



**CONSTITUTION**

**OF**

**CHRISTIAN BRETHREN COMMUNITY SERVICES  
(A.C.N. 001 276 599)**

**22 October 2016**

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**of**  
**CHRISTIAN BROTHERS COMMUNITY SERVICES**  
**(A.C.N. 001 276 599)**

**Definitions and Interpretation**

1. In this Constitution:

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

**Articles of Faith** means the beliefs and core values set out in Schedule "A";

**Board** means all or some of the Directors acting as a board of directors;

**Chairperson** means the chairperson of the Board elected under clause 62;

**Christian Brethren Assembly** means a local church or fellowship affiliated or associated with the Christian Brethren tradition in Australia, as determined by the Board;

**Company** means Christian Brethren Community Services (A.C.N. 001 276 599) or such other name determined by the company from time to time;

**Constitution** means this constitution, as amended from time to time;

**Director** means a director of the Company;

**Letter of Commendation** means a letter from the leaders of a Christian Brethren Assembly, confirming that a person is a member of, or where membership does not apply, a regular attendee at, that Assembly and, in either case, in good standing at that Assembly;

**Member** means any person admitted to membership of the Company in accordance with this Constitution;

**Objects** means the objects set out in Schedule "B";

**Register of Members** means the register of members kept pursuant to Section 169 of the Act;

**Registered Office** means the registered office for the time being of the Company;

**Seal** means the common seal of the Company; and

**Secretary** means any person appointed to perform the duties of a secretary of the Company.

## **Interpretation**

In this Constitution:

- i. words importing the singular number include the plural and the converse applies;
- ii. words importing a gender include the other gender;
- iii. words importing persons include corporations, companies, associations and institutions;
- iv. unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution; and
- v. a reference to a “general meeting” is, unless the context indicates otherwise, a reference to an annual general meeting or other general meeting of the Company;
- vi. a reference to "in writing" or "written" in this Constitution shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, and shall also include text and data transmitted electronically by facsimile, telex, e-mail, and e-commerce;
- vii. a reference to a “Schedule” is a reference to a schedule to this Constitution; and
- viii. any words defined in the Act shall, if not inconsistent with the subject or the context bear the same meaning in this Constitution.

## **Replaceable rules excluded**

2. The replaceable rules in the Act do not apply to the Company.

## **Nature of the Company**

3. The Company is a public company limited by guarantee.

## **Objects**

4. The Company is established to pursue the Objects.

## **Powers**

5. Solely for the purposes of furthering the Objects, the Company has the legal capacity and powers set out in section 124 of the Act.

## **Not for profit**

6. The income and property of the Company, from whichever source it may be derived, shall be applied solely towards the promotion of the Objects and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus, loan, other form of financial assistance or otherwise howsoever by way of profit, to the Members PROVIDED THAT
  - (a) nothing in this Constitution shall prevent the payment, in good faith of reasonable and proper remuneration to any Director or servant of the Company, or to any Member, in return for any services actually rendered to the Company, nor prevent the payment of

interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises let by any Member;

- (b) no Director or Secretary shall be appointed to any salaried office of the Company or to any other office of the Company paid by fees; and
- (c) no remuneration or other benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses and interest at the rate referred to in paragraph (a) on money lent or reasonable and proper rent for premises let to the Company.

### **Gifts to the Company**

- 7. The general public may be invited to make gifts to the Company for the purpose of carrying out the Objects.
- 8. Receipts issued for any gifts received must state:
  - (a) the name of the Company;
  - (b) the Australian Business Number of the Company;
  - (c) the date of the gift;
  - (d) a reasonable description of the contributed property; and
  - (e) the fact that the receipt is for a gift.
- 9. Where a gift of property other than cash has been made to the Company a receipt shall only be issued after the Board has been provided with a copy of the valuation described in Clause 10.
- 10. As soon as reasonably possible, however no longer than 90 days following the acceptance by the Board of a contribution of property other than cash, the donor, at the donor's expense, shall have the contributed property valued by the Commissioner of Taxation or an approved valuer as provided in Division 30, Section 30-212 of the Income Tax Assessment Act 1997, as amended.
- 11. The donor shall provide the Board with a copy of said valuation, which shall be kept with the other records of the Company.

### **Licence**

- 12. Pursuant to the provisions of Section 150 of the Act, this Constitution:-
  - (a) requires the Company to pursue charitable purposes only and to apply its income in promoting those purposes;

(b) prohibits the Company making distributions to the Members and paying fees to the Directors; and

(c) requires the Board to approve all other payments the Company makes to Directors.

13. Clauses 6 and 12 contain conditions on which a licence is granted to the Company pursuant to Section 151 of the Act.

### **Membership**

14. The number of Members is unlimited provided that the number of Members shall be not less than 10.

15. Each Member agrees to be bound by this Constitution and any regulations made pursuant to this Constitution.

16. The persons that the Board shall admit to membership in accordance with this Constitution shall be the Members.

17. Membership of the Company is divided into the following categories:

(a) Ordinary Members;

(b) Life Members; and

(c) any other category determined by the Board pursuant to clause 18.

18. Subject to clause 19, the Board may create new categories of membership from time to time, with such rights, privileges and obligations as the Board may determine.

19. Any new category of membership established by the Board under clause 18 may not be granted voting rights unless such rights have been approved by a resolution passed at a general meeting.

20. In recognition of long distinguished service rendered to the Company, in whatever capacity, the Board may appoint a person, to be a Life Member.

21. A Life Member shall be entitled to all the rights and privileges of a Member but shall be exempt from paying an annual membership fee pursuant to clause 30 and shall not be obligated to contribute assets to the Company in the event of a winding up pursuant to clause 106.

### **Application for membership**

22. The Board may determine criteria for membership of the Company from time to time.

23. Only natural persons are eligible to apply to become a Member.

24. Every application for membership shall:

- (a) be in a form prescribed from time to time by the Board which shall be signed by the applicant and by a proposer and a seconder, both of whom shall know the applicant and be Members; and
- (b) the form in paragraph (a) shall be accompanied by:
  - i. a Letter of Commendation;
  - ii. a written declaration that the applicant subscribes to, and will live consistently with, the Articles of Faith; and
  - iii. payment of the current annual membership fee.

25. Applications for membership must be considered by the Board as soon as practicable at a duly convened meeting of the Board.

26. The Board has the sole and absolute discretion to determine an applicant's eligibility for membership and may reject any application for membership without assigning any reason for such rejection.

27. When the applicant has been rejected for membership, the Secretary shall send to the applicant notice of such rejection and return the payment of the annual membership fee.

28. When the applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of such acceptance and shall enter the name of the applicant into the Register of Members.

29. The Secretary must maintain the Register of Members at the Registered Office or the Company's principal place of business.

#### **Annual membership fee**

30. The annual membership fees payable by Members to the Company and the time for and manner of payment, shall be as determined by the Board from time to time.

31. Until otherwise determined by the Board, the membership year will be deemed to commence on 1 July of each year.

#### **Cessation of membership**

32. Any Member shall cease membership of the Company if the Member:-

- (a) dies;
- (b) no longer subscribes to the Articles of Faith or lives inconsistently with those Articles, as determined by the Directors;

- (c) ceases to be a member of, or where no membership applies, a regular participant at, a Christian Brethren Assembly;
- (d) ceases to support the Objects, as determined by the Directors;
- (e) becomes bankrupt;
- (f) becomes of unsound mind or becomes a person whose property is liable to be dealt with under a law relating to mental health;
- (g) resigns by giving notice in writing to the Secretary;
- (h) fails, by the date of the annual general meeting in a year, to pay the annual membership fee; or
- (i) is expelled under clause 33.

### **Expulsion or suspension of membership**

33. If a Member:

- (a) wilfully refuses or neglects to comply with the provisions of the Constitution; or
- (b) is, in the opinion of the Board, unfit for any reason to maintain his or her position within the Company; or
- (c) is, in the opinion of the Board, guilty of any conduct that is unbecoming of a Member or prejudicial to the interests of the Company; then

the Board shall have power to

- i. expel the Member from the Company and erase the Member's name from the Register of Members; or
- ii. suspend the membership of the Member for a period determined by the Board in which event the Member's rights shall be suspended for that period

subject to the provisions of clause 34.

34. At least 14 days before the meeting of the Board at which a motion for the Member's expulsion or suspension is to be considered, the Member shall be given notice of that meeting and of allegations against the Member and of the intended resolution for the Member's expulsion or suspension and:-

- (a) subject to the rights afforded by paragraph (b), the Member shall at that meeting and before the resolution is put to the vote, have had an opportunity of giving orally or in writing any explanation or defence the Member may think fit;

- (b) the Member may by notice in writing lodged with the Secretary at least 48 hours before the time for holding the meeting at which the resolution for the Member's expulsion or suspension is to be considered by the Board request that the matter of the Member's expulsion or suspension be dealt with by the Company in general meeting and in that event:
  - i. a general meeting shall be called for the purpose; and
  - ii. if at the meeting a resolution for the expulsion or suspension of the Member is passed by a ballot at which a majority of two-thirds of those present and voting are in favour of the motion, the Member shall be expelled and the Member's name removed from the Register of Members or suspended, as the case may be.

35. The interest of a Member in the Company is to be considered personal and on the Member's ceasing to be a Member for any reason whatever, neither the Member nor the Member's legal representatives or relatives shall have any interest whatever in the property or affairs of the Company.

### **Annual general meeting**

36. An annual general meeting shall be held once in every calendar year in accordance with the Act, at a time and place determined by the Board.

37. The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, Directors' Report and Auditors report for the Company;
- (b) the election of the Directors;
- (c) the appointment of the Auditor; and
- (d) the fixing of the remuneration of the Auditor.

### **Other general meetings**

38. Subject to the Act, the Board may call a general meeting at a time and place as the Board resolves.

39. The Board must call and arrange to hold a general meeting on the request of Members made in accordance with the Act.

40. The Members may call and arrange to hold a general meeting as provided by the Act.

41. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of meeting and in case of special business the general nature of that business, shall be given to those persons entitled to receive notices for meetings from the Company.

42. All business transacted at an annual general meeting with the exception of the matters referred to in clause 37 and all business at any other general meeting shall be special business.

### **Proceedings at general meetings**

43. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

44. Save as herein otherwise provided, 25% of the number of those who are Members at the time of the meeting shall constitute a quorum. Members present by proxy shall be considered as present for the purposes of determining the quorum.

45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to any other day and time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members present, being not less than 5, shall form a quorum.

46. The Chairperson shall preside at general meetings.

47. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Deputy Chairperson shall be the chairperson and if the Deputy Chairperson is not present or is unwilling to act then the Members present shall elect one of their number to be the chairperson of the meeting.

48. The chairperson of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary otherwise than in the above circumstances to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

49. No Member shall as regards any special business be at liberty to move at any general meeting any resolution not previously approved by the Board, unless he or she has given not less than 14 days' notice in writing to the Secretary of the Member's intention to move such resolution at such a meeting and has included with such notice a copy of the resolution.

### **Resolutions and polls**

50. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairperson of the meeting; or

(b) by at least 3 Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

51. If a poll is duly demanded it shall be taken in the manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken forthwith.
52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote, and the motion shall be deemed lost.
53. A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
54. A resolution in writing signed by a majority of members of the Company shall be as valid and effectual as if the resolution had been passed at a meeting of all such Members properly called and constituted.

### **Proxies**

55. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
56. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form determined by the Board from time to time.
57. Any proxy form which, although signed by a Member giving the name does not include the name of the person or persons in whose favour it is given or other details required to be filled in by the Member, may be completed by the Secretary on authority from the Board and the Board may authorise completion of such proxy by the insertion of the name or names of one or more of their number.
58. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office, or at any other place within New South Wales as is specified for that purpose in the notice convening the meeting. It shall be lodged not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the

instrument proposes to vote. In default of compliance with these requirements the instrument of proxy shall be treated as invalid.

59. A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of that death, unsoundness of mind or revocation has been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### **Board number**

60. The Board shall consist of not less than 5, and not more than 10, Directors and the Board shall determine the total number of Directors to apply at any point in time within that range.

#### **Eligibility to be a Director**

61. In order to be eligible for election or appointment as a Director, a person must be a Member.

#### **Chairperson and Deputy Chairperson**

62. The Directors must elect a Chairperson and a Deputy Chairperson, each of whom shall be a Member and, unless removed earlier pursuant to clause 63, each person elected shall hold office until the end of the next annual general meeting.

63. The Chairperson or Deputy Chairperson may be removed from that office by a resolution of the Board.

#### **Secretary**

64. The Board shall appoint one or more of the Directors to be the Secretary.

#### **Election of Directors**

65. The election or re-election of Directors shall be conducted by secret ballot in the following manner:

(a) Within one month of the close of the financial year, the Secretary shall call for nominations of candidates for election to the Board to fill such number of vacancies as are expected to occur at the time of the annual general meeting.

(b) The nomination of a candidate shall be:

- i. in writing signed by the candidate and a proposer and seconder who shall be Members;
- ii. accompanied by:
  - a. a declaration that the candidate subscribes to, and will live consistently with, the Articles of Faith; and

- b. a Letter of Commendation from the Christian Brethren Assembly where the candidate is a member, or where there is no membership, a regular attendee; and
    - iii such documentation shall be lodged with the Secretary at least 28 days before the annual general meeting at which the election is to take place.
- (c) The Board shall, acting reasonably, have the sole and absolute discretion to determine whether any documentation submitted by or on behalf of a candidate has satisfied the requirements of paragraph (b).
- (d) The Secretary shall ensure that the procedures adopted for the ballot maintain the secrecy of the ballot and are fair and uniform for all candidates.
- (e) Ballot papers and such details submitted by candidates (not exceeding 300 words) supporting their nomination, shall be forwarded to all Members with the notice of the annual general meeting.
- (f) The voter shall mark the ballot paper by placing a cross (X) or a tick (√) in the box adjacent to the names of each of the candidates for whom the Member votes, but the number of boxes marked shall not exceed the number of vacancies.
- (g) Completed ballot papers shall be lodged with the Registered Office no later than 24 hours before the time appointed for the commencement of the annual general meeting.
- (h) The Board shall ensure that there are procedures to check that all ballot papers included in the ballot are from Members entitled to vote.
- (i) At the annual general meeting, the ballot papers shall be opened and counted in the presence of every candidate (or his or her scrutineer) wishing to observe that process, by a person who is not a candidate and who has been appointed for the purpose by the chairperson of the meeting.
- (j) A ballot paper shall be declared informal if it is not marked as required in paragraph (f) or if it in any way identifies the voter.
- (k) In any case of minor irregularity in the way in which a ballot paper has been marked or in any case of doubt as to the formality of any voting paper, the matter shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- (l) The number of candidates equal to the number required to fill the vacancies who receive the greatest number of votes shall be elected, provided however that no candidate shall be elected or re-elected unless the candidate receives the vote of more than 50% of the Members who vote.
- (m) In the event of an equality of votes in favour of two or more candidates and it being necessary that one should have a majority over any other candidate or candidates to secure election, the question shall be resolved by lot conducted by the chairperson of the meeting in such a manner as the chairperson may determine.

- (n) It is not required that all vacancies be filled, provided that the minimum number of Directors as required in Clause 60 is met.

### **Retirement of Directors**

- 66. At every annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the nearest number to one third, shall retire from office and be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 67. In determining the one-third of Directors to retire, account is not to be taken of a Director:
  - (a) appointed pursuant to clause 68; or
  - (b) appointed pursuant to clause 70.

### **Board appointments**

- 68. The Board shall have power at any time, and from time to time, to appoint a Member as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number of Directors determined by clause 60.
- 69. Any Director appointed under clause 68 shall hold office only until the conclusion of the next annual general meeting following their appointment and, if otherwise eligible under this Constitution, will be eligible for re-election.
- 70. The Company may, in accordance with the Act, by ordinary resolution remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint a Member in his or her stead. The person so appointed shall hold office only until the conclusion of the next annual general meeting following their appointment and, if otherwise eligible under this Constitution, will be eligible for re-election.

### **Ceasing to hold office**

- 71. A Director shall cease to hold office if the Director:
  - (a) ceases to be a Member of the Company;
  - (b) no longer subscribes to the Articles of Faith or lives inconsistently with those Articles, as determined by the Directors;
  - (c) ceases to be a member of, or regular attendee at, a Christian Brethren Assembly;
  - (d) ceases to be a Director by virtue of the Act;

- (e) dies or becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (f) becomes prohibited from being a director of a company by reason of any order made under the Act;
- (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (h) resigns office by notice in writing to the Company;
- (i) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (j) holds any office of profit under the Company; or
- (k) is directly or indirectly interested in any contract or proposed contract with the Company which is not authorised under this Constitution.

### **Powers and duties of the Board**

72. As the governing body for the Company, the Board has the power to oversee, manage and control the affairs of the Company and may exercise all such powers and do all such things as the Company is by this Constitution or otherwise authorised to exercise and do and are not by this Constitution or by the Act required to be exercised or done by the Company in general meeting. No regulation made by the Company during a general meeting shall however invalidate any prior act of the Board which would have been valid if that regulation had not been made.

73. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in the manner which the Board from time to time determines.

### **Minutes**

74. The Board shall cause minutes to be made, within one (1) month after the date on which it occurs, of:-

- (a) proceedings and resolutions of General Meetings;
- (b) proceedings and resolutions of Board meetings;
- (c) proceedings and resolutions of Board committee meetings;
- (d) resolutions passed by Members without a meeting; and
- (e) resolutions passed by the Board without a meeting.

75. The minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

### **Proceedings of the Board**

76. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

### **Convening a Board meeting**

77. The Chairperson or a number of Directors (not being less than 25% of the then total number of Directors) may, at any time request, and the Secretary shall on such requisition, convene a meeting of the Board.

78. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In the case of an equality of votes, the chairperson of the meeting shall not have a second, or casting vote, and the motion shall be deemed as having been lost.

### **Interests of Directors**

79. Unless exempted by the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest as soon as practicable after the Director becomes aware of the interest and in accordance with the Act.

80. Subject to clause 81, if a Director discloses the interest of the Director in accordance with the Act:

- (a) the Director may contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity, subject to compliance with clause 6;
- (b) the Director may, subject to the Act, be counted in a quorum for a meeting of Directors considering the contract arrangement;
- (c) the Director may not sign on behalf of the Company, or witness the affixing of the Seal to, any document in respect of the contract or arrangement;
- (d) the Director may retain the benefits under the contract or arrangement; and
- (e) the Company cannot avoid the contract or arrangement merely because of the existence of the Director's interest.

81. A Director who has a material personal interest in a matter being considered at a Board meeting must not:

- (a) be present while the matter is being considered at the meeting; or

(b) vote on the matter

unless permitted to do so in accordance with the Act.

### **Circulating resolutions**

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

83. Separate copies of the document referred to in clause 82 may be used for signing by Directors if the wording of the resolution and statement is identical in each copy, with the resolution being passed when the last Director signs.

### **Meeting by use of technology**

84. A Board 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 a reasonable time before the meeting.

### **Quorum**

85. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors then in office at the date of the meeting or any greater number which may be fixed by the Board.

### **Board vacancy**

86. The continuing Directors may act notwithstanding any vacancy in the Board, but if the number of Directors is reduced below the minimum number fixed by clause 60, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or for calling a general meeting.

### **Chairing meetings**

87. The Chairperson shall preside as chairperson at every meeting of the Board, or if there is no Chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the Deputy Chairperson shall be chairperson or if the Deputy Chairperson is not present at the meeting, then the Directors may choose one of their number to be chairperson of the meeting.

### **Board committees**

88. The Board may appoint committees chaired by a Member appointed by the Board and consisting of persons who may or may not be Members.

89. Any Board committee so formed shall advise the Board in the matters referred to it and shall act as specifically directed by the Board from time-to-time.
90. If at any meeting of a Board committee, the appointed chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
91. A Board committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes, the chairperson shall not have a second or casting vote and the motion shall be deemed to be lost.
92. All acts done by any meeting of the Board or of a Board committee or by any person acting as a Director or Board committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or Board committee member or person so acting, or that the Directors or Board committee members or any of them were disqualified, be as valid as if that person had been duly appointed and was qualified to be a Director or member of the Board committee.

### **The Seal**

93. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a Board committee authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by two Directors or by a Director and the General Manager of the Company. In the absence of a specific resolution that the Seal be affixed to any document, the Seal may be affixed to any document putting into effect, resulting from, or relating to a prior decision of the Board, subject however to such affixation being reported to the first meeting of the Board following such affixation.

### **Accounts**

94. The Board shall cause proper accounting records to be kept and such records shall indicate:
- (a) what sums of money are received and expended by the Company;
  - (b) the matter in respect of which such transactions take place; and
  - (c) the assets and liabilities of the Company.
95. Copies of each profit and loss account and balance sheet (made up to a date not more than five months before the date of the annual general meeting and including every document required by Act to be attached thereto, including a copy of the Auditor's report thereon) shall be distributed to every Member and the Auditor not less than seven days before the annual general meeting.

## **Inspection by Members**

96. Subject to the Act, the Board 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 the Directors).

97. A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by Act or authorised by the Board or by the Company in general meeting.

## **Audit**

98. Each year the accounts of the Company shall be audited to verify that they represent fairly the position of the Company and to that end a properly qualified Auditor shall be appointed (or dismissed and another appointed) as provided in the Act.

## **Notices**

99. Any notice by the Company to a Member may be given by: sending it by

(a) prepaid post addressed to the Member at the Member's address shown in the Register of Members, in which event it will be deemed to be served on the third business day following the date of its posting; or

(b) facsimile transmission to such facsimile address as the Member has provided and shown in the Register of Members, in which event it will be deemed to be served on the same day as is shown on the transmission report confirming connection to the appropriate facsimile; or

(c) electronic transmission to such electronic address as the Member has provided and shown in the Register of Members with a request for a delivery receipt, in which event it will be deemed to be served on the same day as is shown on the confirmation of delivery receipt.

100. The Member shall promptly notify the Secretary of any change in his or her address, facsimile transmission number or electronic transmission address.

101. Notice of a general meeting

(a) must be given in accordance with the Act; and,

(b) subject to any shorter notice permitted under the Act, at least 21 days' notice shall be given for a general meeting;

(c) must be given to each Member, each Director and the Auditor; and

(d) must:

- i. set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
  - ii. state the general nature of the business of the meeting; and
  - iii. set out or include any other information or documents specified in the Act; and
- (e) a person may waive his or her right to notice of any general meeting by notice in writing to the Company to that effect.

### **Indemnity**

102. Every person who is or has been an Officer or Auditor shall be indemnified out of the property of the Company against any liability to the full extent permitted by the Act:-

- (a) for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the court grants relief to the person under the Act; and
- (b) for any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the person in his or her capacity as a Officer or Auditor of the Company or a subsidiary of the Company but this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

### **Insurance**

103. The Company may, to the full extent permitted by Act, pay or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer or Auditor of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer or Auditor of the Company or a subsidiary of the Company but the liability must not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

### **Interpretation**

104. In Clauses 102 and 103:-

- (a) "Officer" has the meaning given to that term in the Act; and
- (b) "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).

## Winding Up

105. Every Member undertakes to contribute to the assets of the Company, in the event of it being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member and of the costs, charges, and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, an amount which may be required but not exceeding \$100.00.
106. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, then:-
  - (a) that property shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of clause 6;
  - (b) those institutions shall be determined by the Members at or before the time of dissolution, and in default by the Chief Judge in Equity of the Supreme Court of New South Wales or any other judge of that court having jurisdiction in the matter; or
  - (c) as far as effect cannot be given to the provisions of paragraphs (a) and (b), then to some charitable objects.

## **SCHEDULE “A”**

### **Articles of Faith**

#### **We believe:-**

- (a) In the Scripture of the Old and New Testaments, as verbally inspired by God, inerrant in the original writings, and that they are of supreme and final authority in faith and life.
- (b) In one God eternally existing in three persons; Father, Son and Holy Spirit who is invisible, almighty, sovereign, righteous, holy, good, loving, merciful and gracious.
- (c) That Jesus Christ was begotten by the Holy Spirit and born of the Virgin Mary and is true God and true man.
- (d) That man was created in the image of God; that he sinned, and hereby incurred not only physical death but also spiritual death which is separation from God, and that all human beings are born with a sinful nature and in the case of those who reach moral responsibility become sinners in thought word and deed.
- (e) That the Lord Jesus Christ died for our sins according to the Scriptures as a representative and substitutionary sacrifice and that all who believe in Him are justified on the basis that His shed blood has atoned for the believer's sin.
- (f) In the resurrection of the crucified body of our Lord, in His ascension into Heaven and in His present life there for us as High Priest and Advocate.
- (g) In “that blessed hope” the personal imminent return of our Lord and Saviour Jesus Christ and the rapture of the Church.
- (h) That all who receive by faith the Lord Jesus Christ are born again of the Holy Spirit and thereby become children of God.
- (i) In the bodily resurrection of the just and unjust; the eternal bliss in Heaven of the just, and the everlasting punishment of the lost.
- (j) That Satan is a created personal being now known as the “prince of this world” who having rebelled against God will one day be cast into the lake of fire and brimstone where he shall suffer everlasting torment.
- (k) That all Christians upon believing receive the baptism of the Holy Spirit and having believed are sealed with the Holy Spirit until they die. The Scripture never encourages us to seek a second baptism of the Holy Spirit.

## **SCHEDULE "B"**

### **Objects**

The objects for which the Company is established are:

1. to establish, acquire or take over and to carry on, maintain or extend residential aged care facilities, including but not limited to respite care, dementia care and palliative care;
2. to establish, acquire or take over and to carry on, maintain or extend independent living facilities, including but not limited to the provision of affordable housing and rental accommodation;
3. to establish, acquire or take over and to carry on, maintain or extend community services, including but not limited to community aged care services and disability services;
4. to establish, acquire or take over and to carry on, maintain or extend services to the poor and marginalised, the socially and financially disadvantaged in the community;
5. to establish, acquire or take over and to carry on, maintain or extend other complementary or ancillary services, including but not limited to the provision of education and training services and facilities;
6. to do all such other things as are incidental or conducive to the attainment of the above objects;  
and
7. to do all such things in a Christian atmosphere, proclaiming the Lord Jesus Christ in accordance with the Gospel and the Company's mission.