

CONSTITUTION OF ST PHILIP'S CHRISTIAN EDUCATION FOUNDATION LTD

Australian Company Number (ACN) 002 919 584
Australian Business Number (ABN) 34 002 919 584

A company limited by guarantee

*Jesus said, "I am the way and the truth and the life.
No one comes to the Father except through me."*

John 14:6

Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions

Charitable purposes and powers

- 6 Object and Statement of Faith
- 7 Powers
- 8 Not-for-profit
- 9 Amending the constitution

Members

- 10 Membership and register of members
- 11 Who can be a member
- 12 How to apply to become a member
- 13 Directors decide whether to approve membership
- 14 When a person becomes a member 15
When a person stops being a member

Honorary Participants

- 16 Acceptance as honorary participant and register of honorary participants
- 17 Who can be an honorary participant
- 18 How to apply to become an honorary participant
- 19 Directors decide whether to approve honorary participant

- 20 When a person becomes an honorary participant
- 21 When a person stops being an honorary participant

Employees

- 22 Employees

Disciplinary procedures

- 23 Disciplining members and honorary participants

General meetings of members

- 24 General meetings called by directors 25
General meetings called by members
- 26 Annual general meeting
- 27 Notice of general meetings
- 28 Quorum at general meetings
- 29 Auditor's right to attend meetings
- 30 Representatives of members
- 31 Using technology to hold meetings
- 32 Chairperson for general meetings
- 33 Role of the chairperson 34 Adjournment of meetings

Members' resolutions and statements

- 35 Members' resolutions and statements
- 36 Company must give notice of proposed resolution or distribute statement
- 37 Circular resolutions of members

Voting at general meetings

- 38 How many votes a member has
- 39 Challenge to member's right to vote
- 40 How voting is carried out
- 41 When and how a vote in writing must be held
- 42 Appointment of proxy
- 43 Voting by proxy

Directors

- 44 Number of directors
- 45 Election and appointment of directors
- 46 Election of chairperson
- 47 Term of office
- 48 When a director stops being a director

Powers of directors

- 49 Powers of directors
- 50 Delegation of directors' powers
- 51 Payments to directors 52 Execution of Documents

Duties of directors

- 53 Duties of directors 54 Conflicts of interest

Directors' meetings

- 55 When the directors meet
- 56 Calling directors' meetings
- 57 Chairperson for directors' meetings
- 58 Quorum at directors' meetings
- 59 Using technology to hold directors' meetings
- 60 Passing directors' resolutions
- 61 Circular resolutions of directors

Secretary

- 62 Appointment and role of secretary

Minutes and records

- 63 Minutes and records
- 64 Financial and related records

By-laws

- 65 By-laws

Notice

- 66 What is notice
- 67 Notice to the company
- 68 Notice to members
- 69 When notice is taken to be given

Financial year

- 70 Company's financial year

Indemnity, insurance and access

- 71 Indemnity
- 72 Insurance
- 73 Directors' access to documents

Winding up

- 74 Surplus assets not to be distributed to members or honorary participants
- 75 Distribution of surplus assets

Definitions and interpretation

- 76 Definitions
- 77 Reading this constitution with the Corporations Act and ACNC Act
- 78 Interpretation

Preliminary

Preamble

A brief history

St Philip's Christian College was founded in 1982 by the vision and efforts of the leaders and people of St Philip's Anglican Church, Waratah. The founders passionately believed in the need for an independent school that would develop the 'whole child' - intellectually, socially, physically and spiritually; a school that would maintain high academic and behavioural standards and at the same time effectively proclaim the liberating truth of the Christian Gospel.

Initially, the College was operated as an undertaking of St Philip's Anglican Church. In May 1985 St Philip's Christian Education Foundation Ltd was incorporated to assume the operation of St Philip's Christian College, Waratah, and to grow and enhance the founders' vision for Christian ministry through education.

St Philip's Christian Education Foundation Ltd now has over 4,500 students and has become a leading educational provider in the region.

- The original College at Waratah has grown from the original cohort of 23 students to over 1,400 students, and incorporates students from Kindergarten to Year 12. It has a growing focus on vocational education and training to senior school students and external students alike.
- In 1995 a new campus of the College was established at Salamander Bay known as St Philip's Christian College – Port Stephens. This College now has an enrolment of over 700 students from Kindergarten to Year 12.
- In 1997 an alternative school, called the Dynamic Alternative Learning Environment, was established. St Philip's Christian College – DALE has a specialised ministry to over 150 'students at risk' (Years 3 -12). A Young Mother's Program for girls completing Years 10 to 12 was added in 2001, and is now known as St Philip's Christian College – DALE Young Parents. SPCC – DALE Young Parents ministers to over 60 young parents.
- In 1997 St Philip's Christian Education Foundation Ltd established Narnia Christian Preschool and Early Childhood Centres. Narnia ministers to over 400 children, from birth to 5 years of age.
- In 2004 St Philip's Christian Education Foundation Ltd acquired Cessnock Christian School which has become St Philip's Christian College – Cessnock. This College now has an enrolment of over 1,100 students from Kindergarten to Year 12.
- In 2007 the St Philip's Christian Education Foundation Ltd acquired Gosford Christian School which has become St Philip's Christian College – Gosford. This College now has an enrolment of over 600 students from Kindergarten to Year 12.
- In 2010 the St Philip's Christian Education Foundation Ltd established the Foundation Office to provide the means to grow the strategic leadership of the organisation, and to provide a means of better connecting the Board of Governors to an increasingly complex organisation. The Founding Principal, Graeme Irwin AM, who served as the Principal of the Waratah school and the Executive Principal for the Foundation, became dedicated to

the role of Executive Principal and Chief Executive Officer Foundation and Mrs Pamela O'Dea was appointed as the second Principal of the Waratah School.

- In 2018 the St Philip's Christian Education Foundation Ltd recognised the need to invest in the training of quality Christian educators to meet the future needs of the Foundation and to shift the paradigm for the training of Christian educators for the benefit of all Christian schools. The St Philip's Teaching School was developed in partnership with Alphacrucis College to train quality teachers with a Christian worldview, and with deep classroom experience throughout their degree.

At the date of incorporation of St Philip's Christian Education Foundation in 1985, the original subscribers to the Memorandum and Articles of Association, which preceded this Constitution, were:

- Kenneth Barry Munns, Priest
- Arthur James Shepherd, Master Builder
- Michael Franklin Raymond Dunn, Teacher
- Richard John Raymond Rule, Teacher
- John Willian Tierney, Lecturer
- Graeme Henry Irwin AM, Principal
- Karel Plooy, Commercial Artist
- Margaret Ann Cowles, Pharmacist
- James Edward Bromley, Priest

These Founders of St Philip's Christian College, which became St Philip's Christian Education Foundation Ltd, which has subsequently grown from an initial ministry of 23 students to over 4,500 students, and which has ministered to and educated many thousands of students over almost 40 years, are honoured for their vision, Christian faith, and service.

At the date of adoption of this revised Constitution in 2021, the Members and Board of Governors were:

- Mr Leslie John Holland
- Mr Graeme Henry Irwin AM
- Mr Tony Urquhart
- Mr Paul William Dorrity
- Mr Robert Leslie Fogg
- Mr Stephen Clarke
- Mr Benjamin James Picton

1. Name of the company

The name of the **company** is St Philip's Christian Education Foundation Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$50.00 (the **guarantee**) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 76, 77, and 78.

Charitable purposes and powers

6. Object and Statement of Faith

- 6.1 The object for which the company is established is the advancement of the Christian religion through the provision of education in a manner that is consistent with the Statement of Faith set out at Schedule Two and the Christian beliefs and ethos of the company more generally.
- 6.2 The company may promote the object in any manner the Board considers appropriate, and do things incidental or ancillary to the attainment of that object.
- 6.3 Without limiting subclause 6.2, the company may achieve its object by establishing and operating Christian child-care, pre-schools, primary and secondary schools, special needs schools, and other Christian educational institutions as are determined by the Board from time to time.
- 6.4 Without limiting subclause 6.2, solely for the purpose of furthering the object, the activities the **company** may undertake include:
 - (a) to raise money to further the principal purpose of the **company**;
 - (b) to conduct for-profit activities that further (or are ancillary to) the **company's** principal purpose, provided that any profits generated are solely used in the pursuit of or to achieve the **company's** principal purpose; or
 - (c) other such incidental activities it considers will support the principal object.
- 6.5 The Statement of Faith set out at Schedule Two is not intended as a summary of the complete revelation of the Holy Scriptures or the beliefs of the company.
- 6.6 In conducting its operations the company shall act consistently with the Statement of Faith.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6: (a) the powers of an individual, and

- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members or honorary participants, except as provided in clauses 8.2 and 75.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member or honorary participant for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member or honorary participant in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) the **existing members** at the time of the adoption of this Constitution on 18 November 2021, and
 - (b) any other person that the directors allow to be a member in accordance with this constitution.
- 10.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices;
 - iv. date the member was entered on to the register;
 - v. the signed agreement of the member pursuant to clause 12.1; and
 - vi. such other information as the Board requires.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices;
 - iv. dates the membership started and ended;
 - v. the signed agreement of the former member pursuant to clause 12.1; and
 - vi. such other information as the Board requires.
- 10.3 The **company** must give current members access to the register of members.

- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

- 12.1 A person (as defined in clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:
- (a) want to become a member;
 - (b) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required;
 - (c) satisfy the requirements for admission set out at clause 13.2 and agree to continue to satisfy those requirements as a condition of ongoing membership; and
 - (d) are prepared to make a financial and time commitment to the **company**.
- 12.2 The application contemplated by clause 12.1 must be in the form approved from time to time by the directors and be accompanied by such other information and as the directors consider necessary.

13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 Before admitting a person as a member of the company, the meeting at which the application for membership is considered must be satisfied, in its sole discretion, that the person:
- (a) supports the objects of the company;
 - (b) accepts Christ personally as Saviour and Lord;
 - (c) adheres to the Statement of Faith of the company;
 - (d) acts in a manner that is consistent with the Statement of Faith and is otherwise compatible with Christian principles;
 - (e) is in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed;
 - (f) agrees to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith; and (g) has a vision for the company that is in common with other members.
- 13.3 If the directors approve an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

- 13.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12.1 (a) – (d). In that case, by applying to be a member, the applicant agrees to those matters.

14. When a person becomes a member

Other than **existing members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

- 15.1 A person immediately stops being a member if they:
- (a) die;
 - (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);
 - (c) resign, by writing to the secretary;
 - (d) acknowledge they do not, or no longer, accept Christ personally as Saviour and Lord;
 - (e) acknowledge their cessation of confession of the Statement of Faith;
 - (f) are expelled under clause 17;
 - (g) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member;
 - (h) become bankrupt or insolvent or make an arrangement or composition with creditors of the person's joint or separate estate generally.
- 15.2 Each member must notify the Secretary in writing of:
- (a) any change in that person's name, address or alternative address; and
 - (b) the member no longer satisfying the requirements for admission to membership, including where the member has ceased to support or adhere to the Statement of Faith, or where the member is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed.

Honorary Participants

16. Acceptance as honorary participant and register of honorary participants

- 16.1 An honorary participant of the **company** is any person that the directors allow to be an honorary participant in accordance with this constitution.
- 16.2 The **company** must establish and maintain a register of honorary participants. The register of honorary participants must be kept by the secretary and must contain:
- (a) for each current honorary participant:
 - i. name,
 - ii. address,
 - iii. any alternative address nominated by the honorary participant for the service of notices,
 - iv. date the honorary participant was entered on to the register,
 - v. the signed agreement of the honorary participant pursuant to clause

- 18.1, and vi. such other information as the Board requires.
- (b) for each person who stopped being an honorary participant in the preceding last 7 years:
 - i. name,
 - ii. address,
 - iii. any alternative address nominated by the honorary participant for the service of notices,
 - iv. dates the honorary participant status started and ended,
 - v. the signed agreement of the former honorary participant pursuant to clause 18.1, and
 - vi. such other information as the Board requires.
- 16.3 The **company** must give honorary participants access to the register of honorary participants.
- 16.4 Information that is accessed from the register of honorary participants must only be used in a manner relevant to the interests or rights of honorary participants.
- 16.5 Honorary participants are not members of the Company. For the avoidance of doubt, honorary participants do not have the ability to call, or cast a vote at, general meetings. The rights of honorary participants extend only to:
 - (a) access to the information stated at clause 26.3;
 - (b) the receipt of a notice of a general meetings expressly stated in this Constitution pursuant to subclauses 24.2(a), 25.2(b) and clause 27;
 - (c) the ability to attend a general meeting; and
 - (d) such rights as are granted to honorary participants pursuant to clauses 16 to 23.

This is the full extent of the rights afforded to honorary participants.

17. Who can be an honorary participant

- 17.1 A person who supports the purposes of the **company** is eligible to apply to be an honorary participant of the **company** under clause 18.
- 17.2 In this clause, 'person' means an individual or incorporated body.

18. How to apply to become an honorary participant

- 18.1 A person (as defined in clause 17.2) may apply to become an honorary participant of the **company** by writing to the secretary stating that they:
 - (a) want to become an honorary participant,
 - (b) agree to comply with the **company's** constitution,
 - (c) satisfy the requirements for admission set out at clause 19.2 and agree to continue to satisfy those requirements as a condition of continuing as an honorary participant.
- 18.2 The application contemplated by clause 18.1 must be in the form approved from time to time by the directors and be accompanied by such other information as the directors consider necessary.

19. Directors decide whether to approve honorary participant

- 19.1 The directors must consider an application to be an honorary participant within a reasonable time after the secretary receives the application.
- 19.2 Before admitting a person as an honorary participant of the company, the meeting at which the application to be an honorary participant is considered must be satisfied, in its sole discretion, that the person:
- (a) supports the objects of the company,
 - (b) accepts Christ personally as Saviour and Lord,
 - (c) adheres to the Statement of Faith of the company,
 - (d) acts in a manner that is consistent with the Statement of Faith and is otherwise compatible with Christian principles,
 - (e) is in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed,
 - (f) agrees to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith, and
 - (g) has a vision for the company that is in common with other honorary participants.
- 19.3 If the directors approve an application, the secretary must as soon as possible: (a) enter the new honorary participant on the register of honorary participants, and (b) write to the applicant to tell them that their application was approved, and the date they commenced as an honorary participant (see clause 20).
- 19.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 19.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 18.1 (a) – (d). In that case, by applying to be an honorary participant, the applicant agrees to those matters.

20. When a person becomes an honorary participant

An honorary participant will become an honorary participant when they are entered on the register of honorary participants.

21. When a person stops being an honorary participant

- 21.1 A person immediately stops being an honorary participant if they: (a) die;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated honorary participant);
 - (c) resign, by writing to the secretary;
 - (d) acknowledge they do not, or no longer, accept Christ personally as Saviour and Lord;
 - (e) acknowledge their cessation of confession of the Statement of Faith;
 - (f) are expelled under clause 23;
 - (g) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain an honorary participant; or

- (h) become bankrupt or insolvent or make an arrangement or composition with creditors of the person's joint or separate estate generally.
- 21.2 Each honorary participant must notify the Secretary in writing of:
 - (a) any change in that person's name, address or alternative address; and
 - (b) the honorary participant no longer satisfying the requirements for admission as an honorary participant, including where the honorary participant has ceased to support or adhere to the Statement of Faith, or where the honorary participant is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed.

Employees

22. Employees

- 22.1 All employees of the company shall:
 - (a) affirm that they adhere to the Statement of Faith;
 - (b) agree to act in a manner that is consistent with the Statement of Faith and that is otherwise compatible with Christian principles;
 - (c) accept Christ personally as Saviour and Lord;
 - (d) be and remain a church member who is active and in good standing at a church holding the Apostolic Faith as summarised in the Nicene Creed; and
 - (e) agree to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith.

Disciplinary procedures

23. Disciplining members and honorary participants

- 23.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
 - (a) the member has breached this constitution;
 - (b) no longer satisfies the requirements for admission to membership (in circumstances other than that described at clause 15.1(d) or 15.1(e)); including where the member has ceased to support or adhere to the Statement of Faith, or is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed;
 - (c) acts in a manner which is inconsistent with the Statement of Faith or is otherwise incompatible with Christian principles;
 - (d) acts in a manner which discloses that they have ceased confession of the Statement of Faith;
 - (e) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**; or
 - (f) for any other reason the directors consider ought to lead to a warning, suspension or expulsion of a member, acting reasonably.
- 23.2 At least 14 days before the directors' meeting at which a resolution under clause 23.1 will be considered, the secretary must notify the member in writing:
 - (a) that the directors are considering a resolution to warn, suspend or expel the member,

- (b) that this resolution will be considered at a directors' meeting and the date of that meeting,
 - (c) what the member is said to have done or not done,
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 23.3 Before the directors pass any resolution under clause 23.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 23.4 After considering any explanation under clause 23.3, the directors may:
- (a) take no further action,
 - (b) warn the member,
 - (c) suspend the member's rights as a member for a period of no more than 12 months,
 - (d) expel the member,
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or (f) require the matter to be determined at a **general meeting**.
- 23.5 The directors cannot fine a member.
- 23.6 The secretary must give written notice to the member of the decision under clause 23.4 as soon as possible.
- 23.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 23.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 23.9 In accordance with this clause, the directors may resolve to warn, suspend or expel an honorary participant from the **company** if the directors consider that:
- (a) the honorary participant has breached this constitution;
 - (b) no longer satisfies the requirements for admission to honorary participantship (in circumstances other than that described at clause 21.1(d) or 21.1(e)), including where the honorary participant has ceased to support or adhere to the Statement of Faith, or is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed;
 - (c) acts in a manner which is inconsistent with the Statement of Faith or is otherwise incompatible with Christian principles;
 - (d) acts in a manner which discloses that they have ceased confession of the Statement of Faith;
 - (e) the honorary participant's behaviour is causing, has caused, or is likely to cause harm to the **company**; or
 - (f) for any other reason the directors consider ought to lead to a warning, suspension or expulsion of an honorary participant, acting reasonably.

- 23.10 At least 14 days before the directors' meeting at which a resolution under clause 23.9 will be considered, the secretary must notify the honorary participant in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the honorary participant,
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting,
 - (c) what the honorary participant is said to have done or not done,
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the honorary participant may provide an explanation to the directors, and details of how to do so.
- 23.11 Before the directors pass any resolution under clause 23.9, the honorary participant must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 23.12 After considering any explanation under clause 23.11, the directors may:
- (a) take no further action;
 - (b) warn the honorary participant;
 - (c) suspend the honorary participant's rights as an honorary participant for a period of no more than 12 months;
 - (d) expel the honorary participant;
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause); or (f) require the matter to be determined at a **general meeting**.
- 23.13 The directors cannot fine an honorary participant.
- 23.14 The secretary must give written notice to the honorary participant of the decision under clause 23.12 as soon as possible.
- 23.15 Disciplinary procedures must be completed as soon as reasonably practical.
- 23.16 There will be no liability for any loss or injury suffered by the honorary participant as a result of any decision made in good faith under this clause.

General meetings of members

24. General meetings called by directors

- 24.1 The directors may call a **general meeting**.
- 24.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members and honorary participants notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 24.3 The percentage of votes that members have (in clause 24.2) is to be worked out as at midnight before the members request the meeting.

- 24.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting,
 - (b) sign the request, and (c) give the request to the **company**.
- 24.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 25. General meetings called by members**
- 25.1 If the directors do not call the meeting within 21 days of being requested under clause 24.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 25.2 To call and hold a meeting under clause 25.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution,
 - (b) call the meeting using the list of members and honorary participants on the **company's** registers for members and honorary participants, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 25.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.
- 26. Annual general meeting**
- 26.1 A **general meeting**, called the annual **general meeting**, may be held:
- (a) within 18 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 26.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the company's activities,
 - (b) a review of the company's finances,
 - (c) any auditor's report,
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 26.3 Before or at the annual **general meeting**, the directors must give information to the members and honorary participants on:
- (a) the **company's** activities and finances during the period since the last annual **general meeting**; and
 - (b) any matter or circumstance that has arisen since the last annual general meeting that has significantly affected, or may significantly affect the company's ability to comply with the Statement of Faith.
- 26.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

27. Notice of general meetings

- 27.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting,
 - (b) each honorary participant,
 - (c) each director, and (d) the auditor (if any).
- 27.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 27.3 Subject to clause 27.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 27.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director,
 - (b) appoint a director in order to replace a director who was removed, or (c) remove an auditor.
- 27.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this),
 - (b) the general nature of the meeting's business,
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution, and
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**,
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 27.6 If a **general meeting** is adjourned (put off) for one month or more, the members and honorary participants must be given new notice of the resumed meeting.

28. Quorum at general meetings

- 28.1 For a **general meeting** to be held, a majority (more than 50%) of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 28.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 28.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and

place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week,
- (b) if the time is not specified – the same time, and (c) if the place is not specified – the same place.

28.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

29. Auditor's right to attend meetings

29.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

29.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

30. Representatives of members

30.1 An incorporated member may appoint as a representative:

- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 37, and
- (b) the same individual or another individual for the purpose of being appointed or elected as a director.

30.2 The appointment of a representative by a member must:

- (a) be in writing
- (b) include the name of the representative,
- (c) be signed on behalf of the member, and
- (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.

30.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

30.4 The appointment may be standing (ongoing).

31. Using technology to hold meetings

31.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

31.2 Anyone using this technology is taken to be present in person at the meeting.

32. Chairperson for general meetings

32.1 The **elected chairperson** is entitled to chair **general meetings**.

32.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:

- (a) there is no **elected chairperson**, or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

33. Role of the chairperson

- 33.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 33.2 The chairperson does not have a casting vote.

34. Adjournment of meetings

- 34.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 34.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

35. Members' resolutions and statements

- 35.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 35.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 35.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 35.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 35.5 The percentage of votes that members have (as described in clause 35.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 35.6 If the **company** has been given notice of a members' resolution under clause 35.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 35.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

36. Company must give notice of proposed resolution or distribute statement

- 36.1 If the **company** has been given a notice or request under clause 35:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of

the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

- 36.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long,
 - (b) the directors consider it may be defamatory,
 - (c) clause 36.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

37. Circular resolutions of members

- 37.1 Subject to clause 37.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 37.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 37.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 37.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 37.5 or clause 37.6.
- 37.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 37.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

38. How many votes a member has

- 38.1 Each member has one vote.

39. Challenge to member's right to vote

39.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

39.2 If a challenge is made under clause 39.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

40. How voting is carried out

40.1 Voting must be conducted and decided by:

- (a) a show of hands,
- (b) a vote in writing, or
- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

40.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

40.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

40.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

41. When and how a vote in writing must be held

41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five **members present**;
- (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or (c) the chairperson.

41.2 A vote in writing must be taken when and how the chairperson directs, unless clause

41.3 applies.

41.3 A vote in writing must be held immediately if it is demanded under clause 41.1: (a) for the election of a chairperson under clause 32.2, or (b) to decide whether to adjourn the meeting.

41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

42.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.

42.2 A proxy does not need to be a member.

42.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

- (a) speak at the meeting,
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under clause 41.1.

- 42.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (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 meeting(s) at which the appointment may be used.
- 42.5 A proxy appointment may be standing (ongoing).
- 42.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 27.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 42.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 42.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 42.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 43. Voting by proxy**
- 43.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 43.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

44. Number of directors

The **company** must have at least three and no more than nine directors, including the Chief Executive Officer.

45. Election and appointment of directors

- 45.1 The **existing directors** at the time of the adoption of this Constitution are the people who are listed as directors in Schedule One.
- 45.2 Apart from the **existing directors** appointed pursuant to clause 45.1, directors appointed under clause 45.5 and the Chief Executive Officer appointed as a director pursuant to clause 45.7, the members may elect a director by a resolution passed in a **general meeting**.

- 45.3 Each of the directors appointed pursuant to clause 45.2 must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 45.4 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**, or a representative of a member of the **company** (appointed under clause 30)
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
 - (c) give the **company** their signed **commitment declaration**,
 - (d) in the reasonable opinion of the members, satisfy the statements made in the **commitment declaration**,
 - (e) give the company their signed consent to act as a director of the company,
 - (f) are not an employee of the company (pursuant to subclause 45.7 this requirement does not apply to the Chief Executive Officer), and
 - (g) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 45.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 30),
 - (b) gives the **company** their signed consent to act as a director of the **company**,
 - (c) gives the **company** their signed **commitment declaration**,
 - (d) in the reasonable opinion of the directors, satisfies the statements made in the **commitment declaration**, and
 - (e) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 45.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose, provided always that each candidate for director satisfies the conditions stated at clause 45.4.
- 45.7 Notwithstanding the provisions of this clause 45 and clause 47, but subject to clause 48, the Chief Executive Officer of the company is a permanent director.
- 46. Election of chairperson**
- 46.1 The directors must elect a director as the **company's elected chairperson**.
- 46.2 The Chief Executive Officer of the company must not be the company's chairperson.

47. Term of office

- 47.1 At each annual **general meeting** any director appointed by the directors to fill a casual vacancy or as an additional director must retire.
- 47.2 Other than an **existing director** (whose term of office is to be determined pursuant to clause 47.8) or a director appointed under clause 45.5 or clause 45.7, the term of a director's appointment is the earlier of:
- (a) the completion of three full consecutive periods of service by the director between annual **general meetings**; or (b) three years.
- 47.3 Other than an **existing director** (whose term of office is to be determined pursuant to clause 47.8) or a director appointed under clause 45.5 or clause 45.7, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 47.4 Other than the Chief Executive Officer, an **existing director** (whose term of office is to be determined pursuant to clause 47.8), or a director retiring under clause 47.1, each director must retire on the completion of two full consecutive terms of service by the director (calculated under clause 47.2).
- 47.5 A director retiring under clause 47.2 may be re-elected for a second consecutive term.
- 47.6 A director who retires upon the completion of two full consecutive terms (determined under clause 47.2) may not be elected or re-elected prior to the expiry of two years from the date of their retirement from their second consecutive term.
- 47.7 Notwithstanding clause 47.6, a director who has held office for a continuous period of two terms may be re-appointed or re-elected by a **special resolution**.
- 47.8 The term of appointment of an **existing director** will be determined in accordance with the following subclauses:
- (a) At, or prior to, the third annual **general meeting** held subsequent to the adoption of this Constitution at least one-half of the **existing directors** must retire.
- (b) At, or prior to, the sixth annual **general meeting** held subsequent to the adoption of this Constitution the remaining one-half of the **existing directors** must retire.
- (c) In the absence of persons volunteering to retire under subclause 47.8(a), the existing directors who must retire by, or at, the third annual **general meeting** will be determined by lot.
- (d) An **existing director** who retires under subclause 47.8(a) or 47.8(b) may not be elected or re-elected as a director (the person no longer being considered to be an **existing director** for the purposes of this Constitution) prior to the expiry of two years from the date of their retirement.
- (e) Notwithstanding subclause 47.8(d), an **existing director** who retires under subclause 47.8(a) or 47.8(b) may be re-appointed or re-elected as a director

(the person no longer being considered to be an **existing director** for the purposes of this Constitution) by a **special resolution**.

48. When a director stops being a director

48.1 A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of the **company**;
- (e) are a representative of a member, and that member stops being a member;
- (f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative;
- (g) are absent for **3** consecutive directors' meetings without approval from the directors;
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**;
- (i) acknowledge they do not, or no longer, accept Christ personally as Saviour and Lord; or
- (j) acknowledge that they have ceased to confess the company's Statement of Faith.

48.2 Without limitation, the grounds for removal under clause 48.1(c) include where the director:

- (a) wilfully refuses or neglects to comply with the provisions of this Constitution;
- (b) acts in a manner which in the opinion of a majority of members at a general meeting is prejudicial to the interests of the company;
- (c) no longer satisfies the requirements for admission to directorship, including where the director has ceased to support or adhere to the Statement of Faith, or is no longer in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed, or otherwise no longer satisfies one or more of the statements made in the commitment declaration (in circumstances other than that described at clause 47.1(i) or clause 47.1(j));
- (d) acts in a manner which is inconsistent with the Statement of Faith or that is otherwise incompatible with Christian principles;
- (e) acts in a manner which discloses that they have ceased confession of the Statement of Faith.

At the meeting the director must be given the opportunity to present their case orally or in writing.

48.3 Each director must notify the Secretary in writing of:

- (a) any change in that person's name, address or alternative address; and
- (b) the director no longer satisfying the requirements for admission to directorship, including where the director has ceased to support or adhere to the Statement of Faith or otherwise no longer satisfies one or more of the statements made in the **commitment declaration**.

Powers of directors

49. Powers of directors

- 49.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose set out in clause 6.
- 49.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 49.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 50, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 49.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

50. Delegation of directors' powers

- 50.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as the Chief Executive Officer) or any other person, as they consider appropriate.
- 50.2 The delegation must be recorded in the **company's** minute book.

51. Payments to directors

- 51.1 The **company** must not pay fees to a director for acting as a director.
- 51.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 51.3 Any payment made under clause 51.2 must be approved by the directors.
- 51.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

52. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

53. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**,
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6,
- (c) not to misuse their position as a director,
- (d) not to misuse information they gain in their role as a director,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 54,
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

54. Conflicts of interest

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

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

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

54.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 54.4:

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

54.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the company, and the other members have the same interest,
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 72),
- (c) their interest relates to a payment by the **company** under clause 71 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**,
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or

- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

55. When the directors meet

- 55.1 The directors may decide how often, where and when they meet.

56. Calling directors' meetings

- 56.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 56.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

57. Chairperson for directors' meetings

- 57.1 The **elected chairperson** is entitled to chair directors' meetings.
- 57.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

58. Quorum at directors' meetings

- 58.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 58.2 A quorum must be present for the whole directors' meeting.

59. Using technology to hold directors' meetings

- 59.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 59.2 The directors' agreement may be a standing (ongoing) one.
- 59.3 A director may only withdraw their consent within a reasonable period before the meeting.

60. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

61. Circular resolutions of directors

- 61.1 The directors may pass a circular resolution without a directors' meeting being held.

- 61.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 61.3 or clause 61.4.
- 61.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 61.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 61.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 61.3 or clause 61.4.

Secretary

62. Appointment and role of secretary

- 62.1 The **company** must have at least one secretary, who may also be a director.
- 62.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 62.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 62.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** members,
 - (b) maintaining a register of honorary participants of the company, and
 - (c) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

63. Minutes and records

- 63.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 36.
- 63.2 The **company** must, within one month, make and keep the following records: (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.
- 63.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 63.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 63.2 and clause 64.1.

- 63.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 63.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.
- 64. Financial and related records**
- 64.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 64.2 The **company** must also keep written records that correctly record its operations.
- 64.3 The **company** must retain its records for at least 7 years.
- 64.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

65. By-laws

- 65.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 65.2 Members, honorary participants and directors must comply with by-laws as if they were part of this constitution.

Notice

66. What is notice

- 66.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 67 to 69, unless specified otherwise.
- 66.2 Clauses 67 to 69 do not apply to a notice of proxy under clause 42.6.

67. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office,
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided,
- (c) sending it to an email address or other electronic address notified by the **company** to the members or honorary participants as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members or honorary participants as the **company's** fax number.

68. Notice to members

- 68.1 Written notice or any communication under this constitution may be given to a member or honorary participant:
- (a) in person,
 - (b) by posting it to, or leaving it at the address of the member in the register of members or the address of the honorary participant in the register of honorary participants or an alternative address (if any) nominated by the member or honorary participant for service of notices,
 - (c) sending it to the email or other electronic address nominated by the member or honorary participant as an alternative address for service of notices (if any),
 - (d) sending it to the fax number nominated by the member or honorary participant as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member or honorary participant, by notifying the member or honorary participant at an email or other electronic address nominated by the member or honorary participant, that the notice is available at a specified place or address (including an electronic address).
- 68.2 If the **company** does not have an address for the member or honorary participant, the **company** is not required to give notice in person.

69. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 68.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

- 70. Company's financial year** The **company's** financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

71. Indemnity

- 71.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 71.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

- 71.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 71.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

72. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

73. Directors' access to documents

- 73.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 73.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

74. Surplus assets not to be distributed to members or honorary participants

If the **company** is wound up, any **surplus assets** must not be distributed to a member or honorary participant or a former member or honorary participant of the **company**, unless that member or honorary participant or former member or honorary participant is a charity described in clause 75.1.

75. Distribution of surplus assets

- 75.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with a charitable purpose similar to, or inclusive of, the purpose in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 75.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 75.3 Consistent with the purpose of the company, the Company may establish a gift fund (including, without limitation, a Public Library Fund, a School Building Fund or a Scholarship Fund).

Definitions and interpretation

76. Definitions

In this constitution:

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

commitment declaration means a written document in which a person declares and warrants that they:

- (a) are a church member who is active and in good standing at a church holding the Apostolic Faith as summarised in the Nicene Creed,
- (b) are a believer who is faithful and loyal to the Word of God and to the teachings of their respective church group,
- (c) are interested in Christian education and are a person who has an interest in the spiritual life and Christian education of children,
- (d) are a person of good character and integrity who meet the qualifications of Christian leaders outlined in I Timothy 3 and Titus 2,
- (e) are willing and capable of assuming responsibility,
- (f) are supportive and have the ability to work well with others, have the courage of their convictions and be champions of the **company** and **St Philip's**,
- (g) are available and prepared and willing to devote a sufficient amount of time to the study of the issues involved in Christian education and in governance and are prepared to undertake the necessary training to be equipped to fulfil the role,
- (h) are passionate and willing and able to make sacrifices of their time, knowledge and personal pleasure for the benefit of the **company**,
- (i) are committed and sufficiently convinced of the priority of Christian education for all families,
- (j) are capable, understand and are able to cope with the financial and other circumstances faced by the **company** from time to time,
- (k) support the objects of the company,
- (l) agree to comply with the company's constitution,
- (m) affirm that they adhere to the Statement of Faith,
- (n) agree to act in a manner that is consistent with the Statement of Faith and that is otherwise compatible with Christian principles,
- (o) accept Christ personally as Saviour and Lord,
- (p) agree to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith, and (q) have a vision for the company that is in common with other directors.

company means the **company** referred to in clause 1. **Corporations Act** means the *Corporations Act 2001* (Cth). **elected chairperson** means a person elected by the directors to be the **company's** chairperson under clause 46.

existing director means a person who is named as a director in Schedule One.

existing member means a person who is named as a member in Schedule One.

general meeting means a meeting of members and includes the annual **general meeting**, under clause 26.1.

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting.

registered charity means a charity that is registered under the **ACNC Act**. **special resolution** means a resolution:

- i. of which notice has been given under clause 27.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

St Philip's means St Philip's Christian Education Foundation Limited or a related body corporate of St Philip's Christian Education Foundation Limited.

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up. **Statement of Faith** means the statement set out at Schedule Two.

77. Reading this constitution with the Corporations Act and the ACNC Act

77.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.

77.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts. 77.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

77.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

78. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations),
- (c) Unless the context otherwise requires, the preamble and headings are for ease of reference only and do not affect the construction of this Constitution, and
- (d) References to this Constitution include any schedules or annexures to it.

SCHEDULE ONE

Existing Members:

- Mr Leslie John Holland
- Mr Graeme Henry Irwin AM
- Mr Tony Urquhart
- Mr Paul William Dorrity

- Mr Robert Leslie Fogg
- Mr Stephen Clarke
- Mr Benjamin James Picton **Existing Directors:**

- Mr Leslie John Holland
- Mr Graeme Henry Irwin AM
- Mr Tony Urquhart
- Mr Paul William Dorrity
- Mr Robert Leslie Fogg
- Mr Stephen Clarke
- Mr Benjamin James Picton

SCHEDULE TWO

Nicene Creed

We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is, seen and unseen.

We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father. Through Him all things were made. For us men and for our salvation He came down from heaven: by the power of the Holy Spirit He was incarnate of the Virgin Mary, and became man. For our sake he was crucified under Pontius Pilate; He suffered death and was buried. On the third day He rose again in accordance with the scriptures; He ascended into Heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son He is worshipped and glorified. He has spoken through the prophets.

We believe in one holy catholic and apostolic church. We acknowledge one baptism for the forgiveness of sins. We look for the resurrection of the dead, and the life of the world to come.

AMEN