CONSTITUTION

Genesian Theatre Company Incorporated

ABN: 73 309 874 859

As registered with NSW Fair Trading on the [XX] day of [Month] 20[XX]

CONSTITUTION
Genesian Theatre Company Inc.

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1 PRELIMINARIES

1.1 Definitions and Interpretations

1.1.1 Definitions

In this Constitution:

"Annual General Meeting" means the general meeting of Members held annually to receive the report of the Directors and the accounts of the Company.

"Annual Membership Fees" means the fees payable by Members in accordance with their class of membership determined by the Board of Directors from time to time.

"Archbishop" means the Catholic Archbishop of Sydney as appointed from time-to-time and including the administrator of the Archdiocese of Sydney in the Archbishop's absence.

"Assistant Returning Officer" means the person so appointed at a general meeting for the purposes set out in Article 7.3.

"Board of Directors" and ***"Board"*** means the board of management of the Company which is constituted by the persons who are elected as Directors from time to time.

"Business Day" means a day except a Saturday, Sunday or gazetted public or bank holiday in New South Wales.

"Business Hours" means from 09:00 to 17:00 on a Business Day in New South Wales.

"Cessation Event" means, in the case of a Member who is an individual person, the death of the Member or the Member becoming subject to care under a law relating to mental health.

"Commissioner" means:

(a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation; or,
(b) if there is no such position in the Department, the Secretary of the Department.

"Company" means Genesian Theatre Company Incorporated.

"Deductible Gift Recipient" means an organisation which can receive donations that are tax deductible.

"Director" means a Director of the Company elected by the Members and includes Officers of the Company and Ordinary Directors.

"Expulsion Event" means:

(a) the Member has wilfully refused or neglected to comply with the provisions of this Constitution;
(b) the Member is convicted of a criminal offence; or,
(c) the conduct of the Member, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the objects, interests or reputation of the Company as set out in this Constitution.

*"**General Meeting**"* means a meeting of the Members pursuant to Article 4.1.

"Governor" means a person appointed as a Governor pursuant to Article 5.3.1.

"Financial Year" means a period of twelve months pursuant to Article 2.1.

"Fees" means any fees payable by Members prescribed by the Board of Directors, from time to time.

"Legal Costs" of a person, means legal costs incurred by that person in defending an action for a Liability of that person.

"Liability" of a person, means a liability incurred by that person as an officer of the Company or a related body corporate of the Company.

"Life Member" means a person appointed as a Life Member of the Company pursuant to Article 3.3.3.

"Member" means a person whose name is entered in the Register of Members.

"Member Application Fee" means the fee prescribed by the Board of Directors, from time to time, and payable by Members pursuant to Article 3.6.

*"**Officer**"* is a Director elected or appointed to the positions of:

"President" means the Director elected as President for the purposes as set out in Article 5.2.1.

"Vice President" means the Director elected as the Vice President for the purposes as set out in Article 5.2.2.

"Secretary" means the Director elected as the Secretary for the purposes as set out in Article 5.2.3.

"Treasurer" means the Director elected as the Treasurer for the purposes as set out in Article 5.2.4.

"Public Officer" means the person appointed as the Public Officer for the purposes as set out in Article 5.2.5.

"Ordinary Director" means a Director who is not elected as an Officer.

"Probationary Member" means a person appointed as a Probationary Member of the Company pursuant to Article 3.3.1.

"Public Fund" means a fund listed on the Register of Cultural Organisations which is established and maintained for the purposes of a Deductible Gift Recipient status for the Company.

"Register of Cultural Organisations" means a list maintained by the government of cultural organisations that can receive tax deductible gifts.

*"**Register of Members**"* means the Register of Members kept by the Company pursuant to Article 3.2.

"Regulations" means the Associations Incorporations Regulation 2016.

"Returning Officer" means the person so appointed at a general meeting for the purposes set out in Article 7.2**.**

"Scrutineer" means the person so appointed at general meeting for the purposes set out in Article 7.4.

"State" includes a reference to a State or Territory.

"Voting Member" means a person appointed as a Voting Member of the Company pursuant to Article 3.3.2.

"Year" means a period of twelve months commencing on 1 January in each year.

1.1.2 Interpretation

(a) In this Constitution, headings are for convenience only and do not affect interpretation.
(b) In this constitution unless the context indicates a contrary intention:
  (i) words importing the singular include the plural and vice versa;
  (ii) words indicating a gender include every other gender;
  (iii) the word "**person**" includes an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), and a partnership;
  (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and,
  (v) the word "**includes**" in any form is not a word of limitation.
(c) Unless the context indicates a contrary intention, in this Constitution:
  (i) a reference to a schedule is to a schedule of this Constitution;

(ii) a reference in a schedule to a paragraph is to a paragraph of that schedule;
(iii) a schedule is part of this Constitution; and,
(iv) a reference to this Constitution is to this Constitution, and where applicable any of its provisions, as modified or repealed from time to time.

(d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments, however described, issued under it.

(e) Unless the context indicates a contrary intention, in this Constitution:
(i) an expression that deals with a matter dealt with by a provision of the *Corporations Act 2001* has the same meaning as in that provision; and,
(ii) an expression that is defined in Section 4 of the *Associations Incorporation Act 2009* has the same meaning as in that section, with the exception of the usage of "Secretary" which in this constitution refers to the Officer of the Board and the term "Commissioner" has the same meaning as "Secretary" in Section 4 of the *Associations Incorporation Act 2009*.

(f) In this constitution:
(i) a reference to a function includes a reference to a power, authority and duty; and,
(ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(g) The provisions of the *Interpretation Act 1987* apply to, and in respect of, this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the *Interpretation Act 1987*.

1.1.3 Exercise of Powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed as the occasion requires.

1.2 Name and Nature of the Company

1.2.1 Company Details

(a) The name of the Company is "Genesian Theatre Company Incorporated".
(b) The ABN of the Company is 73 309 874 859.
(c) The Company is an incorporated association.

1.3 Objects of the Company

The objects of the Company are to:

(a) present theatrical productions of a moral and artistic standard which may challenge, enhance or promote humanity;
(b) provide an environment and opportunities to support, share experiences, develop skills and build capacity of its Members and others in theatre practice;
(c) develop positive relationships between the Members of the Company and the broader community; and,
(d) honour the Company's Christian heritage.

1.4 Income and Property

1.4.1 Application of Income and Property of the Company

The Company will only apply the income and property of the Company in supporting the objects of the Company as described in Article 1.3.

1.4.2 Distribution of Income and Property to Members

(a) Subject to Article 1.4.2(b), the Company must not make any distributions to Members, whether by way of dividend, surplus on winding up or otherwise.
(b) Article 1.4.2(a) does not prevent the Company, with the approval of the Board and acting in good faith, paying:
    (i) reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Company in the ordinary course of business;
    (ii) interest, at a reasonable rate, on money borrowed by the Company from a Member;
    (iii) reasonable rent for premises leased to the Company by a Member;
    (iv) out of pocket expenses incurred by a Member for, or on behalf of, the Company; or,
    (v) any other reasonable amount of a similar character to those described in this Article 1.4.2(b).

1.5 Severing Invalid Provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction in which the Company operates, that does not affect or impair:

(a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or,
(b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

1.6 By-Laws

There are no by-laws in addition to this Constitution.

1.7 Regulations

The Company and this Constitution are subject to the *Associations Incorporation Regulation 2016*, and any equivalent legislation.

1.8 Insurance

To the extent permitted by law and subject to this Constitution, the Company may enter into any:

(a) documentary indemnity in favour of; or,
(b) insurance policy for the benefit of,

the Company, and a person who is, or has been, a Governor, Director, Officer, Member, employee or other officer of the Company.

2 ACCOUNTS AND RECORDS

2.1 Financial Year

The financial year of the Company is each period of twelve months after the expiration of the previous financial year of the Company, commencing on 1 July and ending on the following 30 June.

2.2 Funds Management

(a) The funds of the Company are to be derived from entrance fees, annual subscriptions of members, donations and, subject to any resolution passed by the Company in general meeting, such other sources as the Board determines.
(b) All money received by the Company must be recorded, and responsibly disbursed or deposited as soon as practicable to the credit of the Company's bank or other authorised deposit-taking institution account.
(c) The Company must, as soon as practicable after receiving any money, issue an appropriate receipt for goods purchased.
(d) Subject to any resolution passed by the Company in general meeting, the funds of the Company are to be used pursuant to Article 1.3 in such manner as the Board determines.
(e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed pursuant to Article 5.8.

2.3 Keeping of Accounts and Records

(a) Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Company.
(b) The Company must:
    (i) keep records that correctly record and explain its financial transactions and financial position;
    (ii) keep minutes of the proceedings of Board meetings and general meetings;
    (iii) ensure records be sufficient to enable financial statements to be prepared in accordance with the Australian Accounting Standards; and,
    (iv) ensure that any document, either in whole or part, which is in a language other than English be accompanied by a copy of the document wholly in English.

2.4 Inspection of Accounts and Records

(a) The following documents must be open to inspection, free of charge, by a Member of the Company at any reasonable hour:
    (i) records, books and other financial documents of the Company;
    (ii) this Constitution; and,
    (iii) minutes of all Board meetings and general meetings of the Company.
(b) A Member of the Company may obtain a copy of any of the documents referred to in Article 2.4(a) on payment of a fee of not more than $1 for each page copied.

2.5 Financial Statements and Auditing of Accounts

2.5.1 Financial Statements

(a) As soon as practicable after the end of each Financial Year, the Board of the Company must cause:

(i) financial statements for that year to be prepared in relation to the Company's financial affairs, including its affairs as trustee of any trust; and,
(ii) the financial statements to be audited in time for them to be submitted to the Company's next annual general meeting.

(b) The financial statements must be prepared in accordance with the Australian Accounting Standards and must deal with such matters as are prescribed by the Regulations.
(c) The Auditor's report must:
(i) be prepared in accordance with the Australian Auditing Standards; and,
(ii) state whether the Company has kept such financial records as are necessary to enable financial statements to be prepared in accordance with the Australian Accounting Standards.

2.5.2 Appointment of Company Auditor

(a) Subject to Article 2.5.2(b), an audit of the Company, if required pursuant to Part 5 of the *Associations Incorporation Act 2009*, must be carried out by:
(i) a registered company auditor or a registered Certified Practicing Accountant or Chartered Accountant within the meaning of the *Corporations Act 2001* of the Commonwealth; or,
(ii) a person approved by the Commissioner for the purposes of Part 52 of the *Incorporated Associations Act 2009*.
(b) Except with the written approval of the Commissioner, an audit may not be carried out by any person who is, or who has at any time within the last two years been:
(i) a member of the Company; or,
(ii) an employee of, or provider of professional services (other than audit or accounting services) to, the Company or to a Governor, Director or Public Officer of the Company.
(c) The appointment of the Company Auditor is to be made by the determination of the Board.

2.6 Public Fund

2.6.1 Purpose of a Public Fund

The purpose of a Public Fund is to establish a fund for the Company which may receive tax deductible donations to further the principal purposes and Objects of the Company.

2.6.2 Management of a Public Fund

(a) The public will be invited to contribute to the fund.
(b) Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations.
(c) These monies will be kept separate from other funds of the Company and will only be used to further the principal purpose of the Company.
(d) Investment of monies in this fund will be made in accordance with guidelines for Public Funds as specified by the Australian Taxation Office.
(e) The fund will be administered by the Board or a subcommittee of the Board, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.
(f) No monies or assets in this fund will be distributed to Members or Officers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.

(g) The government department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.

(h) Receipts for gifts to the Public Fund must state:
  (i) the name of the Public Fund;
  (ii) the Australian Business Number of the Company;
  (iii) the fact that the receipt is for a gift made to the Public Fund; and,
  (iv) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

2.6.3 Winding up of a Public Fund

(a) If upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Members of Officers of the Company.

(b) Any remaining property of funds shall be given or transferred to some other fund, authority or institution:
  (i) having objects similar to the Objects of the Company, and whose rules shall prohibit the distribution of its or their income among its or their members; and,
  (ii) to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997*.

2.6.4 Profits or Financial Surplus of a Public Fund

The Company with regard to the Public Fund must not pay any of its profits or financial surplus, or give any of its property, to its Members, Officers, beneficiaries, controllers or owners.

2.6.5 Compliance of Public Fund

The Company must comply with any rules that the government make to ensure that gifts made to the Public Fund will only be used for the principal purpose and Objects of the Company.

2.6.6 Statistical Reporting of Public Fund

(a) The Company must provide to the government department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund:
  (i) by 21 July each year for the reporting period January to June; and,
  (ii) by 21 January each year for the reporting period July to December.

(b) The Company is required to provide the responsible government department with a 'nil return' if no donations are received within the above periods.

3 MEMBERS

3.1 General

(a) The Company may have an unlimited number of Members.
(b) The Members of the Company comprise:
    (i) the Members upon adoption of this Constitution; and,
    (ii) any other person the Board admits as a Member.
(c) A person is taken to be a Member of the Company if:
    (i) the person is a natural person; and,
    (ii) the person has made application for registration as a Member of the Company; and,
    (iii) the person has paid the appropriate Annual Membership Fee; and,
    (iv) the person's membership has been approved by the Board.

3.2 Register of Members

(a) The Public Officer of the Company must establish and maintain a Register of Members of the Company specifying the name and postal or residential address of each person who is a Member of the Company together with the date on which the person became a Member.
(b) The Register of Members must be kept in New South Wales:
    (i) at the main premises of the Company; or,
    (ii) if the Company has no premises, at the Company's official address.
(c) The Register of Members must be open for inspection, free of charge, by any Member of the Company at any reasonable hour.
(d) A Member of the Company may obtain a copy of any part of the Register of Members on payment of a fee of not more than $1 for each page copied.
(e) If a Member requests that any information contained on the Register of Members about the Member other than the Member's name not be available for inspection, then that information must not be made available for inspection.
(f) A Member must not use information about a person obtained from the Register of Members to contact or send material to the person, other than for:
    (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Company or other material relating to the Company; or,
    (ii) any other purpose necessary to comply with a requirement of the *Associations Incorporation Act 2009* or the *Associations Incorporation Regulation 2016*.

3.3 Classes and Rights of Membership

3.3.1 Probationary Member

(a) The Board may admit an applicant as a Probationary Member of the Company upon receipt of:
    (i) an application form; and,
    (ii) payment of the appropriate Annual Membership Fee.
(b) A Probationary Member may become a Voting Member after twelve consecutive months as a Probationary Member and upon payment of the appropriate Annual Membership Fee.
(c) A Probationary Member, their guardian, proxy or attorney, is not entitled to vote.

3.3.2 Voting Member

(a) The Board may admit a person as a Voting Member of the Company upon completion of Probationary Membership pursuant with Article 3.3.1(b).
(b) Any Voting Member whose membership has lapsed for more than one year will be subject to the terms of Article 3.3.1.

(c) A Voting Member, their guardian, proxy or attorney, is entitled to vote.

3.3.3 Life Member

(a) The Board may determine, in its absolute discretion and subject to Article 3.3.3(d), to admit a Voting Member of the Company who has rendered extraordinary personal service to the Company as a Life Member.
(b) A Life Member is exempt from paying any Annual Membership Fee.
(c) A Life Member remains a Member of the Company until Article 3.8, 3.9 or 3.10 is invoked.
(d) A Life Member who either ceases to be a Member or has their membership suspended, must apply in writing to the Board for reinstatement as a Life Member. The Board, subject to Article 3.5, in their absolute discretion, may:
    (i) reinstate the person as a Probationary Member, pursuant to Article 3.3.1;
    (ii) reinstate the person as a Voting Member, pursuant to Article 3.3.2;
    (iii) reinstate the person as a Life Member, pursuant to Article 3.3.3; or,
    (iv) decline the application for membership.
(e) A Life Member, their guardian, proxy or attorney, is entitled to vote.

3.4 Variation of Member Classes and Class Rights

The Company may, from time to time, by way of special resolution pursuant to Article 10 amend this Constitution to prescribe:

(a) the various classes of membership of the Company;
(b) any restriction in the number of Members or the number of Members within a class; and,
(c) the requirements for admission to a class.

3.5 Application for Membership

(a) Any person who agrees in writing to be bound by this Constitution and pays the applicable Annual Membership Fee is eligible to apply to become a Member.
(b) Each applicant to become a Member must sign and deliver to the Company an application in any form prescribed by the Directors from time to time together with the applicable Annual Membership Fee.
(c) The Directors determine whether an applicant may become a Member.
(d) The Directors are not required to give any reason for the rejection of any application to become a Member.
(e) If an application to become a Member is accepted, the Company must:
    (i) give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class; and,
    (ii) if payment has not been received, request payment of any amount owing for the Annual Membership Fee; and,
    (iii) on payment of any amount owing, enter the applicant's name in the Register.
(f) If an application to become a Member is rejected, the Company must:
    (i) give written notice of the rejection to the applicant; and,
    (ii) refund in full any Annual Membership Fee paid by the applicant.

3.6 Membership Fees and Subscription

(a) A Member of the Company must pay to the Company an Annual Membership Fee, except as provided by Article 3.6(c), due before the commencement of the Financial Year in each calendar year.
(b) If the person becomes a Voting Member on or after first day in the Financial Year in any calendar year, the Annual Membership Fee is calculated on a pro rata basis by the month of

the year upon becoming a Voting Member and in full before the first day in the Financial Year in each succeeding calendar year.

(c) Annual Membership Fees for each class are determined and may be altered by the Board from time to time.

3.7 Transfer of Membership

A right, privilege or obligation which a person has by reason of being a Member of the Company:

(a) is not capable of being transferred or transmitted to another person whether by operation of law or otherwise; and,
(b) terminates on cessation of the person's membership.

3.8 Cessation of a Member

A person will cease to be a Member if:

(a) that person resigns in accordance with Article 3.9;
(b) that person is expelled under Article 3.10;
(c) that person does not pay the appropriate Annual Membership Fee under Article 3.6; or,
(d) a Cessation Event occurs in respect of that person.

3.9 Resignation of a Member

(a) A member of the Company may resign from membership of the Company:
  (i) by first giving to the Secretary written notice of the Member's resignation; and,
  (ii) the Member ceases to be a Member immediately upon receipt of the resignation by the Secretary.
(b) If a Member of the Company ceases to be a Member under Article 3.9(a), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

3.10 Discipline, Suspension and Expulsion of Members

(a) A complaint may be made to the Board by any person that a Member of the Company has:
  (i) refused or neglected to comply with a provision or provisions of this Constitution; or,
  (ii) wilfully acted in a manner prejudicial to the interests of the Company.
(b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
(c) The Board may adopt other procedures to aid the resolution of complaints against a Member, including the appointment of complaints committees, conciliators and mediators.
(d) If the Board decides to deal with the complaint, the Board must:
  (i) cause notice of the complaint to be served on the Member concerned;
  (ii) give the Member at least fourteen days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and,
  (iii) take into consideration any submissions made by the Member in connection with the complaint.
(e) The Board may, by resolution, suspend from enjoying the such rights and privileges of membership such a period and as the Board so determines, or expel the Member from the Company, if the Board, after considering the complaint and any submissions made in connection with the complaint, is satisfied that the facts alleged in the complaint have been proved and the suspension or expulsion is warranted in the circumstances.
(f) If the Board suspends or expels a Member for reasons other than those pursuant to Article 3.10(h), the Secretary must, within seven days after the action is taken, cause written notice

to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Article 3.11.

(g) The expulsion or suspension does not take effect:
  (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or,
  (ii) if within that period the Member exercises the right of appeal, unless and until the Company confirms the resolution under Article 3.11, whichever is the later.

(h) The Board may resolve to suspend, but not expel, a Member if the Member has not paid their Annual Membership Fees within twenty Business Days of the date a final notice that payment is overdue is served on the Member for the Financial Year for which the Annual Membership Fees are due.

(i) The Board may reinstate a suspended or an expelled Member on any terms and at any time as the Board may resolve, including a requirement that all amounts due but unpaid by the suspended or expelled Member are paid.

3.11 Right of Appeal of a Disciplined Member

(a) A Member may appeal to the Company in general meeting against a resolution of the Board under Article 3.10, within fourteen days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

(b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

(c) On receipt of a notice from a Member under Article 3.11(a), the Secretary must notify the Board which is to convene a general meeting of the Company to be held within twenty-eight days after the date on which the Secretary received the notice.

(d) At a general meeting of the Company convened under Article 3.11(c):
  (i) no business other than the question of the appeal is to be transacted;
  (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and,
  (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) The appeal is to be determined by a simple majority of votes cast by Members of the Company.

(f) The outcome of the vote at general meeting is conclusive and final.

3.12 Dispute Resolution

(a) All disputes between Members in their capacity as Members of the Company, which cannot be resolved by themselves shall be brought before the Board.

(b) All disputes between Members and Directors or Governors in their capacity as Members and Directors or Governors of the Company, which cannot be resolved by themselves shall be brought before the Board.

(c) All disputes between Directors in their capacity as Directors of the Company, which cannot be resolved by themselves shall be brought before the President, or if the dispute is with the President, then the Governors.

(d) All disputes between Directors and elected Governors in their capacity as Directors and Governors of the Company, which cannot be resolved by themselves shall be brought before the Governor appointed as the representative of the Archbishop.

(e) All disputes between or among the Governors in their capacity as Governors of the Company, which cannot be resolved by themselves shall be brought before the Governor appointed as the representative of the Archbishop who will finally determine them.

(f) All disputes between Members in their capacity as members of the Company, and the Company itself, which cannot be resolved by themselves, shall be brought before the Board.

3.13 Right of Appeal to Dispute Resolution Determination

(a) There is no right to appeal in relation to disputes between or among the Governors determined by the Governor appointed by the Archbishop.

(b) Subject to Article 3.13(a), if a dispute under Articles 3.12 cannot be resolved, or the affected parties are dissatisfied with the determination, then the matter is to be referred to the Governors of the Company for final and conclusive determination.

3.14 Liability of Members

(a) Each Member undertakes to contribute an amount to the property of the Company if the Company is wound up:
   (i) at a time when that person is a Member; or,
   (ii) within one year of the time that person ceased to be a Member, for:
      a. payment of the debts and liabilities of the Company contracted before that person ceased to be a Member;
      b. payment of the costs, charges and expenses of winding up the Company; and,

(b) The amount contributable pursuant to Article 3.14(a) by each Member is limited to:
   (i) Any amount unpaid, if any, by the Member in respect of membership of the Company as required by Article 3.6; and,
   (ii) An additional amount not to exceed $20.00.

(c) Except for the Members' liability to pay membership fees as required by Article 3.6, or to pay such sum as prescribed in this Article 3.14, the Members are not liable to pay any other amount to contribute towards the payment of the debts and liabilities of the Company.

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4 PROCEEDINGS OF MEMBERS

4.1 Calling Meetings of Members

4.1.1 Annual General Meeting

(a) The Company must hold its annual general meetings within:
  (i) six months after the close of the Company's financial year; or,
  (ii) such later time as may be allowed by the Commissioner or prescribed by the Regulation.

(b) The annual general meeting of the Company is, subject to the *Incorporated Associations Act 2009* and to Article 4.1.1(a), to be convened on such date and at such place and time as the Board thinks fit.

(c) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting includes to:
  (i) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  (ii) receive from the Governors of the Company and from the Board reports on the activities of the Company during the last preceding financial year;
  (iii) elect Governors, Officers and Ordinary Directors;
  (iv) receive and consider any financial statement or report required to be submitted to Members under the *Incorporated Associations Act 2009*.

(d) The business of an annual general meeting may include, even if not referred to in the notice of the meeting, the:
  (i) consideration of the annual financial report, the Directors report and the auditor's report for the Company; and,
  (ii) appointment of Governors and Directors.

(e) An annual general meeting must be specified as such in the notice convening it.

4.1.2 Special General Meetings

(a) The Governors of the Company or the Board may, whenever it thinks fit, convene a special general meeting of the Company.

(b) The Board must, on the requisition in writing of at least fifteen percent of the total number of Members entitled to vote, convene a special general meeting of the Company.

(c) A requisition of Members for a special general meeting:
  (i) must state the purpose or purposes of the meeting;
  (ii) must be signed by the Members making the requisition;
  (iii) must be lodged with the Secretary;
  (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

(d) If the Board fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three months after that date.

(e) A special general meeting convened by a Member or Members as referred to in Article 4.1.2(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

4.2 Notice of Meeting of Members

(a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Company, the Secretary must, at least forty-two days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the

place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least twenty-one days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under 4.2(a), the intention to propose the resolution as a special resolution.

(c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Articles 4.1.1(c) and 4.1.1(d).

(d) A Motion on Notice is to be moved and seconded by Members entitled to vote, and received by the Secretary twenty-eight days' before the date set for the general meeting, and the Secretary must include that Motion on Notice in the agenda for the general meeting.

(e) A Member entitled to vote may bring any business before a general meeting, and must give notice in writing of that business to the Secretary twenty-eight days' before the date set for the general meeting, and the Secretary must include that Business on Notice in the agenda for the general meeting.

(f) Subject to legislation, anything done, including the passing of a resolution, at a general meeting is not invalid as a result of either or both the accidental omission to give notice of general meeting or the non-receipt by any person of the notice of general meeting.

4.3 Right to Attend Meetings

4.3.1 General Meeting and Meeting of the Board

At any general meeting or meeting of the Board, subject to this constitution:

(a) Each Member of the Company, irrespective of Membership Class, is entitled to attend, though Members not entitled to vote may only speak at the request of the Chairperson.

(b) A Governor or Director shall be entitled to be present and to speak.

(c) The appointed Company Auditor shall be entitled to be present and to speak.

(d) Any other person, whether a Member or not, requested by the Board to attend shall be entitled to be present and, at the request of the Chairperson, to speak.

(e) A person is taken to be present at a general meeting if the person is present:
   (i) in person;
   (ii) by proxy;
   (iii) by attorney; or,
   (iv) pursuant to Article 4.4.

4.3.2 Meeting of the Governors

At any meeting of the Governors of the Company, subject to this constitution:

(a) Each Officer of the Company and Ordinary Director, including appointments as Casual Vacancies, are entitled to attend and to speak.

(b) The appointed Company Auditor shall be entitled to be present and to speak.

(c) Any other person, whether a Member or not, requested by the Governors to attend shall be entitled to be present and, at the request of the Chairperson, to speak.

4.4 Meeting at more than One Place

(a) A general meeting may be held in two or more places linked together by any technology that:
   (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
   (ii) enables the Chairperson to be aware of proceedings in each place; and,

(iii) enables the Members in each place to vote on a show of hands and on a poll.

(b) If a general meeting is held in two or more places under Article 4.5(a):
   (i) a Member present at one of the places is taken to be present at the meeting; and,
   (ii) the Chairperson of that meeting may determine at which place the meeting is taken to have been held.

4.5 Proxies and Attorneys

(a) A proxy or attorney of a Member need not be a Member.

(b) A Member may appoint a proxy or attorney for:
   (i) all meetings of Members until revoked in writing;
   (ii) any one or more specified meetings of Members; or,
   (iii) for a specified period of time.

(c) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
   (i) the Member's name and address;
   (ii) the name of the proxy or the name of the Office held by the proxy; and,
   (iii) the determination of appointment pursuant to Article 4.5(b) at which the proxy may be used.

(d) No Member, proxy or attorney may hold more than five proxies.

(e) The Chairperson of a general meeting may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Article 4.5(c).

(f) An instrument appointing an attorney must be in a form as the Board may prescribe, from time to time.

(g) Unless otherwise provided in this Constitution or in the appointment, a proxy or attorney may:
   (i) vote at a general meeting to the extent allowed by the appointment;
   (ii) demand or join in demanding a poll on any resolution at a general meeting on which the proxy or attorney may vote; and,
   (iii) attend and vote at any general meeting at which the proxy or attorney may vote which is rescheduled or adjourned.

(h) Unless otherwise provided in legislation, this Constitution or in the appointment, a proxy or attorney may vote on any amendment to a resolution on which the proxy or attorney may vote, or:
   (i) any motion not to put that resolution or any similar motion; and,
   (ii) any procedural motion relating to that resolution, including a motion to elect the Chairperson of a general meeting, that the Chairperson vacates the chair or to adjourn that meeting,

   even if the appointment directs the proxy or attorney how to vote on that resolution.

(i) The Company must send a form of proxy to Members in respect of a meeting which provides for the Member to:
   (i) appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and,
   (ii) vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.

(j) If the name of the proxy or the name of the Office of the proxy on a proxy form of a Member is not filled in, the proxy of that Member is:
   (i) the person specified by the Company in the form of proxy in the case the Member does not choose; or,
   (ii) if no person is so specified, the Chairperson of that meeting.

(k) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a general meeting but, unless specified, the proxy or attorney may vote as he or she thinks fit.

(l) An appointment of proxy or attorney for a general meeting is effective,
  (i) subject to Article 4.5(l)(ii), only if the Secretary receives the appointment, and any authority under which the appointment was signed or a certified copy of the authority, not less than forty-eight hours before the time scheduled for commencement of that meeting, or any adjournment of that meeting.
  (ii) when received after forty-eight hours prior to the time scheduled for the commencement of that meeting, or any adjournment of that meeting, upon the absolute discretion of the Chairperson of that meeting.

(m) Unless the Company has received notice in writing before the time scheduled for the commencement or resumption of a general meeting, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if before the person votes the appointing Member:
  (iii) dies;
  (iv) is mentally incapacitated;
  (v) revokes the appointment of that person; or,
  (vi) revokes the authority under which the person was appointed by a third party.

(n) A proxy or attorney is not entitle to vote or act on behalf of a Member unless all fees due and payable by that Member have been received by the Company.

4.6 Quorums

(a) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

(b) Fifteen Members entitled to vote or twenty percent of the total number of Members entitled to vote, whichever is the lesser, present constitute a quorum for the transaction of the business of a general meeting.

(c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  (i) if convened on the requisition of Members, is to be dissolved; and,
  (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned, at the same place;

(d) If at the adjourned meeting a quorum pursuant to Article 4.6(b) is not present within half an hour after the time appointed for the commencement of the meeting, the Members present being at least ten Members entitled to vote are to constitute a quorum.

4.7 Presiding at Meetings

(a) The President or, in the President's absence, the Vice President, is to preside as Chairperson at each general meeting of the Company.

(b) If the President and the Vice President are absent or unwilling to act, the Members entitled to vote present must elect one of their number to preside as Chairperson at the meeting.

(c) Any person elected under Article 4.7(b) must be a Member entitled to vote.

4.8 Adjourned, Postponed and Cancelled Meetings

(a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(b) If a general meeting is adjourned for fourteen days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
(c) Except as provided in Articles 4.8(a) and 4.8(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
(d) The Chairperson of a general meeting:
    (i) May adjourn the meeting; and,
    (ii) must, if the Members present with a majority of votes that may be cast at the meeting agree or direct the Chairperson to adjourn the meeting,
    to any day, time and place.
(e) Subject to this Article 4.8 and Article 4.6, the Board may at any time postpone or cancel a general meeting by giving notice, of not less than five Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
(f) A notice of adjourning or postponing a general meeting must set out the place, date and time for the revised meeting, and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this.

4.9 General Conduct of Meetings

(a) The Chairperson of a general meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting pursuant to Article 0.
(b) The Chairperson of a general meeting may delegate any power conferred by this Article 4.9 to any person.
(c) The powers conferred on the Chairperson of a general meeting under this Article 4.9 do not limit the powers conferred by law.

4.10 Resolutions of Members

4.10.1 General Resolutions

(a) A question arising at a general meeting of the Company is to be determined pursuant to Article 4.11.1(h).
(b) A determination sought by poll must be in accordance with Article 4.11.2.
(c) If the question is to be determined pursuant to Articles 4.11.1(h)(i), 4.11.1(h)(iii) and 4.11.1(h)(iv), a declaration by the Chairperson that a resolution has been:
    (i) carried;
    (ii) carried unanimously;
    (iii) carried by a particular majority; or,
    (iv) lost,
    and an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution, unless a count is called for.

4.10.2 Special Resolutions

(a) A resolution is passed by the Company as a special resolution:
    (i) at a meeting of the Company of which notice has been given to its Members no later than twenty-one days' before the date on which the meeting is held;
    (ii) in a postal or electronic ballot conducted by the Company; or,
    (iii) in such other manner as the Commissioner may direct,
    if it is supported by at least three-quarters of the votes cast by Members of the Company who, under this Constitution, are entitled to vote on the proposed resolution.

(b) A notice referred to in Article 4.10.2(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
(c) A postal or electronic ballot referred to in Article 4.10.2(a)(ii) may only be conducted in relation to resolutions of a kind that this Constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the Regulations.
(d) A direction under Article 4.10.2(a)(iii) may not be given unless the Commissioner is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by Article 4.10.2(a)(i) or 4.10.2(a)(ii).

4.11 Voting

4.11.1 General Rules for Voting

(a) A Member, who is entitled to attend and cast a vote at a general meeting, may vote:
  (i) in person;
  (ii) by post;
  (iii) subject to the determination of the Board, by electronic means;
  (iv) by not more than one proxy;
  (v) by not more than one attorney; or,
  (vi) by any other means as prescribed by the Board from time to time.
(b) To cast a valid vote, a Member, their proxy or attorney, must cast the vote in accordance with the voting instructions pursuant to Article 4.11, consistent with this Constitution and any legislation or regulation, as the case may be.
(c) A Member, their proxy or attorney, may vote only once. If a Member, their proxy or attorney, attempts to cast more than one vote, only the first received by the Returning Officer will be accepted, irrespective of whether that vote is formal or informal.
(d) No Member, their proxy or attorney, is entitled to vote at any general meeting of the Company unless all money due and payable by the Member to the Company has been paid.
(e) A Member, their proxy or attorney, is not entitled to vote at any general meeting of the Company if the Member is under eighteen years of age, a Probationary Member.
(f) A Member, their proxy or attorney, present at a general meeting is not entitled to vote on a resolution if the vote is prohibited by an order of a court of competent jurisdiction.
(g) The Company must disregard any vote on a resolution purported to be cast by a Member, their proxy or attorney, present at a general meeting where the person is not entitled to vote on the resolution.
(h) There are five methods to be used for voting, being by:
  (i) Voice: The Chairperson asks those in favour to say *"aye"* and those opposed to say *"nay"*. Any Member entitled to vote may move for an exact count. The declaration of the Chairperson as to the result of the vote is to be taken as conclusive evidence of the fact.
  (ii) Roll Call: Each Member entitled to vote answers *"yes"* or *"no"* as their name is called. This method is used when a record of each person's vote is required.
  (iii) General Consent: When a motion is not likely to be opposed, the Chairperson is to say, *"If there is no objection…"*. The agreement is consented to by silence; however, if one Member entitled to vote states objection, then the motion must be put to a vote.
  (iv) Division: A slight verification of a vote by voice, the vote is cast by the raising of hands or by standing and does not require a count unless the Chairperson or any Member entitled to vote calls for a count. The declaration of the Chairperson as to the result of the vote is to be taken as conclusive evidence of the fact.
  (v) Ballot: The vote is written on paper by each Member entitle to vote and counted. This method is used when secrecy is desired.

4.11.2 Polls

(a) A poll may be taken by pursuant to Article 4.11.1(h).
(b) A poll may be demanded on any resolution at a general meeting except:
    (i) the election of a Chair of the meeting; or,
    (ii) the adjournment of the meeting.
(c) A poll on a resolution at a general meeting may be demanded by:
    (i) by at least five Members entitled to vote on the resolution, but not including proxies; or,
    (ii) by the Chairperson of the meeting; and,
    (iii) before a vote on the resolution is taken; or,
    (iv) before, or immediately upon, the result of the vote on the resolution if voted upon pursuant to Articles 4.11.1(h)(i) and 4.11.1(h)(iv).
(d) A demand for a poll may be withdrawn.
(e) A poll demanded on a resolution at a general meeting must be taken in the manner and at the time and place the Chairperson directs pursuant to this Constitution.
(f) The result of a poll demanded on a resolution of a general meeting is a resolution of the meeting.
(g) A demand for a poll on a resolution of a general meeting does not prevent the continuance of the meeting or the meeting dealing with any other business.

4.11.3 Disclosure of Proxy Votes

(a) Prior to putting a proposed resolution to the vote, the Chairperson will advise the meeting of the proxy votes received in relation to the resolution, being:
    (i) *X* number of votes for the resolution
    (ii) *X* number of votes against the resolution
    (iii) *X* number of discretionary votes in relation to the resolution
    (iv) *X* number of abstentions from the resolution
    (v) *X* number of discretionary votes in favour of the Chairperson, which will be voted in favour of the resolution
(b) Once the proxy votes have been announced, then the Chairperson may put the resolution to the meeting.

4.11.4 Postal Ballots

(a) The Company may hold a postal ballot to determine any issue or proposal other than an appeal under Article 3.11.
(b) A postal ballot is to be conducted in accordance with Schedule 3 to the *Associations Incorporation Regulation 2016*.

4.11.5 Objections to Qualification to Vote

(a) An objection to the qualification of any person to vote at a general meeting may only be made:
    (i) before that meeting, to the Board; or,
    (ii) at the meeting (or any resumed meeting if the meeting is adjourned), to the Chairperson of the meeting.
(b) Any objection under Article 4.11.5(a) must be decided by the Board or the Chairperson of the meeting as the case may be, whose decision, made in good faith, is final and conclusive.

4.12 Standing Orders for General Meetings

4.12.1 Time and Termination of Meetings

(a) If unresolved business remains after the meeting has been in progress for four hours, the meeting shall:
  (i) determine as to whether to continue the meeting; or,
  (ii) be adjourned to a date to be decided by those present.
(b) Such an adjourned meeting is to be held within a period of fourteen days.

4.12.2 Order of Business

Unless otherwise determined by the Board:

(a) Call to Order:
  (i) Declaration of Quorum;
  (ii) Election of Chairperson *pro tem*, if required;
  (iii) Apologies; and,
  (iv) Declarations of Interest.
(b) General Meeting Appointments:
  (i) Timekeeper; and,
  (ii) Scrutineers.
(c) Minutes of the Previous General Meeting:
  (i) Confirmation of Minutes; and,
  (ii) Business Arising from Minutes.
(d) Reports:
  (i) Governors' Report;
  (ii) President's Report;
  (iii) Financial Statements;
  (iv) Special Orders (business previously designated for consideration at general meeting);
  (v) Other reports; and,
  (vi) Business Arising from Reports.
(e) Special Resolutions, as required.
(f) Motions on Notice.
(g) Business on Notice.
(h) Elections:
  (i) Declaration of vacant positons;
  (ii) Election of Governors, as required;
  (iii) Election of Directors; and,
  (iv) Election of Officers, as required.
(i) General Business:
  (i) Election of Returning Officer;
  (ii) Election of Assistant Returning Officer; and,
  (iii) Call for general business which rightfully may be brought before a general meeting.
(j) Close of meeting.

4.12.3 Suspension of Standing Orders

(a) The suspension of Standing Orders for General Meeting may be moved by any Member entitled to vote at a general meeting to discuss a definite matter of urgent importance to the Company.
(b) The request for the suspension of Standing Orders for General Meeting is to be submitted in writing to the Chairperson within the first half-hour of any general meeting.
(c) The general meeting shall decide whether the matter is sufficiently urgent to merit suspension or otherwise.

(d) No motion for the suspension of Standing Orders for General Meeting shall be declared carried unless it has the support of at least two-thirds of Members entitle to vote, including proxies and attorneys, present at the general meeting.

4.12.4 Committee of the Whole

(a) Any meeting may decide to move into committee for informal discussion for a specified period of time to be agreed by the Members entitled to vote prior to any business being conducted.
(b) A motion to move into committee shall be moved without notice, and on being seconded shall be put to the meeting without debate.
(c) A two-thirds majority of the Member entitled to vote is required to:
    (i) move into committee;
    (ii) limit the number of speakers; or,
    (iii) close the debate.
(d) While in committee, there shall be no limit to the number of times a Member entitled to vote may address the Chair, but they shall not speak for more than two minutes at any one time.
(e) While in committee, the discussion shall be limited to the item under consideration.
(f) While in committee, all votes are formal.

4.12.5 Notices of Motion

(a) A Notice of Motion (Main Motion) must be in the hands of the Secretary not later than twenty-eight days' prior to the general meeting. Such notices of motion must:
    (i) include the names of mover and seconder; and,
    (ii) be included in the agenda and meeting papers issued to Members.
(b) Subsidiary Motions to change or affect how a Main Motion is handled pursuant to Article 4.12.6 may be taken from the floor and are to be voted on prior to the Main Motion.
(c) Any motion, or amendment to a motion, not seconded shall not be debated or voted upon, but shall lapse.

4.12.6 Amendments to Motions

(a) As required by legislation and this Constitution, a specified period of notice and the content for special resolutions, no amendments can be accepted other than rectification of typographical or grammatical errors which do not change the intention of the special resolution.
(b) A motion, having been proposed, may be amended by leaving out, substituting or adding words.
(c) No amendment to a motion shall be received by the Chairperson which is:
    (i) a direct negative of the motion; or,
    (ii) which does not preserve the substance of the motion.
(d) During the debate on the first amendment, Members entitled to vote may move further amendments.
(e) All amendments must be brought to the attention of the Chairperson prior to the mover of the amendment speaking to the motion.
(f) All amendments, once moved and seconded, shall be voted on.

4.12.7 Withdrawal of Motions

(a) If the mover of a resolution wishes to withdraw a motion before the motion is voted on, the Chairperson may, at their discretion, seek agreement of the meeting to the withdrawal:
    (i) after explaining the situation; and,
    (ii) obtaining the seconder's consent, if there is a seconder.
(b) If there are no objections, the motion is withdrawn.

(c) If there are significant objections, the Chairperson may have to put a withdrawal motion to the vote.
(d) A formal procedural motion to withdraw may be put to the meeting if:
  (i) there are significant objections; or,
  (ii) the nature of the motion being withdrawn.

4.12.8 Addressing the Chair

(a) Any person who speaks at a general meeting, be it to propose a motion or an amendment to a motion, or to debate or discuss any matter under consideration, must stand (if able to do so) and address the Chairperson.
(b) Prior to addressing the Chairperson, they must wait for any person speaking to finish.
(c) The person is to refrain from speaking until they are recognised by the Chairperson.

4.12.9 Chairperson's Privilege

(a) If the Chairperson vacates the Chair to speak from the floor of the meeting, the Chairperson shall enjoy the privileges and be subject to the same rules as other Members of the Company.
(b) He/she shall not return to the Chair until the motion has been resolved.

4.12.10 Point of Order

(a) No person, when speaking, shall be interrupted unless a point of order is raised.
(b) A point of order may be taken if the speaker is:
  (i) not speaking to the motion;
  (ii) speaking out of the order of debate;
  (iii) in apparent or alleged breach of proceedings; or,
  (iv) contravening any provision of this Constitution.
(c) The Chairperson will then rule on the point of order before the meeting proceeds.

4.12.11 Point of Clarification

(a) Members entitled to vote may ask for clarification provided no other person is speaking.
(b) The point requiring clarification shall be addressed to the Chairperson who may reply or direct the point to the mover of the motion under discussion.

4.12.12 Right to Speak

(a) No person shall speak more than once to a motion or an amendment except when the meeting is in committee.
(b) The Chairperson, at their discretion, may invite a person to speak more than once to a motion.

4.12.13 Right of Reply

(a) The mover of the original motion shall have the right of reply.
(b) The Chairperson, at their discretion, may permit a person to a right of reply.

4.12.14 Debate at General Meeting

(a) Only Members entitled to vote are eligible to enter into debate at general meeting.
(b) The Chairperson, at their discretion, may invite a person who is not entitled to vote at general meeting to contribute to the debate pursuant to Articles 4.12.14(c), 4.12.14(d), 4.12.14(e) and 4.12.14(f).
(c) The time for debate will be as follows:
  (i) the mover of the motion shall be allowed three minutes;
  (ii) subsequent speakers shall be allowed two minutes each;
  (iii) the mover in reply shall be allowed three minutes.

(d) An extension of one minute may be granted to any speaker at the discretion of the Chairperson.
(e) The time for discussion of each motion shall be limited to twenty minutes unless the meeting votes an extension of time.
(f) Except when the meeting is in committee:
  (i) after a motion has been duly moved and seconded, speakers shall only be heard alternately against and for the motion; and,
  (ii) failing any member rising for the other side, the mover may reply and the motion shall be put.

4.12.15 Voting on Motions and Amendments

(a) No further discussion shall be allowed or questions asked after the mover of the original motion has replied.
(b) Once the mover has replied the question shall be submitted to the vote, and it shall be resolved in the affirmative or negative pursuant to Article 4.11.
(c) All amendments shall be voted on in the reverse order to that in which they were received.
(d) In the event of a tied vote the motion shall be declared lost.

4.12.16 Recommittal of a Motion

(a) Any motion may be recommitted at the same meeting provided that two thirds of those present who are eligible to vote, vote for recommittal.
(b) The debate shall be limited to ten minutes.

4.12.17 Motion to Rescind

(a) A motion to rescind a motion already passed by a meeting shall be accepted by the Secretary if it is signed by fifteen Members entitled to vote or twenty percent of the total number of Members entitle to vote, whichever is the lesser.
(b) Such motion must be received twenty-eight days' prior to the meeting that is to consider the rescission.

4.12.18 Putting the Question

(a) It shall be in order to move, without discussion, when no other speaker is addressing the Chair, *"that the question be now put"*.
(b) On the motion being duly seconded and carried, the mover has the right of reply, the motion is read to the meeting and voted on immediately.
(c) The motion *"that the question be now put"* may not be moved by any member who has previously spoken on the question under discussion.

4.12.19 Dissent from the Chairperson's Ruling

(a) Any member entitle to vote dissatisfied with the Chairperson's ruling may move a dissent in the following form: *"that the Chairperson's ruling be dissented from."*
(b) No seconder to the motion is required.
(c) In such cases only the mover shall be permitted to speak, except for the Chairperson, who may state reasons for the ruling given.
(d) The motion shall be put to the meeting by the Chairperson without further discussion in the following form: *"The motion is that the Chairperson's ruling be upheld."*

5 POWERS AND DUTIES OF GOVERNORS, OFFICERS AND DIRECTORS

5.1 Powers to Operate

5.1.1 General Powers

Subject to this Constitution, the Company may exercise, in any manner permitted by the *Incorporated Associations Act 2009*, any power which an incorporated association may exercise under the *Incorporated Associations Act 2009*.

5.1.2 Governors of the Company

Subject to legislation, the law and this Constitution and to any special resolution passed by the Company in general meeting, the Governors of the Company are to:

(a) uphold the Christian heritage of the Company;
(b) provide pastoral care to current and past Members of the Company;
(c) provide guidance to the Board in their responsible management of the Company;
(d) act as intercedent between the Roman Catholic Archdiocese of Sydney and the Company;
(e) mediate between Directors of the Board as required;
(f) resolve any dispute or appeal which the Board is unable to resolve;
(g) veto individual productions within a proposed season with the provision of reasonable concern within fourteen days to the Board, and request the Board to submit an alternative to the production in question; and
(h) veto appointment of the Office of President.

5.1.3 Board of Directors

Subject to legislation, the law and this Constitution and to any resolution passed by the Company in general meeting, the Board:

(a) is to control and manage the affairs of the Company;
(b) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.
(c) is accountable for managing the business of the Company and may exercise all the powers of the Company except any powers that the legislation or this Constitution requires the Company to exercise in general meeting or falls within the remit of the Governors.

In doing so, the Board are to:

(d) buy, sell and deal in all kinds of apparatus and provisions, required by Members of the Company or by persons involved in the Company's objects;
(e) support and partner with other organisations whose objects are of similar nature to those of the Company so long as the other organisations do not distribute its income and property among its members to an extent the same or great than those of Article 1.4.2;
(f) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or being conveniently used in connection with, any of the objects of the Company.
(g) appoint, remove or suspend such Member, employee, contractor or volunteer as may be necessary for the purposes of the Company;
(h) borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures charged upon all or any of the Company's property, both present and future, and to purchase, redeem or pay off any such securities;

(i) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
(j) sell, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Company;
(k) take any gift of property whether subject to any special trust or not, for any one or more objects of the Company;
(l) take such steps by appeal, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations, annual subscriptions or otherwise;
(m) promote the Company and its objects through print and electronic media, advertisements and publications as the Board may seem fit do so from time to time;
(n) by special resolution of the Company, amalgamate with any organisation having objects similar to those of this Company and do not distribute its income and property among its members to an extent the same or great than those of Article 1.4.2;
(o) make donations for patriotic or charitable purposes; and,
(p) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

5.2 Officers of the Company

5.2.1 President

It is the duty of the President of the Company to:

(a) provide leadership and direction to the Board, and ensure that the Board fulfils its responsibilities for the governance and success of the Company;
(b) optimise the relationship between the Governors, Directors, Officers, Members and employees to achieve the Company's objects pursuant to Article 1.3 of this Constitution;
(c) act as the Chairperson for board meeting and general meetings; and,
(d) act as the spokesperson for the Company.

5.2.2 Vice President

It is the duty of the Vice President of the Company to:

(a) assist the President to fulfil his/her responsibilities for the governance and success of the Company;
(b) act as the President's delegate as instructed to do so; and,
(c) act as the President if the President is no longer able to fulfil their duties.

5.2.3 Secretary

It is the duty of the Secretary of the Company to:

(a) as soon as practicable after being appointed as Secretary, lodge notice with the Company of his or her address.
(b) keep minutes of:
    (i) all appointments of Governors of the Company, Directors of the Board and Officers;
    (ii) the names of Directors of the Board present at a board meeting or a general meeting; and,
    (iii) all proceedings at board meetings and general meetings.
(c) ensure minutes of proceedings at a meeting are ratified by the subsequent meeting.

5.2.4 Treasurer

It is the duty of the Treasurer of the Company to ensure:

(a) that all money due to the Company is collected and received and that all payments authorised by the Company are made; and,
(b) that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

5.2.5 Public Officer

The Public Officer of the Company will be one of the Officers of the Company appointed by the determination of the Board who must be over eighteen years of age and reside in New South Wales, and it is their duty to:

(a) notify Fair Trading of any change in the Company's official address within twenty-eight days;
(b) collect all Company documents from former Governors, Directors and Officers and deliver the documents to new Governors, Directors and Officers;
(c) return all Company documents to a Director within fourteen days, upon vacating office;
(d) act as the official contact for the Company, including taking delivery of documents served on the Company and bringing them to the attention of the Board as soon as practicable; and,
(e) act as custodian of any documents as required by this Constitution, which include:
    (i) this Constitution
    (ii) minutes of meetings of the Governors and the Board
    (iii) minutes of general meetings.

5.3 Composition and Term

5.3.1 Governors of the Company

Under this Constitution:

(a) The Company shall have three Governors only, being:
    (i) The representative of the Archbishop; and,
    (ii) Two elected Governors of the Company.
(b) The Governor appointed as the representative of the Archbishop shall hold office until otherwise notified by the Archdiocese, or until removed by Article 5.4 excluding Articles 5.4(b) and 5.4(f).
(c) The majority of Governors shall be Roman Catholic.
(d) Each Member appointed Governor, subject to this Constitution, is to hold office until the conclusion of the third annual general meeting following the date of the Member's election, but is eligible for re-election.
(e) Other than the representative of the Archbishop, only Life Members of the Company are eligible to be elected as Governors.
(f) A person elected as a Governor may not also be an Officer or Ordinary Director of the Company.

5.3.2 Board of Directors

(a) The Board shall include the Officers of the Company, being:
    (i) President
    (ii) Vice President
    (iii) Secretary
    (iv) Treasurer
(b) The total Composition of the Board shall be seven persons, being the Officers of the Company and three Ordinary Directors.
(c) No Director, including the President and Vice President, may hold more than one office.

(d) Each Director, other than the President, is to hold office until the conclusion of the second annual general meeting following the date of the Member's election or re-election, but is eligible for re-election.
(e) The President is to hold office until the conclusion of the third annual general meeting following the date of the Member's election to Office and is eligible for re-election as President for one additional term.
(f) The President, upon ceasing to hold this office, may stand for election as an Ordinary Director and is eligible to stand for election as President after one year has passed since last they held that office.
(g) The Vice President, Secretary and Treasurer may hold consecutive terms in office, once elected to the office, with no restriction to the number of consecutive terms.
(h) At every annual general meeting of the Company one-half (rounded down, if required, to the nearest whole number) of the Directors must retire from office, such one-half is not to include any Director retiring in accordance with Articles 5.4.2(c), 5.4.2(e) and 5.4.2(f).
(i) The President is not counted in determining the number of Directors retiring by rotation at an annual general meeting under Article 5.3.2(h).
(j) The Directors to retire under this Article 5.3.2 are the Directors longest in office since last being elected. Where two Directors or more who are elected on the same day and the number of Directors to retire is less than the number required to satisfy Article 5.3.2(h), the Directors to retire are, in default of agreement between them, determined by lot.
(k) Only Voting Members and Life Members are eligible to be elected as Officers and Ordinary Directors.
(l) A person elected as an Officer or Ordinary Director may not also be a Governor of the Company.

5.4 Casual Vacancies

A Casual Vacancy as a Governor of the Company or a Director of the Board occurs if the appointed person:

(a) dies;
(b) ceases to be a Member of the Company;
(c) resigns office by notice in writing given to the Secretary;
(d) is removed from office under Article 5.5;
(e) becomes a mentally incapacitated person;
(f) is absent without the consent of the Governors or Board from two consecutive meetings; or,
(g) is convicted of an offence involving fraud or dishonesty.

5.4.1 Governors of the Company

(a) If the number of Governors is below the minimum provisions of Article 5.3.1(a), the Governors must not act except to secure and appoint as a Casual Vacancy of one or more Life Members as additional Governors or to call, and arrange to hold, a general meeting.
(b) A Governor appointed as a Casual Vacancy under Article 5.4.1(a) may hold office only until the next annual general meeting, and is then eligible for election at that meeting.
(c) If the representative of the Archbishop is no longer able to act as a Governor, then the remaining Governors must seek:
    (i) a replacement representative of the Archbishop; or,
    (ii) an instrument of provision to operate contra to the Constitution until a new representative of the Archbishop is appointed.

5.4.2 Board of Directors

(a) Pursuant to Article 5.4.2(d), if the number of Directors is below the provisions of Article 5.3.2(b), the Directors must not act except to secure and appoint as a Casual Vacancy of one

or more Voting Member or Life Member as additional Directors or to call, and arrange to hold, a general meeting.

(b) The Directors may at any time appoint a Voting Member or Life Member to be a Director to fill a Casual Vacancy providing the provisions of Article 5.3.2(b) are not exceeded.

(c) A Director appointed as a Casual Vacancy under Article 5.4.2(a) or Article 5.4.2(b) may hold office only until the next annual general meeting, and is then eligible for election at that meeting, but is not counted in determining the number of Directors retiring by rotation at that meeting.

(d) Unless the number of Directors is or would be less than five, no Casual Vacancy is to be filled within three months prior to the Company's next annual general meeting.

(e) A Director appointed pursuant to Article 5.5 of this Constitution shall be considered as a Casual Vacancy.

(f) If any Officer of the Board becomes a Casual Vacancy, then the Board shall determine among their own number a replacement to hold office only until the next general meeting.

(g) The time served as a Casual Vacancy appointment as an Officer of the Board pursuant to Article 5.4.2(f) is not counted in determining the retirement date from that office.

5.5 Termination of Appointment

(a) The Company in general meeting may by resolution remove any Governor of the Company other than the representative of the Archbishop or Director of the Board before the expiration of the their term of appointment and may by resolution appoint another person until the expiration of the term of appointment of the person so removed.

(b) If a Governor of the Company or Director of the Board to whom a proposed resolution referred to in Article 5.5(a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Company, the Secretary or the President may send a copy of the representations to each Member of the Company or, if the representations are not so sent, the Governor or Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

5.6 Payment to Governors, Officers and Directors

The Company must not pay any remuneration to a Governor, Officer or Ordinary Director for performing his or her duties and responsibilities as a Governor, Officer or Ordinary Director.

5.7 Protection of Governors, Officers and Directors

5.7.1 Term of Protection

The benefit or each indemnity given in Article 5.7 continues, even after its term or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

5.7.2 Indemnity

To the extent permitted by law, the Company must indemnify on a full indemnity basis and to the full extent permitted by law each person who is, or has been, a Governor, Officer or Ordinary Director against any liability incurred as a Governor, Officer or Ordinary Director, except where the liability:

(a) is owed to the Company or a related body corporate;

(b) arises out of conduct involving a lack of good faith;

(c) is for conduct involving a wilful breach of duty in relation to the Company;

(d) is for legal costs which are not within the remit of Article 5.7.3.

5.7.3 Legal Costs

To the extent permitted by law, the Company must indemnify each Governor, Officer and Ordinary Director against any liability for legal costs incurred in defending an action for a liability incurred as a Governor, Officer or Ordinary Director of the Company, except if the costs are incurred in:

(a) defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 5.7.2; or,
(b) defending or resisting criminal proceedings in which the person is found guilty.

5.7.4 Deeds

To the extent permitted by law, the Company may execute a deed with a Governor, Officer or Ordinary Director under which the Company must do all or any of the following:

(a) keep books of the Company and allow that Governor, Officer or Ordinary Director, and his or her advisers, access to those books on the terms agreed;
(b) indemnify that Governor, Officer or Ordinary Director against any liability of that Governor, Officer or Ordinary Director;
(c) make a payment, whether by way of advance, loan or otherwise, to that Governor, Officer or Ordinary Director in respect of Legal Costs of that Governor, Officer or Ordinary Director; and,
(d) keep that Governor, Officer or Ordinary Director insured in respect of any act or omission by that Governor, Officer or Ordinary Director, while a Governor, Officer or Ordinary Director of the Company on the terms agreed, including as to payment of all or part of the premium for a contract of insurance.

5.8 Execution of Documents

(a) The Company is not required to execute a document under common seal pursuant legislation, and any common seal held by the Company prior to the adoption of this Constitution is rendered null and void, and obviates the use of it, upon the adoption of this Constitution.
(b) The Company may execute a document if the document is signed by:
    (i) two Directors; or,
    (ii) a Director and a Governor; or,
    (iii) a Director and another person appointed by the Board for that purpose.
(c) The Board may resolve, generally or in a particular case, that any signature on any documents specified by the Board, may be affixed by mechanical, electronic or other means.
(d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company pursuant to Article 5.8(b).

5.9 Committees and Delegates

(a) The Governors may not delegate to any sub-committee or person the functions of the Governors of the Company.
(b) The Board may, by instrument in writing, delegate to one or more sub-committees, consisting of such Member or Members of the Company as the Board thinks fit, the exercise of such of the functions of the Board as are specified in the instrument, other than:
    (i) this power of delegation; and,
    (ii) a function which is a duty imposed on the Board by legislation or by any other law.
(c) A function the exercise of which has been delegated to a sub-committee under this Article 5.9 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
(d) A delegation under this Article 5.9 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(e) Despite any delegation under this Article 5.9, the Board may continue to exercise any function delegated.
(f) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Article 5.9 has the same force and effect as it would have if it had been done or suffered by the Board.
(g) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Article 5.9.
(h) A sub-committee may meet and adjourn as it thinks proper.
(i) Voting during the proceedings of committees shall be pursuant to Article 4.11.

5.10 Attorney or Agent

(a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms, as the Board resolve.
(b) The Board may delegate any of their powers, excluding the power to delegate, to an attorney or agent.
(c) The Board may revoke or vary an appointment under Article 5.10(a) or a delegation made under Article 5.10(b).

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6 PROCEEDINGS OF GOVERNORS AND DIRECTORS

6.1 Meeting Procedures

6.1.1 Governors

(a) The Governors shall meet together for the dispatch of business of the Company at least two times in each year and shall meet at least once in each six consecutive months at such place and time as the Governors may determine, and may adjourn and otherwise regulate their meetings as they think fit.
(b) Additional meetings of the Governors may be convened by any Governor of the Company.
(c) Oral or written notice of a meeting of the Governors must be given by one of the Governors to each other Governor of the Company at least forty-eight hours, or such other period as may be unanimously agreed on by the Governors, before the time appointed for the holding of the meeting.
(d) Notice of a meeting given under Article 6.1.1(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Governors present at the meeting unanimously agree to treat as urgent business.
(e) No business is to be transacted by the Governors unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
(f) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
(g) The Governor appointed by the Archbishop is to be the Chair of the Governors of the Company and preside over meetings of the Governors.
(h) The contemporaneous linking together by any technology which facilitates communication of a number of Governors sufficient to constitute a quorum, constitutes a meeting of the Governors and all the provisions of this Constitution relating to meetings of Directors apply, so far as they can and with such changes as are necessary, to meetings of Governors by such technology.
(i) Each Governor, on becoming a Governor, consents to the use of technology for calling or holding a meeting.
(j) A Governor may withdraw the consent given under Article 6.1.2(i) in writing no less than forty-eight hours prior to a meeting.
(k) A Governor participating in a meeting by any such technology is to be taken to be present in person at the meeting.
(l) If a meeting of the Governors is held in two or more places linked together by any technology:
    (i) a Governor present at one of the places is taken to be present at the meeting unless and until that Governor states to the chair of the meeting that he or she is discontinuing participation in the meeting; and,
    (ii) the chair of that meeting may determine at which place the meeting will be taken to have been held.
(m) The Governors may invite other persons to attend or to address a meeting of the Governors.
(n) Voting during the proceedings of the Governors shall be pursuant to Article 4.11.

6.1.2 Board of Directors

(a) The Board shall meet together for the dispatch of business of the Company at least four times in each year and shall meet at least once in each six consecutive months at such place and time as the Board may determine, and may adjourn and otherwise regulate their meetings as they think fit.

(b) Additional meetings of the Board may be convened by any Director of the Board.
(c) Oral or written notice of a meeting of the Board must be given by the Secretary to each Director of the Board at least forty-eight hours, or such other period as may be unanimously agreed on by the Board, before the time appointed for the holding of the meeting.
(d) Notice of a meeting given under Article 6.1(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.
(e) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
(f) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
(g) At a meeting of the Board:
    (i) the President or, in the President's absence, the Vice President is to preside; or,
    (ii) if the President and the Vice President are absent or unwilling to act, such one of the remaining Directors of the Board as may be chosen by the Directors present at the meeting is to preside.
(h) The contemporaneous linking together by any technology which facilitates communication of a number of Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions of this Constitution relating to meetings of Directors apply, so far as they can and with such changes as are necessary, to meetings of Directors by such technology.
(i) Each Director, on becoming a Director, consents to the use of technology for calling or holding a Board meeting.
(j) A Director may withdraw the consent given under Article 6.1.2(i) in writing no less than forty-eight hours prior to a meeting.
(k) A Director participating in a meeting by any such technology is to be taken to be present in person at the meeting.
(l) If a meeting of the Directors is held in two or more places linked together by any technology:
    (i) a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chair of the meeting that he or she is discontinuing participation in the meeting; and,
    (ii) the chair of that meeting may determine at which place the meeting will be taken to have been held.
(m) The Board may invite other persons to attend or address a meeting of the Board.
(n) Voting during the proceedings of the Board shall be pursuant to Article 4.11.

6.2 Quorum

6.2.1 Governors of the Company

Any two Governors of the Company which includes the Governor appointed as the representative of the Archbishop shall constitute a quorum for the transaction of the business of a meeting of the Governors.

6.2.2 Directors of the Board

A quorum for a meeting of the Directors is for the transaction of the business of a meeting of the Board is:

(a) a majority of the total number of Directors; or,
(b) such greater number as the Board may determine from time to time.

6.3 Resolutions of the Governors and Directors

6.3.1 Resolutions of the Governors

(a) Questions arising at a meeting of the Governors are to be determined by a majority of the votes of Governors present at the meeting.
(b) Each Governor present at a meeting of the Governors of the Company, including the Chair, is entitled to one vote but, and in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
(c) Subject to Article 6.2.1, the Governors of the Company may act despite any vacancy.
(d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Governors of the Company is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Governor.
(e) The Governors may pass a resolution, without a meeting of the Governors of the Company being held, if a majority of the Governors, entitled to vote on the resolution, assent to a circular resolution (a document containing a statement that they are to vote upon) in favour of the resolution.
(f) Separate copies of a circular resolution referred to in Article 6.3.1(i) may be used for assenting to by Governors and signed in counterpart only if the wording of the resolution and the statement is identical in each copy and notified to the Company in a manner permitted by Article 8.3.
(g) For the purposes of Article 6.3.1(f):
    (i) "signed" shall include an email from or on behalf of a Governor indicating assent to the resolution, provided it reasonably appears to the recipient that the email has been sent by the Governor personally or on the Governor's instructions;
    (ii) two or more separate documents containing statements in identical terms each of which is signed by one or more Governor shall together be taken to constitute one document containing a statement in those terms signed by those Governors at the time at which the last of those documents to be signed was signed by a Governor; and,
    (iii) a fax or email which is received by the Company or any agent of the Company and is sent by a Governor shall be taken to be signed by that Governor not later than the time of receipt of the fax or email by the Company or its agent in legible form.
(h) A resolution in the terms of Article 6.3.1(e) is passed on the day on which, and at the time at which, the document was signed by such Governors and the document has effect as a minute of the resolution.

6.3.2 Resolutions of the Directors

(a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Directors of the Board or members of the sub-committee present at the meeting.
(b) Each Director present at a meeting of the Board, or member of any sub-committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote but, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
(c) Subject to Article 6.2.2, the Board may act despite any vacancy.
(d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director of the Board or member of a sub-committee.
(e) The Directors may pass a resolution, without a meeting of the Directors being held, if a majority of the Directors, entitled to vote on the resolution, assent to a circular resolution (a document containing a statement that they are to vote upon) in favour of the resolution.

(f) Separate copies of a circular resolution referred to in Article 6.3.2(a) may be used for assenting to by Directors and signed in counterpart only if the wording of the resolution and the statement is identical in each copy and notified to the Company in a manner permitted by Article 8.3.

(g) For the purposes of Article 6.3.2(f):
  (i) "signed" shall include an email from or on behalf of a Director indicating assent to the resolution, provided it reasonably appears to the recipient that the email has been sent by the Director personally or on the Director's instructions;
  (ii) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute one document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and,
  (iii) a fax or email which is received by the Company or any agent of the Company and is sent by a Director shall be taken to be signed by that Director not later than the time of receipt of the fax or email by the Company or its agent in legible form.

(h) A resolution in the terms of Article 6.3.2(e) is passed on the day on which, and at the time at which, the document was signed by such Directors and the document has effect as a minute of the resolution.

7 ELECTION OF GOVERNORS, OFFICERS AND DIRECTORS

7.1 Nominations and Eligibility

(a) Nomination forms will be issued with the Notice of the general meeting pursuant to Article 4.2.
(b) Nominations for vacant positions for Governors, Officers and Ordinary Directors will close on a date to be decided by the Board pursuant to Article 4.2.
(c) Nominations for Governor, Officer or Director will only be valid if they are:
    (i) made on the appropriate form, as decided by the Board from time to time;
    (ii) signed by the nominator and seconder, who must be Members entitled to vote;
    (iii) signed by the nominee, who must be eligible pursuant to Articles 5.3.1(e) or 5.3.2(k); and,
    (iv) received by the Returning Officer pursuant to Article 7.1(b).
(d) If, at the close of nominations, the number of nominations received is insufficient to fill the vacant positions to satisfy the requirements pursuant to Article 5.3.1 (Governors) or 5.3.2 (Directors), then the:
    (i) candidates nominated are taken to be elected; and,
    (ii) Secretary will call for further nominations at the general meeting.
(e) If the number of further nominations received at the general meeting are insufficient to satisfy the requirements pursuant to Article 5.3.1 (Governors) or 5.3.2 (Directors), then any vacant positions remaining are taken to be casual vacancies and Article 5.4.1 (Governors) or 5.4.2 (Directors) is to be invoked.
(f) If the number of nominations received is equal to the number of vacancies to be filled, then the persons nominated are taken to be elected.
(g) If the number of nominations received exceeds the number of vacancies to be filled, then a ballot is to be held.

7.2 Returning Officer

(a) Any Voting Member or Life Member who is not standing for election at the current general meeting, and who does not intend standing for election at the following general meeting, may nominate for the position of Returning Officer.
(b) Nominations for the position of Returning Officer at a general meeting for the following general meeting shall be received from the floor of the general meeting pursuant to Article 4.12.2.
(c) Voting for the position of Returning Officer shall be by Division, or by any other method determined by the Chair pursuant to Article 4.11.1(h), by those Members entitled to vote.
(d) The duties of the Returning Officer are:
    (i) ensuring that the call for nominations is provided to the Secretary for inclusion with the notice of the general meeting for issue to Members;
    (ii) receiving and documenting receipt of nominations;
    (iii) preparing a list of nominees together with a biography provided by each nominee, such biography not to exceed one hundred words;
    (iv) ensuring that the list of candidates, with their biographies, and the voting procedures are provided to the Secretary for inclusion in the meeting papers for issue to Members;
    (v) preparing ballot papers;
    (vi) preparing the ballot box;
    (vii) receive the roll of Members entitled to vote from the Secretary;
    (viii) conducting the ballot by:
        a. checking the names of the voters against the roll;
        b. initialling the ballot papers;
        c. checking and validating proxies;

d. tallying the ballot papers collected;
e. counting the votes; and,
f. declaring the poll;

(ix) keeping the ballot papers, proxy papers and roll for a period of ninety days after the election;
(x) making available to candidates, under supervision, the ballot papers, proxy papers and roll during the ninety days after the election; and,
(xi) ensuring publication of names of successful candidates in the newsletter or elsewhere if appropriate.

7.3 Assistant Returning Officer

(a) Any Voting Member or Life Member who is not standing for election at the current general meeting, and who does not intend standing for election at the following general meeting, may nominate for the position of Assistant Returning Officer.
(b) Nominations for the position of Assistant Returning Officer at a general meeting for the following general meeting will be taken from the floor of the general meeting pursuant to Article 4.12.2.
(c) Voting for the position of Assistant Returning Officer shall be by Division, or by any other method determined by the Chair pursuant to Article 4.11.1(h), by those Members entitled to vote.
(d) The duties of the Assistant Returning Officer will be to assist the Returning Officer in the duties pursuant to Article 7.2(d).
(e) If the Returning Officer is unable to fulfil their obligations, the Assistant Returning Officer will assume the duties of the Returning Officer.
(f) If neither the Returning Officer nor the Assistant Returning Officer are able to fulfil their duties, then the Board will make an appointment to the positions.

7.4 Scrutineers

(a) Any Member entitle to vote and who is not nominated for election is eligible to stand for the position of Scrutineer.
(b) Nominations for the two positions of Scrutineer at a general meeting will be taken from the floor of the general meeting pursuant to Article 4.12.2.
(c) Voting for the positions of Scrutineer shall be by Division, or by any other method determined by the Chair pursuant to Article 4.11.1(h), by those Members entitled to vote.
(d) The Scrutineers will retire with the Returning Officer and the Assistant Returning Officer and will be present when the ballot box is opened.
(e) Scrutineers will be present at the count of the ballots for Governors, Officers and Directors, where they will:
    (i) cross reference the ballot papers tally with the roll;
    (ii) observe the counting of the vote;
    (iii) sign the Returning Officer's declaration of the poll when satisfied that all formal votes have been counted correctly.
(f) At no time will a Scrutineer touch any ballot paper.

7.5 Preparation of Ballot Papers

(a) The ballot paper will contain the names of all nominees printed in uniform type-face.
(b) The order in which the names appear on the ballot paper shall be determined by lot.
(c) All nominees shall be notified of the date, time and place of the draw of names by lot by the Returning Officer and are entitled to attend.
(d) No marks, such as asterisks or similar devices, shall be used to distinguish one class of membership from another, or one nominee from another.

7.6 Method of Voting

(a) The election of Governors, Officers and Ordinary Directors is to be conducted at general meeting.
(b) Voting will commence one hour before the advertised starting time of the general meeting and will close fifteen minutes after the advertised starting time of the general meeting.
(c) Voting will be by personal vote or by proxy or attorney pursuant to Article 4.5 by those Members entitled to vote.
(d) Members entitled to vote may choose not to vote.
(e) Voting will be by secret Ballot pursuant to Article 4.11.1(h)(v).
(f) The system of voting will be by plurality ("first-past-the-post") and each vote is of equal value, unless otherwise indicated by the Board in the meeting papers.
(g) Members may vote for as many nominees as are to be elected or for a lesser number.
(h) The preferred method of marking the ballot paper is with crosses, but a ballot paper will not be declared invalid if the voter's intention is clear and if the number of names marked does not exceed the number of candidates to be elected.
(i) In the event of a tied result the position will be filled by lot from those candidates who have tied.

7.7 Election of Officers

(a) At the declaration of the poll for Directors, the successful candidates will retire and indicate to the Returning Officer whether they intend to stand for a particular office. The Returning Officer will then prepare the ballot papers and ballot boxes for the election of Officers and conduct the election in the same manner as for the election of Directors of the Board.
(b) If no nominations are received for the positions of President, Vice President, Secretary or Treasurer, the Board will, at its first meeting, fill these Offices as a Casual Vacancy from among its numbers.

8 NOTICES

8.1 Notice to Members

The Company may give notice to Members:

(a) Subject to Article 8.1(b), in writing, in English and signed by a duly authorised Officer of the Company to a Member;
  (i) by hand delivery;
  (ii) by sending it by prepaid post to the address of the Member in the Register or the alternative address, if any, nominated by that Member;
  (iii) by sending it to the fax number or electronic address, if any, nominated by that Member; or,

(b) If the address of any Member in the Register is not within Australia and that Member does not nominate an alternative address within Australia, the Company may in addition to any method of service specified in Article 8.1(a) give a notice to that Member by posting it on the Company's internet website, if any; or,

(c) A notice sent by prepaid post may be included:
  (i) separately with; or,
  (ii) as part of the text of,
  any other article or publication sent by the Company to Members.

8.2 Notice to Governors and Directors

The Company may give notice to a Governor or Director by:

(a) hand delivery;
(b) sending it by prepaid post to the usual residential address of that person or the alternative address, if any, nominated by that person;
(c) sending it to the fax number or electronic address, if any, nominated by that person; or,
(d) any other means agreed between the Company and that person.

8.3 Notice to the Company

A person may give notice to the Company by:

(a) delivering it to the registered office of the Company;
(b) sending it by prepaid post to the registered office of the Company;
(c) sending it to the fax number, if any, at the registered office of the Company;
(d) sending it to the electronic address, if any, nominated by the Company for that purpose; or,

8.4 Service of Notice

(a) A notice sent by prepaid post to an address within Australia is taken to be given in:
  (i) the case of notice of meeting, one Business Day after it is posted; or,
  (ii) any other case, at the time at which the notice would be delivered in the ordinary course of post.

(b) A notice sent by prepaid post to an address outside Australia is taken to be given in:
  (i) the case of a notice of meeting, three Business Days after it is posted; or,
  (ii) any other case, at the time at which the notice would be delivered in the ordinary course of post.

(c) A notice sent by fax or electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number or electronic address.

(d) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice was:
   (i) addressed to the correct address of the recipient; and,
   (ii) placed in the post.

8.5 Signatures

The Board may determine, generally or in a particular case, that a notice given by the Company be signed by mechanical, electronic or other means.

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9 DISSOLUTION AND WINDING-UP

9.1 Transfer of Surplus

In winding-up of the Company, the:

(a) Members are not to receive any property or payment;
(b) Members must by special resolution determine one or more companies, associations or institutions whose constitutions:
    (i) require them to pursue only objects similar to those in Article 1.3, or charitable objects, and to apply their income in promoting those objects;
    (ii) prohibit them from making distributions to their members to at least the same extent as in Article 1.4; and,
    (iii) prohibit them from paying fees to their directors and require their directors to approve all other payments the companies, associations or institutions make to their directors; and,
(c) Company must give or transfer any surplus property on winding-up to those companies, associations or institutions as determined under Article 9.1(b).

9.2 Application to the Supreme Court NSW

If the Members fail to make a determination under Article 9.1(b) within twenty Business Days of the winding-up of the Company, the Company must make an application to the Supreme Court of NSW for an Order making that determination.

10 ADOPTION AND AMENDMENT OF THE CONSTITUTION

(a) This Constitution of the Company may only be adopted, rescinded or amended by a special resolution of the Members of the Company at general meeting.

(b) Any amendments to this Constitution of the Company must be approved by the Roman Catholic Archbishop of Sydney, or their delegate, prior to issue of Notice of general meeting at which this Constitution is to be considered pursuant to Article 10(a).

(c) An application to the Commissioner for registration of a change in the Company's name, objects or constitution in accordance with Section 10 of the *Incorporated Associations Act 2009* is to be made by the Public Officer or a Director.

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