



HERBERT
SMITH
FREEHILLS

Constitution

Kooyoora Ltd

Contents

Table of contents

1	Company's name	3
2	Company's purposes	3
3	Company's powers	4
4	Not for profit	5
	4.1 Application of the company's income and property	5
	4.2 Payments of directors fees	5
	4.3 Other payments to directors	5
5	Membership	5
	5.1 Members	5
	5.2 Register	6
6	When membership ceases	6
7	Liability of member	6
8	Guarantee by member	6
9	Winding up	7
10	Altering this constitution	7
	10.1 Charity status	7
	10.2 Notice to regulators	7
11	Accountability to members	7
12	General meetings	7
	12.1 Calling of general meetings	7
	12.2 Notice of general meetings	8
	12.3 Quorum at general meetings	9
	12.4 General meetings by technology	9
	12.5 Chairperson of general meetings	9
	12.6 Conducting and adjourning general meetings	10
	12.7 Decisions of the members	10
	12.8 Voting rights	11
	12.9 Appointment of a proxy or representative	11
13	Directors	12
	13.1 Appointing and removing directors	12
	13.2 Vacation of office	13
	13.3 Directors conflict of interest	13
	13.4 Powers and duties of directors	14
	13.5 Meetings of directors	14
	13.6 Directors' meetings using technology	15
	13.7 Quorum at meetings of directors	15
	13.8 Chairperson of directors	15
	13.9 Decisions of directors	15
	13.10 Written resolutions of directors	16
	13.11 Minutes of meetings and minutes of resolutions	16



Contents

	13.12 Committees.....	16
	13.13 Validity of acts.....	17
14	Secretary	17
15	Indemnity and insurance	17
	15.1 Persons to whom the indemnity and insurance apply	17
	15.2 Indemnity	17
	15.3 Insurance	17
	15.4 Savings	18
16	Notices	18
	16.1 Notices by the company to members	18
	16.2 Notices by the company to directors.....	18
	16.3 Notices by member or directors to the company	18
	16.4 Time of service.....	18
	16.5 Other communications and documents	19
	16.6 Notices in writing.....	19
17	Definitions and interpretation	19
	17.1 Definitions	19
	17.2 Interpretation.....	20
18	Corporations Act and ACNC Act	20

Constitution

Kooyoora Ltd

A company limited by guarantee

1 Company's name

The name of the company is **Kooyoora Ltd.**

2 Company's purposes

- (a) The company is established to provide professional standards and other services to charities, including charities that are Anglican dioceses, entities, colleges and schools, to enable them more effectively to fulfil their charitable objects and without limiting the foregoing and solely for that purpose, to:
- (1) establish administer and monitor procedures for handling complaints of misconduct and for resolving applications for redress;
 - (2) provide or arrange care support and treatment of parties to the process;
 - (3) provide mediation, adjudication and other dispute resolution services;
 - (4) provide advice either generally on policies or processes structures and educational programmes intended to reduce the risk of misconduct or specifically in relation to individual cases;
 - (5) administer and monitor procedures for screening for fitness for their role office or position of office holders, clergy, staff and volunteers and for the issue of fitness clearances;
 - (6) design or assist in designing relevant codes of conduct;
 - (7) promote awareness of relevant codes of conduct and the upholding of professional standards and to conduct educational and training programmes for that purpose;
 - (8) to publish or otherwise provide to charities issues of professional standards and safe community environments and compile and distribute statistical and other information;
 - (9) maintain and administer relevant information relating to the fitness of office holders, clergy, officers, staff and volunteers;
 - (10) promote and advance the services provided by the company;
 - (11) consult and maintain relations with other complaint handling schemes which have objects similar or complementary to those of the company;
 - (12) where required by law or any protocol report a matter to the police and any other relevant authority and to support a complainant in making such a report;

- (13) maintain effective lines of communication between the company and its members.
- (b) In pursuing its purposes, the company may:
 - (1) formulate policies;
 - (2) make rules in connection with a policy; and
 - (3) revoke or amend a policy or rules and formulate others.

3 Company's powers

The company may do all things incidental or conducive to carrying out the company's purposes. Without limiting the foregoing, it may:

- (a) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (b) engage or dismiss any employee, agent, contractor or professional;
- (c) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (d) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (e) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (f) construct, improve, maintain, develop, work, manage and control real or personal property;
- (g) enter into contracts, deeds, arrangements and understandings, whether with any government or authority or otherwise;
- (h) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- (i) borrow, raise or secure or guarantee the payment of money and secure or guarantee the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, including by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (j) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (k) print and publish information in hard copy or by electronic means;
- (l) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (m) appoint patrons of the company;
- (n) make donations for charitable purposes; and

- (o) arrange conferences, meetings and other forums.

4 Not for profit

4.1 Application of the company's income and property

- (a) The company's income and property must be applied solely towards promoting the company's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director in their capacity as a member or director.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

4.2 Payments of directors fees

A fee may be paid to a director for performing a duty as a director.

4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- (b) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:
 - (1) the provision of the service has the prior approval of the directors; and
 - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

5 Membership

5.1 Members

- (a) The members of the company are:
 - (1) the Initial Members;
 - (2) any other person who is not a director who the directors admit to membership in accordance with this constitution.
- (b) The number of members must not exceed 10.
- (c) Every applicant for membership of the company (except the Initial Members) must apply in the form and manner decided by the directors.



- (d) After receipt of an application for membership, the directors must consider the application and, subject to paragraph (e) decide whether to admit the applicant to membership or reject the application. The directors need not give any reason for rejecting an application.
- (e) The directors must not resolve to admit an applicant to membership without the prior written consent of each of the Initial Members.
- (f) Every member agrees to comply with this constitution and supports the purposes of the company set out in rule 2.

5.2 Register

The company must maintain a register of members setting out the name, address, alternate electronic or other address (if any) for receipt of notices and date membership starts and ceases.

6 When membership ceases

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the company;
- (c) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to respond or otherwise communicate with his or her Registered Address.

7 Liability of member

The liability of the members is limited to the amount of the guarantee given in rule 8.

8 Guarantee by member

Every member must contribute an amount not more than \$100 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time it ceased to be a member; and
- (b) costs, charges and expenses of winding up.

9 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
- (1) that is charitable at law; and
 - (2) whose constitution prohibits distributions and payments to its members and directors to an extent at least as great as in rule 4.
- (b) The identity of the institution referred to in rule 9(a) must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of Victoria.

10 Altering this constitution

10.1 Charity status

A special resolution altering this constitution has no effect to the extent it purports to alter or repeal the constitution so that the company would cease to be a charity.

10.2 Notice to regulators

The company must give notice to every regulator of an alteration or repeal of this constitution as required by law.

11 Accountability to members

The company must be accountable to the members within the terms of the law, including, as applicable, the Corporations Act, the ACNC Act and this constitution.

12 General meetings

12.1 Calling of general meetings

- (a) The directors may convene a general meeting at such time and place as the directors think fit.
- (b) Except as provided in rule 12.1(c) the directors may change the venue for, postpone, or cancel a general meeting if:
- (1) they consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical; or
 - (3) a change is necessary in the interests of conducting the meeting efficiently.



- (c) The directors may not postpone or cancel a general meeting convened in response to a members' requisition under rule 12.1(c) without the prior written consent of the persons who requisitioned or convened the meeting.
- (d) If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
 - (1) within 21 days of the members' request, give all members notice of a general meeting; and
 - (2) hold the general meeting within 2 months of the members' request.
- (e) For the purposes of rule 12.1(c), the percentage of votes held by members requesting the general meeting is calculated as at midnight immediately prior to the request being made of the company.
- (f) The members who make the request for a general meeting must:
 - (1) state in the request any resolution to be proposed at the meeting;
 - (2) sign the request; and
 - (3) give the request to the company.
- (g) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy. Attendance at general meetings.
- (h) The auditor and each director is entitled to attend and be heard at any general meeting.

12.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 16 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a director;
 - (3) the auditor of the company, if applicable.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting and if a special resolution is proposed, state the full terms of the special resolution; and
 - (3) specify any details of voting such as proxies, direct voting or other methods, if any, as decided by the directors.
- (c) A person may waive notice of a general meeting or consent to shorter notice by written notice to the company.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person has notified or notifies the company of that person's agreement to that thing or resolution.



- (e) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

12.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of at least one half of the members entitled to vote and be present at the meeting. A person may only be counted once even if a person is a representative or proxy of more than one member.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 12.3(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.4 General meetings by technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12.5 Chairperson of general meetings

- (a) The chairperson of directors must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no chairperson of directors or both the conditions in rule 12.5(a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 12.5(b) must be:

- (1) another director who is present and willing to act; or
- (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

12.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 12.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12.7 Decisions of the members

- (a) The directors may decide the manner voting is held at a meeting or, where a meeting is not required, by postal, electronic or any other means of voting.
- (b) Except where by law a resolution requires a special majority, resolutions must be decided by a majority of the votes cast by the members. Such a decision is for all purposes a decision of the members.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.
- (d) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least 2 members present and with the right to vote on the resolution.
- (e) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been:
 - (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,

and an entry to that effect in the book containing the minutes of the company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



- (g) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.
- (j) If the company has only one member, the company may pass a resolution by the member recording it and signing the record.
- (k) A members' resolution may be passed without a meeting (unless a meeting is required under this constitution or the Corporations Act, such as a resolution to remove an auditor or a director or for passing a special resolution, all of which require a meeting to be held). Such a resolution is passed if all the members entitled to vote sign or agree in writing to the resolution. The resolution is taken to be passed on the date the last member signs or agrees to the resolution.

12.8 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, every member has one vote.
- (b) Subject to this constitution, each member entitled to vote at a meeting of members may vote as decided by the directors:
 - (1) in person or, where a member is a body corporate, by its representative; or
 - (2) by one proxy (if permitted).
- (c) A proxy (if any) or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote must be:
 - (1) raised before the vote objected to is counted; and
 - (2) referred to the chairperson, whose decision is final.
- (e) A vote not disallowed by the chairperson under rule 12.8(d) is valid for all purposes.

12.9 Appointment of a proxy or representative

- (a) A member may appoint a proxy, and an incorporated member (a body corporate) may appoint a proxy or a representative, to attend meetings and vote on behalf of the member. The proxy or representative does not need to be a member of the company.
- (b) Unless the directors otherwise agree, the appointment of a proxy or representative must be in writing and state:
 - (1) the name of the member;
 - (2) the name of the proxy or representative and be signed by the member. An appointment of a representative may be for one or more meetings and includes any written resolutions.

- (c) Unless otherwise provided in the written appointment, the appointment of a representative will give the proxy or representative the power:
 - (1) to agree to a meeting being convened by shorter notice than is required by law or by this constitution;
 - (2) to vote on any amendment to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (3) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (4) to ask questions and other customary actions at a meeting.
- (d) The written appointment of a proxy or representative may direct the proxy or representative how to vote in respect of a particular resolution and, where this is provided, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the appointment.
- (e) Unless the directors otherwise agree, a proxy or representative may not vote at a general meeting or adjourned meeting or on a poll unless a written appointment is:
 - (1) received in the manner specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of an adjourned meeting, provided to the secretary at the adjourned meeting.
- (f) The appointment of a proxy is not revoked by the member appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy for the appointer is not entitled to vote as the appointer's proxy on the resolution.

13 Directors

13.1 Appointing and removing directors

- (a) The minimum number of directors is 3. The maximum number of directors is to be fixed by the directors, but may not be more than 9, unless the company in general meeting resolves otherwise. The directors must not fix a maximum which is less than the number of directors in office at the time.
- (b) The first directors are those named as directors in the application for registration of the company.
- (c) The directors may appoint any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, provided:
 - (1) the number of directors does not exceed the maximum number fixed under rule 13.1(a); and
 - (2) before appointing the director, that individual signs a consent to act as a director; and
 - (3) the director is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

13.2 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances outlined in the Corporations Act;
- (b) if the director becomes of unsound mind or a director is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office by resolution of the members;
- (d) if the director is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act;
- (e) except to the extent of a leave of absence granted by the directors, if the director fails to attend at least 3 consecutive meetings of the directors or at least 4 meetings over a period of 365 days; or
- (f) if the director resigns by written notice to the company.

13.3 Directors conflict of interest

- (a) A director must disclose a perceived or actual material conflict of interest to the other directors.
- (b) Unless the directors otherwise decide and where permitted by law, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (c) The directors may make a policy or rules relating to disclosure of interests and subsequent requirements of the directors. Any policy or rules will bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the policy or rules.
- (d) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (f) A director who is interested in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under this constitution, any policy or rules adopted by the directors, and under the Corporations Act and ACNC Act regarding that interest.
- (g) A director may hold any other office or position (except auditor) in the company or related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the directors decide.

13.4 Powers and duties of directors

- (a) The directors are responsible for carrying out the company's purposes set out in rule 2 and for managing the company's affairs to further the purposes.
- (b) The directors may exercise all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the members in a general meeting.
- (c) The directors must ensure they are aware of, and comply with their duties as directors.
- (d) The directors must ensure the company's financial affairs are managed in a responsible manner, including:
 - (1) maintaining financial records that correctly record and explain its transactions and financial performance, and enable true and fair financial statements to be prepared annually;
 - (2) deciding how payments are to be approved or executed by or on behalf of the company; and
 - (3) ensuring the company does not continue to operate while insolvent.
- (e) The directors may delegate any of their powers and functions to one or more of the directors, a committee, an employee, or agent or other person as the directors decide.

13.5 Meetings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) A director may call a meeting of the directors by giving reasonable notice to the other directors, or by the secretary giving notice of the meeting to all directors.
- (c) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, email or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director has waived or waives notice of that meeting before or after the meeting;
 - (3) the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone, email or other electronic means before or after the meeting; or
 - (4) the director attended the meeting.

13.6 Directors' meetings using technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (b) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (c) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (d) If, before or during the meeting, a technical difficulty occurs which means that one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.

13.7 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of, a majority of the directors, or at least 3 directors, whichever is the greater number.
- (c) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

13.8 Chairperson of directors

- (a) The directors may elect one of the directors as chairperson of directors and may decide the period for which that director is to be the chairperson.
- (b) The chairperson of directors must preside as chairperson at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- (c) If there is no chairperson of directors or the conditions in rule 13.8(b) have not been met, the directors present must elect one of the directors as chairperson of the meeting.

13.9 Decisions of directors

- (a) A directors' resolution at a directors' meeting must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (b) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

13.10 Written resolutions of directors

- (a) A resolution is taken to have been passed by a meeting of directors if:
- (1) all the directors (except any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by law or a policy of the company from voting on the resolution in question) sign or consent to a written resolution; and
 - (2) the directors who sign or consent to the resolution would have constituted a quorum at a directors' meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
- (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the company written notice (including by email or other electronic means) addressed to the secretary or to the chairperson agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chairperson of directors and signifying assent to the resolution and clearly identifying its terms.
- (c) The resolution is taken as passed when the last director signs or communicates his or her agreement.

13.11 Minutes of meetings and minutes of resolutions

- (a) The directors must ensure:
- (1) minutes of general meetings, directors' meetings and committee meetings (including all resolutions proposed); and
 - (2) records of resolutions passed by members, directors and committees, without a meeting,
- are recorded and kept as part of the company's records. The records must be made within one month after the relevant meeting is held or written resolution passed.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.

13.12 Committees

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors and others as they think fit.
- (b) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.
- (c) Provisions of this constitution that apply to meetings and resolutions of directors apply, as far as they can, with any necessary changes, to meetings and resolutions of a committee of directors.



13.13 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified as a director or having vacated office; or
- (c) the person not being entitled to vote.

14 Secretary

- (a) The directors must appoint at least one secretary, who may also be a director.
- (b) The secretary must provide written consent to the appointment.
- (c) The secretary can be removed by the directors, and another person appointed as secretary, at any time.

15 Indemnity and insurance

15.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 15 apply to Indemnified Officers.

15.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

15.3 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

15.4 Savings

Nothing in this rule 15:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 15 does not apply.

16 Notices

16.1 Notices by the company to members

The company may give notices and any communication, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the email or other electronic address (if any) nominated by the member; or
- (d) by notifying the member by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

16.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the email or other electronic address supplied by the director to the company for giving notices.

16.3 Notices by member or directors to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) sending it to the principal electronic address of the company at its registered office, or if there is no principal electronic address, to the email or other electronic address of the secretary.

16.4 Time of service

- (a) A notice properly addressed and posted is taken to be served:

- (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
- (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by an electronic messaging system with a delivery verification function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.
- (c) Where a notice is sent by email or other electronic messaging system (not covered by rule 16.4(b)), the notice is served on delivery to:
 - (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
 - (2) the corporation's computer systems if the addressee is a corporation.
- (d) If service under rules 16.4(a), 16.4(b) and 16.4(c) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

16.5 Other communications and documents

Rules 16.1 to 16.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

16.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by electronic transmission or any other form of written communication.

17 Definitions and interpretation

17.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Business Day	a day on which banks are open for business in Melbourne other than a Saturday, Sunday or a public holiday in Melbourne.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).

1

Indemnified Officer	<ol style="list-style-type: none"> 1 each person who is or has been a director or secretary of the company; and 2 any other officers or former officers of the company as the directors in each case decide.
----------------------------	--

Initial Members	<ol style="list-style-type: none"> 1 Bendigo Anglican Diocesan Corporation; and 2 Melbourne Anglican Diocesan Corporation Ltd.
------------------------	--

Registered Address	a member's address (including any alternate or electronic addresses) as notified to the company by the member and recorded in the company's records.
---------------------------	--

17.2 Interpretation

- (a) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (b) a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in this constitution;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) references to notices include formal notices of meeting, all documents and other communications from the company to its members;
- (e) a reference to writing and written includes printing, lithography, electronic means of writing (eg email) and other ways of representing or reproducing words in a visible form;
- (f) the singular includes the plural and the plural includes the singular; and
- (g) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

18 Corporations Act and ACNC Act

- (a) The replaceable rules set out in the Corporations Act do not apply to the company.
- (b) At any time the company is not a registered charity under the ACNC Act, the Corporations Act applies and (unless it is a replaceable rule) overrides any part of this constitution, or policy of the company, which is inconsistent with the Corporations Act.



HERBERT
SMITH
FREEHILLS

Initial Members

The Initial Members of the company, whose consents are set out below, adopt, on registration of the company, the attached constitution as the company's constitution in accordance with section 136(1) of the Corporations Act.

Full name of initial member

Signatures consenting to be a member

Bendigo Anglican Diocesan Corporation

By its authorised representative

Melbourne Anglican Diocesan Corporation
Ltd

By its authorised representative

Date: