



New Hope
INTERNATIONAL

GOVERNING DOCUMENT

CONSTITUTION

Australian Company Number (ACN) 098 895 526
Australian Business Number (ABN) 73 098 895 526
A company limited by guarantee

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Preliminary

1. Name of the company

1.1. The name of the **company** is New Hope International Limited.

2. Type of company

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

3. Limited liability of members

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

4. The guarantee

4.1. Each member must contribute an amount not more than \$20 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

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

5. Definitions

5.1. In this constitution, words and phrases have the meaning set out in clauses 71 and 72.

6. Statement of Belief

6.1. Members of the Company believe:

- a) **There is one God, existing eternally as Father, Son and Holy Spirit.** He is the Creator of all things visible and invisible. He created human beings to be in a loving relationship with Him. God is holy, loving, good, just and wise.
- b) **The Lord Jesus Christ is the eternally existing one and only Son of God** who became a human being through conception by the power of God and a virgin birth. He was without sin; truly God; truly man. In love, Jesus Christ voluntarily suffered the penalty of death by crucifixion for the sin of the whole world. He was buried and rose from the dead on the third day. He is now seated at the right hand of God.
- c) **The Holy Spirit is the eternally existing Spirit of God.** He reveals the Truth and convicts' people of sin, leads them to repentance, creates faith within

them and regenerates them. He comforts, guides, instructs and empowers Christians for godly living and service.

- d) **By personal faith in Jesus Christ people can know the complete forgiveness of sins**, be reconciled to God, become members of the family of God and receive eternal life. Christ lives in every Christian by the Holy Spirit from the moment they commit their lives to Jesus and become part of God's family. People can have two-way communication with God through prayer.
- e) **The Church, called the Body of Christ, is composed of all believers in the Lord Jesus Christ.**
- f) Members use their God-given gifts to build up and minister to each other and the wider community.
- g) **The Bible in its entirety was inspired by the Holy Spirit and is the infallible Word of God.** It is the sole authority for Christians and is absolutely binding in matters of Faith and conduct. The Word of God is living and active and has power to change lives.
- h) **Satan comes to kill, rob and destroy.** He is the originator of all evil and because of him sin, suffering and sickness came into the world through the disobedience of Adam and Eve, the first humans. All people are fallible and sinful, unable by their own efforts or work, to meet the standards of a holy God.
- i) **However, Jesus brings abundant life** which believers receive by grace through faith.
- j) **The Lord Jesus Christ will return in person** to receive all believers to Himself and to set up His kingdom. At that time all believers will be united with Him eternally but those who have rejected Jesus Christ as Saviour will be separated from God eternally. Then there will be a new heaven and a new earth in which God's sovereignty will be unchallenged.

Charitable purposes and powers

7. Object

7.1. The **company's** object is to pursue the following charitable purpose(s):

The objects for which the Company is established are to undertake anywhere within the Commonwealth of Australia or elsewhere and either as principal trustee agent or otherwise and either alone or in conjunction with any person or other association, federation, or organisation whether incorporated or not and either by or through servants' agents' trustee or otherwise any of the following acts or things namely:

- a) Promote, encourage, and support the development of Biblically based Christian education, schooling, and leadership in Australia and in other parts of the world.
- b) Encourage and support those involved in Biblically based Christian education in all parts of the world to work together to advance the Kingdom of God.
- c) Enhance the educational opportunities for school communities which have undergone NHI Training to further develop their local communities through initiatives such as Asset Based Community Development (ABCD), farming God's way, small business opportunities and other developments to build economic capacity and thus ensure the ongoing viability of the school.
- d) Through contacts with business, government at all levels, churches compatible with our Statement of Belief, as well as other educational providers, strive to provide a mechanism to release funding for educational and humanitarian, values-based, ethical programs, projects, and partnerships; and encourage people we serve to shape a society which is just, stable, and promotes the welfare of all persons.
- e) Provide a mechanism for business organisations to give back to communities that provide profitable business opportunities.

8. Powers

8.1. Subject to clause 9, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

- a) the powers of an individual, and
- b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

9. Not-for-profit

9.1. The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 92 and 69.

9.2. Clause 9.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
- b) making a payment to a member in carrying out the **company's** charitable purpose(s).

10. Amending the constitution

10.1. Subject to clause 10.2, the members may amend this constitution by passing a **special resolution**.

10.2. The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

11. Membership and register of members

a) The sole member of the **company** is Christian Schools Australia Limited.

11.2. The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

a) for each current member:

- name
- address
- any alternative address nominated by the member for the service of notices, and
- date the member was entered on to the register.

b) for each person who stopped being a member in the last 7 years:

- name
- address
- any alternative address nominated by the member for the service of notices, and
- dates the membership started and ended.

11.3. The **company** must give current members access to the register of members.

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

12. [Deleted]

13. [Deleted]

14. [Deleted]

15. [Deleted]

16. When a person stops being a member

16.1. A person immediately stops being a member if they:

a) Die

- b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- c) resign, by writing to the secretary
- d) are expelled under clause 18, or
- e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

- a) one or more members
- b) one or more directors, or
- c) the **company**.

17.2. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

17.3. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

17.4. If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:

- a) tell the directors about the dispute in writing
- b) agree or request that a mediator be appointed, and
- c) attempt in good faith to settle the dispute by mediation.

17.5. The mediator must:

- a) be chosen by agreement of those involved, or
- b) where those involved do not agree:
 - for disputes between members, a person chosen by the directors, or
 - for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.

17.6. A mediator chosen by the directors under clause 17.5(b):

- a) may be a member or former member of the **company**
- b) must not have a personal interest in the dispute, and
- c) must not be biased towards or against anyone involved in the dispute.

17.7. When conducting the mediation, the mediator must:

- a) allow those involved a reasonable chance to be heard
- b) allow those involved a reasonable chance to review any written statements

- c) ensure that those involved are given natural justice, and
- d) not make a decision on the dispute.

18. [Deleted]

General meetings of members

19. General meetings called by directors

19.1. The directors may call a **general meeting**.

19.2. If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:

- a) within 21 days of the members' request, give all members notice of a **general meeting**, and
- b) hold the **general meeting** within 2 months of the members' request.

19.3. The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.

19.4. The members who make the request for a **general meeting** must:

- a) state in the request any resolution to be proposed at the meeting
- b) sign the request, and
- c) give the request to the **company**.

19.5. Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

20. General meetings called by members

20.1. If the directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

20.2. To call and hold a meeting under clause 19.1 the members must:

- a) as far as possible, follow the procedures for **general meetings** set out in this constitution
- b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
- c) hold the **general meeting** within three months after the request was given to the **company**.

20.3. The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

- 21.1. A **general meeting**, called the annual **general meeting**, must be held:
- a) within 18 months after registration of the **company**, and
 - b) after the first annual **general meeting**, at least once in every calendar year.
- 21.2. Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- a) a review of the **company's** activities
 - b) a review of the **company's** finances
 - c) any auditor's report
 - d) the election of directors, and
 - e) the appointment and payment of auditors, if any.
- 21.3. Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 21.4. The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

22. Notice of general meetings

- 22.1. Notice of a **general meeting** must be given to:
- a) each member entitled to vote at the meeting
 - b) each director, and
 - c) the auditor (if any).
- 22.2. Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 22.3. Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:
- a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 22.4. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- a) remove a director
 - b) appoint a director in order to replace a director who was removed, or
 - c) remove an auditor.
- 22.5. Notice of a **general meeting** must include:
- a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - b) the general nature of the meeting's business

- c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
- d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - the proxy does not need to be a member of the **company**
 - the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - the proxy form must be delivered to the **company** at least 48 hours before the meeting.

22.6. If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

- 23.1. For a **general meeting** to be held, at least **twenty five percent (25%)** of the membership and not less than **three members** (a quorum) must be present (in person, **online or by proxy or by representative**) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 23.2. No business may be conducted at a **general meeting** if a quorum is not present.
- 23.3. If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- a) if the date is not specified – the same day in the next week
 - b) if the time is not specified – the same time, and
 - c) if the place is not specified – the same place.
- 23.4. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

24. Auditor's right to attend meetings

- 24.1. The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2. The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

25. Representatives of members

25.1. An incorporated member may appoint as a representative:

- a) one individual to represent the member at meetings and to sign circular resolutions under clause 32, and
- b) the same individual or another individual for the purpose of being appointed or elected as a director.

25.2. The appointment of a representative by a member must:

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

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

25.4. The appointment may be standing (ongoing).

26. Using technology to hold meetings

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

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

27. Chairperson for general meetings

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

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

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

28. Role of the chairperson

28.1. The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

28.2. The chairperson does not have a casting vote.

29. Adjournment of meetings

29.1. If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.

- 29.2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

30. Members' resolutions and statements

- 30.1. Members with at least 5% of the votes that may be cast on a resolution may give:
- a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 30.2. A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 30.3. A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 30.4. Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 30.5. The percentage of votes that members have (as described in clause 30.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 30.6. If the **company** has been given notice of a members' resolution under clause 30.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 30.7. This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

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

- 31.1. If the **company** has been given a notice or request under clause 30:
- a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members'

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

31.2. The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- a) it is more than 1 000 words long
- b) the directors consider it may be defamatory
- c) clause 31.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

32. Circular resolutions of members

32.1. Subject to clause 32.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

32.2. The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.

32.3. Circular resolutions cannot be used:

- a) for a resolution to remove an auditor, appoint a director or remove a director
- b) for passing a **special resolution**, or
- c) where the **Corporations Act** or this constitution requires a meeting to be held.

32.4. A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 32.5 or clause 32.6.

32.5. Members may sign:

- a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- b) separate copies of that document, as long as the wording is the same in each copy.

32.6. The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

33. How many votes a member has

33.1. Each member has one vote.

34. Challenge to member's right to vote

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

34.2. If a challenge is made under clause 34.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

35. How voting is carried out

35.1. Voting must be conducted and decided by:

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

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

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

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

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

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

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

36.2. A vote in writing must be taken when and how the chairperson directs unless clause 36.3 applies.

36.3. A vote in writing must be held immediately if it is demanded under clause 36.1:

- a) for the election of a chairperson under clause 27.2, or
- b) to decide whether to adjourn the meeting.

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

37. Appointment of proxy

- 37.1.A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 37.2. A proxy does not need to be a member.
- 37.3. A proxy appointed to attend and vote for a member has the same rights as the member to:
- a) speak at the meeting
 - b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - c) join in to demand a vote in writing under clause 36.1.
- 37.4. An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- a) the member's name and address
 - b) the **company's** name
 - c) the proxy's name or the name of the office held by the proxy, and
 - d) the meeting(s) at which the appointment may be used.
- 37.5. A proxy appointment may be standing (ongoing).
- 37.6. Proxy forms must be received by the **company** at the address stated in the notice under clause 22.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 37.7. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 37.8. Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- a) Dies
 - b) is mentally incapacitated
 - c) revokes the proxy's appointment, or
 - d) revokes the authority of a representative or agent who appointed the proxy.
- 37.9. A proxy appointment may specify the way the proxy must vote on a particular resolution.

38. Voting by proxy

- 38.1. A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 38.2. When a vote in writing is held, a proxy:
- a) does not need to vote, unless the proxy appointment specifies the way they must vote

- b) if the way they must vote is specified on the proxy form, must vote that way, and
- c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

39. Number of directors

39.1. The **company** must have at least three and no more than twelve directors.

40. Election and appointment of directors

- 40.1. The directors at the date of adoption of this constitution shall be Daniel Pampuch, Mark Spencer, Marcel Rijken and Tracey Holmes.
- 40.2. The members may elect a director by a resolution passed in a **general meeting**.
- 40.3. Each of the directors must be appointed by a separate resolution, unless:
 - a) the members present have first passed a resolution that the appointments may be voted on together, and
 - b) no votes were cast against that resolution.
- 40.4. A person is eligible for election as a director of the **company** if they:
 - a) are nominated by a member or representative of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
 - b) subscribe without reservation to the Statement of Belief and support the Objects of the **company**, and
 - c) are actively involved in a Christian church holding beliefs consistent with those in the Statement of Belief, and
 - d) give the **company** their signed consent to act as a director of the **company**, and
 - e) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 40.5. For candidates nominated by the Members, the Nomination Notice must be signed by a member and must be received by the Secretary twenty-eight (28) clear days before the Annual General Meeting.
- 40.6. For candidates nominated by the Directors, the Nomination Notice must be signed by at least one (1) Director and must be received by the Secretary twenty-one (21) clear days before the Annual General Meeting.
- 40.7. The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
 - a) subscribe without reservation to the Statement of Belief and support the Objects of the **company**, and

- b) are actively involved in a Christian church holding beliefs consistent with those in the Statement of Belief, and
- c) gives the **company** their signed consent to act as a director of the **company**, and
- d) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

40.8. If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

41. Election of chairperson

41.1. The directors must elect a director as the **company's elected chairperson** at the first meeting after each annual general meeting.

42. Term of office

42.1. At each annual **general meeting**:

- a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- b) at least one-third of the remaining directors must retire.

42.2. The directors who must retire at each annual **general meeting** under clause 42.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

42.3. Other than a director appointed under clause 40.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

42.4. Each director must retire at least once every three years.

42.5. A director who retires under clause 42.1 may nominate for election or re-election, subject to clause 42.6.

42.6. A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

43. When a director, stops being a director

43.1. A director stops being a director if they:

- a) give written notice of resignation as a director to the **company**
- b) die
- c) are removed as a director by a resolution of the members, including on the basis that they have ceased to:

- (i) subscribe without reservation to the Statement of Belief and support the Objects of the company
- (ii) be actively involved in a Christian church holding beliefs consistent with those in the Statement of Belief,
- d) are absent for [3] consecutive directors' meetings without approval from the directors, or
- e) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

44. Powers of directors

- 44.1. The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 7.
- 44.2. The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 44.3. The directors must decide on the responsible financial management of the **company** including:
 - a) any suitable written delegations of power under clause 45, and
 - b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 44.4. The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

45. Delegation of directors' powers

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

46. Payments to directors

- 46.1. The **company** must not pay fees to a director for acting as a director.
- 46.2. The **company** may:
 - a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 46.3. Any payment made under clause 46.2 must be approved by the directors.

- 46.4. The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

- 47.1. The **company** may execute a document without using a common seal if the document is signed by:
- a) two directors of the **company**, or
 - b) a director and the secretary.

Duties of directors

48. Duties of directors

- 48.1. The directors must comply with their duties as directors under legislation and common law and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:
- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
 - b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 7
 - c) not to misuse their position as a director
 - d) not to misuse information they gain in their role as a director
 - e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 49
 - f) to ensure that the financial affairs of the **company** are managed responsibly, and.
 - g) not to allow the **company** to operate while it is insolvent.

49. Conflicts of interest

- 49.1. A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- a) to the other directors, or
 - b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 49.2. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 49.3. Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 49.4:
- a) be present at the meeting while the matter is being discussed, or

- b) vote on the matter.
- 49.4. A director may still be present and vote if:
 - a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 67)
 - c) their interest relates to a payment by the **company** under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

50. When the directors meet

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

51. Calling directors' meetings

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

52. Chairperson for directors' meetings

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

53. Quorum at directors' meetings

53.1. Unless the directors determine otherwise, the quorum for a directors' meeting is a majority of directors.

53.2. A quorum must be present for the whole directors' meeting.

54. Using technology to hold directors' meetings

54.1. The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all directors

54.2. The directors' agreement may be a standing one.

54.3. A director may only withdraw their consent within a reasonable period before the meeting.

55. Passing directors' resolutions

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

56. Circular resolutions of directors

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

56.2. A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 56.3 or clause 56.4.

56.3. Each director may sign:

- a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

56.4. The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

56.5. A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 56.3 or clause 56.4.

57. Appointment and role of secretary

57.1. The **company** must have at least one secretary, who may also be a director.

57.2. A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.

57.3. The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

57.4. The role of the secretary includes:

- a) maintaining a register of the **company's** members, and

- b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

58. Minutes and records

- 58.1. The **company** must, within one month, make and keep the following records:
 - a) minutes of proceedings and resolutions of **general meetings**
 - b) minutes of circular resolutions of members
 - c) a copy of a notice of each **general meeting**, and
 - d) a copy of a members' statement distributed to members under clause 31.
- 58.2. The **company** must, within one month, make and keep the following records:
 - a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - b) minutes of circular resolutions of directors.
- 58.3. To allow members to inspect the **company's** records:
 - a) the **company** must give a member access to the records set out in clause 57.1, and
 - b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 58.2 and clause 59.1.
- 58.4. The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - a) the chairperson of the meeting, or
 - b) the chairperson of the next meeting.
- 58.5. The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.
- 58.6. Digital signatures may be used if needed, as long as there is a logged email trail of permissions being granted.

59. Financial and related records

- 59.1. The **company** must make and keep written financial records that:
 - a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited.
- 59.2. The **company** must also keep written records that correctly record its operations.
- 59.3. The **company** must retain its records for at least 7 years.

- 59.4. The directors must take reasonable steps to ensure that the **company's** records are kept safe.

Advisory Council

60. Advisory Council

- 60.1. The directors will establish an Advisory Council comprising suitably qualified and experienced persons ratified by the members to provide advice on the international operations of the **company**. The initial members of the Council shall be two persons nominated by the board of directors prior to the adoption of this Constitution and two persons nominated by Christian Schools Australia Limited.
- 60.2. The Advisory Council so formed must conform to any rules imposed upon it by the directors, including the document by which it was established..

Notice

61. What is notice

- 61.1. Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 62 to 64, unless specified otherwise.
- 61.2. Clauses 62 to 64 do not apply to a notice of proxy under clause 36.6.

62. Notice to the company

- 62.1. Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:
- a) delivering it to the **company's** registered office
 - b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
 - c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
 - d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

63. Notice to members

- 63.1. Written notice or any communication under this constitution may be given to a member:
- a) in person

- b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2. If the **company** does not have an address for the member, the **company** is not required to give notice in person.

64. When notice is taken to be given

- 64.1. A notice:
- a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
 - b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
 - c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
 - d) given under clause 63.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65. Company's financial year

- 65.1. The **company**'s financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.
- 65.2. The financial year immediately following the adoption of this Constitution shall be determined by the directors provided that it shall be no longer than 18 months.

Indemnity, insurance, and access

66. Indemnity

- 66.1. The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

- 66.2. In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 66.3. In this clause, 'to the relevant extent' means:
- a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 66.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

67. Insurance

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

68. Directors' access to documents

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

Winding up

69. Surplus assets not to be distributed to members

- 69.1. If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 71.1.

70. Distribution of surplus assets

- 70.1. Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 7, and

- b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 70.2. The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

71. Definitions

71.1. In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*

company means the **company** referred to in clause 1

Corporations Act means the *Corporations Act 2001*

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 41

general meeting means a meeting of members and includes the **annual general meeting**, under clause 21.1

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

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- of which notice has been given under clause 23, and
- that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution

surplus assets mean any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

72. Reading this constitution with the Corporations Act

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

72.2. While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

72.3. If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

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

73. Interpretation

73.1. In this constitution:

- a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).