

Constitution

**Anglicord Limited ACN 116 072 050 (operating as Anglican
Overseas Aid)**

A Public Company Limited by Guarantee

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1 Definitions and interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

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

Annual General Meeting has the same meaning as the term 'AGM' in the Corporations Act.

Appointed Director means a Director appointed under clause 11.2.

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 in Council constituted under the *Archbishop in Council Act 2018* (Melb).

ASIC means the Australian Securities and Investments Commission.

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

Chair means the chair of a Board meeting appointed in accordance with clause 20.1

Company means Anglicord Limited ACN 116 072 050 (operating as Anglican Overseas Aid) being an Australian public company limited by guarantee established under the Corporations Act.

Constitution means this constitution as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Deductible Contributions means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for that purpose.

Deputy Chair means the deputy chair of a Board meeting appointed in accordance with clause 20.1.

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 Tax Act as amended from time to time.

Director means an individual holding office as director of the Company.

General Meeting means a meeting of the Members of the Company and includes an Annual General Meeting.

Gifts means gifts of money or property for the principal purpose of the Company.

Life Member means a Member entered in the Register as a life member under clause 6.6(d).

Member means a person entered on the Register of the Company as a member and includes a Life Member.

Object means the object of the Company as set out in clause 2.

President means the Archbishop.

Register means the register of members pursuant to the Corporations Act.

Registered Office means the registered office for the time being of the Company.

Rule means a rule made by the Board in accordance with clause 16.

Schedule means a Schedule to this Constitution.

Secretary means a person appointed as a secretary of the Company in accordance with clause 17.

Special Resolution takes the meaning given by Section 9 of the Corporations Act.¹

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

The Archbishop of Melbourne's International Relief and Development Fund means the fund of that name established by the Company and administered under the Rules called 'The Archbishop of Melbourne's International Relief and Development Fund Rules'.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a law includes regulations and instruments made under the law;
- (d) a reference to a clause is a reference to a clause in this Constitution unless otherwise stated;
- (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;
- (f) a reference to a meeting includes a meeting by technology where all attendees have reasonable opportunity to participate;
- (g) a reference to a person being present in person includes an individual participating in a meeting as described in clause 1.2(f);
- (h) a reference to a person being present includes an individual participating in a meeting in person or through a proxy or attorney;
- (i) a reference to a person includes a natural person, corporation or other body corporate;
- (j) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

¹ At the time of adoption of this Constitution, section 9 provides that a Special Resolution is a resolution:
(a) of which notice has been given to the Members in accordance with clause 8.3; and
(b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Board.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) expressions in this Constitution that deal with a matter dealt with by a particular provision of the Corporations Act have the same meaning as they have in the Corporations Act;
- (b) “section” means a section of the Corporations Act; and
- (c) while the Company is a registered charity under the ACNC Act:
 - (i) subject to clause 1.4(c)(ii), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply (except sections 250N(2), 250(2A) and 249X) as if section 111L(1) of the Corporations Act was not enacted; and
 - (ii) if one of those provisions includes a reference to ASIC, including a reference to lodge any document with, or seek consent or approval from ASIC, that particular requirement does not apply to the Company.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

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 Object of the Company

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 the charitable purpose and object of preventing and alleviating poverty or distress, including by means of:

- (a) implementing or supporting aid or development projects solely for the relief of people in Developing Countries;
- (b) 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;
- (c) building awareness of Australians about the needs and challenges facing those people who are most vulnerable in Developing Countries;
- (d) operating The Archbishop of Melbourne's International Relief and Development Fund; and
- (e) doing such things which are incidental or conducive to the attainment of the Object.

3 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Corporations Act.

4 Application of income and property for Object only

4.1 Application of income and property

The income and the property of the Company, however derived:

- (a) must be applied solely towards the promotion of the Object; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus, benefit or otherwise.

4.2 Payment in good faith

Clause 4.1 does not prevent payment, directly or indirectly, in good faith to a Member:

- (a) of reasonable remuneration for services to the Company; or
- (b) for goods supplied in the ordinary course of business;

and which has been approved by the Board.

5 Winding up

5.1 Guarantee by Members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within 1 year after they cease to be a Member.
- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$10.

5.2 Application of property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, then, subject always to clause 5.3, that property may not be paid to or distributed among the Members but must be transferred to one or more funds or institutions:
 - (i) that have charitable purposes similar to, or inclusive of, the Object; and
 - (ii) are not-for-profit entities whose governing documents prohibit the distribution of its income and property among its members (if it has members) to an extent at least as great as imposed on the Company under this Constitution.
- (b) The funds or institutions will be determined by the Members at or before the time of dissolution.

5.3 Transfer of surplus assets – deductible gift recipients

(a) Where the Company has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, either as an entity or in relation to a fund or an institution it operates, then where:

- (i) the Company is wound up;
- (ii) the fund or institution is wound up; or
- (iii) the endorsement under Subdivision 30-BA of the Tax Act is revoked,

any surplus:

- (iv) Gifts;
- (v) Deductible Contributions; and
- (vi) money received by the Company because of such Gifts or Deductible Contributions,

of the Company, fund or institution (whichever is relevant) remaining after payment of all liabilities must be transferred to one or more funds or institutions that comply with clause 5.2 and are each deductible gift recipients.

(b) Where the Company operates more than one fund or institution for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Tax Act is revoked only in relation to one of those funds, or institutions then it may transfer any surplus assets of that fund or institution after payment of all liabilities to any other fund or institution for which it is endorsed as a deductible gift recipient.

6 Membership

6.1 Number of Members

The minimum number of Members of the Company will be 2.

6.2 Membership of the Company

- (a) The:
- (i) Ordinary Members;
 - (ii) Life Members; and
 - (iii) External Members,

of the Company at the date of adoption of this Constitution and any person admitted to membership under clause 6.3 are the Members of the Company.

- (b) The President, with their written consent, is a Member by virtue of their office.
- (c) The Melbourne Anglican Trust Corporation, with its written consent, is a Member.

6.3 Admission as a Member

The Board may admit any person as a Member if the person is eligible under clause 6.4 and makes an application in accordance with clause 6.5(a).

6.4 Membership criteria

To be eligible to be a Member, a person must:

- (a) identify as a Christian;
- (b) not have received from the Archbishop in Council under clause 7.1(d) a notice of removal of the person from Membership of the Company; and
- (c) be one or more of the following:
 - (i) a person in Holy Orders in the Anglican Church, whether current or retired;
 - (ii) a current or previous donor to the Company;
 - (iii) a previous director of the Company;
 - (iv) a previous employee, officer or volunteer worker of the Company;
 - (v) a current or previous employee, officer or volunteer worker of the Anglican Diocese of Melbourne;
 - (vi) a representative of any organisation that is partnered with the Company in any manner, or that shares similar objects to those of the Company;
 - (vii) a person with particular professional experience in international development, or international affairs, including (without limitation) a diplomat, ambassador and aid worker; or
 - (viii) a current or previous employee, officer or volunteer worker of any school or educational institution connected to a member diocese of the Anglican Church of Australia.

6.5 Membership process

- (a) An applicant for Membership must lodge with the Secretary a written application for Membership in the form prescribed by the Board from time to time, but which must:
 - (i) include their consent to become a Member; and
 - (ii) include their agreement to be bound by this Constitution.
- (b) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board. The Board will determine whether to approve or to reject the application.
- (c) The Board has the discretion to reject any application for Membership without giving any reason.
- (d) As soon as practicable after the Board makes a determination on the application, the Secretary must notify the applicant, in writing, that the Board has approved or rejected the application (whichever is applicable).
- (e) The successful applicant shall become a Member upon the Board causing the successful applicant's name to be entered on the Register.

6.6 Life Members

- (a) The Board or Archbishop in Council may honour any Member as a Life Member, who:
 - (i) has rendered long and valued service to the Company; or
 - (ii) has demonstrated exceptional commitment to pursuing the Company's Object over time.
- (b) Life members of the Company immediately prior to adoption of this Constitution are Life Members.
- (c) Members that are honoured as Life Members continue to have the same rights as Members and are not a separate class of membership under this Constitution.
- (d) The Member becomes a Life Member upon the Board causing the name of the Member honoured to be entered in the Register as a Life Member.
- (e) Clause 6.7 of this Constitution does not apply to Life Members.
- (f) A Life Member ceases to be a Life Member on:
 - (i) death;
 - (ii) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice;
 - (iii) becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health;
 - (iv) the receipt from the Archbishop in Council under clause 7.1(d) of a notice of removal of the person from Membership of the Company; or
 - (v) the passing of a resolution by the Board or Archbishop in Council to remove the life membership of a Life Member.

6.7 Membership terms

- (a) Members are admitted for a term of 5 years ending on 30 August following the date of adoption of this Constitution, and thereafter on the 5 year anniversary of each Member's date of admission or last renewal as a Member, or such other period as determined by the Board. At the end of each 5 year period, each Member may reapply for membership.
- (b) This clause 6.7 does not apply to:
 - (i) the President;
 - (ii) a Member who is a Director;
 - (iii) a Life Member; or
 - (iv) the Melbourne Anglican Trust Corporation.

6.8 Register

- (a) The Company must establish and maintain a Register.
- (b) The Company must provide access to the Register in accordance with the Corporations Act.

7 Ceasing to be a Member

7.1 Cessation of membership

A Member ceases to be a Member on:

- (a) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than 7 days after the service of the notice;
- (b) death or becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally;
- (d) the receipt by the Board of notice of removal by the Archbishop in Council of the Member from Membership of the Company (the Archbishop in Council need not give any reason for its decision);
- (e) the passing of a resolution by the Board or Archbishop in Council to remove the life membership of a Life Member in accordance with clause 6.6(f)(v).
- (f) the passing of a resolution by the Board or Members in General Meeting in accordance with clause **Error! Reference source not found.**;
- (g) the expiry of the 5 year term of membership, unless the Member had applied for and been readmitted as a Member for the following term as contemplated in clause 6.7;
- (h) that Member ceasing to be a Director.

7.2 Removal from Register

When a person ceases to be a Member, the Board shall cause the date on which the person ceased being a Member to be recorded on the Register.

7.3 Limited liability

The Members have no liability as Members except as set out in clause 5.1.

8 General Meetings

8.1 Annual General Meetings

Subject to clause 1.4(c), Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

8.2 Convening a General Meeting

The Company may by resolution of the Board convene a General Meeting in the form and manner it resolves subject to the requirements of the Corporations Act.

8.3 Notice of a General Meeting

- (a) Notice of a General Meeting must be given in accordance with the Corporations Act and served in accordance with clause 27.
- (b) The:
 - (i) Board; and
 - (ii) Chief Executive Officer,are entitled to receive notice of and to attend all General Meetings and are entitled to speak at those meetings.

8.4 Calculation of period of notice

In computing the period of notice under clause 8.3, 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.

8.5 Cancellation or postponement of General Meeting

- (a) Where a General Meeting is convened by the Board they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) This clause 8.5 does not apply to a meeting convened in accordance with the Corporations Act by Members, by the Board on the request of Members or to a meeting convened by a Court.

8.6 Notice of cancellation or postponement of a meeting

Notice of cancellation, postponement or change of place 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 under the Corporations Act.

8.7 Contents of notice of postponement of meeting

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 2 or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

8.8 Number of clear days for postponement of meeting

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 clear days' notice of the General Meeting required to be given under clause 8.3.

8.9 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

8.10 Proxy at postponed meeting

Where by the terms of an instrument appointing a proxy:

- (a) the proxy is authorised to attend and vote at one or more 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;

then, by operation of this clause 8.10, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Member appointing the proxy 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.

8.11 Non-receipt of notice

The non-receipt of notice of a General Meeting or the convening, cancellation or postponement of a General Meeting by, or the accidental omission to give notice of a General Meeting or the convening, 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 convening, cancellation or postponement of a meeting.

9 Proceedings at General Meetings

9.1 Number of a quorum

- (a) Seven Members present are a quorum at a General Meeting.
- (b) In determining whether a quorum is present, each Member attending as a proxy appointed under clause 10.6 is to be counted, except that:
 - (i) where a Member has appointed more than one proxy, only one is to be counted; and
 - (ii) where a Member is attending holding more than one proxy, that Member is to be counted only once.

9.2 Requirement for a quorum

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chair of the meeting (on the chair's own motion or at the request of a Member or proxy who is present) declares otherwise.

9.3 If quorum not present

If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened at the request 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 appoints by notice to the Members and others entitled to notice of the meeting.

9.4 Adjourned meeting

At a meeting adjourned under clause 9.3(b), 5 Members present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

9.5 Appointment and powers of chair of General Meeting

The President is entitled to preside as chair at a General Meeting.

9.6 Absence of chair at General Meeting

If a General Meeting is held and the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the following persons may preside as chair of the General Meeting (in order of precedence):

- (a) the Chair if a Director has been so elected by the Board under clause 20.1;
- (b) the Deputy Chair if a Director has been so elected by the Board under clause 20.1;
- (c) a Director chosen by a majority of the Directors present;
- (d) the only Director present; or
- (e) a Member elected by a majority of the Members.

9.7 Conduct of General Meetings

- (a) The chair:
 - (i) is responsible for the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is, in the chair's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
 - (iii) subject to the Corporations Act, may terminate discussion or debate on any matter whenever they considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this clause 9.7 is final.

9.8 Adjournment of meeting

- (a) The chair of the meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being

considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (i) in exercising the discretion to do so, the chair may, but need not, seek the approval of the Members present; and
 - (ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (b) Unless required by the chair, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.
- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 1 month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

10 Voting at General Meeting

10.1 Questions decided by majority

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 are in favour of it.

10.2 Equality of votes – no casting vote for chair

If there is an equality of votes, either on a show of hands or on a poll, then the chair of the meeting is not entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or attorney, and consequently the resolution fails.

10.3 Voting on show of hands

- (a) A resolution put to the vote of the meeting must be decided on a show of hands (or, where the meeting is being conducted by technology, such other similar method as determined by the chair) unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

10.4 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a chair or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

10.5 Votes of Members

- (a) Every Member has one vote.
- (b) Subject to this Constitution:
 - (i) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one vote; and
 - (ii) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents.

10.6 Proxies

- (a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company is entitled to appoint another Member as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) The instrument appointing a proxy must be in writing signed by the appointor or their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or signed by an officer or attorney duly authorised.
- (c) The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- (d) A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions. The proxy may vote as they think fit unless otherwise instructed.
- (e) The instrument appointing a proxy may be in the form set out in Schedule 1 to this Constitution.
- (f) The instrument appointing a proxy (along with a certified copy of the power of attorney or other authority, if any, under which it is signed) must be received at the address stated in the notice or the Registered Office not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. Documents received after this time will not be treated as valid.

10.7 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy or attorney, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the Member revokes the appointment or authority; or
- (c) the Member is mentally incapacitated.

10.8 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
 - (i) may not be raised except at that meeting or adjourned meeting; and

- (ii) must be referred to the chair of that meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

11 Board

11.1 Composition of Board

- (a) The Board shall comprise:
 - (i) the Chair; and
 - (ii) 11 other Directors appointed by the Archbishop in Council under clause 11.2 (**Appointed Directors**).
- (b) The Appointed Directors shall comprise:
 - (i) a minimum of one member of the Anglican clergy; and
 - (ii) a minimum of one member of the Anglican laity.

11.2 Directors appointed by Archbishop in Council

- (a) The Archbishop in Council may at any time when:
 - (i) an Appointed Director retires; or
 - (ii) an Appointed Director vacancy exists by operation of clause 14 or otherwise,fill the vacated office by appointing an individual to that office.
- (b) The Board must cause the President to be notified of any Appointed Director vacancy within a reasonable time of the vacancy arising.
- (c) The appointment of Appointed Directors pursuant to clause 11.2(a) shall be made from persons nominated by the Board, except in the case:
 - (i) where the Board has not provided to the President a list of nominated candidates for appointment under clause 11.2(a) within 1 month of receiving a written request from the President to do so; or
 - (ii) where the Archbishop in Council has at 2 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 at the second of those meetings of the Archbishop in Council,then the Archbishop in Council may appoint such persons to the position of Appointed Director as the Archbishop in Council may determine in its absolute discretion.

11.3 Qualification of Directors

- (a) To be eligible for the office of Director a person must be a Member and consent in writing to act as a Director.

- (b) In the event that it is required under a law, regulation or guideline applicable to the Company², the Company must ensure that a majority of the Directors are persons who have the requisite level or degree of responsibility to the general public.

11.4 Nomination of Directors

The Board may recommend a person to the Archbishop in Council for appointment as a Director. In doing so, the Board should have regard to relevant factors, including matters set out in the diversity policy made by the Board from time to time.

11.5 Appointment of officers

The Board is to appoint the other officers with such frequency as the Board from time to time determine.

11.6 Terms and retirement of Appointed Directors

- (a) Subject to clause 11.7, Appointed Directors are elected for terms of 3 years (excluding any period of casual vacancy).
- (b) At each Annual General Meeting, any Appointed Director who has held office for 3 years or more since last being elected (excluding any period of casual vacancy), must retire from office but subject to clause 11.7 is eligible for reappointment.
- (c) A retiring Appointed Director holds office until the conclusion of the meeting at which that Appointed Director retires.
- (d) The Members may by ordinary resolution increase or decrease the period of time for which an Appointed Director holds office under clause 11.6(a).
- (e) The Members or Archbishop in Council may by ordinary resolution remove any Appointed Director before the expiration of that Appointed Director's period of office, and may by an ordinary resolution appoint another person in the place of that Appointed Director.

11.7 Reappointment of Appointed Directors

- (a) Appointed Directors are entitled to seek reappointment as Appointed Directors on 2 occasions provided that:
 - (i) the Appointed Director's period of continuous service (excluding any periods of casual vacancy) to the Company does not exceed a period of 9 years;
 - (ii) the Appointed Director:
 - (A) is nominated by the Board for re-appointment; or
 - (B) invited to be re-appointed by a committee of the Board; and
 - (iii) the Appointed Director's re-appointment is approved by the Archbishop in Council .

² Such as where the Company or its public fund is endorsed as a deductible gift recipient and this is a condition for such endorsement.

- (b) An Appointed Director is entitled to seek reappointment on a third occasion if:
 - (i) the Board resolves by a majority that the Appointed Director should continue for a fourth consecutive term; and
 - (ii) the Appointed Director's period of continuous service to the Company will not exceed 12 years at the conclusion of their fourth consecutive term.
- (c) At the conclusion of an Appointed Director's period in office (whether that be after 1, 2 or 3 successive terms), the Appointed Director is ineligible to be appointed as an Appointed Director for a period of 2 years.

11.8 Casual vacancy

- (a) If at any time one or more Appointed Director vacancies exist then the Board may appoint any person meeting the requirements of clause 11.3(a) to be an Appointed Director to fill the vacancy.
- (b) An Appointed Director appointed under clause 11.8(a) holds office until the conclusion of the next Annual General Meeting of the Company but is eligible for appointment by the Archbishop in Council at or before that meeting, with effect from the conclusion of that meeting.
- (c) An Appointed Director appointed under clause 11.8(a) is not taken to have commenced their term for the purposes of clause 11.6(a) until such time as the Director is appointed by the Archbishop in Council pursuant to clause 11.2(a).

11.9 Directors on the date of adoption of this Constitution and transitional period

- (a) As at the conclusion of the Annual General Meeting at which this Constitution is adopted, the Appointed Directors of the Company holding office are as set out in column 2 of the table in Schedule 2.
- (b) From the date of adoption of this Constitution, each Appointed Director holding office by operation of clause 11.9(a) is:
 - (i) deemed to have served a period of continuous service (excluding any periods of casual vacancy) to the Company as set out in column 3 of Schedule 2; and
 - (ii) deemed to have a remaining period of service in office as an Appointed Director of the number of years set out in column 4 of Schedule 2.
- (c) At the conclusion of their respective Initial Term, an Appointed Director listed in Schedule 2 must retire but may be eligible to stand for re-election in accordance with the terms of this Constitution.

12 Remuneration of Directors

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.

13 Expenses of Directors

- (a) A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from Board meetings or meetings of a committee of the Board or when otherwise engaged on the business of the Company.
- (b) Any payment to a Director must be approved by the Board.

14 Vacation of office of Director

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) ceases to be eligible under clause 11.3(a);
- (b) is the subject of a resolution of the Archbishop in Council terminating an Appointed Director's appointment as a Director;
- (c) resigns from the office by notice in writing to the Company;
- (d) is not present at 3 successive meetings of the Board without leave of absence from the Board;
- (e) 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;
- (f) becomes insolvent or bankrupt, compounds with their creditors, or assigns their estate for the benefit of their creditors;
- (g) becomes prohibited, disqualified or removed from being a Director by reason of any order of any court of competent jurisdiction or regulator; or
- (h) dies.

15 Powers and duties of the Board

15.1 The Board to manage the Company

The Board is to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.

15.2 Specific powers of the Board

Without limiting the generality of clause 15.1, and subject to any trusts relating to the assets of the Company, the Board may exercise all the powers of the Company to:

- (a) borrow or raise money;
- (b) charge any property or business of the Company; and
- (c) give any security for a debt, liability or obligation of the Company or of any other person.

15.3 Compliance with duties under the Law

Each Director must comply with the duties described in governance standard 5 as set out in the regulations made under the ACNC Act and such other obligations as apply under the Corporations Act and ACNC Act from time to time.

15.4 Delegation

- (a) The Board may resolve to delegate any of its powers as permitted under the Corporations Act, including to a committee consisting of at least one Director and such other persons as the Directors think fit. The Board at all times retains the power to appoint and remove any member of any board committee.

- (b) The power may be delegated for such time as determined by the Board and the Board may at any time revoke or vary the delegation.
- (c) The delegate must exercise the powers delegated in accordance with any directions of the Board, and the exercise of the power by the delegate is as effective as if the Board had exercised it.
- (d) The Board may continue to exercise any power they have delegated.

16 Rules

Subject to this Constitution, the Board may from time to time by resolution make and rescind or alter Rules which are binding on Members for the management and conduct of the business of the Company.

17 Chief Executive Officer, Secretary and Public Officer

17.1 Chief Executive Officer

- (a) The Board must appoint a Chief Executive Officer on such terms and conditions (including as to remuneration) as it thinks fit.
- (b) The Board may delegate any of its powers to the Chief Executive Officer:
 - (i) on the terms and subject to any restrictions they decide; and
 - (ii) so as to be concurrent with, or to the exclusion of, the powers of the Board,and may revoke or vary any power delegated at any time.
- (c) The CEO must exercise any delegated power in accordance with the directions of the Board.
- (d) The Chief Executive Officer may be invited to attend all meetings of the Board, but may not hold the office of a Director and is not entitled to vote.
- (e) The remuneration of the Chief Executive Officer is fixed by the Board.

17.2 Secretary

- (a) There must be at least one Secretary who is to be appointed by the Board. A Director may be a Secretary.
- (b) The Board may suspend or remove a Secretary from that office.
- (c) A Secretary holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Board.

17.3 Public officer

The Board must appoint a person as Public Officer of the Company in accordance with the *Income Tax Act Assessment Act 1936* (Cth).

18 Conflicts of interest

18.1 Disclosure of conflict of interest

A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):

- (a) to the Board; or
- (b) if the Board has the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

18.2 Disclosure recorded in minutes

The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

18.3 Material personal interest

Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not, except as provided under clause 18.4:

- (a) be present at the meeting while the matter is being discussed; or
- (b) vote on the matter.

18.4 Present and voting

A Director with a material personal interest in a matter may still be present and vote if:

- (a) their interest arises because they are a Member of the Company and the other Members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
- (c) their interest relates to a payment by the Company under clause 28.1, or any contract relating to an indemnity that is allowed under the Corporations Act; or
- (d) the Directors who do not have material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it related to the affairs of the Company; and
 - (ii) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

19 Proceedings of the Board

19.1 Board meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Board.

19.2 Questions decided by majority

A question arising at a meeting of the Board is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Board.

20 Chair and Deputy Chair of the Board

20.1 Appointment of Chair

- (a) The President must appoint a Director to be the Chair of Board meetings and may also determine the period for which the person appointed as Chair is to hold office.
- (b) In appointing a Chair under clause 20.1(a):
 - (i) the President must consult with the Board in respect of the appointment;
 - (ii) the appointment is at the absolute discretion of the President; and
 - (iii) the President may, but need not, provide reasons for their decision in respect of the appointments.
- (c) The Chair is at liberty, at all times and at their own discretion, to consult with the President in relation to any matter arising for the consideration of the Board.
- (d) The Board must cause the President to be notified of any vacation of the office of Chair within a reasonable time of the vacancy arising.

20.2 Appointment of Deputy Chair

The Board must appoint from among their number a Deputy Chair and may also determine the period for which the person appointed as Deputy Chair is to hold office.

20.3 Absence of Chair at a Board meeting

If a Board meeting is held and the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the Deputy Chair, if appointed under clause 20.1, must be the chair of the meeting or, if the Deputy Chair is not present, the Directors present must elect one of their number to be a chair of the meeting.

20.4 No casting vote for chair at Board meetings

In the event of an equality of votes cast for and against a resolution, the chair of the Board meeting does not have a second or casting vote, and consequently the resolution will not be passed.

21 Quorum for a Board meeting

At a Board meeting, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Board, and, unless so determined, is a majority of Directors holding office.

22 Circular resolutions

- (a) The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director comprising a majority of the Directors entitled to vote on the resolution signs.

23 Validity of acts of the Board

All acts done at a Board meeting or at a meeting of a committee of the Board, or by a person acting as a Director, are taken as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote.

24 Execution of documents

Documents executed for and on behalf of the Company must be executed by:

- (a) 2 Directors;
- (b) a Director and the Secretary; or
- (c) such other persons as the Board by resolution appoints from time to time.

25 Accounts

- (a) The Board must cause proper financial records to be kept and, if required by a law, regulation or guideline applicable to the Company or otherwise considered by the Board to be appropriate, cause the accounts of the Company to be audited or reviewed accordingly.
- (b) The Board must distribute to the Members copies of the annual financial reports of the Company accompanied by a copy of the report of the auditor or reviewer (as required) and report of the Board in accordance with the requirements of a relevant law, regulation or guideline.

26 Inspection of records

26.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times 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 the Members (other than Directors).

26.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

27 Service of documents

27.1 Document includes notice

In this clause 27, a reference to a document includes a notice.

27.2 Methods of service

- (a) The Company may give a document to a Member:
 - (i) personally;
 - (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
 - (iii) by sending it to an electronic address nominated by the Member.
- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post and is taken to have been received 2 business days after the date of its posting; and
 - (ii) if sent to an address outside Australia, must be sent by airmail and is taken to have been received on the 7th business day after the date of its posting.
- (c) If a document is sent by electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) to have been delivered on the day following its transmission.

27.3 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

28 Indemnity

28.1 Indemnity

- (a) The Company must indemnify any current or former Director, Secretary or executive officer of the Company out of the property of the Company against:
 - (i) every liability incurred by the person in that capacity; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity;except to the extent that:
 - (iii) the Company is forbidden by law (including the Corporations Act) to indemnify the person against the liability or legal costs;
 - (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by any law; or
 - (v) the person is entitled to be, and is actually, indemnified by another person (including an insurer under any insurance policy).

- (b) The indemnity is a continuing obligation and is enforceable by a person even though they are no longer a Director, Secretary or executive officer of the Company, or of a wholly owned subsidiary.

29 Amendment to Constitution

- (a) Subject to clause 29(c) and clause 29(d), this Constitution may only be amended by Special Resolution of the Members of the Company.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a charity.
- (c) Any modification of this Constitution takes effect on the date the Special Resolution is passed or any later date specified, or provided for, in the resolution.
- (d) Despite anything to the contrary contained or implied by this clause, any Special Resolution to amend this Constitution does not have effect unless the Archbishop in Council consents in writing to the proposed Special Resolution.

Schedule 1

Appointment of Proxy - (see clause 10.6(e))

Anglicord Limited ACN 116 072 050 (operating as Anglican Overseas Aid)

I/We, (name)
of (address)
being a member/members of the abovenamed Company hereby appoint
..... (name)
of (address)
or in their absence (name)
of (address)
as my/our proxy to vote for me/us on my/our behalf at the meeting of the members of the Company to be held on the day of 20 and at any adjournment of that meeting.

[TO BE INSERTED IF DESIRED] This form is to be used in favour of / against the resolution (Strike out whichever is not desired)

[INSERT DETAILS OF SPECIFIC RESOLUTIONS IF DESIRED]

Signed:

Name:

Dated:

This notice must be returned to Anglicord Limited ACN 116 072 050 (operating as Anglican Overseas Aid) at:
[ADDRESS/EMAIL ADDRESS/FAX No]
by [TIME] on [DATE]
[INSERT SPECIFIC DETAILS ENSURING THAT THE TIME IS 48 HOURS BEFORE THE TIME FOR THE MEETING]

Schedule 2

List of Appointed Directors at the date of adoption of this Constitution (see clause 11.9)

	Name (Column 2)	Deemed total years' service as an Appointed Director as at the adoption of this Constitution (Column 3)	Period of service remaining for the 3-year term immediately following the date of adoption of this Constitution (Column 4)
1	██████████	█	████
2	██████████	█	████
3	██████████	█	████
4	██████████	█	████
5	██████████	█	████
6	██████████	█	████
7	██████████	█	████
8	██████████	█	████
9	██████████	█	████
10	██████████	█	████
11	██████████	█	████