

As at December 2015

Anglicord
(operating as Anglican Overseas Aid)

A Public Company Limited by Guarantee

1. Preliminary

Definitions

1.1 The following words have these meanings in this Constitution unless the contrary intention appears.

ACFID means the association of Australian non-government organisations working in the fields of human rights and international aid and development incorporated in the Australian Capital Territory under the name Australian Council for International Development.

ACFID Code of Conduct means the voluntary, self-regulatory industry code published by ACFID to enhance the standards of conduct of overseas aid agencies and non-government development organisations, as amended from time to time.

Archbishop means the Archbishop of the Diocese of Melbourne and includes a person for the time being administering the affairs of the Diocese.

Archbishop-in-Council means the Archbishop acting with the consent of the Council of the Anglican Diocese of Melbourne.

The Archbishop of Melbourne's International Relief and Development Fund means the fund of that name administered in accordance with the rules in Article 20.

Article means an Article of this Constitution.

ASIC means the Australian Securities and Investments Commission.

Board means all or some of the Directors acting as a Board.

Chairperson means the Chairperson of the Board appointed in accordance with Article 7.1(a).

Chief Executive Officer means a person appointed as the Chief Executive Officer under Article 9.13.

Company means Anglicord, operating as Anglican Overseas Aid.

Constitution means this Constitution as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

Deductible Contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the *Income Tax Assessment Act 1997* (Cth), as amended from time to

time.

Deputy Chairperson means a Director appointed as such in accordance with Article 9.8.

Developing Country means a country declared to be a developing country by the Minister for Foreign Affairs for the purposes of section 30-85 of the *Income Tax Assessment Act 1997* (Cth), as amended from time to time.

Diocese means a member diocese of the Anglican Church of Australia.

Director means a person holding office as a Director of the Company.

External Member means a person admitted to become an External Member in accordance with Article 4.3, who consents to be an External Member, and who has not ceased to be an External Member.

External Membership Category means the category of persons who are nominated for the purpose by the Archbishop in Council after consultation with the Board and who are one or other of the following:

- (a) A Bishop of the Anglican Church, whether current or retired;
- (b) A previous or current donor to the Company, or a representative of a donor to the Company;
- (c) A previous director of the Company;
- (d) A previous employee, officer or volunteer worker of the Company;
- (e) A current or previous employee, officer or volunteer worker of the Anglican Diocese of Melbourne;
- (f) A representative of any organisation that is partnered with the Company in any manner, or that shares similar objects to those of the Company;
- (g) A person who is aged 25 and under who is involved in youth services;
- (h) A person with particular professional experience in international development, or international affairs, including (without limitation) a diplomat, ambassador, and aid worker;
- (i) A current or previous employee, officer or volunteer worker of any school or educational institution connected to a Diocese.

Life Member means a person admitted to become a Life Member in accordance with Article 4.3, who, having been invited by the Board, applies in writing to be a Life Member and who has not ceased to be a Life Member.

Meeting includes audio and video conferencing or data conferencing in which two or more people communicate and collaborate as a group over the internet or corporate intranet in real time.

Member means a member of the Company as outlined in Article 4 of this Constitution, and, where the term Member is used in this Constitution it includes all Members, Ordinary Members, Life Members and External Members, other than where there are specific provisions applicable to Ordinary Members, Life Members and / or External Members.

Memorandum of Understanding means an agreement in writing between a Diocese with the Company defining the terms and conditions upon which the Diocese will support the Company and its objects and participate in its activities.

Ordinary Member means a person admitted by virtue of their office in the Company to become an Ordinary Member in accordance with Article 4.3 and who has not ceased to be an Ordinary Member.

President means the Archbishop.

Register means the register of Members of the Company.

Registered Office means the registered office of the Company.

Resolution includes the situation where each person entitled to participate in a meeting has notice of the same and sends to the Secretary a memorandum, which may be by e-mail, assenting to a proposed resolution.

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community;
- (f) is a person before whom a statutory declaration may be made; or
- (g) is approved as a Responsible Person by the Commissioner.

Secretary means a person appointed under Article 10.1 as secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Company.

Section means a section of the Corporations Act.

Special Resolution has the meaning in the Corporations Act.

Interpretation

1.2 In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) the singular includes the plural and vice versa;
- (d) a reference to a law includes regulations and instruments made under the law;

- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
- (f) a power, an authority or a discretion reposed in a Director, the Board, the Company in general meeting or a Member may be exercised at any time and from time to time.

1.2A While the Company is a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth):

- (a) subject to Article 1.2A(b), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply as if section 111L(1) of the Corporations Act was not enacted; and
- (b) where a particular provision of the Corporations Act referred to in section 111L(1) includes a reference to ASIC including a reference to lodge any document with, or seek consent or approval from ASIC, that particular provision does not apply to the Company to the extent that section 111L(1) of the Corporations Act is in force.

- 1.3 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.4 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

Replaceable rules not to apply

- 1.5 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. Objects

- 2.1 The Company, in obedience to Jesus' command to love our neighbours as ourselves and affirming the Biblical imperative of compassion and justice through the work it supports, is a not-for-profit, non-political entity established and located in Australia for charitable purposes and objects that include the prevention or alleviation of poverty and advancement of education of persons, including by means of:
- (a) implementing or supporting aid or development projects solely for the relief of people in Developing Countries;
 - (b) becoming a Public Benevolent Institution and carrying out benevolent activities in the course of aid or development projects;
 - (c) building global partnerships between Anglicans in Australia and like-minded partners in Developing Countries to respond to the needs of the most vulnerable people in Developing Countries;
 - (d) building awareness of Australians about the needs and challenges facing those people who are most vulnerable in Developing Countries;
 - (e) acting as trustee of The Archbishop of Melbourne's International Relief and Development Fund, to directly relieve the poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness of people in Developing Countries;

- (f) advocating policies and practices which promote a just and economically, socially and environmentally sustainable future for all peoples; and
 - (g) otherwise raising funds to support the above objects.
- 2.2 The Company has all the legal capacity and powers of both an individual and a body corporate, including but not limited to, the power to administer The Archbishop of Melbourne's International Relief and Development Fund, or any other fund with (or intended to have) deductible gift recipient status which is established by the Company to replace or supplement any existing fund.
- 2.3 The Board shall exercise the powers of the Company in accordance with the objects set out in Article 2.1.

3. Income and property of Company

- 3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in Article 2.
- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
 - (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Board of the Company.

4. Membership

Members

- 4.1 Subject to this Constitution and to each person named below in this Article 4.1 agreeing in writing to become a member of the Company, the Members of the Company are –
- (a) the President as an Ordinary Member by virtue of his or her office;
 - (b) each Director for the time being, as an Ordinary Member by virtue of his or her office;
 - (c) the Life Members admitted under Article 4.3; and
 - (d) at least 10 persons admitted under Article 4.3 as External Members.
- 4.2 The Archbishop shall be the President.

Terms of Membership

- 4.3 Upon receipt by the Secretary of:
- (a) the person's application in writing for membership substantially in the form set out in Annexure A; and
 - (b) in the case of an External Member, evidence of the nomination of the person as an External Member

subject to article 4.4, the Board may at any time and from time to time in its absolute discretion admit a person to become an Ordinary Member, a Life Member or an External Member.

- 4.4 The Board may not admit a person to become a Life Member unless the Board independently forms a majority opinion that the person has made an outstanding contribution to the Company or to the furtherance of the objects of the Company as are specified in Article 2.1.
- 4.5 A person shall cease to be a Member upon:
- (a) the death of the Member; or
 - (b) receipt by the Secretary of the resignation in writing of the Member; or
 - (c) notification of the exercise of discretion of the Board to expel the Member which will only be exercised where the board forms a majority opinion that the conduct of the Member is inconsistent with the objects of the Company in Article 2.1; or
 - (d) in the case of an Ordinary Member, the person ceasing to hold the office by virtue of which they were admitted to membership; or
 - (e) the revocation by Archbishop in Council of the nomination of a person as an External Member.

5. General meetings

General meeting

- 5.1 The Board may convene and arrange to hold a general meeting of the Company whenever it thinks fit and must do so –
- (a) at least once each year as an Annual General Meeting;
 - (b) on other occasions at the discretion of The Board;
 - (c) if required to do so under the Corporations Act.

Annual General Meeting

- 5.2 The Annual General Meeting of the Company is to be held in accordance with the Corporations Act. The business of the Annual General Meeting shall include: -
- (a) the reception of the annual audited financial statements and the annual report of the Directors issued in accordance with the ACFID Code of Conduct; and
 - (b) the appointment of the auditor of the Company at its first annual general meeting and at each subsequent annual general meeting if there is a vacancy in the office of auditor.
- 5.3 All Members are entitled to receive a copy of the annual report of Directors.

Notice of general meeting

- 5.4 Notice of a meeting of Members must be given in accordance with the Corporations Act to Members.

5.5

Calculation of period of notice

- 5.6 In computing the period of notice under Article 5.4, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

Cancellation or postponement of a meeting

- 5.7 Subject to the Corporations Act, where a meeting of Members (including the Annual General Meeting) is convened by the Board they may, whenever they think fit, postpone the holding of the meeting to a date and time determined by them or (in the case of a general meeting other than the Annual General Meeting) cancel the meeting .

Notice of cancellation or postponement of a meeting

- 5.8 Notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:
- (a) to each Member individually; and
 - (b) to each other person entitled to be given notice of a general meeting of the Company's Members under the Corporations Act.

Contents of notice of postponement of meeting

- 5.9 A notice of postponement of a general meeting must specify:
- (a) the postponed date and time for the holding of the meeting;
 - (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

Number of clear days for postponement of meeting

- 5.10 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of days notice of the general meeting required to be given by this Constitution or the Corporations Act.

Business at postponed meeting

- 5.11 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.

Non-receipt of notice

- 5.12 The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

6. Proceedings at general meetings

Representation of Member

- 6.1 A Member may be present and vote in person or may be represented at any general meeting of the Company by:
- (a) proxy; or
 - (b) attorney.
- 6.2 Unless the contrary intention appears, a reference to a Member in this Article 6 means a person who is a Member or who is a proxy or attorney of that Member.

Quorum

- 6.3 Seven Members present in person or by proxy or attorney shall be a quorum at a general meeting or an adjournment of a general meeting.
- 6.4 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a general meeting it is to be deemed present throughout the general meeting unless the chairperson of the meeting on the chairperson's own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.
- 6.5 If within 15 minutes after the time appointed for a general meeting a quorum is not present, the general meeting:
- (a) if convened by, or on requisition of, Members, is dissolved; and
 - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board determines and notify to the Members and other persons entitled to notice of the general meeting.
- 6.6 At a general meeting adjourned under Article 6.5(b), if a quorum is not present within 15 minutes after the time appointed for the adjourned general meeting, the general meeting is dissolved.

Appointment and powers of chairperson of general meeting

- 6.7 The President is entitled to preside as chairperson at a general meeting.
- 6.8 If a general meeting is held and the President is not present within 15 minutes after the time appointed for the holding of the general meeting or is unable or unwilling to act, the following may preside as chairperson of the general meeting (in order of precedence):
- (a) the Chairperson;
 - (b) the Deputy Chairperson;
 - (c) a Director chosen by a majority of the Directors present;
 - (d) the only Director present;
 - (e) a Member chosen by a majority of the Members.
- 6.9 The chairperson of a general meeting:

- (a) has charge of the general conduct of the general meeting and of the procedure to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the general meeting.

and a decision by the chairperson under this Article is final.

Adjournment of general meetings

- 6.10 The chairperson may, with the consent of any general meeting at which a quorum is present, and must if so directed by the general meeting, adjourn the general meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 6.11 When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 6.12 Except as provided by Article 6.11, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 6.13 A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.

Voting on a resolution

- 6.14 When voting on any resolution or other matter put to a vote at a general meeting, each Member shall have one (1) vote.

Questions decided by majority

- 6.15 Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution at the general meeting are cast in favour of it.

Appointment of proxy or attorney

- 6.16 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy or proxies or attorney to attend and vote for the Member at the meeting.
- 6.17 An appointment of a proxy or attorney is valid if it is signed by the Member making the appointment and contains the following information:
 - (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's or attorney's name or the name of the office held by the proxy or attorney; and
 - (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

- 6.18 Except to the extent that the appointment of a proxy or attorney expressly limits the exercise by the proxy or attorney of the power to vote at a meeting, a proxy or attorney has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.

Proxy or attorney at postponed meeting

6.19 Where:

- (a) by the terms of an instrument appointing a proxy or attorney, a proxy or an attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the Company at its registered office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

Director entitled to notice of meeting

- 6.20 Directors and the Chief Executive Officer are entitled to receive notice of and to attend all general meetings and are entitled to speak at those general meetings.

Auditor entitled to notice of meeting

6.21 The Company must give its auditor:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a Member is entitled to receive.

7. The Directors

Number and appointment of Directors

7.1 The Company may have up to twelve Directors, of which a majority must be Responsible Persons, being –

- (a) the Chairperson, who shall –
 - (i) be appointed by the President in consultation with the Board; and
 - (ii) be at liberty at all times at his own discretion to consult with the President in relation to any matter arising for the consideration of the Board;
- (b) eleven other Directors appointed (subject to Article 7.2(a) and 7.3) by the Archbishop-in-Council, of whom –
 - (i) at least one shall be a member of the Anglican clergy,

- (ii) at least one shall be a member of the Anglican laity,
- (iii) at least one shall be a woman, and
- (iv) at least one shall be a man.

- 7.2 The appointment of Directors pursuant to Article 7.1(b) shall be made from Ordinary Members nominated by the Board or persons who consent to becoming Ordinary Members and who are nominated by the Board, except in the case of –
- (a) the first Directors, who shall be the persons listed in Schedule 1; or
 - (b) either of the following situations:
 - (i) where the Board has not provided to the President a list of nominated candidates for appointment under Article 7.1(b) within one month of receiving a written request from the President to do so; or
 - (ii) an appointment being made after the Archbishop in Council has at two consecutive meetings of the Archbishop in Council considered and rejected the candidates nominated by the Board and any alternative candidates that the Board may wish to nominate to the second of those meetings,

in which cases the Archbishop-in-Council may appoint such candidates as the Archbishop-in-Council may determine in its discretion.
- 7.3 If at any time the position of a Director or several Directors becomes vacant, those positions must be filled in accordance with the appropriate provision of Article 7.1, provided that if:
- (a) there are vacancies such that it is not possible to obtain a quorum for a Directors' meeting; or
 - (b) a position other than the position of Chairperson remains vacant for a period in excess of six months after the Secretary has given notice of the vacancy in writing to the Archbishop-in-Council,
- the current Directors may appoint such temporary Directors as is necessary to fill those vacancies. Directors appointed under this Article 7.3 will retain that office until such time as the Archbishop-in-Council has appointed eleven Directors in accordance with Article 7.1(b).

Term of Directors

- 7.4 Subject to Article 7.6, a Director appointed pursuant to Article 7.1(b) shall hold office for a term of 3 years. A Director is eligible for reappointment for a second and third successive term, and a fourth successive term if the Board forms the majority view that the Director should continue for a fourth successive term. For the avoidance of doubt, the maximum continuous period a Director can be a Director of the Company cannot exceed a total of nine years, or twelve years if the Board forms the majority view that the Director should continue for a fourth successive term.
- 7.5 At the conclusion of a Director's period in office (whether that be after one, two, three or four successive terms), the director is ineligible to be appointed as a director for a period of two years.
- 7.6 At the conclusion of the annual general meeting in each year after 1 January 2013, a third of the directors appointed pursuant to Article 7.1(b) shall retire by rotation at the completion of their three year term, but for reasons of continuity of leadership shall be eligible for re-

appointment if they are nominated by the Board or invited to be re-appointed by a committee of Directors, subject always to approval by the Archbishop-in-Council.

Remuneration of Directors

7.7 In accordance with Article 19, no Director shall be paid remuneration for their services as Directors, or be entitled to receive or retain any gifts or any other ex gratia payments in cash or otherwise. The Board must approve all other payments to a Director by the Company. Any gifts or payments in fact received by a Director must be contributed by the Director to the Company as soon as practicable.

Travelling expenses

7.8 If the Board so resolves, a Director is entitled to be reimbursed out of the funds of the Company for such bona fide and reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Board or a committee or when otherwise engaged on the business of the Company.

Directors' interests

7.9 Except in the circumstances and to the extent permitted by the Corporations Act, a Director shall not vote on any resolution or participate in any part of a meeting which concerns a matter in which that Director has a material personal interest.

Conflicts of interest

7.10 The Directors must maintain a policy setting out how the Company will identify and resolve conflicts of interest (in relation to both Directors and Members) to ensure that the Company complies with the requirements of the ACFID Code.

Signing documents

7.11 A Director is not disqualified because of a material personal interest from signing or participating in the execution of a document by or on behalf of the Company.

Vacation of office of Director

7.12 If a person ceases to be a Director under the Corporations Act or Article 7.13, that person also ceases to be a Member of the Company.

7.13 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns from the office by notice in writing to the Company;
- (c) is not present personally at meetings of the Directors for a continuous period of twelve months without leave of absence from the Board;
- (d) is the subject of a resolution of the Archbishop-in-Council terminating his or her appointment as a Director of the Company; or
- (e) is removed pursuant to the Corporations Act.

8. Powers and duties of Directors

Directors to manage Company

- 8.1 The business of the Company is to be managed by the Board, who may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.
- 8.2 Without limiting the generality of Article 8.1, the Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

Appointment of attorney

- 8.3 The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board for such period and subject to such conditions as they think fit.
- 8.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

Minutes

- 8.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

Execution of Company cheques, etc

- 8.6 All cheques, promissory notes, bankers' 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, in such manner and by such persons as the Board determines from time to time.

9. Proceedings of Directors

Directors' meetings

- 9.1 The Board may meet for the dispatch of business and adjourn and otherwise regulate their meetings as it thinks fit. They shall hold at least four meetings each year.
- 9.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

Questions decided by majority

- 9.3 Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Board.

Chairperson's casting vote

9.4 In the event of an equality of votes the chairperson of the meeting has a casting vote.

Proxies

9.5 A Director may attend or vote by proxy at a meeting of the Directors.

Quorum for Directors' meeting

9.6 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is five or any greater number determined by the Board from time to time.

Remaining Directors may act

9.7 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below five the continuing Directors may, except in an emergency, act only for the purpose of considering possible nominations of persons who might be nominated pursuant to Article 7.2 to fill the vacancies, or appointing persons to fill the vacancies in accordance with Article 7.3.

Chairperson and Deputy Chairperson of Directors

9.8 The Chairperson shall be chairperson of meetings of Directors, and the Directors must appoint one of their number to be the Deputy Chairperson. If a Directors' meeting is held and the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Deputy Chairperson is entitled to preside as chairperson. If the Deputy Chairperson is not present or is unable or unwilling to act, the Directors present must elect one of their number to be the chairperson of the meeting.

Directors' committees

9.9 The Board may delegate any of its powers, other than powers required by law to be dealt with by the Directors as a board, to a committee or committees as determined by the Board from time to time. Such a committee shall consist of at least one Director to be the chairperson of the committee and such other persons as the Board thinks fit. Each committee must act in accordance with any directions of, or rules established by, the Directors.

Written resolution by Directors

9.10 A resolution in writing signed by all the Directors who are then in Australia and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as if it had been passed at a meeting of the Directors held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors.

Use of technology

9.11 A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

Validity of acts of Directors

9.12 Subject to the Corporations Act, all acts of the Board, or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some

defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

Appointment of Chief Executive Officer

9.13 The Board must appoint a person to be the Chief Executive Officer of the Company for the period and on the terms they think fit. They may remove or dismiss the Chief Executive Officer from that office despite anything in any contract between the Company and the Chief Executive Officer, and may appoint another Chief Executive Officer.

Remuneration of Chief Executive Officer

9.14 The remuneration of the Chief Executive Officer may be fixed by the Board.

Powers of Chief Executive Officer

9.15 The Board may confer on the Chief Executive Officer any of the powers exercisable by them, on such terms and conditions and with such restrictions as it thinks fit. The Board may at any time withdraw or vary any of the powers conferred on the Chief Executive Officer.

10. Secretary

Appointment of Secretary

10.1 There must be at least one secretary of the Company who is to be appointed by the Board.

Suspension and removal of Secretary

10.2 The Board may suspend or remove a Secretary from that office.

Powers, duties and authorities of Secretary

10.3 The Board may vest in a Secretary such powers, duties and authorities as it may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Board.

11. Seal

Common and duplicate seal

11.1 The Company may have:

- (a) a common seal, and
- (b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal" or "certificate seal" added.

11.2 The Board must provide for the safe custody of each seal of the Company.

Use of common seal

11.3 If the Company has a common seal, it may be used only by the authority of the Board, or of a committee of the Directors authorised by the Board to authorise the use of the common seal.

Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director or a Secretary.

12. Inspection of records

Inspection by Members

12.1 Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by Members.

13. Service of documents

Service of documents

13.1 This Part does not apply to a notice of a meeting of Members.

13.2 The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

13.3 If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the day after the date of its posting.

13.4 If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:

- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
- (b) to have taken place on the day following its despatch.

14. Audit and accounts

14.1 In accordance with applicable laws regulating not for profits, charities and/or access to tax concessions, as amended from time to time, the Company shall keep or cause to be kept records that explain all transactions and other acts that the Company engages in that are relevant to the objects set out Article 2 that also explain how gifts of money and property, or Deductible Contributions, and any money received because of such gifts or Deductible Contributions including, without limitation, any money received because of investment of those gifts or Deductible Contributions, are applied toward the objects set out in Article 2. The Company must retain such records for at least 7 years after the completion of the transactions or acts to which they relate.

14.2 The Directors must cause the Company to keep and report written financial records in relation to the business of the Company in accordance with the requirements of the law.

14.3 To the extent required by law, the Board must cause the appropriate financial and other reports to be prepared and audited or reviewed in accordance with the requirements of the relevant law.

15. Indemnity

Indemnity of officers

- 15.1 Every person who is or has been a Director, Secretary or Chief Executive Officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
 - (b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.
- 15.2 Every person who is or has been a Director, Secretary or Chief Executive Officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

Insurance

- 15.3 The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or Chief Executive Officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless and to the extent to which:
- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
 - (b) the contract would, if the Company paid the premium, be made void by statute.

16. Members' Contributions and Benefits

- 16.1 Every Member (other than a Life Member) undertakes to contribute to the Company's property if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, any amount required not exceeding \$10.
- 16.2 No dividend shall be paid to Members and Members shall not share in any distribution of assets of the Company on a winding up or otherwise.

17. Winding Up and Revocation

- 17.1 If the Company is wound up any surplus assets, other than those forming part of The Archbishop of Melbourne's International Relief and Development Fund which must be

distributed in accordance with Article 20, must not be paid or distributed amongst Members but will be given or transferred to another legal entity which, by its constitution, is:

- (a) required to pursue charitable purposes only and which has similar objects to the Company;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors, such entity to be determined by the voting Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

17.2 Where the Company has been endorsed as a deductible gift recipient as an organisation, and:

- (a) the Company is wound up;
- (b) the endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked;

then, excluding any funds forming part of The Archbishop of Melbourne's International Relief and Development Fund which must be distributed in accordance with Article 20, any surplus:

- (c) gifts of money or property for the principal purpose of the Company;
- (d) Deductible Contributions; and
- (e) money received because of such gifts or Deductible Contributions,

remaining after payment of all liabilities must be transferred to one or more funds or institutions that comply with Article 17.1 and are endorsed as deductible gift recipients.

18. Amendment of this Constitution

18.1 This Constitution may be amended by Special Resolution passed at a general meeting.

18.2 No amendment of this Constitution shall take effect unless and until it is or has been approved by the Archbishop-in-Council, provided that the Archbishop-in-Council may give such approval in advance of the passing of the relevant Special Resolution.

19. Application of Section 150

19.1 Notwithstanding anything contained in this Constitution stating otherwise, in accordance with section 150, the Company must:

- (a) only pursue charitable purposes and objects and apply its income in promoting those purposes and objects;
- (b) not make any distributions to its members;
- (c) not pay any fees to its directors; and/or
- (d) have all payments made by the Company to the directors approved by the directors.

19.2 Further, the Company is required to notify the Australian Securities and Investments Commission as soon as practicable if any of the requirements or prohibitions prescribed in Article 19.1 are not complied with.

20. Archbishop of Melbourne's International Relief and Development Fund

- 20.1 The Company must maintain a fund ('The Archbishop of Melbourne's International Relief and Development Fund') that is a not-for-profit, non-political entity established and located in Australia for charitable purposes to raise money both through public donations and through government assistance to provide and to fund sustainable development and emergency relief aid projects in Developing Countries:
- (a) to which gifts or Deductible Contributions of money or property for that purpose are to be made;
 - (b) to which money received by the Company because of those gifts or Deductible Contributions, is to be credited including, without limitation, any money received because of investment of those gifts or Deductible Contributions; and
 - (c) that does not receive any other money or property.
- 20.2 The Company must use the following, only for the predominant object set out in Article 20.1, for its work pertaining to Developing Countries:
- (a) gifts or Deductible Contributions made to The Archbishop of Melbourne's International Relief and Development Fund; and
 - (b) any money received because of those gifts or Deductible Contributions including, without limitation, any money received because of investment of those gifts or Deductible Contributions.
- 20.3 The assets and income of The Archbishop of Melbourne's International Relief and Development Fund shall be applied solely to further the predominant object set out Article 20.1 and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of The Archbishop of Melbourne's International Relief and Development Fund.
- 20.4 Receipts for gifts must state:
- (a) the name 'The Archbishop of Melbourne's International Relief and Development Fund';
 - (b) the Australian Business Number of the Company; and
 - (c) the fact that the receipt is for a gift.
- 20.5 Receipts for a Deductible Contribution must state:
- (a) the name 'The Archbishop of Melbourne's International Relief and Development Fund';
 - (b) the Australian Business Number of the Company;
 - (c) the fact that the Deductible Contribution was made in return for either or both:
 - (i) a right to attend or participate in a specific fund-raising event;
 - (ii) the purchase of goods and services at an auction held at a fund-raising event;
 - (d) the amount of the contribution if the contribution is money; and
 - (e) the goods and services tax inclusive market value of the minor benefit provided in return for the Deductible Contribution.

- 20.6 At the first instance of:
- (a) the winding up of The Archbishop of Melbourne's International Relief and Development Fund; or
 - (b) the Company ceasing to be endorsed as a public relief fund under Item 9.1.1 of the table in section 30-80(1) of the *Income Tax Assessment Act 1997* (Cth),

any surplus assets of The Archbishop of Melbourne's International Relief and Development Fund remaining after the payment of liabilities attributable to the Archbishop of Melbourne's International Relief and Development Fund shall not be paid to or distributed to the Members, but will be given to or transferred to another approved organisation that is endorsed as a public relief fund under Item 9.1.1 of the table in section 30-80(1) of the *Income Tax Assessment Act 1997* (Cth).
- 20.7 Where gifts to another legal entity are deductible only if, among other things, the conditions set out in the relevant table item in Sub-Division 30-B of the *Income Tax Assessment Act 1997* (Cth) are satisfied, a transfer under Article 20.6 must be made in accordance with those conditions.
- 20.8 The Company must maintain a separate bank account for The Archbishop of Melbourne's International Relief and Development Fund as determined by the Company from time to time, to which only money donated to The Archbishop of Melbourne's International Relief and Development Fund for the predominant object set out in Article 20.1 and interest accruing thereon may be credited.
- 20.9 The Board shall ensure that The Archbishop of Melbourne's International Relief and Development Fund shall be controlled by an executive committee consisting of a majority of Responsible Persons.
- 20.10 The Company shall invite the public to make contributions to The Archbishop of Melbourne's International Relief and Development Fund.
- 20.11 The Australian Taxation Office or the Australian Charities and Not-for-profits Commission and/or any other relevant regulator, as required by law or administrative policy of any such entity, must be notified of any alterations made to this Article 20.

SCHEDULE 1

Initial Directors of the Company:

Agnes Jean McGregor
David John Boyd
Philip John Newman
Wendy Molly Rose
Alison Menzies Taylor
Gregory Fredrick Thompson

ANNEXURE A

**Anglicord
(ABN [*insert*])
("Company")**

APPLICATION TO BECOME A / AN [ORDINARY MEMBER/LIFE MEMBER/EXTERNAL MEMBER] OF THE COMPANY

Name:

Postal address:

I apply to:

(a) become a / an [ordinary member/life member/external member] of the Company; and

(b) to be bound by the Company's Constitution,

and undertake, if called upon to do so, to make the contribution required by Article 16.1 of the Company's Constitution.

Signed:

Date: