

# **CONSTITUTION**

**OF**

## **THE SCRIPTURE UNION, CHILDREN'S SPECIAL SERVICE MISSION AND INTER-SCHOOL CHRISTIAN FELLOWSHIP**

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**TABLE OF CONTENTS**

NAME .....	-1-
OBJECTS .....	-1-
LIABILITY .....	-1-
INCOME AND PROPERTY .....	-2-
WINDING UP .....	-2-
MEMBERSHIP .....	-3-
BELIEFS .....	-3-
WORKING PRINCIPLES .....	-4-
CATEGORIES OF MEMBERSHIP .....	-6-
APPLICATION FOR MEMBERSHIP .....	-6-
ADMISSION TO MEMBERSHIP .....	-6-
ANNUAL SUBSCRIPTION .....	-7-
CESSATION OF MEMBERSHIP .....	-7-
GENERAL MEETINGS .....	-8-
NOTICE OF GENERAL MEETINGS .....	-8-
ANNUAL GENERAL MEETINGS .....	-8-
QUORUM AT GENERAL MEETINGS .....	-9-
CHAIRMAN OF GENERAL MEETINGS .....	-9-
ADJOURNMENT OF GENERAL MEETINGS .....	-9-
RESOLUTIONS AND POLLS AT GENERAL MEETINGS .....	-10-
CHAIRMAN'S CASTING VOTE AT GENERAL MEETINGS .....	-11-

RIGHT TO VOTE AT GENERAL MEETINGS .....	-11-
PROXY .....	-11-
MANAGEMENT OF THE MISSION .....	-12-
COMPOSITION OF THE BOARD .....	-12-
CASUAL VACANCIES ON THE BOARD .....	-13-
DEFECT IN APPOINTMENT .....	-13-
REMUNERATION OF DIRECTORS .....	-13-
CHAIRMAN AND DEPUTY CHAIRMAN .....	-13-
VACATION OF OFFICE OF DIRECTOR .....	-14-
SECRECY OBLIGATIONS .....	-14-
PROCEEDINGS OF THE .....	-14-
BOARD QUORUM .....	-15-
CHAIRMAN OF BOARD MEETINGS .....	-15-
VOTING AT BOARD MEETINGS .....	-15-
CONVENING OF SPECIAL BOARD MEETINGS .....	-15-
BOARD RESOLUTIONS WITHOUT A MEETING .....	-15-
MATERIAL PERSONAL INTEREST .....	-16-
MINUTES .....	-16-
COMMITTEES .....	-17-
SECRETARY .....	-17-
ACCOUNTS .....	-17-
NOTICES .....	-17-
INDEMNITY .....	-18-
DEFINITIONS .....	-19-

INTERPRETATION ..... -20-

APPLICATION OF CORPORATIONS ACT ..... -20-

Corporations Act

Company Limited by Guarantee

**CONSTITUTION**

**OF**

**THE SCRIPTURE UNION, CHILDREN'S SPECIAL SERVICE MISSION  
AND INTER-SCHOOL CHRISTIAN FELLOWSHIP**

**NAME**

1. The name of the company is The Scripture Union, Children's Special Service Mission and Inter-school Christian Fellowship (“the Mission”).

**OBJECTS**

2. Working with the churches, the Mission aims:
  - a. to make God's Good News known to children, young people and families; and
  - b. to encourage people of all ages to meet God daily through the Bible and prayer so that they may:
    - i. come to personal faith in our Lord Jesus Christ;
    - ii. grow in Christian maturity; and
    - iii. become both committed church members and servants of a world in need.

The Mission pursues these aims through a variety of specialist ministries in obedience to our Lord Jesus Christ and in reliance on the Holy Spirit.

**LIABILITY**

3. The liability of the members is limited. Every member of the Mission undertakes to contribute such amount as may be required not exceeding \$10.00 to the assets of the Mission if the Mission is wound up during the time he or she is a member or within one year afterwards for:
  - a. payment of the debts and liabilities of the Mission contracted before the time he or she ceased to be member;
  - b. the costs, charges and expenses of winding up the Mission; and
  - c. the adjustment of the rights of the members among themselves.

## **INCOME AND PROPERTY**

4. The Mission's income and property is to be applied solely towards the promotion of the Mission's objects as set out in this Constitution. No part of the Mission's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Mission. However, this clause does not prevent:
  - a. the payment in good faith of remuneration to any employee of the Mission in return for any services actually rendered to the Mission;
  - b. the payment to a director of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board;
  - c. the payment to members of interest on any money borrowed from such members for the purpose of the Mission at a rate not exceeding the lowest rate paid for the time being by the Mission's principal bank in New South Wales in respect of term deposits of \$50,000.00 for six months;
  - d. the payment to members of reasonable market rent for premises leased by any member to the Mission.

## **WINDING UP**

5.
  - a. If, on the Mission's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the members but must be given to some other similar institution or institutions, provided such other institution or institutions:
    - i. have objects similar to the Mission's objects; and
    - ii. prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Mission under Clause 4; and
    - iii. have been endorsed by the Australian Commissioner of Taxation as Income Tax Exempt Charities.
  - b. Such institution or institutions are to be determined by the members of the Mission 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 such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.
  - c. If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

## MEMBERSHIP

6. A member of the Mission is a person who:
  - a. is a member when this Constitution is adopted; or
  - b. having been invited by the Board to do so, has applied for membership in accordance with this Constitution, is elected as a member by the Board and whose name is recorded in the Mission's register of members.
7. The Board may elect as a member of the Mission any person who:
  - a. having been invited by the Board to do so, applies for membership in accordance with this Constitution; and
  - b. signs a commitment to the Mission's Objects, Beliefs and Working Principles.

## BELIEFS

8. As part of the Scripture Union family throughout the world, the members of the Mission accept and proclaim the historic truths of the Christian faith, including the following:

### **God and the human race**

#### **We hold that that the Lord our God is one**

Father, Son and Holy Spirit,  
and that he fulfils his sovereign purposes  
- in creation, revelation, redemption, judgement, and the coming of his kingdom -  
by calling out from the world a people united to himself and to each other in love.

#### **We acknowledge that though God made us**

in his own likeness and image,  
conferring on us dignity and worth  
and enabling us to respond to himself,  
we now are members of a fallen race;  
we have sinned and come short of his glory.

#### **We believe that the Father**

has shown us his holy love  
in giving Jesus Christ, his only Son, for us,  
while through our sinfulness and guilt, we were subject to his wrath and condemnation;  
and has shown his grace by putting sinners right with himself when they place their trust in  
his Son.

#### **We confess Jesus Christ**

as Lord and God;  
as truly human, born of the virgin Mary;  
as Servant, sinless, full of grace and truth;  
as only Mediator and Saviour, dying on the cross in our place, representing us to God,

redeeming us from the grip, guilt and punishment of sin;  
as Victor over Satan and all his forces, rising from death with a glorious body, being taken up to be with his Father, one day returning personally in glory and judgement to establish his kingdom.

**We believe in the Holy Spirit**

who convicts the world of guilt in regard to sin, righteousness and judgement;  
who makes the death of Christ effective to sinners, declaring that they must now turn to Christ in repentance, and directing their trust towards the Lord Jesus Christ;  
who through the new birth makes us partake in the life of the risen Christ, and who is present within all believers, illuminating their minds to grasp the truth of Scripture, producing in them his fruit,  
granting to them his gifts, and empowering them for service in the world.

**The Scriptures**

We believe that the Old and New Testament Scriptures  
are God-breathed, since their writers spoke from God as they were moved by the Holy Spirit; hence  
are fully trustworthy in all that they affirm; and  
are our highest authority for faith and life.

**The Church and its Mission**

**We recognise the Church**

as the body of Christ held together and growing up in him; both  
as a total fellowship throughout the world, and  
as the local congregation in which believers gather.

**We acknowledge the commission of Christ**

to proclaim the Good News to all people,  
making them disciples, and  
teaching them to obey him.

**We acknowledge the command of Christ**

to love our neighbours,  
resulting in service to the church and society,  
in seeking reconciliation for all with God and their fellows,  
in proclaiming liberty from every kind of oppression; and  
in spreading Christ's justice in an unjust world  
...until he comes again.

**WORKING PRINCIPLES**

9. As members of the Mission, we seek to exercise the ministries God has given us in obedience to our Lord Jesus Christ and in reliance on the Holy Spirit. We therefore aim to follow Biblical principles in all that we do and to emphasise the vital importance of prayer. We approach our work in the following ways:

**1. Evangelism and Teaching**

- a. We are committed to teaching basic Christian truths as an essential part of evangelism.
- b. We aim to express God's Good News to children, young people and families, not only in words, but also by building caring relationships with them.
- c. We make every effort to communicate the Gospel in contemporary language and in ways appropriate to the context.
- d. We emphasize that faith should always lead to action and to growth in Christian character and service.
- e. We acknowledge that the Gospel has inescapable social dimensions and therefore it involves us in service to others and a concern for social justice. In view of our specific aims, we have a special responsibility for children and young people who are poor, deprived or exploited.
- f. We encourage children to follow Christ in ways that are appropriate to their age, culture and background, taking special account of their home and family situation and level of maturity.
- g. We believe that the new birth is a profound supernatural experience, brought about by the Holy Spirit. So we invite people to respond to what He is doing in their lives and guard against calling for superficial responses.
- h. We are committed to working in ways that reflect our beliefs, in appropriate cooperation with organisations and institutions, such as schools, that welcome us.

**2. Bible Ministries**

In encouraging people to meet God through the Bible, we emphasise the significance of the Bible as a whole.

- a. We encourage people to read it so that they come to repentance, faith, obedience to God and worship.
- b. We prepare systematic programmes and materials for children, young people and adults, appropriate to their age and situation.
- c. We are committed to Bible reading which is thoughtful, prayerful and regular and which enables the reader to respond to the message of the whole Bible rather than to isolated passages.
- d. We are concerned to interpret the text in a way which enables people, in their contemporary situations, to hear for themselves the message of the Bible from its original context.

**3. Churches**

- a. We recognise our part in God's worldwide family and seek ways of working positively with a variety of churches.
- b. We encourage people who come to faith through our ministries to take part in the life of a local church fellowship.

**4. Equality and Unity**

- a. We believe that all human beings are of equal worth in the sight of God and that all those who put their faith in Christ are one in Him.
- b. We are therefore committed to exercising our ministries without discrimination as to race, colour, gender, language or social position.
- c. We recognise that Scripture Union worldwide is a family of national missions in which resources can be shared in a responsible way on a basis of trust.
- d. We express our Christian commitment in varied and creative ways since we are drawn from diverse backgrounds.

**5. Volunteers and Staff**

- a. We work with a relatively small number of staff who recruit, motivate, train, equip and support a larger number of volunteers with whom they work in partnership.
- b. We believe that the Holy Spirit confers gifts of leadership on Christians of all nations without discrimination. So we encourage national leadership of Scripture Union missions, while recognising the contribution of those from other countries.
- c. We, as staff and volunteers, from a variety of backgrounds, are united in our commitment to the aims, beliefs and working principles of Scripture Union.
- d. We agree that, while we are involved in Scripture Union activities, we will handle controversial issues, such as baptism, spiritual gifts and church order, in ways that promote harmony.

**6. Biblical Standards**

- a. We aim to follow Biblical principles in all that we do. This includes, for example, our administration, our publicity and the way we care for our staff and volunteers.
- b. We seek to honour God in carrying out our ministries, by combining prayerful reliance on him with the use of the best available means, maintaining the highest standards possible.
- c. We believe in praying for financial support, in dependence on God, and telling the Christian public of our needs, without distorting the truth or using undue pressure.

**CATEGORIES OF MEMBERSHIP**

10. At the time of adoption of this Constitution, all members are ordinary members.
11. Additional categories of members may be created from time to time by the Board.

**APPLICATION FOR MEMBERSHIP**

12. Any natural person who is not less than 18 years of age at the date of application may apply for ordinary membership of the Mission.
13. An application for membership must be:
  - a. in writing in a form approved by the Board; and
  - b. accompanied by the annual subscription, the amount of which is to be determined by the Board.

**ADMISSION TO MEMBERSHIP**

14. As soon as practicable after the Mission receives an application for membership which satisfies the requirements of this Constitution:
  - a. the Board must consider the application and decide whether to elect the applicant as a member of the Mission;
  - b. where the Board elects the applicant as a member of the Mission, the Mission must notify the applicant of this election in writing and provide a receipt for the annual subscription; and

- c. the name and details of the applicant must be entered in the Mission's register of members.

### **ANNUAL SUBSCRIPTION**

15. All annual subscriptions are due and payable in advance on 1 January in each year.

### **CESSATION OF MEMBERSHIP**

16. If:

- a. the annual subscription of a member remains unpaid for two months after it becomes payable; and
- b. a notice of default is given to the member pursuant to a resolution of the Board;

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Board thinks fit.

17. If:

- a. a member fails to sign a commitment to the Mission's Objects, Beliefs and Working Principles within two months of receiving written request to do so by the Board; and
- b. a notice of default is given to the member pursuant to a resolution of the Board;

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on the signing of a commitment to the Mission's Objects, Beliefs and Working Principles if the Board thinks fit.

18. Any member may by notice to the Secretary resign as a member with immediate effect or with effect from a particular date subsequent to, but not being later than six months from, the date of that notice.

19. The Board may by resolution of at least three-quarters of its members expel a member of the Mission from the Mission if the member:

- a. wilfully refuses or neglects to comply with the provisions of this Constitution; or
- b. in the Board's opinion ceases:
  - i. to have an active interest in the Mission; or
  - ii. to be committed to the Mission's Objects, Beliefs and Working Principles.

20. Before resolving to expel a member, the Board must give the member:

- a. at least one week's notice of the Board meeting at which the resolution for expulsion is to be put and of the intended resolution for expulsion; and

- b. an opportunity of attending the meeting and of giving at it orally or in writing any explanation or defence which the member may desire to offer.

### **GENERAL MEETINGS**

- 21. a. The Board may, at any time, convene a general meeting.
- b. The Board must convene in every calendar year a general meeting, to be called the annual general meeting, which is to be held at such time as may be determined by the Board.
- c. A member may requisition, convene, or join in requisitioning or convening a general meeting in accordance with the Corporations Act.

### **NOTICE OF GENERAL MEETINGS**

- 22. a. At least 21 days' notice must be given to members of all general meetings.
- b. A notice convening a general meeting 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); and
  - ii. state the general nature of any special business to be transacted at the meeting.
- c. For the purposes of the preceding paragraph, special business means any business to be transacted at a meeting other than an annual general meeting and any business to be transacted at an annual general meeting other than the matters listed in paragraphs a. to c. inclusive of the next clause.
- d. The Board may postpone or cancel any general meeting whenever it thinks fit, other than a meeting convened under paragraph c. of the previous clause.
- e. The Board must give notice of the postponement or cancellation to all members.
- f. The failure or accidental omission to send a notice of a general meeting or the adjournment or postponement or cancellation of a general meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at the general meeting or any resolution passed at it.

### **ANNUAL GENERAL MEETINGS**

- 23. The business of an annual general meeting is to:
  - a. receive and consider the accounts and reports of the Board and the Auditor required by the Corporations Act;

- b. elect the Directors to be elected pursuant to this Constitution;
- c. when relevant, appoint the Auditor; and
- d. transact any other business which under this Constitution may be transacted at a general meeting.

#### **QUORUM AT GENERAL MEETINGS**

- 24. a. No business may be transacted at a general meeting unless a quorum of members is present, in person or by proxy or representative, when the meeting proceeds to business.
- b. A quorum of members is not fewer than the greater of five or one third of members entitled to vote.
- c. If a quorum is not present within 30 minutes after the time appointed for a meeting:
  - i. if the meeting was convened on the requisition of members, it is automatically dissolved; or
  - ii. in any other case:
    - (1) it stands adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Board; and
    - (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, a quorum is 2 members.

#### **CHAIRMAN OF GENERAL MEETINGS**

- 25. The Chairman, or in the Chairman's absence, the Deputy Chairman, presides as Chairman at every general meeting. If neither of such officers is present within 10 minutes after the time appointed for the meeting, the members present must choose one of their number as Chairman of the meeting.

#### **ADJOURNMENT OF GENERAL MEETINGS**

- 26. a. The chairman of a meeting at which a quorum is present:
  - i. in his or her discretion may adjourn a meeting with the meeting's consent; and
  - ii. must adjourn a meeting if the meeting directs him or her to do so.

- b. An adjourned meeting may take place at a different venue to the initial meeting.
- c. The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- d. A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- e. Notice of an adjourned meeting must only be given if a general meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.
- f. No poll may be demanded on the question of adjournment of a meeting except by the chairman.

### **RESOLUTIONS AND POLLS AT GENERAL MEETINGS**

- 27. a. Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- b. A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by:
  - i. the chairman; or
  - ii. any five members who have the right to vote at the meeting and who are present in person or by proxy or representative; or
  - iii. members with at least 5% of the votes that may be cast on the resolution.
- c. A poll may be demanded:
  - i. before a vote on a show of hands takes place;
  - ii. after a vote on a show of hands takes place but before the declaration of the result of the show of hands; or
  - iii. immediately after the declaration of the result of a show of hands.
- d. Unless a poll is demanded:
  - i. a declaration by the chairman that a resolution has been carried or lost; and
  - ii. an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

- e. The demand for a poll may be withdrawn.
  - f. A poll must be taken at the time and in the manner that the chairman directs.
  - g. The result of the poll is the resolution of the meeting at which the poll is demanded.
  - h. A poll demanded on the election of the chairman or the adjournment of a meeting must be taken immediately.
  - i. After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
28. a. A decision of a general meeting may not be invalidated on the ground that a person voting at the meeting was not entitled to do so.
- b. A challenge to a right to vote at a general meeting may only be made at the meeting.
- c. The chairman must determine such challenge and such determination, if made in good faith, is final.

#### **CHAIRMAN'S CASTING VOTE AT GENERAL MEETINGS**

29. In the case of an equality of votes, the chairman does not have a casting vote.

#### **RIGHT TO VOTE AT GENERAL MEETINGS**

30. Every member has one vote.

#### **PROXY**

31. A member may by notice to the Secretary appoint another person as his or her proxy to attend and vote at general meetings instead of him or her and any proxy has the same right as the member to speak at the meeting.
32. The notice must be in a form approved by the Board.
33. The notice must be signed by the appointor or by his or her attorney.
34. The notice may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy must not vote in any other way. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

35.
  - a. The notice and, if the notice is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the Mission at least 48 hours before the meeting.
  - b. If a Mission meeting has been adjourned, a notice and any authority received by the Mission at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
36. A proxy instrument received at an electronic address specified in the notice of meeting for the receipt of proxy instruments will be taken to have been signed if the appointment of the proxy:
  - a. includes or is accompanied by a personal identification code allocated by the Mission to the member making the appointment; or
  - b. has been authorised by the member in another manner approved by the directors and specified in or with the notice of meeting.

#### **MANAGEMENT OF THE MISSION**

37. The Mission's business is managed by or under the direction of the Board which may exercise all the Mission's powers which are not required by this Constitution or any law to be exercised by the Mission in general meeting.

#### **COMPOSITION OF THE BOARD**

38. The Board of Directors consists of at least six but not more than fourteen directors.
39. The first Board consists of those in office when this Constitution is adopted. They are to hold office subject to this Constitution until the close of the first annual general meeting after this Constitution is adopted when they must retire from office (but are eligible for re-election to the Board at that annual general meeting). The Directors are elected by the members from among their number at each annual general meeting to hold office subject to this Constitution until the close of the next annual general meeting when they must retire from office but are eligible for re-election.
40. A person is not eligible for election as a Director at any General Meeting unless:
  - a. the person or some other member has at least 28 days before the meeting left at the Mission's registered office a notice (endorsed with the person's consent) proposing the person for appointment as a Director (if a person is recommended by the Board for election, such notice is not required); and
  - b. the person is a member; and
  - c. the person has signed a commitment to the Mission's Objects, Beliefs and Working Principles.

### **CASUAL VACANCIES ON THE BOARD**

41. Any casual vacancy among the Directors elected by the members must be filled by the Directors appointing a person from among the members. A Director appointed in this way holds office until the close of the next annual general meeting when that Director must retire from office but is eligible for re-election.
42. The Board may act even if there are vacancies on the Board.
43. If at any time the number of Directors in office is fewer than six, the Board may meet and act only:
  - a. to appoint a Director; or
  - b. to elect a person as a member of the Mission; or
  - c. to convene a general meeting.

### **DEFECT IN APPOINTMENT**

44. If it is discovered that:
  - a. there was a defect in the appointment of a person as a Director or member of a Board committee; or
  - b. a person appointed to one of those positions was disqualified;

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

### **REMUNERATION OF DIRECTORS**

45. The Directors may be paid all travelling and other expenses properly incurred by them in attending and returning from Directors' meetings or any committee meetings or General Meetings or otherwise in connection with the Mission's business.

### **CHAIRMAN AND DEPUTY CHAIRMAN**

46. At the first Board meeting after each annual general meeting, the Directors must elect a Director as Chairman and a Director as Deputy Chairman. If the Chairman or Deputy Chairman ceases to be a Director, that person must immediately vacate the office of Chairman or Deputy Chairman as the case may be.
47. Any casual vacancy occurring in the office of Chairman or Deputy Chairman must be filled by the Directors. The newly elected person holds office for the remainder of the term of office of the former Chairman or Deputy Chairman but is eligible for re-election.

## **VACATION OF OFFICE OF DIRECTOR**

48. The office of a Director is vacated if that Director:
- a. dies;
  - b. resigns by notice to the Mission;
  - c. becomes bankrupt or makes any general arrangement or composition with his or her creditors;
  - d. 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;
  - e. is absent from three consecutive meetings of the Board without leave of the Board;
  - f. becomes an employee of the Mission;
  - g. ceases to be a member of the Mission;
  - h. is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts; or
  - i. otherwise ceases to be, or becomes prohibited from being, a Director by virtue of the Corporations Act.

## **SECRECY OBLIGATIONS**

49. Every Director and other agent or officer of the Mission must keep secret all aspects of all transactions of the Mission, except:
- a. to the extent necessary to enable the person to perform his or her duties to the Mission;
  - b. as required by law;
  - c. when requested to disclose information by the Board to the Auditor or a general meeting of the Mission;
  - d. as otherwise permitted by the Board.

## **PROCEEDINGS OF THE BOARD**

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

51. a. A Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- b. The Directors need not all be physically present in the same place for a Board meeting to be held.
- c. A Director who participates in a meeting held in accordance with this clause is taken to be present and entitled to vote at the meeting.

### **BOARD QUORUM**

52. The quorum necessary for the transaction of the business of the Board is not fewer than the greater of four or one third of the Directors.

### **CHAIRMAN OF BOARD MEETINGS**

53. The Chairman or, in his or her absence, the Deputy Chairman must take the chair at all Board meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the Directors present must choose one of their number to be chairman of the meeting.

### **VOTING AT BOARD MEETINGS**

54. Questions arising at a Board meeting are decided by a majority of the votes of the Directors present and voting. In the case of an equality of votes, the Chairman does not have a casting vote.

### **CONVENING OF SPECIAL BOARD MEETINGS**

55. Upon the written requisition of any two Directors, the Chairman, or Deputy Chairman, or in their absence the Secretary, must convene a special meeting of Board to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

### **BOARD RESOLUTIONS WITHOUT A MEETING**

56. a. If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a Board meeting held on the day on which the document was last signed by a Director.
- b. For the purposes of paragraph a., two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.

- c. Any document referred to in this clause may be in the form of electronic mail or facsimile transmission.
- d. The minutes of Board meetings must record that a meeting was held in accordance with this clause.
- e. This clause applies to meetings of Board committees as if all members of the committee were Directors.

### **MATERIAL PERSONAL INTEREST**

- 57. a. Unless permitted by the Corporations Act, a Director who has a material personal interest in a matter that is to be considered at a Board meeting:
  - i. must not vote on the matter or be present while the matter is being considered at the meeting; and
  - ii. must not be counted in a quorum in relation to that matter.
- b. Paragraph a. does not apply to an interest that the Director has as a member in common with the other members.
- c. The quorum for consideration at a Board meeting of a matter in which one or more Directors have a material personal interest is three Directors who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.
- d. Each Director must disclose to the Mission any material contract in which the Director is interested, and must provide the Mission with the names of the parties to the contract, particulars of the contract, and the Director's interest in the contract.
- e. A Director's failure to make disclosure under this clause does not render void or voidable a contract in which the Director has an interest.

### **MINUTES**

- 58. a. The Board must cause minutes to be made of:
  - i. the names of the Directors present at all general meetings, Board meetings and meetings of Board committees;
  - ii. all proceedings of general meetings, Board meetings and meetings of Board committees;
  - iii. all appointments of officers;
  - iv. all orders made by the Board and Board committees; and

- v. all disclosures of interests made pursuant to the previous clause.
- b. Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body and if so signed are as between the members conclusive evidence of the matters stated in such minutes.

## **COMMITTEES**

59. The Board may delegate any of its powers to committees consisting of such persons as it thinks fit and may revoke such delegation. Any committee so formed must conform to any rules imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of Board so far as the same are applicable and are not superseded by any rule made by the Board under this clause.

## **SECRETARY**

60. The Board must appoint a Secretary for such term, at such remuneration (if any) and upon such conditions as it thinks fit.
61. The Secretary may be removed by the Board.

## **ACCOUNTS**

62. a. The Board must cause the Mission to keep accounts of the Mission's business in accordance with the Corporations Act.
- b. The Board must cause the accounts of the Mission to be:
- i. audited; and
  - ii. laid before the annual general meeting of the Mission
- in accordance with the Corporations Act.
63. A copy of the accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting, as required by the Corporations Act.
64. The accounts when audited and approved by a general meeting are conclusive except as regards any material error discovered in them within 6 months next after their approval. Whenever any material error is discovered within that period, the accounts must immediately be corrected and then they are conclusive.

## **NOTICES**

65. Notices must be in writing.

66. A notice may be served by the Mission on a member by any of the following methods:
  - a. by serving it personally on the member;
  - b. by leaving it at the last known address of the member as noted in the Mission's register of members ("the registered address");
  - c. by sending it by post in a prepaid envelope addressed to the member at the registered address;
  - d. by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or
  - e. by sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.
67. Each member whose registered address is not in Australia may notify the Mission of an address in Australia which is taken to be that member's registered address for the purpose of serving notice.
68. Any notice sent by post, air-mail or air courier is taken to have been served on the day following that on which the envelope containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the Mission that the envelope containing the notice was so addressed and posted is conclusive.
69. Any notice sent by facsimile transmission or electronic mail is taken to have been served on receipt by the Mission of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
70. Any notice sent by post to or left at the registered address is taken to have been properly served even if the member is then dead or bankrupt and whether or not the Mission has notice of the death or bankruptcy.
71. The signature to any notice given by the Mission may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
72. Where a period of notice is required to be given, the day on which the notice is served and the day of doing the act or other thing is not included in the number of days or other period.

## **INDEMNITY**

73. Each officer is, to the maximum extent permitted by law, indemnified out of the property of the Mission against any liability the officer may incur to another person as such an officer, except to the extent the liability is any of the following:

- a. a liability owed to the Mission or a related body corporate;
- b. a liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H or 1317HA of the Corporations Act; or
- c. a liability that is owed to someone other than the Mission or a related body corporate and did not arise out of conduct in good faith.

This clause does not apply to a liability for legal costs.

74. Each officer is, to the maximum extent permitted by law, indemnified out of the property of the Mission against any liability for legal costs the officer may incur as such an officer, except to the extent the liability is a liability for legal costs incurred in defending an action for a liability incurred as such an officer and the costs are incurred:
- a. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under the previous clause;
  - b. in defending or resisting criminal proceedings in which the officer is found guilty;
  - c. in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
  - d. in connection with proceedings for relief to the officer under the Corporations Act in which the court denies the relief.

Paragraph c. does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

75. For the purposes of the previous clause, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.
76. Clause 73 and clause 74 are separate and independent indemnities and one is not to be read down by reference to the other.
77. The Mission may pay a premium in respect of a contract insuring a person who is or has been an officer of the Mission against a liability incurred by the person as an officer of the Mission except in circumstances prohibited by the Corporations Act.

## **DEFINITIONS**

78. In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise.

"Auditor" means the Mission's auditor.

"Board" means the Mission's Board of Directors assembled at a meeting of Directors in accordance with this Constitution.

"Constitution" means the Constitution of the Mission as amended from time to time.

"Members" means the people shown as members on the Mission's register of members.

## **INTERPRETATION**

79. a. Words importing the singular number include the plural and the converse applies.
- b. Words importing persons include corporations, companies, associations and institutions.
- c. A reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time.
- d. Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

## **APPLICATION OF CORPORATIONS ACT**

80. Unless the contrary intention appears in this Constitution:
- a. an expression in this Constitution has the same meaning as in that part of the Corporations Act which deals with the same matter as this Constitution; and
- b. an expression which is given a general meaning by the Corporations Act has the same meaning in this Constitution; and
- c. the replaceable rules set out in the Corporations Act do not apply.