair means the person holding that office under **clause 52** of this Constitution and includes any assistant or acting board chair.

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 means an entity that has been identified as Catholic by a competent authority within the Catholic Church.

Church Authority means:

- a) the Diocesan Bishop (or Archbishop, as appropriate) of a Diocese or his administrator from time to time;
- b) the Australian Major Superior in respect of religious institutes; 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.

Church Contacts means Vulnerable Persons and other persons who have a professional or pastoral relationship, with Catholic Entities, including any cleric, member of a religious institute or other person who is an employee or volunteer of a Catholic Entity.

Committee means a committee established in accordance with **clause 55**.

Company means Catholic Professional Standards Limited.

Constitution means this constitution as amended or supplemented from time to time by a Special Resolution of the Member Representatives in a general meeting.

Deputy Board Chair means the person elected as Deputy Board Chair under **clause 52**.

Deputy Members' Chair means the person elected as Deputy Members' Chair under **clause 22**.

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.

Member means a Member of the Company.

Members' Chair means the person holding that office under **clause 22** of this Constitution and includes any assistant or acting members' chair.

Member Representative means each representative appointed from time to time under **clause 14**.

Nomination Committee means the committee established under **clause 40**.

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.

Professional Standards means the national standards established in accordance with **clause 5.1(a)** as amended from time to time and Towards Healing, Integrity in Ministry and Integrity in the Service of the Church (by whatever name).

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.

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

Special Resolution means a resolution:

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

Vulnerable Person means a child, an elderly person or person who has recently suffered bereavement, marriage breakdown or other such adversity making them in particular need of pastoral support, or a person with an intellectual disability, mental illness or other impairment that makes it difficult for that person to protect themselves from abuse or exploitation.

4.2 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 2 genders;
- (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;

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- (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 & POWERS

- 5.1 The charitable objects for which the Company is established are to care for, protect and support Church Contacts by:
- (a) Establishing standards to:
 - (i) promote the safety of,
 - (ii) prevent abuse and/or misconduct towards, and
 - (iii) respond to allegations of abuse and/or misconduct concerning,
Church Contacts who are involved with Catholic Entities;
 - (b) Entering into contractual arrangements with Church Authorities to ensure that all Catholic Entities subject to their authority meet the Professional Standards;
 - (c) Providing education and training directly or indirectly in respect of the Professional Standards and in doing so, fostering a culture of safety and care;
 - (d) Auditing compliance with the contractual arrangements in **subclause (b)** to ensure ongoing compliance with the Professional Standards and reporting on the results of the audits;
 - (e) Carrying out such part or parts of the functions of the National Committee for Professional Standards and/or any State Professional Standards Office as are entrusted to the Company from time to time; and
 - (f) Undertaking any other activities in furtherance of the above.

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- 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 Reports prepared for the purpose of **clause 5.1(d)** will be made public, unless the Board resolves that the information:
- (a) has the potential to cause harm to Church Contacts;
 - (b) is inaccurate;
 - (c) is likely to cause confusion or to mislead the public; or
 - (d) could endanger public safety.

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 or Member Representative of the Company. However nothing in this Constitution will prevent payment in good faith to a Member or Member Representative:
- (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 moneys lent to the Company; or
 - (c) of reasonable and proper rent for premises leased by any Member or Member Representative to the Company.

7. AMENDING THE CONSTITUTION

- 7.1 The Constitution may be amended by passing a Special Resolution.

8. MEMBERSHIP

- 8.1 The Members of the Company are:
- (a) Australian Episcopal Conference of the Roman Catholic Church (ABN 76 000 665 958);
 - (b) Catholic Religious Australia (ABN 92 291 126 804);

and

- (c) any other entity that is admitted as a Member, in accordance with this Constitution.

9. APPLICATION FOR MEMBERSHIP

- 9.1 Every application for Membership of the Company must:
- (a) be lodged with the Secretary and must set forth the name and address of the applicant and the name and contact details of the contact person for the applicant;
 - (b) state that the applicant agrees to comply with the terms of the Company's Constitution; and
 - (c) be provided to every Member by the Secretary.
- 9.2 Applications for Membership of the Company must be made in writing on a form approved by the Board for that purpose and signed by the contact person for the applicant named at **clause 9.1(a)**.
- 9.3 At the first general meeting of the Company after an application for Membership has been received the Member Representatives will in their absolute discretion:
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 9.4 An applicant will be admitted to Membership of the Company if the Member Representatives unanimously vote to admit the applicant.
- 9.5 If an application for Membership is approved, the Secretary must, as soon as practicable, notify the applicant in writing of their approval for Membership and notify the Board.

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);

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- (iv) the name and contact details (which may include address, email and phone number) for the authorised contact person nominated by the Member from time to time;
 - (v) date the Member was entered on to the Register; and
 - (vi) the above details in respect of each current and past Member Representative nominated by that Member.
- (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.
- 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

- 11.1 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 general meeting resolves by a resolution with a 75% majority of Member Representatives, 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. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 12.1 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

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- (b) terminates on cessation of the person's Membership.
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13. ENTRANCE FEE AND SUBSCRIPTIONS

- 13.1 The Company by Special Resolution may choose to charge any Member of the Company an entrance fee, annual fee and/or subscription as it deems appropriate for the Company to carry out its objects.
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14. MEMBER REPRESENTATIVE

- 14.1 Each Member must appoint 2 individuals to act on its behalf and they shall be known as Member Representatives.
- 14.2 An appointing Member must be satisfied that each Member Representative will promote the objects of the Company as set out in **clause 5.1**.
- 14.3 Each Member has 2 votes, both on a show of hands and a poll, exercised in the manner set out in **clause 14.4**.
- 14.4 Each Member Representative shall be entitled to attend any general meeting (including an annual general meeting), exercise 1 vote on behalf of that person's appointing Member each and shall otherwise be entitled to exercise all the powers on behalf of that Member which s/he represents.
- 14.5 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).
- 14.6 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 nominating Member to represent the life and work of the Company.
- 14.7 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.
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15. MEMBERS' RIGHTS

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

16. DISPUTE RESOLUTION

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this 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.
- 16.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.3 If those involved in the dispute do not resolve it under **clause 16.2**, 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.
- 16.4 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:
 - (i) for disputes between Members, a person chosen by the President of the ACBC; or
 - (ii) for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Company has its registered office.
- 16.5 A mediator chosen under **clause 16.4**:
- (a) may be a Member or former Member of the Company or Director or former Director 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.
- 16.6 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. CONVENING OF GENERAL MEETINGS

- 17.1 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.
- 17.2 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.
- 17.3 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.

18. ANNUAL GENERAL MEETING

- 18.1 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.
- 18.2 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.
- 18.3 Before or at the annual general meeting, the Directors must give information to the Member Representatives on the Company's activities and finances during the period since the last annual general meeting.
- 18.4 The Members' Chair must give Member Representatives a reasonable opportunity at the annual general meeting to ask questions or make comments about the management of the Company.

19. NOTICE OF GENERAL MEETINGS

- 19.1 Notice of a general meeting must be given to:
 - (a) each Member through its nominated contact person;

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- (b) each Member Representative;
 - (c) each Director; and
 - (d) the auditor (if any).
- 19.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 19.3 Subject to **clause 19.4**, 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.
- 19.4 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.
- 19.5 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.
- 19.6 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.
- 19.7 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 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.

20. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

- 20.1 The Members' Chair may invite any person who is not a Member Representative to attend and/or address a meeting.

21. QUORUM

- 21.1 No business may be transacted at any general meeting unless a quorum of Member Representatives is present at all times during the meeting.
- 21.2 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).
- 21.3 A majority of Member Representatives with no less than one Member Representative of each Member entitled to vote constitute a quorum for all general meetings.
- 21.4 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 Member Representatives 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. MEMBERS' CHAIR AND DEPUTY MEMBERS' CHAIR

- 22.1 The Member Representatives shall elect a Members' Chair and Deputy Members' Chair from amongst their number annually by majority vote at the annual general meeting of the Company.
- 22.2 The Members' Chair shall be entitled to preside as chairperson at every general meeting.
- 22.3 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.

- 22.4 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.
- 22.5 No one shall serve more than 4 consecutive year terms as Members' Chair or Deputy Members' Chair and where that person has served 4 consecutive year terms that person shall not be eligible for re-election until a period of 12 months has elapsed.

23. CHAIRPERSON'S CASTING VOTE

- 23.1 In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the general meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote.

24. ADJOURNMENT OF MEETINGS

- 24.1 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 Members' Chair.
- 24.2 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.
- 24.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 24.4 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.

25. CIRCULATING RESOLUTION OF MEMBER REPRESENTATIVES

- 25.1 Subject to **clause 25.3**, the Directors may put a resolution to the Member Representatives to pass a resolution without a general meeting being held.
- 25.2 The Directors must notify the auditor (if any) and each Member as soon as possible that a circular resolution has or will be put to Member Representatives, and set out the wording of the resolution.

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- 25.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Director or remove a Director;
 - (b) for passing a Special Resolution; or
 - (c) where the Act or this Constitution requires a meeting to be held.
- 25.4 A circular resolution is passed if all the Member Representatives entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in **clause 25.5** or **clause 25.6**.
- 25.5 Member Representatives may sign:
- (a) a single document setting out the circular 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.
- 25.6 The circular resolution may be sent 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.

26. HOW VOTING IS CARRIED OUT

- 26.1 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 Members' Chair of the meeting; or
 - (b) at least 2 Member Representatives entitled to vote on the resolution.
- 26.2 Before a vote is taken, the Members' Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 26.3 On a show of hands, the Members' Chair decision is conclusive evidence of the result of the vote.
- 26.4 The Members' Chair 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.

27. POLLS

- 27.1 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.

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- 27.2 If a poll is demanded it must be taken in such manner and at such time and place as the Members' Chair of the meeting directs subject to **clause 27.5**.
- 27.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- 27.4 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.
- 27.5 A poll demanded on the election of a Members' Chair or any question of adjournment of the meeting must be taken immediately.
- 27.6 The demand for a poll may be withdrawn.

28. VOTING RIGHTS

- 28.1 A Member Representative entitled to vote has one vote.
- 28.2 No person other than a Member Representative shall be entitled to vote at a general meeting.

29. CHALLENGE TO A MEMBER REPRESENTATIVE'S RIGHT TO VOTE

- 29.1 A Member Representative or the Members' Chair may only challenge a person's right to vote at a general meeting at that meeting.
- 29.2 If a challenge is made under **clause 29.1**, the Members' Chair must decide whether or not the person may vote. The decision of the Members' Chair is final.

30. RIGHT TO APPOINT PROXIES

- 30.1 A Member Representative may not appoint a proxy.
- 30.2 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.

31. APPOINTING A PROXY

- 31.1 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.
- 31.2 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 and the Member Representative who will be replaced by the proxy in accordance with **clause 30.2**;

- (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.

31.3 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.

31.4 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 31.2**.

31.5 An instrument of proxy may be revoked at any time by notice in writing to the Company.

32. LODGMENT OF PROXIES

32.1 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 Representative'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.

32.2 For the purposes of this clause it will be sufficient that any document required to be lodged by a Member Representative 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.

33. VALIDITY OF PROXIES

33.1 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 Representative;
- (b) the bankruptcy or liquidation of the Member Representative; or
- (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.

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

34. VOTING BY PROXY

- 34.1 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.

35. NUMBER OF DIRECTORS

- 35.1 The Company must have at least 3 and no more than 9 Directors.
- 35.2 The appointment of persons as Directors shall take place as follows:
- (a) the Nomination Committee shall, taking into account the considerations in **clause 39**, identify candidates for directorship and, subject to a majority decision of the Nomination Committee in favour of a candidate, propose the candidate to the Member Representatives; and
 - (b) the Member Representatives shall by resolution determine whether a candidate proposed by the Nomination Committee shall become a Director.

36. ELECTION AND APPOINTMENT OF DIRECTORS

- 36.1 The initial Directors are the people who have agreed to act as Directors and who are named in the application for registration of the Company.
- 36.2 The Member Representatives shall elect a Director by a resolution passed in a general meeting in accordance with **clause 35.2(b)** (excepting initial directors).
- 36.3 A person is eligible for election as a Director of the Company if they:
- (a) are nominated by the Nomination Committee in accordance with **clause 35.2(a)** (except for initial directors);

- (b) give the Company their signed consent to act as a Director of the Company; and
 - (c) are not ineligible to be a Director under the Act or the ACNC Act.
- 36.4 When electing a Director, Member Representatives should consider whether the Board is comprised of an appropriate range of skills.
- 36.5 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 calling a general meeting to increase the number of Directors to 3, but for no other purpose.

37. TERM OF OFFICE

- 37.1 Except in the case of a casual vacancy and subject to **clause 37.2**, a Director will serve a term of 3 years from the effective date of election and may be eligible for re-election by Member Representatives as a Director for a maximum of 3 terms of no more than 3 years each.
- 37.2 At each annual general meeting:
- (a) any Director appointed to fill a casual vacancy must retire; and
 - (b) at least one-third of the remaining Directors must retire.
- 37.3 The Directors who must retire at each annual general meeting under **clause 37.2** will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- 37.4 A Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 37.5 A Director who retires under **clause 37.2** may be nominated for re-election, subject to **clause 37.6**.
- 37.6 A Director who has held office or would (if reappointed) hold office for a continuous period of 9 years (or more) may only be re-elected by a Special Resolution.

38. WHEN A DIRECTOR STOPS BEING A DIRECTOR

- 38.1 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;

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- (d) are absent for 3 consecutive Board meetings without approval from the Directors;
 - (e) have served a maximum of 3 terms in accordance with **clause 37.1** and have not been re-elected in accordance with **clause 37.6**;
 - (f) become ineligible to be a Director of the Company under the Act or the ACNC Act; or
 - (g) become 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.

39. CONSIDERATIONS BY NOMINATION COMMITTEE

- 39.1 The Nomination Committee shall in considering a person for nomination as a Director have regard to such matters as the Nomination Committee shall consider relevant from time to time including whether the person:
- (a) demonstrates a commitment to and understanding of the philosophy and work of the Company;
 - (b) exemplifies the Company's vision, mission and core values in their life;
 - (c) demonstrates a commitment to and understanding of the philosophy and works of the Church;
 - (d) is committed to using their role as Director to assist the Company to advance the objects of the Company as set out in **clause 5.1**;
 - (e) has sufficient expertise to advance the objects of the Company at any given time; and
 - (f) where possible, adds to the mix of gender, ethnographic, religious and geographical diversity on the Board.

40. NOMINATION COMMITTEE

- 40.1 The Nomination Committee shall comprise the following members:
- (a) 1 of whom shall be the ex-officio Board Chair who shall be the chairperson of the Nomination Committee; and
 - (b) 1 of whom shall be a Director of the Company (other than the Board Chair); and
 - (c) 1 Member Representative appointed by each Member.
- 40.2 In the event that a Member Representative appointed to the Nomination Committee under **clause 40.1(c)** ceases to be a Member Representative, that Member Representative shall be deemed to have resigned from the Nomination Committee and the appointing Member shall appoint a new member of the Nomination

Committee to replace that Member Representative as soon as possible after the vacancy occurs. The person so appointed must be a Member Representative.

41. NEGOTIABLE INSTRUMENTS

- 41.1 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 if the Company has 2 or more Directors. The Directors may determine that a negotiable instrument may be signed, accepted, drawn, endorsed or otherwise executed in a different way.
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42. POWER OF DIRECTORS

- 42.1 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.
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43. RESERVE POWERS AND REVIEW

- 43.1 In accordance with **clause 43.2**, the approval of the Member Representatives shall be required as a pre-requisite to any decision of the Board becoming effective in respect of the following reserve powers:
- (a) Adoption or amendment of any Professional Standard;
 - (b) Approval of the strategic plan, business plan and annual budget and any variation to them;
 - (c) A decision to terminate membership;
 - (d) Taking any disciplinary action against a Catholic Entity concerning non-compliance with Professional Standards;
 - (e) Borrowing in excess of the amount set by the Member Representatives from time to time;
 - (f) Acquisitions or purchases in excess of the amount set by the Member Representatives, from time to time;
 - (g) Acceptance of any types of gifts which fall within any category of gifts as determined by the Member Representatives from time to time;
 - (h) The sale, lease, mortgage or encumbrance disposition, or other form of alienation of the stable patrimony of the Company, and

a decision, action or event in respect of the above reserve powers may not be made public until it has been approved by the Member Representatives in accordance with this clause.

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- 43.2 All powers vested in the Member Representatives by **clause 43.1** must be exercised only by way of resolution passed by at least 75% of all Member Representatives; and other powers vested in the Member Representatives shall, unless otherwise specified in this Constitution or the Act, be by way of majority resolution of all Member Representatives.
- 43.3 Corporate Review
- (a) On the 5th anniversary of the incorporation of the Company (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.
 - (b) The purpose of any review is to assess the effectiveness, sustainability, ongoing viability and relevance of the Company in light of its objects.
 - (c) 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 7.1**) or winding up the Company (in accordance with **clause 64**).

44. DELEGATION OF DIRECTORS' POWERS

- 44.1 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.
- 44.2 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.
- 44.3 The delegation must be recorded in the Company's minute book.

45. REMUNERATION OF DIRECTORS

- 45.1 The Directors may, if the Member Representatives decide, be paid as remuneration for their services the aggregate annual sum that is 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.
- 45.2 The Directors will be reimbursed for all travelling and other out-of-pocket expenses properly incurred by them in relation to their role as a director.

46. CONFLICTS OF INTEREST

- 46.1 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 Directors (or that is proposed in a circular resolution):

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- (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.
- 46.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 46.3 A general notice given to the Board by a Director that the Director is an Officer, a Member Representative of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 46.4 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under **clause 46.5**:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 46.5 A Director may still be present and vote if:
- (a) their interest arises because they are a Member Representative of the Company, and the other Directors 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 (see **clause 65**);
 - (c) their interest relates to a payment by the Company under **clause 66** (indemnity), or any contract relating to an indemnity that is allowed under the Act;
 - (d) the Australian Securities and Investments Commission (**ASIC**) 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.

47. DUTIES OF DIRECTORS

- 47.1 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 46**;
 - (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.

48. WHEN THE DIRECTORS MEET

- 48.1 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.

49. CALLING DIRECTORS MEETINGS

- 49.1 The Board Chair or 3 Directors or the Secretary upon the request of 3 Directors, shall convene a meeting of the Board by giving at least 48 hours' notice of the meeting to all Directors.
- 49.2 Notice of a meeting of the Board need not be in writing.

50. USING TECHNOLOGY TO HOLD DIRECTORS' MEETINGS

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

51. QUORUM AT DIRECTORS' MEETINGS

- 51.1 Unless the Directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors.
- 51.2 No business may be transacted at any Board meeting unless a quorum of Directors is present at all times during the meeting.
- 51.3 Directors who are personally present (or in conference in accordance with **clause 50**) form a quorum. A Director who is disqualified from voting on a matter pursuant to **clause 46** shall be counted in the quorum despite that disqualification.
- 51.4 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.

52. BOARD CHAIR AND DEPUTY BOARD CHAIR

- 52.1 The Board shall elect a Board Chair and a Deputy Board Chair from amongst their number at the first meeting of Directors after each annual general meeting by a resolution of not less than 75% of Directors present and entitled to vote.
- 52.2 The Board Chair shall, if present, preside as chairperson of every meeting of the Board.
- 52.3 If a meeting of Board is held and the Board Chair is not present within 15 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then the Deputy Board Chair shall preside as chairperson of the meeting, or if there is no Deputy Board Chair or the Deputy Board Chair is not present or is unwilling to act then the other Directors present must elect one of their number to be chairperson of the meeting.

53. VOTING

- 53.1 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.
- 53.2 Each Director shall have one vote.
- 53.3 In case of an equality of votes at a meeting of the Board, the Board Chair has a casting vote in addition to a deliberative vote.

54. RESOLUTIONS BY DIRECTORS

- 54.1 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.
- 54.2 The resolution is passed when the last Director signs.
- 54.3 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.
- 54.4 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.

55. COMMITTEE OF DIRECTORS

- 55.1 In accordance with **clause 44**, 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.
- 55.2 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.
- 55.3 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.
- 55.4 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.

56. VALIDATION OF ACTS OF DIRECTORS

- 56.1 All acts done:
- (a) at any meeting of the Board; 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.

57. MINUTES AND RECORDS

- 57.1 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) circular resolutions of Member Representatives;
 - (c) a copy of a notice of each general meeting.
- 57.2 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any Committees); and
 - (b) circular resolutions of Directors.
- 57.3 To allow Members and Member Representatives to inspect the Company's records:
- (a) the Company must give a Member and/or a Member Representative reasonable access to the records set out in **clause 57.1**; and
 - (b) the Directors may authorise a Member and/or Member Representative to inspect other records of the Company, including records referred to in **clause 57.2** and **clause 60.1**.
- 57.4 The Member Representatives must ensure that minutes of a general meeting are signed within a reasonable time after the meeting by:
- (a) the Members' Chair of the meeting; or
 - (b) the Members' Chair of the next meeting.
- 57.5 The Directors must ensure that minutes of a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Board Chair of the meeting; or
 - (b) the Board Chair of the next meeting.
- 57.6 The Directors must ensure that minutes of the passing of a circular resolution (of Member Representatives or Directors) are signed by the Board Chair within a reasonable time after the resolution is passed.

58. APPOINTMENT AND ROLE OF SECRETARY

- 58.1 The Company must have at least one Secretary, who may also be a Director.

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- 58.2 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.
- 58.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 58.4 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), Directors' meetings and circular resolutions.

59. EXECUTION OF DOCUMENTS

- 59.1 Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute a document without using a common seal if the document is signed by:
- (a) 2 Directors of the Company, or
 - (b) a Director and the Secretary.
- 59.2 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.

60. FINANCIAL AND RELATED RECORDS

- 60.1 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.
- 60.2 The Company must also keep written records that correctly record its operations.
- 60.3 The Company must retain its records for at least 7 years.
- 60.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

61. DIRECTORS' ACCESS TO DOCUMENTS

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

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- 61.2 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.

62. BY-LAWS

- 62.1 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.
- 62.2 Member Representatives and Directors must comply with by-laws as if they were part of this Constitution.
- 62.3 Member Representatives may set aside any by-laws made under **clause 62.1** by ordinary resolution.

63. WHEN NOTICE IS TAKEN TO BE GIVEN

- 63.1 Written notice under this Constitution may be:
- (a) delivered in person, or left at a 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.

64. WINDING UP

- 64.1 The Company shall be wound up if the Member Representatives resolve by Special Resolution to that effect.
- 64.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members or Member Representatives, but will be given or transferred to one or more institutions or corporations 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

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- (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 6.2**.

64.3 The identity of the corporation(s) or institution(s) is to be determined by a unanimous resolution of the Member Representatives at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

65. INDEMNITY

65.1 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.

66. PAYMENT OF INDEMNITY POLICY PREMIUM

66.1 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.

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

66.3 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 65** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

67. INDEMNITY TO CONTINUE

- 67.1 The indemnity granted by the Company contained in **clause 65** 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.