

Corporations Act
A Company Limited by Guarantee
Not Having a Share Capital

CONSTITUTION

of

EDMUND RICE FOUNDATION (AUSTRALIA)

CARROLL & O'DEA
Solicitors
GPO Box 7105
SYDNEY NSW 2001
Tel: 9291-7100
Ref: JMH/91874

Corporations Act
A Company Limited by Guarantee
Not Having a Share Capital

CONSTITUTION

of

EDMUND RICE FOUNDATION (AUSTRALIA)

1. The name of the Company is "Edmund Rice Foundation (Australia)".

Definitions

2. Where used herein the following expressions shall have the meanings hereby assigned to them below:

"ACFID" means the Australian Council for International Development.

"The Act" means the *Corporations Act 2001* as amended and any statutory modification or enactment thereof.

"Ancillary Fund" means a public fund donations to which entitle the donors to tax deductions under section 30.15 Item 2 of the *Income Tax Assessment Act 1997*.

"Approved Organisation" means an organisation declared for the time being by the Minister for Foreign Affairs to be an approved organisation.

"AusAID" means the Australian Agency for International Development at GPO Box 887 Canberra ACT 2601.

"The Board" means the Directors from time to time of the Company, or as the case may be, the Directors assembled at a meeting of the Board of Directors.

"Chairperson" means the chairperson for the time being of the Board or in the case of absence the Deputy Chairperson for the time being of the Board or in the absence of the Deputy Chairperson such other person as may be appointed to perform the duties of chairperson.

“Charitable Fund” means a public fund donations to which entitle the donors to tax deductions under section 30.15 Item 1 of the *Income Tax Assessment Act 1997*.

“Christian Brother” means a member for the time being of the Religious Institute.

“The Company” means the company limited by guarantee and called “Edmund Rice Foundation (Australia)”.

“Congregation” means the Congregation of Christian Brothers as decreed from time to time by the Congregation for Institutes of Consecrated Life and Societies of Apostolic Life of the Catholic Church of Rome or its successor.

“Delegate of the Province Leader” means the person appointed by the Province Leader to represent him on the Board.

“Developing Country” means a country declared by the Minister for Foreign Affairs to be a developing country.

“Director” means a Director for the time being of the Company.

“Executive Officer” means the person appointed by the Chairperson on the recommendation of the Board after consultation with the Province Leader or Delegate of the Province Leader, to administer the day-to-day business of the Company pursuant to these Rules and the decisions and directions of the Board.

“Minister for Foreign Affairs” means the Minister for Foreign Affairs for the time being of the Australian Government.

“Members” means the members for the time being of the Company.

“OLT” means Oceania Leadership Team of the Religious Institute.

“Province Leader” means the Province Leader of the Religious Institute for the time being currently Br Vincent Duggan.

“Relief Fund” means a public fund declared by the Treasurer for the time being of the Australian Government to be a relief fund in accord with Section 30-85 of the *Income Tax Assessment Act 1997* as amended from time to time.

“Religious Institute” means the Oceania Province of the Congregation.

“The Seal” means the common seal of the Company.

“Secretary” means any person appointed by the Board to perform the duties of a Secretary of the Company and includes an honorary Secretary.

“the Trustees” means the trustees of the Christian Brothers Foundation for Charitable Works and Christian Brothers Foundation Overseas Aid Fund appointed under the St Patrick’s Province Trust Deed of 29 June 1987.

“Year” means the 12 month period commencing on each first of January.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

In these Rules:-

- (a) clause headings and underlinings are inserted for convenience of reference only and shall be ignored in the interpretation of these Rules;
- (b) unless the context otherwise indicates:-
 - (i) references to a Rule shall be construed as references to a Rule of this Constitution;
 - (ii) references to (or to any specified provision of) these Rules shall be construed as references to these Rules (or to that provision of these Rules) as amended or substituted and in force at any relevant time;
 - (iii) references to any statute, ordinance or other law shall include all regulations and other instruments thereunder and all consolidations, amendments, re-enactments or replacements thereof;
 - (iv) words importing the singular shall include the plural and vice versa, words importing a gender shall include other genders and vice versa and references to a person shall be construed as including reference to an individual, firm, body corporate or unincorporated association (whether incorporated or not), trust, government, and statutory authority or agency.

Objects

3. The objects for which the Company is established are to act as trustee of a Relief Fund, a Charitable Fund or an Ancillary Fund and as such trustee and also in its own right to pursue the following objectives:-

- (a) (i) to provide to Developing Countries by means of a comprehensive, economic, social, cultural and political process projects of constant improvement which aim at the wellbeing of peoples resident in Developing Countries with the peoples of Developing Countries freely and meaningfully participating in such projects with there being a fair distribution of the benefits that result from the projects;
- (ii) to assist and promote charitable works within Australia in particular for the relief of poverty, distress, sickness and helplessness of people in necessitous circumstances and the advancement of education for Australian youth who suffer underprivilege, disability, remoteness and other disadvantage or any charitable work conducted managed or promoted by the Religious Institute.
- (b) To become an Approved Organisation.
- (c) To solicit donations and gifts for the purpose of carrying out the objects of the Company.
- (d) To attract and encourage bequests, legacies and all forms of deferred gifts for the purposes of the Company.
- (e) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the objects of the Company.
- (f) To develop partnerships with overseas aid agencies or formal arrangements with other delivery agents related to the Company but resident in Developing Countries for implementation of the objects in paragraph (a).
- (g) To take over the work of the Trustees and Christian Brothers Vic Property Ltd ACN 073 889 586 which they carried out for the Christian Brothers Foundation Overseas Aid Fund ABN 85 413 988 107 and for the Christian Brothers Foundation for Charitable Works ABN 65 017 460 789.
- (h) To adopt and comply with the ACFID Code of Conduct.
- (i) To operate within the contractual obligations imposed on the Company by AusAID.

- (j) To retain a strong Australian identity.
- (k) To monitor, evaluate and influence delivery of sustainable development and relief in Developing Countries.

Use of Resources

4. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company, nor shall any payment be made to a Director of the Company other than for:
- (a) the payment of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
 - (b) payment for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity of Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; or
 - (c) payment of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company.

Disposal on Winding Up

5. If upon the winding up or dissolution (other than for the purposes of reconstruction or amalgamation) of the Company a surplus of property remains after the satisfaction of all the Company's debts and liabilities, the surplus shall not be paid to or distributed among the members of the Company but shall be given or transferred to such institution (or institutions) chosen by the Members.

Any institution or institutions nominated pursuant to this Rule must have a constitution which prohibits the distribution of its or their income and property among its or their

members to an extent at least as great as is imposed on the Company under or by virtue of rule 4 & 5 hereof.

Provided however that any such property which shall be given or transferred pursuant to this rule shall only be given to an institution which in addition satisfies the following criteria:

- (a) it shall have similar purpose or purposes as the Company
- (b) donations to that institution entitle the donors to tax deductions under Section 30 of the *Income Tax Assessment Act 1997* (Cth), and
- (c) the objects of the institution are restricted to one or more of those specified in Section 150(1) of the Act.

- 6. The liability of the Members of the Company is limited.
- 7. Every Member of the Company undertakes to contribute to the property of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company (contracted before he 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, such amount as may be required, not exceeding one hundred dollars (\$100.00).
- 8. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place and of the property, other assets and liabilities of the Company.

Membership

- 9. (a) The Members shall prescribe an application form to be used by those persons eligible to become members of the Company to apply to become members of the Company. Upon receipt by the Secretary of a signed application in the prescribed form an eligible applicant shall be entered in the register of members as a member of the Company.
- (b) Any Member may at any time resign as a member, and any Member who ceases to be a member of the Religious Institute shall be deemed to have resigned as a Member of the Company provided however that a person who

has ceased to be a Member may subsequently become eligible for membership of the Company in accordance with the provisions of Rule 9(c)(iv).

- (c) The Secretary shall not accept any application for membership from a person who is not
 - (i) the Province Leader,
 - (ii) a member of the OLT,
 - (iii) a member of the Religious Institute whom the Province Leader has nominated in writing to the Secretary for that purpose; or
 - (iv) any other person of good standing whom the Province Leader has nominated in writing to the Secretary for that purpose.
- (d) In addition to the provision in Rule 9 (b), a person will cease to be a member if the Province Leader informs the Secretary and the member that the person, is no longer a member.

10. A Register of Members must be kept as required by the Act.

11. Members are not required to pay an annual subscription or donation as a condition of membership

General Meeting

12. An annual general meeting of the Company shall be held in accordance with the provisions of the Act.

13. All general meetings, other than annual general meetings, shall be called general meetings.

14. A general meeting shall be convened on such requisition or otherwise as provided for in the Act.

15. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one days' notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive 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 such persons as are entitled to receive such notices from the Company. For the purpose of issuing notices to all members of the Company, the register of members closes at 5:00pm two days preceding the last day upon which the Secretary is required to issue such notices.

16. For the purposes of Rule 15 all business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the appointment of officers and appointment of Directors of the Board in the place of those retiring, and the appointment of the Auditors, if necessary.

Proceedings at General Meetings

17. 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. Save as otherwise provided in Rule 18 four (4) Members present in person shall be a quorum.
18. 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 it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Members may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than three) shall be a quorum.
19. The Chairperson shall preside as chairperson at every general meeting of the Company, or if there is no Chairperson or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present shall elect one of their number to be the chairperson of the meeting.
20. The chairperson may, with the consent of any 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

21. 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, or
 - (b) by at least three (3) Members present in person.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on 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.

22. If a poll is duly demanded, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson 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 or on a question of adjournment shall be taken forthwith.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall not be entitled to a second or casting vote. Where there is an equality of votes the resolution shall be lost.
24. A Member may vote in person or by proxy and on show of hands every person present in person or by proxy who is a Member shall have one vote and on a poll every Member present in person or by proxy shall have one vote.

Management of the Company

25. Subject to the Act and these Rules, the Board shall conduct the administration and management of the Company, and, for this purpose, shall have and perform the duties and functions and shall have and may exercise the powers and authorities imposed or conferred on it by these Rules.

Constitution of the Board

26. The Board shall consist of not less than six and not more than twelve persons
27. The Board shall comprise:

- (a) Delegate of the Province Leader; and
 - (b) Those persons elected at each Annual General Meeting by the Members and who in the opinion of the Members have suitable qualifications and experience and who are considered suitable to participate in the mission of the Religious Institute.
 - (i) The Delegate of the Province Leader is a person appointed by the Province Leader to represent his interests on the Board and can require that any particular Board decision which in the opinion of the Delegate of the Province Leader, is not in accordance with the objects and philosophy of the Constitution or the mission of the Religious Institute, should be referred to the Members for further consideration.
 - (ii) If the Delegate of the Province Leader were to make such a determination, then that resolution of the Board may not be implemented until the Board has been notified of the opinion of the Members. Such notification shall be in writing under the hand of the Delegate of the Province Leader. Any such opinion of the Members must be notified to the Board within seven (7) days of the date of resolution of the Board
28. (a) The Delegate of the Province Leader may appoint a person to be an alternate Director in the appointor's place and shall give notice thereof to the Board. An alternate Director is entitled to notice of meetings of the Directors and if the Delegate of the Province Leader is not present at such a meeting is entitled to attend and vote in his stead.
- (b) An alternate Director for the Delegate of the Province Leader may exercise any powers that the appointor may exercise and the exercise of any such powers shall be deemed to be the exercise of such powers by the Delegate of the Province Leader.
 - (c) The appointment of an alternate Director under paragraph (a) may be determined at any time by the appointor and either such appointment or determination shall be effected by a notice in writing signed by the Delegate of the Province Leader and served on the Board.

29. The Directors shall be appointed generally for a term not exceeding 3 years but shall subject to the provisions of Rule 30 be eligible for reappointment as a director.
30. (a) Subject to sub-paragraph (b) hereof, no person who has been a Director continuously for 9 years shall be eligible to be re-appointed a Director before the expiration of one year next after the aforesaid 9 years.
- (b) Notwithstanding anything hereinbefore contained, if the Province Leader is of the opinion, (as evidenced by an instrument in writing signed by him) that there are special reasons which make it in the interest of the Company or the Religious Institute and preferable so to do, the Members may re-appoint to be a Director a person who has been a Director continuously for the 9 years last past and who is not otherwise ineligible to be appointed a Director.
31. The office bearers shall consist of the Chairperson, Deputy Chairperson, Secretary and Treasurer.
32. The office bearers shall be elected by and from the Directors at the first meeting of the Board after each Annual General Meeting, the election of the Chairperson being after consultation with the Province Leader, but all office bearers are subject to removal by the notice in writing from the Province Leader addressed to the Board.
33. The office of a Director shall become and be vacant:
- (a) by death of the Director; or
- (b) if the Director be absent from three successive meetings of the Board without leave granted by resolution of the Board; or
- (c) if the Director resigns by notice in writing to the Province Leader, or
- (d) if the Director is removed by notice in writing by the Province Leader; or
- (e) in accordance with the Act; or
- (f) if a Director becomes an employee of the Company; or
- (g) if a Director, being a member of the Religious Institute ceases to be a member of the Religious Institute.
34. (a) The office of Chairperson shall become and be vacant:

- (i) if the Chairperson ceases to be a Director; or
 - (ii) if the Chairperson resigns by notice in writing to the Province Leader;
 - (iii) if the Chairperson is removed by notice in writing by the Province Leader.
- (b) The appointment of the Chairperson of the Board shall be for a term not exceeding 3 years. The Chairperson shall be eligible for reappointment for not more than 9 years consecutively.
35. The provisions of Rule 34 shall apply, mutatis mutandis, to the Deputy- Chairperson and the office of Deputy- Chairperson.
36. Subject to the Constitution the Board may continue to act notwithstanding the existence of a vacancy in its membership.
37. The Board may appoint a person as a director to fill
- (a) a vacancy on the Board
 - (b) a casual vacancy on the Board,
- until the next annual general meeting where the appointment must be confirmed or ceased.

Meeting of Board

38. The Board shall meet for the despatch of business at such times and places as it may determine provided that:-
- (a) it shall meet not less frequently than five times each year;
 - (b) it shall meet whenever the Chairperson may require by notice in writing to each Director.
39. Not less than seven (7) days' notice in writing of an ordinary meeting of the Board, and such notice as is practicable of a special meeting shall be given to Directors provided, however, that if less notice than herein provided be given of a meeting, that meeting shall not be invalidated thereby if all Directors, excluding, if need be, a Director who has requested and been granted by the Board leave of absence from

that meeting, are present at the notified place and time and unanimously agree to waive, in respect of such meeting, the provisions of this sub-rule.

40. A notice of a special meeting shall state the business to be considered at that meeting, no business other than that so stated shall be considered at that meeting.
41. (a) At a meeting of the Board, four Directors present shall constitute a quorum.
- (b) If a quorum be not present within thirty minutes next after the time appointed for a meeting of the Board, that meeting shall lapse and all business proposed to be transacted thereat shall be brought before the next following ordinary meeting of the Board.
- (c) Notwithstanding anything in these Rules Board meetings may be conducted through electronic manner of communication provided that the Board follows Rule 71.
42. At a meeting of the Board, the Chairperson shall preside but if he is absent or unwilling to preside the Deputy Chairperson shall preside and if that person is also absent or unwilling the Directors present shall appoint a chairperson for the meeting.
43. At a meeting of the Board each Director present shall have one vote. Where the votes cast for and against any matter are equal, the Chairperson shall decide the question; and where the votes cast for and against any matter are not equal, the question shall be decided on the majority of votes cast.
44. Subject to these Rules, the procedure to be followed at a meeting of the Board shall be as the Board shall decide.

Rescission

45. The Board, at an ordinary or a special meeting, may vary or rescind a resolution carried at a previous meeting of the Board provided that:-
- (a) a motion to vary or rescind such a resolution shall not be considered at any meeting unless notice in writing of the terms of that motion has been given to Directors not less than seven (7) days before the date of the meeting at which the motion is to be considered;
- (b) if a motion to vary or rescind such a resolution be not carried when put to the vote at the meeting at which it was considered, another motion to vary or

rescind that resolution shall not be considered at a later meeting before the lapse of three months' time next after the date of the meeting at which the former motion was not carried;

- (c) a motion to vary or rescind such a resolution shall not be considered if effect in full has been given to the resolution; and
- (d) if partial only effect has been given to such a resolution, a variation or rescission thereof shall not be made which may render illegal any effect so given or may expose any person or body to any damage, cost, penalty, pain or other ordeal.

Chairperson

46. The Chairperson shall have such duties and functions and may exercise such powers and authorities as are imposed or conferred on him by these Rules and by any resolution of the Board including the following:
- (a) to decide any question of procedure arising at a meeting of the Board which is not provided for by these Rules or any prior resolution of the Board;
 - (b) to direct the Executive Officer to carry out or give effect to any or all decisions or directions of the Board; and
 - (c) to perform such other duties or functions as the Board may decide.

Delegation by Board

47. (a) The Board may, by resolution and instrument of delegation in writing, delegate to such one or more Directors as it may decide (hereinafter referred to as delegate or delegates, as the case may be) the performance or exercise of such of the duties, functions, powers and authorities imposed or conferred on it by these Rules as may be specified in the resolution and instrument of delegation, and it may in like manner revoke wholly or in part any such delegation.
- (b) A delegation made under this Rule may be subject to such conditions and/or limitations as to the performance or exercise of any of the specified duties, functions, powers and authorities delegated or as to time or other

circumstances as may be specified in the resolution and instrument of delegation.

- (c) An instrument of delegation shall be signed by the Chairperson and one other Director who is not a delegate pursuant to that instrument, provided that, if the Chairperson is a delegate pursuant to an instrument of delegation, that instrument shall be signed by two Directors who are not delegates pursuant to the instrument of delegation.
- (d) A delegate or, where there is more than one delegate, one of their number as determined by them, shall report to the next following ordinary meeting of the Board and thereafter as directed by the Board with regard to the performance or exercise by the delegate or all of them of the duties, functions, powers and authorities delegated.

48. Subject to any act or thing done by the delegate or delegates when acting in pursuance of a delegation and within the terms thereof shall have the like force and effect as if the act or thing had been done by the Board.

49. Notwithstanding any delegation made under these Rules the Board may continue to perform or exercise all or any of the duties, functions, powers and authorities delegated.

Establishment of local chapters and committees

50. The Board may establish such regional or local chapters of the company for the purpose of carrying on the work of the company in a particular region or locality as the Board determines. The Board may prescribe rules for the operation and activities of each chapter. Members of a local chapter shall be known as chapter directors.

51. The Board may, establish such committee or committees of the Board as it may decide. The purpose of Board committees is to advise the Board in the exercise of their responsibilities and duties as determined by the Constitution.

52. (a) A committee shall consist of such persons, whether Directors or not, as the Board agrees to be members provided that at least one Director shall be appointed to be a member of each committee.

(b) The terms and conditions of appointment of persons appointed to be members of a committee shall be as the Board prescribes or otherwise fixes.

- (c) At the time it appoints the members of a committee, and thereafter as it deems necessary, the Board shall fix the number of such members that must be present at a meeting of the committee to constitute a quorum for such a meeting.
 - (d) The Board may appoint a member of the committee to be chairperson of the committee.
 - (e) The terms and conditions of appointment as chairperson of the member of the committee appointed to that office, shall be as the Board prescribes or otherwise fixes.
53. The duties, functions, powers and authorities of a committee shall be as the Board prescribes or otherwise fixes; and these duties, functions, powers and authorities shall be performed and exercised as the Board may prescribe.
54. (a) A committee shall be deemed to be established when the name, duties, functions, powers and authorities thereof are prescribed or fixed and the chairperson thereof is appointed.
- (b) A committee shall not have power to perform any of its duties or functions while there is no chairperson thereof appointed.
55. Subject to the Constitution a committee shall be subject to the authority of the Board at all times and shall act in accordance with and not contrary to any direction of the Board.
56. The Board, at any time and either with or without notice of its intention so to do, may dissolve a committee by notice in writing to the chairperson of the committee.

Notice to Directors

57. Without prejudice to any other method of giving notice, it shall be sufficient compliance with any provision of these Rules requiring notice to be given to Directors if, with observance of the required time, notice is given:-
- (a) in a document delivered to the Director in person; or
 - (b) in a pre-paid letter or other document addressed and posted to the Director at the Director's last known address two days prior to the date by which notice must be given; or

- (c) in an electronic communication, including electronic mail service or facsimile service to an address previously notified by the Director to the Secretary;
 - (d) in a resolution of the Board made at a duly held meeting of the Board and which sufficiently specifies that which is required to be notified, if the terms of that resolution, as recorded in the confirmed proceedings of that meeting, be delivered or posted as aforesaid to the Director.
58. Any such notice may be given in any manner of representing or reproducing words in visible and legible form, and may give notice of either one or more than one matter or event.

Repeal, Variation And Amendment Of Rules

59. These Rules may be varied or amended from time to time in accordance with the Act.
60. The Board may propose a variation or amendment of these Rules provided that the proposal has been adopted at a meeting of the Board in respect of which notice in writing of the proposal and of the date, time and place of the meeting of the Board at which it was to be considered was given to the Directors not less than one month prior to the date of that meeting.

In the event that a variation or amendment is supported by the Board, the proposed variation or amendment shall be referred to the Members for their acceptance or rejection.

Executive Officer

61. The Board may appoint an Executive Officer for the Company to conduct the business and activities of the Company pursuant to these Rules and implement the decisions and directions of the Board.

Secretary

62. The Board may appoint one of their number as Secretary in accordance with the Act and for such terms and upon such conditions as the Board thinks fit, and any Secretary so appointed may be removed by the Board. Notwithstanding Rule 31, if the Board determines, it may appoint a non director to attend Board meetings for the purpose of taking minutes and performing other executive work.

Seal

63. 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 sub-committee of Members of the Board authorised by the Board on its behalf and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose. The Board will ensure that a register of instruments to which the seal is affixed on its behalf is maintained.

Accounts and Gift Fund

64. (a) The Board shall cause proper accounting and other records to be kept as required by the Act and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act and shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.
- (b) There shall be maintained a fund known as the Gift Fund in accordance with the provisions of subdivision 30-BA part 2.5 of the *Income Tax Assessment Act, 1997*. Separate such Gift Funds will be maintained for each Public Fund or Relief Fund of which the Company is trustee.
- (c) If a Gift Fund referred to in this Rule 64 is wound up or if the endorsement of the Commissioner for Taxation in accordance with subdivision 30-BA part 2.5 of the *Income Tax Assessment Act 1997* of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after payment of the liabilities attributable to it shall be transferred to a fund, authority or institution satisfying the conditions set forth in Rule 5 to which income tax deductible gifts can be made.

Audit

65. A properly qualified Auditor or Auditors shall be appointed and the Auditor's or Auditors' duties regulated in accordance with the Act.

Notice to Members

66. Any notice required by law or by or under these Rules to be given to any Member or Director shall be given by sending it by post to the Member or Director at the address most recently notified to the Company, or (if there is no such address within Australia) to the address, if any, within Australia supplied by the Member or Director to the Company for the giving of notices to the Member or Director. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the day of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In addition to service of notice by post, service may be effected in an electronic communication, including electronic mail service or facsimile service to an address previously notified by the Member or Director to the Secretary;
67. Notice of meetings shall be given in any manner hereinbefore authorised to every member except those who have not supplied to the Company an address within Australia for the giving of notices to them.

Internal Disputes

68. The Board shall ensure that a mechanism is established for resolving internal disputes within the Company's membership. This may include:
- (a) the appointment of an independent person to arbitrate in the dispute;
 - (b) a process to bring the parties together to resolve the dispute at an early stage;
 - (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case;
 - (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to the Province Leader for dispute settlement.

Complaints

69. The Board shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

Circulatory Resolutions

70. (a) If a majority of the Directors or of the Members from time to time in office have signed a document containing a Statement that they are in favour of a resolution of the Directors or of the Members (as the case may be), an ordinary resolution in those terms shall be deemed to have been passed at a meeting of the Directors or Members held on the day on which the document was signed and at the time at which the document was last signed by a Director or Member, or if the Directors or Members sign the document on different days on the day which, and at the time at which, the document was last signed by a Director or Member (as the case may be).
- (b) The provisions of Rule 70(a) shall apply mutatis mutandis to a special resolution if at least three quarters of the Directors or Members from time to time in office have signed a document containing a Statement that they are in favour of such special resolution.
- (c) For the purposes of Rules 70(a) and (b), two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors or Members (as the case may be) shall together be deemed to constitute one document containing a Statement in those terms signed by Directors or Members on the respective days on which they signed the separate documents.
- (d) Reference in Rule 70(a) or (b) to a majority of Directors or Members or three quarters of the Directors or Members shall not include a reference to a Director or Member who, at a meeting of Directors or Members would not be entitled to vote on the resolutions.

Conduct of Meetings using Communications Media

71. (a) Meetings of Members and meetings of Directors, committees and local chapters may be duly convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:
- (i) the number and category of persons participating and physically present would represent a quorum for the purposes of the Constitution;

- (ii) due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
 - (iii) each of the participants acknowledges:
 - (A) such participant's presence to the chairperson;
 - (B) that the meeting is being convened as a duly constituted meeting;
 - (C) that the participant can hear the other participants;
 - (iv) the chairperson is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
 - (v) voting of the participants on all issues is able to be clearly ascertained by the chairperson.
- (b) No person participating in any meeting conducted pursuant to the Constitution shall disconnect communication during the course of any meeting without the consent of the chairperson and in default of such consent or proven failure of the connection all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting.
- (c) The chairperson shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

Indemnity

72. Definitions In this part:

"ASIC" means the Australian Securities & Investments Commission or the body which replaces that entity;

"Excluded Legal Costs" means, in relation to a person, legal costs incurred:

in defending or resisting proceedings which the person is found to have an Excluded Liability;

- (a) in defending or resisting criminal proceedings in which the person is found guilty;
- (b) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established, other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for that court order; or
- (c) in connection with proceedings for relief to the person under the Corporations Law in which the court denies relief,

and for the purposes of this definition, the outcome of the proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

"Excluded Liability" means:

- (a) a liability owed to the Company or a related body corporate of the Company;
- (b) a liability for a pecuniary penalty order under section 1317G of the Act;
- (c) a liability for a compensation order under section 1317H of the Act; or
- (d) a liability that:
 - (i) is not owed to the Company or a related body corporate of the Company; and
 - (ii) did not arise out of conduct in good faith.

"officer" means a person who is, or has been, a director, secretary or executive officer of the Company or a related body corporate of the Company.

"Proceedings" means, in relation to a person, any proceedings (whether civil or criminal) in which it is alleged that the person has done or omitted to do some act, matter or thing:

- (a) in that person's capacity as an officer;

- (b) in the course of acting in connection with the affairs of the Company or a related body corporate; or
- (c) otherwise arising out of the person holding office as an officer of the Company or a related body corporate,

including all 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 related body corporate.

"related body corporate" has the meaning given to that term by the Act; and

73. **Indemnity against liabilities.** To the extent permitted by law, the Company:

- (a) indemnifies every person who is, or has been, a director or secretary of the company; and
- (b) may by deed indemnify, or agree to indemnify, a person who otherwise is, or has been, an officer,

against a liability incurred by that person in that person's capacity as an officer to another person provided that the liability is not an Excluded Liability or a liability for legal costs and expenses.

74. **Indemnity for legal costs.** To the extent permitted by law, the Company:

- (a) indemnifies every person who is, or has been, a director or secretary of the company; and
- (b) may by deed indemnify, or agree to indemnify, a person who otherwise is, or has been, an officer,

against legal costs and expenses (other than Excluded Legal Costs) incurred by that person in defending proceedings for a liability incurred by that person in that person's capacity as such an officer.

75. **Payment for legal costs.** To the extent permitted by law, the Company may make a payment (either by way of advance, loan or otherwise) to a person who is an officer for the legal costs and expenses incurred by that person in defending proceedings for a liability incurred by that person in that person's capacity as an officer provided that:

- (a) the legal costs and expenses are not Excluded Legal Costs at the time the payment is made; and
- (b) the person is obliged to repay the legal costs and expenses to the extent that they become Excluded Legal Costs.

76. **Insurance.** To the extent permitted by law, the Company may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, an officer against a liability:

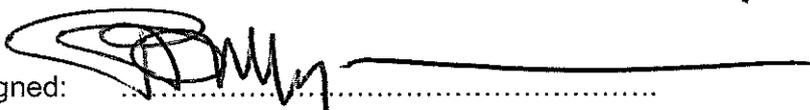
- (a) (i) incurred by that person;
- (ii) in that person's capacity as such an officer;
- (iii) in the course of acting in connection with the affairs of the company or a related body corporate; or
- (iv) in the course of acting in connection with the affairs of the company or a related body corporate; or

provided the liability does not arise out of:

- (b) conduct involving a wilful breach of duty in relation to the company or a related body corporate; or
- (c) a contravention of sections 182 or 183 of the Act; or
- (d) for legal costs and expenses incurred by that person in defending or resisting proceedings, whatever their outcome.

Revised as approved at the AGM on 29 April 2013

Signed:



Chair