1 Preliminary

Definitions

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

**Article** means an Article of this Constitution.

**Church** means the Anglican Church of Australia.

**Company** means Anglican Board of Mission - Australia Limited.

**Constitution** means this Constitution as amended from time to time, and a reference to a particular Article has a corresponding meaning.

**Corporation** means the Anglican Church of Australia Trust Corporation.

**Corporations legislation** means the Corporations Act 2001 (Cth) or any statute that replaces it and by which the Company is regulated.

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

**Directors** mean all or some of the Directors acting as a Board.

**Executive Director** means a person appointed as the Executive Director under Article 6.2(d).\(^1\)

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

**Member** means a member of the Company.

**Part** means a Part of this Constitution.

**President** means the Primate of the Anglican Church of Australia if the Primate is a Member under Article 3.1.2 or, if the Primate is not a Member, the person appointed as proxy or attorney for the Corporation.

**Register** means the register of Members of the Company under the Corporations legislation and if appropriate includes a branch register.

\(^1\) Title changed from ‘National Director’ by resolution of SCGS, October 2006.
Registered Office means the registered office of the Company.

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

Rotating Directors means all Directors other than the Executive Director.

Secretary means a person appointed under Article 9.1 as secretary of the Company; and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Section means a section of the Corporations legislation.

Standing Committee means the Standing Committee of the General Synod of the Anglican Church of Australia or such other body as from time to time performs the functions currently performed by the Standing Committee.

State means the State or Territory in which the Company is for the time being registered.

Interpretation

1.2 In this Constitution unless the contrary intention appears:
(a) words importing any gender include all other genders;
(b) the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
(c) the singular includes the plural and vice versa;
(d) a reference to a law includes regulations and instruments made under the law;
(e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
(f) a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time.

1.3 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations legislation, the same meaning as in that provision of the Corporations legislation.

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

Replaceable rules not to apply

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

2 Objectives

2.1 The objectives of the Company shall be:
(a) To lead, encourage and serve the Church in Christ's mission in the world by:
   (i) educating and stimulating the Church in the responsibility of mission;
   (ii) recruiting, training and supporting persons to serve in churches of the Anglican Communion;
   (iii) engaging in and providing assistance to activities such as would foster evangelism and church growth within Aboriginal and Torres Strait Islander Communities in Australia and member Churches of the Anglican Communion;
   (iv) engaging in and providing assistance to sustainable development activities, activities for the relief and eradication of poverty, and emergency relief operated under ecumenical auspices or in churches of the Anglican Communion or in partnership with such churches;
   (v) engaging in and providing assistance to ecumenical and other activities relevant to the objectives of the Company.

(b) to raise, invest and administer funds;
(c) to act as trustee for funds, including funds for use for Community Development and overseas aid and related purposes; and
(d) to make, review and monitor policy relating to all aspects of its objectives.

3 Membership

3.1 The members of the Company shall be:

3.1.1 The Corporation.

3.1.2 The Primate of the Anglican Church of Australia subject to the Primate's consent.

3.2 For the purposes of Article 3.1.2, the Primate includes an Acting Primate.

3.3 A member under Article 3.1.2 ceases to be a member if he or she ceases to hold the office of Primate or Acting Primate as the case may be.

4 General meetings

Annual general meeting

4.1 Annual general meetings of the Company's Members are to be held in accordance with the Corporations legislation. The business of the annual general meeting shall include:-

(a) the reception of the annual audited financial statements; and
(b) the appointment of the auditor of the Company at its first annual general meeting and at each subsequent annual general meeting if there is a vacancy in the office of auditor.

General meeting

4.2 The Directors may convene and arrange to hold a general meeting of the Company's Members whenever they think fit and must do so if required to do so under the Corporations legislation.
Notice of general meeting

4.3 Notice of a meeting of the Company's Members must be given in accordance with the Corporations legislation.

Calculation of period of notice

4.4 In computing the period of notice under article 4.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

Cancellation or postponement of a meeting

4.5 Where a meeting of the Company's Members (including an annual general meeting) is convened by the Directors they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This article does not apply to a meeting convened in accordance with the legislation by a single director, by the Company's Members or by the Directors on the request of the Company's Members.

Notice of cancellation or postponement of a meeting

4.6 Notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:

(a) to each of the Company's Members individually; and

(b) to each other person entitled to be given notice of a meeting of the Company under the Corporations legislation.

Contents of notice of postponement of meeting

4.7 A notice of postponement of a general meeting must specify:

(a) the postponed date and time for the holding of the meeting;

(b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and

(c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

Number of clear days for postponement of meeting

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

Business at postponed meeting

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

Proxy or attorney at postponed meeting

4.10 Where

(a) by the terms of an instrument appointing a proxy or attorney, a proxy or an attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and

(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney;

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

Non-receipt of notice

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

5 Proceedings at general meetings

Representation of Member

5.1 A Member may be present and vote in person or may be represented at any meeting of the Company by:
   (a) proxy; or
   (b) attorney.

5.2 Unless the contrary intention appears, a reference to a Member in Part 5 means a person who is a Member or who is a proxy or attorney of that Member.

Quorum

5.3 Subject to Articles 5.6 and 5.7, all the Members must be present in person or by proxy or attorney constitute a quorum at a general meeting.

5.4 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chair of the meeting on the chair’s own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.

5.5 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
   (a) if convened by, or on requisition of, Members, is dissolved; and
   (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

Repealed article

5.6-5.7 These Articles have been repealed.

Appointment and powers of chair of general meeting

5.8 The President is entitled to preside as chair at a general meeting.

5.9 If a general meeting is held and the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chair of the meeting (in order of precedence):
   (a) the chair of Directors, if the chair is not the President;
(b) the deputy chair;
(c) a Director chosen by a majority of the Directors present;
(d) the only Director present;
(e) a Member chosen by a majority of the members present in person or by proxy.

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

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

Adjournment of general meetings
5.11 The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.12 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

5.13 Except as provided by Article 5.12, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

5.14 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.15 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

Voting on a resolution
5.16 When voting on any resolution or other matter put to a vote at a Members meeting, the person representing the Corporation shall have ninety five (95) votes and any other Member shall have one (1) vote.

Questions decided by majority
5.17 Subject to the requirements of the Corporations legislation, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

Appointment of proxy
5.18 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy or proxies to attend and vote for the Member at the meeting.

5.19 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
(a) the Member's name and address;
(b) the Company's name;
(c) the proxy's name or the name of the office held by the proxy; and
(d) the meetings at which the appointment may be used.

An appointment may be a standing one.

5.20 An undated appointment is to be taken to have been dated on the day it is given to the Company.

5.21 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
(b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
(c) if the proxy is the chair, the proxy must vote on a poll, and must vote that way; and
(d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

This Article does not affect the way that the person can cast any vote which that person is entitled to exercise by virtue of being a Member themselves.

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

5.23 An appointment of a proxy does not need to be witnessed.

5.24 A later appointment revokes an earlier one.

5.25 An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

Receipt of proxy and other instruments

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this Article.

Validity of vote in certain circumstances

5.27 A vote given in accordance with the terms of an instrument of proxy or of a power of
5.26 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.
attorney is valid notwithstanding:

(a) the previous death or unsoundness of mind of the principal; or
(b) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power;

if notice in writing of the death, unsoundness of mind, revocation or transfer has not been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

Director entitled to notice of meeting

5.28 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

Auditor entitled to notice of meeting

5.29 The Company must give its auditor (if any):

(a) notice of a general meeting in the same way that a Member is entitled to receive notice; and

(b) any other communications relating to the general meeting that a Member is entitled to receive.

6 The Directors

Number of Directors

6.1 There shall be fourteen Directors of the Company. The Company in general meeting may with the consent of the Standing Committee by resolution increase or reduce the number of Directors.

Appointment of Director

6.2 The Directors are to be appointed or elected as follows:

(a) The Standing Committee is to appoint a Director who shall be nominated by the Directors and be Chair of the Directors during his or her term and who shall be known as “the Chair of the Board”.

(b) The Standing Committee is to appoint six Directors, one from each Province of the Church and one from the Diocese of Tasmania; and

(c) The Directors appointed under Articles 6.2(a), (b), (d), (e) and (f) are to appoint an additional four Directors;

(d) an Executive Director is to be appointed under Article 8.21;

(e)² The Associates are to elect one Director; and

(f) The Standing Committee is to appoint as a Director a member of the House of Bishops of the General Synod of the Church.

At least one of the Directors, other than the Executive Director, shall have expertise in Community Development programmes.

For the purpose of appointing Directors pursuant to Article 6.2 (c), six Directors appointed under articles 6.2 (a), (b), (d), (e)² and (f) shall constitute a quorum.

² Clause added by resolution of SCGS June 2002
³ (c) added by resolution of SCGS, June 2002. Amended by resolution of SCGS, October 2006
Period of Office

6.3 (a) This Article does not apply to the Executive Director.
(b) Each Director shall hold office for a term of three years from the date of appointment or election as the case may be.
(c) No Director shall serve more than two consecutive terms.

Repealed Articles

6.4 – 6.7 These Articles have been repealed.

Remuneration of Directors

6.8 No Director other than the Executive Director shall be paid remuneration for their services as Directors.

Travelling expenses

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

Director's interest

6.10 (a) Subject to complying with the Corporations legislation regarding disclosure of and voting on matters involving material personal interests, a Director may:
(i) subject to 6.8 hold any office or place of profit in the Company, except that of auditor;
(ii) enter into any contract or arrangement with the Company;
(iii) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them; and
(iv) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor.

(b) A Director may do anything mentioned in Article 6.10(a) despite the fiduciary relationship of the Director's office:
(i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
(ii) without affecting the validity of any contract or arrangement.

(c) A Director shall make known to the Company any conflict of interest or any affiliation that the Director has with an actual or prospective supplier of goods or services to the Company or with an actual or prospective recipient of grant funds from the Company or with an organisation with competing or conflicting objectives.

(d) A Director shall not be present or participate in, vote on or be counted in a quorum when any matter referred to in Article 6.10 (a) or (c) relating to or involving the Director is being considered or decided by the Directors.

(e) A reference to the Company in this article is also a reference to each related body corporate of the Company.

Signing documents

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

6.12 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations legislation the office of a Director becomes vacant if the Director:

(a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(b) resigns from the office by notice in writing to the Company;

(c) is not present personally or by a proxy at meetings of the Directors for a continuous period of three months without leave of absence from the Directors.

(d) is the subject of a resolution of the Standing Committee of General Synod terminating his or her appointment as a Director of the Company.

(e) is removed pursuant to the Corporations legislation

(f) is a Director appointed under Article 6.2(c), is the subject of a resolution of the Board terminating his or her appointment as a Director of the Company.

7 Powers and duties of Directors

Directors to manage Company

7.1 The business of the Company is to be managed by the Directors, who may exercise all such powers of the Company as are not, by the Corporations legislation or by this Constitution, required to be exercised by the Company in General Meeting.

7.2 Without limiting the generality of Article 7.1, the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

Appointment of attorney

7.3 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.

7.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

Minutes

7.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations legislation

Execution of Company cheques, etc

7.6 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine from time to time.

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4 Added by resolution of SCGS, October 2006.
Incidental Administrative Powers

7.7 The Directors are empowered:
(a) To make any initial appointment of auditors or officers pending the first Annual General Meeting;
(b) To fill any casual vacancy in any office in the Company for which no provision is made in this Constitution including that of auditor;
(c) To do all such matters and things expedient for the operation of the Company not expressly provided for in this Constitution.

8 Proceedings of Directors

Directors' meetings

8.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. They shall hold at least two meetings each year.

8.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

8.3 The Primate of the Anglican Church of Australia, if a Member, shall have the right to attend and speak at any meeting of the Directors.

Questions decided by majority

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

Chairman's casting vote

8.5 In the event of an equality of votes the chair of the meeting has a casting vote.

Proxies

8.6 A Director may not attend or vote by proxy at a meeting of the Directors.

Quorum for Directors' meeting

8.7 Subject to Article 6.2, at a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is seven or any greater number determined by the Directors from time to time.

Remaining Directors may act

8.8 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below nine the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies which the continuing Directors are able to fill to the extent necessary to bring their number up to that minimum or of convening a General Meeting.

Chairman of Directors

8.9 The Director appointed under Article 6.2(a) is entitled to preside as chair of meetings of Directors.

8.10 The Directors must appoint one of the number (other than the Executive Director) to
be the deputy chair.

8.11 If a Directors' meeting is held and:
(a) the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;
(b) the deputy chair is entitled to preside as chair, but if the deputy chair is not present or is unable or unwilling to act;
the Directors present must elect one of their number to be a chair of the meeting.

Directors' committees

8.12 The Directors may delegate any of their powers, other than powers required by law to be dealt with by the Directors as a board, to a committee or committees consisting of at least one of their number and such other persons as they think fit.

8.13 The Directors shall appoint a committee (hereafter referred to as "The Development Committee"), which shall have responsibility for Community Development and Aid Programmes of the Company. The committee shall include the Executive Director, who shall be the chair, and at least one of the other Directors and shall include persons who are representative of the constituency of the Company and who have appropriate expertise.

8.14 A committee to which any powers have been delegated under Articles 8.11 or 8.12 must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is deemed to have been exercised by the Directors.

8.15 The members of a committee (with the exception of the Development Committee) may elect one of their number as chair of their meetings. If a meeting of a committee is held and:
(a) a chair has not been elected; or
(b) the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;
the members involved may elect one of their number to be chair of the meeting.

8.16 A committee may meet and adjourn as it thinks proper.

8.17 Questions arising at a meeting of a committee are to be determined by a majority of votes of the members involved and voting. The chair, in addition to the chair's deliberative vote, does not have a casting vote.

Written resolution by Directors

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

Use of technology

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

8.20 All acts of the Directors, or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

Appointment of Executive Director

8.21 The Directors appointed under Article 6.2(a), (b), (c), (e)\(^5\) and (f) must appoint a person to be the Executive Director of the Company for the period and on the terms they think fit. They may subject to the terms of any contract between the Executive Director and the Company and acting as the board of Directors, at any time remove or dismiss the Executive Director from that office and may appoint another Executive Director in their place.

Remuneration of Executive Director

8.22 The remuneration of the Executive Director may be fixed by the Directors.

Powers of Executive Director

8.23 The Directors may confer on the Executive Director any of the powers exercisable by them, on such terms and conditions and with such restrictions as they think fit. The Directors may at any time withdraw or vary any of the powers conferred on the Executive Director.

9 Secretary

Appointment of Secretary

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

Suspension and removal of Secretary

9.2 The Directors may suspend or remove a Secretary from that office.

Powers, duties and authorities of Secretary

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

10 Associates

the Auxiliary;

(c) a person who, in the opinion of the Directors, has given appropriately valuable service to or for the Company.

10.1 The Directors may from time to time prescribe a minimum amount of donation for the purposes of Article 10.1(a);

10.2 For the purposes of Article 10.1(b), the Auxiliary is a group of supporters of the Company or its objectives which is recognised by the Directors as the Auxiliary.

\(^5\) Wording amended by resolution of SCGS June 2002
10.3 A person who wishes to become an Associate under Article 10.1(a) or (b) shall apply in writing to the Directors who may, in their absolute discretion, admit such a person as an Associate and shall not be required to provide a reason for their decision.

10.4 Each of the Directors shall be an Associate while he or she holds office as a Director but shall not be required to make a donation or be a financial member of the Auxiliary.

10.5 An Associate ceases to be an Associate if he or she:
   (a) dies; or
   (b) resigns in writing to the Executive Director; or
   (c) is an Associate under Article 10.1(a) and has not, by the end of the third month after either he or she is admitted as an Associate and thereafter after the third month of any financial year, paid the prescribed donation; or
   (d) where Article 10.5 applies, ceases to be a Director; or
   (e) is an Associate under Article 10.1(b) and ceases to be a financial member of the Auxiliary.

10.6 An Associate may not vote at any meeting of the Company unless he or she is otherwise entitled to vote under these Articles.

10.7 The Executive Director shall, at least once in each financial year, call a meeting of all Associates. This meeting shall be given a full account of the activities of the Company. The meeting may make recommendations by resolution of a majority of the Associates present at the meeting which will then be considered by the Directors.

11 Seals

Common and duplicate common seal
11.1 The Company may have:
   (a) a common seal, and
   (b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal" or "certificate seal" added.

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

Use of common seal
11.3 If the Company has a common seal, it may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the common seal. Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

12 Inspection of records

Inspection by Members
12.1 Subject to the Corporations legislation the Directors may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to
13 Service of documents

Service of documents

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

13.2 The Company may give a document to a Member:
   (a) personally;
   (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
   (c) by sending it to a fax number or electronic address nominated by the Member.

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

13.4 If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:
   (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
   (b) to have taken place on the day following its despatch.

14 Audit and accounts

Company to keep accounts

14.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations legislation.

Company to audit accounts

14.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations legislation.

If the Company is wound up, the liquidator shall, subject to compliance with any trust and statutory requirements, transfer any assets of the Company remaining after the liquidation has been completed, to the bodies or persons nominated by the Standing Committee.

15 Indemnity

Indemnity of officers

15.1 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
   (a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
   (b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal
proceedings against that person in which judgment is not given in that person’s favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

(c) in connection with any application in relation to any proceedings relating to that person’s position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations legislation by the court.

15.2 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

Insurance

15.3 The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or Executive Officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless

(a) the Company is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if the Company paid the premium, be made void by statute.

16 Members Contributions and Benefits

16.1 Every Member undertakes to contribute to the Company’s property if it is wound up while the Member is a member, or within one year after the Member ceases to be a member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, any amount required not exceeding $10.

16.2 No dividend shall be paid to Members and Members shall not share in any distribution of assets of the Company on a winding up or otherwise.

17 Reporting

17.1 The Company shall present a report of its activities at every ordinary session of the General Synod of the Church. In years when an ordinary session of the General Synod of the Church is not convened a report will be provided to the Standing Committee.

18 Winding Up

18.1 Any resolution to wind up the Company shall include a provision that any surplus assets shall pass to a body corporate or unincorporate with substantially similar objectives to the Company.

19 Amendment of this Constitution

19.1 This Constitution may be amended by Special Resolutions.

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

Signatures of Subscribers

Each of the undersigned, being a person specified in the application for registration of the Company, as a person who consents to become a member of the Company agrees to the terms of the foregoing constitution

SIGNATURE

DATED this 22nd day of April 2015

IAN HENRY MORGAN
DIRECTOR

WITNESS

EDWIN PORTER