

Corporations Law
A Company Limited by Guarantee
Not Having a Share Capital

Constitution

of

yourtown Ltd

(ACN 102 379 386)

Preamble

The Institute in the District of Australia, New Zealand, Pakistan and Papua New Guinea strives to meet the educational and welfare needs of young people, with a particular focus on improving the lives of poor, vulnerable and disadvantaged youth.

The 2012 Chapter of the District of Australia, New Zealand, Pakistan and Papua New Guinea unanimously supported a proposal to change the way in which Lasallian Mission is governed and conducted in the District.

The Chapter mandated the establishment of the Lasallian Mission Council in Australia as an incorporated entity with mission-focussed responsibilities throughout the District. The role of the Lasallian Mission Council is to strengthen the association between Brothers and those engaged with them in their mission, ensuring that there is real co-responsibility in decision-making. The ultimate goal is to ensure the sustainability of the Lasallian mission.

The membership structure of the existing incorporated entities in the District, including **yourtown** Ltd, is changed, with the Lasallian Mission Council becoming the Member of **yourtown** Ltd.

yourtown Ltd is a public benevolent institution registered with the Australian Charities and Not-for-profit Commission. Accordingly, **yourtown** Ltd will continue the delivery of its charitable objects in furtherance of the Lasallian mission of the District.

yourtown Ltd, in common with all Lasallian works, entities and operations, takes as its inspiration the **Lasallian Tradition**, which is characterised especially by:

- an ethos which takes its inspiration from the person of Jesus Christ and the values of the Gospel as expressed in the traditions and teachings of the Roman Catholic Church;
- a recognition of God's presence in our works and in all those associated with them;
- practices which emphasise excellence in all its dimensions, and are inclusive, centred on young people, planned, practical and contemporary, with a special concern for the poor and marginalised;

- structures and relationships which reflect the understanding that staff are as brothers and sisters to one another, and older brothers and sisters to those to whom they minister, while the young people whom they serve are as brothers and sisters to each other;
- a continuing effort to build a spirit of community among all those associated with Lasallian works and operations;
- systems and structures designed to ensure child protection and other outcomes of the highest professional standards;
- staff who demonstrate a high level of commitment to the Lasallian educational philosophy and spirituality; and
- demonstrated fidelity to the story, philosophy and spirituality of St John Baptist de La Salle.

1. The name of the Company is “**yourtown** Ltd”.

Definitions

2. Where used herein the following expressions shall have the meanings hereby assigned to them below:-

“**ACNC Act**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

“**ASIC**” means the Australian Securities & Investments Commission or the body which replaces that entity.

“**Auditor**” means the person appointed for the time being as auditor of the Company.

“**The Board**” means the Directors from time to time of the Company, or as the case may be, the Directors assembled at a meeting of the Board of Directors.

“**Brother Superior**” means the Brother Superior General for the time being of the Institute, and his successors in office from time to time or otherwise the person appointed to exercise the ecclesiastical authority vested under Church Laws in this office by notice in writing to the Board from the person or body holding authority according to the Rule of the Institute to act for or in the place of the Brother Superior.

“**Brother Visitor**” means the Brother Visitor for the time being of the Institute in the District and, when for such time as any such appointment has been made, means:

- (a) a person appointed by notice in writing to the Board by the Brother Visitor to act in his absence, or
- (b) a person appointed so to act by notice in writing to the Board from the person or body within the District holding authority according to the Constitution of the Institute to act for or in the place of the Brother Visitor.

“Chairperson” means the Chairperson for the time being of the Board as appointed under Rule 19(c).

“Chief Executive Officer” means the person appointed by the Board, subject to the prior approval of the Member, to manage **yourtown Ltd** pursuant to these Rules and the decisions and directions of the Board.

“Church Laws” means the universal laws of the Roman Catholic Church and the Code of Canon Law.

“Corporations Act” means the Corporations Act 2001.

“The Company” means the company limited by guarantee and called **“yourtown Ltd”**.

“Deputy Chairperson” means the Deputy Chairperson of the Board as appointed under Rule 19(d).

“Director” means and includes any person occupying a position on the Board, and **“Directors”** means all or some of the Directors acting as the Board.

“The District” means the Institute within Australia, New Zealand, Pakistan and Papua New Guinea, as may be changed from time to time.

“District Council” means the District Council for the District.

“Excluded Legal Costs” means, in relation to a person, legal costs incurred:

- (a) In defending or resisting proceedings in which the person is found to have an Excluded Liability;
- (b) In defending or resisting criminal proceedings in which the person is found guilty;
- (c) In defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established, other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for that court order; or

- (d) In connection with proceedings for relief to the person under the Corporations Act in which the court denies relief.

and for the purposes of this definition, the outcome of the proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

“Excluded Liability” means

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

“General Council” means the Council of the Brother Superior of the Institute.

"Government Agency" means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia, a State or Territory of Australia or of any other foreign jurisdiction.

"Grant" means a financial assistance arrangement or contribution, whether as capital or otherwise, provided by a State, the Commonwealth, a Government Agency, a private corporation or others, for a specific purpose and period, either by a progress payment or lump sum.

“Institute” means the persons from time to time constituting the Institute of Consecrated Life known worldwide as the Institute of the Brothers of the Christian Schools, and also known as the De La Salle Brothers, being an apostolic institution of the Roman Catholic Church constituted by the Rule of the Institute.

“Lasallian Tradition” has the meaning more particularly described in the Preamble to this Constitution.

“Member” means Lasallian Mission Council Limited as trustee for the Lasallian Mission Trust ABN 56 152 157 728.

“Officer” means a person who is, or has been, a director, secretary or executive officer of the Company or a related body corporate of the Company.

“Policies” means the policies of the Company, including position statements.

“Proceedings” means in relation to a person, any proceedings (whether civil or criminal) in which it is alleged that the person has done or omitted to do some act, matter or thing:

- (a) in the person's capacity as an officer;
- (b) in the course of acting in connection with the affairs of the Company or a related body corporate; or
- (c) otherwise arising out of the person holding office as an officer of the Company or a related body corporate;

including all proceedings alleging that the person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a related body corporate.

“Related Body Corporate” has the meaning given to that term by the Corporations Act.

“Rule of the Institute” means the Rule of the Brothers of the Christian Schools and associated documents as approved by the Institute in accordance with Church Laws, as amended from time to time.

“Rules” means this Constitution of the Company as amended from time to time.

“Secretary” means any person appointed to perform the duties of a secretary of the Company.

“Year” means the 12 month period commencing on 1 July.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act.

In these Rules:-

- (a) clause headings and underlinings are inserted for convenience of reference only and shall be ignored in the interpretation of these Rules;
- (b) unless the context otherwise indicates:-
 - (i) references to a Rule shall be construed as references to a Rule of this Constitution;
 - (ii) references to (or to any specified provision of) these Rules shall be construed as references to these Rules (or to that provision of these Rules) as amended or substituted and in force at any relevant time;
 - (iii) references to any statute, ordinance or other law shall include all regulations and other instruments thereunder and all consolidations, amendments, re-enactments or replacements thereof;
 - (iv) words importing the singular shall include the plural and vice versa, words importing a gender shall include other genders and vice versa and references to a person shall be construed as including reference to an individual, firm, body corporate or unincorporated association (whether incorporated or not), trust, government, and statutory authority or agency.

Objects

3. The purpose for which the Company is established is to conduct, manage, govern and continue the ministries primarily in Australia that have been undertaken under the name of **yourtown** in Australia by the Institute, following the Mission of the Catholic Church in Australia and in accordance with the Lasallian Tradition, the Rule of the Institute and the Church Laws, and with the following objects:-
 - (a) to provide social welfare services to children, young people and their families experiencing social and economic disadvantage, including the relief of poverty, suffering and distress;
 - (b) to support disadvantaged children and young people through education, counselling, peer support and preparation for employment;
 - (c) to develop programs which improve lifestyles of children and young people and alleviation of their urgent needs;
 - (d) to undertake research and advocate on behalf of children, young people and their families; and
 - (e) to conduct fundraising for the objects in paragraphs (a) to (d) of this rule.
4. The Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient, or incidental to carry out the objects set out in Rule 3.

Use of Resources

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Member of the Company or the Directors other than for:-
 - (a) the payment of remuneration to Directors pursuant to Rule 59;

- (b) the payment of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Directors;
 - (c) payment for any service rendered to the Company by the Director in a professional or technical capacity where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
 - (d) the payment to any Director of any amount that may be paid by the Company under this Constitution;
 - (e) the payment for any goods or services supplied by the Member to the Company at no greater than applicable commercial rates; or
 - (f) the distribution of any surplus assets to the Member in accordance with Rule 8.
6. Subject to Rule 5, the allocation, distribution, expenditure or appropriation of Grants (including any interest accrued in respect of Grants) must be made in accordance with the terms and conditions that may attach to them and in accordance with any policies and procedures specified in legislation, program guidelines and other conditions issued or prescribed or otherwise imposed by the relevant Government Agency or by its Minister, as applicable.

Obligations on Winding Up

7. Subject to Rule 8, if upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed to the Member but shall be given or transferred as follows:-
- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied in accordance with the conditions attaching to the Grant;

- (b) where the surplus comprises of assets of a Gift Fund, such surplus is to be given, transferred or otherwise applied in accordance with Rule 71(g); and
 - (c) in any other case, the surplus must be given or transferred in accordance with Church Laws and the Rule of the Institute, to a charitable institution, body, entity or organisation, the governing documents of which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Rule 6 and 7 hereof, such institution, body, entity or organisation to be determined by the Member in consultation with, and subject to the prior approval of, the Brother Visitor at or before the winding up, and failing such determination, to be determined by the Brother Superior.
8. Notwithstanding Rule 7, the surplus described in Rule 7(c) may be paid to the Member provided the Member is a charity described in Rule 7(c) at the date of distribution.
 9. The liability of the Member of the Company is limited.
 10. The Member undertakes to contribute to the property of the Company, in the event of the same being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company (contracted before it ceases to be a member) and of the costs, charges and expenses of winding up, such amount as may be required, not exceeding one hundred dollars (\$100.00).
 11. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place and of the property assets and liabilities of the Company.

Membership

12. The Member is the sole member of the Company.

Management of the Company

13. Subject to the Corporations Act and these Rules, the Board shall conduct the business administration and management of the Company and, for this purpose, shall have and perform the duties and functions, and shall have and may exercise the powers and authorities imposed or conferred on it by these Rules.

Direction of the Member

14. The Member may, after consultation with, and subject to the prior approval of, the Brother Visitor, direct the Board by notice in writing (**Direction**) to:
- (a) adopt, implement or act upon the objectives, priorities, strategies and policies for the Company referred to in the Direction; and
 - (b) consider and report to the Member, in a form and within such reasonable time period stipulated in the Direction, the achievement by the Company and the Directors (as the case may be) of the objectives set out in the Direction,
- and the Directors must comply with any such Direction.

Prior to issuing a Direction under this clause, the Member commits to first engage with the Board of Directors, in good faith, to discuss the purpose, intention and necessity of the Direction.

Constitution of Board of Directors

15. The Board of Directors shall be constituted as follows:-
- (a) the Board shall consist of between six and nine persons who, subject to these Rules, shall be appointed by the Member in the manner provided in Rule 19 and upon appointment each such person shall be a Director;
 - (b) in appointing Directors, the Member will take into account any recommendations by the Board and will consult with the Chairperson of yourtown; and
 - (c) generally, the Directors shall be appointed for a term of up to three (3) years as determined by the Member when appointing the Directors.

16. No person who has been a Director continuously for nine (9) years shall be eligible to be re-appointed a Director unless the Member determines otherwise.
17. The office of a Director shall become and be vacant:-
 - (a) upon death of the Director; or
 - (b) if the Director is absent from three (3) successive meetings of the Board without leave granted by resolution of the Board or fails to respond to three (3) consecutive requests for a circulatory resolution to be passed without a meeting of the Directors, unless the Board determines otherwise; or
 - (c) by the Director's written resignation from the office; or
 - (d) subject to the Corporations Act, if the Director is removed from office by written notice of the Member, after consultation with, and subject to the prior approval of the Brother Visitor, or at the request of the Brother Visitor; or
 - (e) in accordance with Rule 18; or
 - (f) in accordance with the Corporations Act.
18.
 - (a) A Director shall cease to be a Director at the expiration of the period of time for which they were appointed to be a Director.
 - (b) A person who ceases to be a Director pursuant to any provision of these Rules and who is not otherwise ineligible to be a Director shall be eligible to be re-appointed a Director.
 - (c) The Directors in office at the date of adoption of this Constitution continue in office for the remainder of their term of office, unless their office becomes vacant earlier in accordance with Rule 17.
19.
 - (a) The Member, in consultation with, and subject to the prior approval of, the Brother Visitor, may appoint to the Board and subject to the Corporations Act, remove therefrom any Director by notice in writing addressed to the Board.

- (b) In appointing Directors in accordance with Rule 19(a), the Member shall have regard to the skills and experience of the Directors in any discipline, profession or field of knowledge which may be beneficial to the Company and provided the person satisfies the Member of a commitment to implement the objects of the Company.
 - (c) One of the Directors shall be Chairperson of the Board, so appointed in the same manner as is provided in subparagraph (a) of this Rule for a term of up to three (3) years as determined by the Member.
 - (d) One of the Directors shall be Deputy Chairperson of the Board, so appointed in the same manner as is provided in subparagraph (a) of this Rule for a term of up to three (3) years as determined by the Member.
20. (a) The office of Chairperson and Deputy Chairperson shall become and be vacant:-
- (i) If the Chairperson or Deputy Chairperson ceases to be a Director;
 - (ii) by the Chairperson's or Deputy Chairperson's written resignation from the office; or
 - (iii) by written notice of removal given by the Member, after consultation with, and subject to the prior approval of, the Brother Visitor, after consultation with the Directors.
- (b) Whenever a vacancy in the office of Chairperson or Deputy Chairperson occurs the Member shall, subject to this Rule, appoint a Director to be Chairperson or Deputy Chairperson of the Board in accordance with Rule 19.
 - (c) Subject to these Rules the Board may continue to act notwithstanding the existence of a vacancy in its membership. However, if the number of Directors falls below the minimum prescribed under these Rules, the Board may only act to call upon the Member to fill vacancies on the Board.

Limits on the Board

21. Subject to the Corporations Act and these Rules:-

- (a) The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in them.
- (c) All cheques, promissory notes, bank drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Directors determine.

22. The duties, powers and functions of the Board shall include all or any matters relating to:-

- (a) the provision of social welfare services which derive their values from the Catholic Church with its Gospel message and which are designed so as to respect and enhance the individual dignity of each human person;
- (b) the promotion and maintenance of good relations with Governments, government instrumentalities, institutions, organisations, the welfare profession, and the like, and with the public in general;
- (c) such other matters within its duties and functions as may to the Board seem proper, or as may be referred to the Board by the Member; and
- (d) to provide professional development opportunities for employees of the Company.

23. An employee of the Company shall not be eligible to be a Director. For the avoidance of doubt, a Director is not deemed to be an employee of the Company solely because that person is remunerated for their office as a Director.

Meeting of Board

24. The Board shall meet for the despatch of business at such times and places as it may determine provided that:-
- (a) it shall meet not less frequently than eight times each year;
 - (b) it shall meet whenever the Chairperson may require by notice in writing to each Director; and
 - (c) on request to the Chairperson made in writing and signed by not fewer than four (4) Directors, it shall meet by notice as prescribed in Rules 26 and 27.
25. Not less than seven (7) days' notice in writing of an ordinary meeting of the Board, and such notice as is practicable of a special meeting shall be given to Directors (and to the Member) provided, however, that if less notice than herein provided be given of a meeting, that meeting shall not be invalidated thereby if all Directors, excluding, if need be, a Director who has requested and been granted by the Board leave of absence from that meeting, are present at the notified place and time and unanimously agree to waive, in respect of such meeting, the provisions of this sub-rule.
26. A notice of a special meeting shall state the business to be considered at that meeting, and no business other than that so stated shall be considered at that meeting.
27. (a) At a meeting of the Board, a majority of the Directors shall constitute a quorum. The quorum must be present at all times during the meeting.
- (b) If a quorum is not present within thirty (30) minutes of the time appointed for a meeting of the Board, that meeting shall lapse and all business proposed to be transacted thereat shall be brought before the next following ordinary meeting of the Board.

- (c) If a quorum is not present for thirty (30) minutes at any time after a meeting of the Board has commenced, that meeting shall thereupon be deemed to be adjourned to the next following ordinary meeting of the Board.
28. At a meeting of the Board, the Chairperson, and in their absence the Deputy Chairperson, shall preside; and, if both the Chairperson and the Deputy Chairperson are absent, the Directors present shall appoint a Chairperson for the meeting.
29. At a meeting of the Board each Director present shall have one vote. Where the votes cast for and against any matter are equal, the Chairperson shall decide the question; and where the votes cast for and against any matter are not equal, the question shall be decided on the majority of votes cast.
30. At each meeting of the Board, including a technology meeting of the Board held in accordance with these Rules, the Chairperson will appoint a person to be the minute taker.

Technology meeting of the Board

31. A Board meeting may be held using technology methods if consented to by all Directors. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.
32. If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
33. The meeting using technology consented to by all Directors is to be taken to be held at the place determined by the Chairperson of the meeting.
34. The following provisions apply to a technology meeting:
- (a) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
 - (b) at the commencement of the meeting each Director must announce their presence to all the other Directors taking part in the meeting.

35. A Director may not leave a technology meeting by disconnecting the Director's link to the meeting unless that Director has previously notified the Chair of the meeting.
36. A Director is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the Chair to leave the meeting.
37. Subject to these Rules, the procedure to be followed at a meeting of the Board shall be as the Board shall decide.

Observers

38. (a) The Member and the Brother Visitor, or their delegates duly authorised in writing for the purpose, as of right, may attend and take part in, but may not, unless the person is a Director, vote on any matter at any meeting of the Board or of a committee of the Board or of delegates acting pursuant to Rule 42.
- (b) The Member, the Brother Visitor and the Board, or any of them may request the attendance at any meeting of the Board of any person who, in the opinion of the Member, the Brother Visitor or the Board, as the case may be, may be able to assist the Board regarding any matter before it.

Rescission

39. The Board, at an ordinary or a special meeting, may vary or rescind a resolution carried at a previous meeting of the Board provided that:-
 - (a) a motion to vary or rescind such a resolution shall not be considered at any meeting unless notice in writing of the terms of that motion has been given to Directors not less than seven (7) days before the date of the meeting at which the motion is to be considered;
 - (b) if a motion to vary or rescind such a resolution be not carried when put to the vote at the meeting at which it was considered, another motion to vary or rescind that resolution shall not be considered at a later meeting before

the lapse of three months after the date of the meeting at which the former motion was not carried;

- (c) a motion to vary or rescind such a resolution shall not be considered if effect in full has been given to the resolution; and
- (d) if partial only effect has been given to such a resolution, a variation or rescission thereof shall not be made which may render illegal any effect so given or may expose any person or body to any damage, cost, penalty, pain or other ordeal.

Chairperson and Deputy Chairperson

40. The Chairperson shall have such duties and functions and may exercise such powers and authorities as are imposed or conferred on them by these Rules and by any resolution of the Board including the following:-

- (a) to decide any question of procedure arising at a meeting of the Board which is not provided for by these Rules or any prior resolution of the Board;
- (b) to direct the Chief Executive Officer to carry out or give effect to any or all decisions or directions of the Board;
- (c) to maintain regular and full liaison with the Chair of the Board of the Member as to the administration and management, present and future, of the Company; and
- (d) to perform such other duties or functions as the Board may decide.

41. (a) The Deputy Chairperson shall have such duties and functions and may exercise such powers and authorities as are imposed or conferred on that person by these Rules and by any resolution of the Board including the following:-

- (i) to assist the Chairperson in the performance and exercise of their office as requested;

- (ii) to act in and perform and exercise the office of Chairperson in the absence of the Chairperson or in the event of their inability to perform or exercise their office; and
 - (iii) to perform such other duties and functions as the Board may decide.
- (b) When acting in the office of Chairperson, the Deputy Chairperson may do whatever the Chairperson may do therein.

Delegation by Board

42. (a) The Board may, by resolution and instrument of delegation in writing, delegate to such one or more Directors as it may decide (hereinafter referred to as delegate or delegates, as the case may be) the performance or exercise of such of the duties, functions, powers and authorities imposed or conferred on it by these Rules as may be specified in the resolution and instrument of delegation, and it may in like manner revoke wholly or in part any such delegation.
- (b) A delegation made under this Rule may be subject to such conditions and/or limitations as to the performance or exercise of any of the specified duties, functions, powers and authorities delegated or as to time or other circumstances as may be specified in the resolution and instrument of delegation.
- (c) An instrument of delegation shall be signed by the Chairperson and one other Director who is not a delegate pursuant to that instrument, provided that, if the Chairperson be a delegate pursuant to an instrument of delegation, that instrument shall be signed by two (2) Directors who are not delegates pursuant to it.
- (d) A delegate or, where there is more than one delegate, one of their number as determined by them, shall report to the next following ordinary meeting of the Board and thereafter as directed by the Board with regard to the

performance or exercise by them of the duties, functions, powers and authorities delegated.

43. Subject to Rule 44, any act or thing done by the delegate or delegates when acting in pursuance of a delegation and within the terms thereof shall have the like force and effect as if the act or thing had been done by the Board.
44. Notwithstanding any delegation made under these Rules the Board may continue to perform or exercise all or any of the duties, functions, powers and authorities delegated.

Establishment of Committees

45. The Board may establish such committee or committees of the Board as it may decide.
46. (a) A committee shall consist of such persons, whether Directors or not, as the Board may appoint to be members thereof, provided that at least one Director shall be appointed to be such a member.
 - (b) The terms and conditions of appointment of persons appointed to be members of a committee shall be as the Board prescribes or otherwise fixes; provided that no person shall be appointed to be a member of a committee for more than three (3) consecutive years pursuant to any one appointment.
 - (c) At the time it appoints the members of a committee, and thereafter as it deems necessary, the Board shall fix the number of such members that must be present at a meeting of the committee to constitute a quorum for such a meeting.
47. (a) The Board shall appoint a member of the committee who is a Director to be Chairperson of the Committee provided that if the Board be of the opinion that there are special reasons arising from the nature of the duties and functions of a committee which make it in the interest of the Company and preferable that it should do so, it may appoint to be Chairperson of that committee a member who is not a Director.

- (b) The terms and conditions of appointment as Chairperson of the member of the committee appointed to that office, if that member is not a Director, shall be as the Board prescribes or otherwise fixes.
48. The duties, functions, powers and authorities of a committee shall be as the Board prescribes or otherwise fixes; and these duties, functions, powers and authorities shall be performed and exercised as the Board may prescribe or decide.
49. (a) A committee shall be deemed to be established when the name, duties, functions, powers and authorities thereof are prescribed or fixed and the Chairperson thereof is appointed.
- (b) A committee shall not have power to perform any of its duties or functions while there is no Chairperson thereof appointed.
50. Subject to these Rules, a committee shall be subject to the authority of the Board at all times and shall act in accordance with and not contrary to any direction of the Board.
51. The Board, at any time and either with or without notice of its intention so to do, may dissolve a committee by notice in writing to the Chairperson of the committee.

Policies

52. All policies of the Company must be consistent with the mission, traditions and teachings of the Roman Catholic Church and the Lasallian Tradition, or any Direction issued from time to time by the Member in accordance with Rule 14.

Directors' Interests

53. Prohibition on being present or voting
- (a) Except where permitted by the law a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:-
- (i) must not be counted in a quorum

(ii) must not vote on the matter; and

(iii) must not be present while the matter is being considered at the meeting.

- (b) If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the law from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard, but may not vote on the matter.

54. Director to disclose interests

- (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary of the Company.
- (b) A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as a Director must declare at a meeting of the Directors of the Company or by written notice to the Secretary of the Company the fact and the nature, character and extent of the conflict.
- (c) For the purposes of Rules 54(a) and 54(b) a Director's interest or any conflict must be disregarded if it arises from or relates solely to:-
- (i) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a Member or officer) in respect of a loan to the Company; or
 - (ii) the position of the Director as a Director of a related body corporate.

55. Effect of interest in contract

- (a) If a Director has an interest in a contract or proposed contract with the Company, or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and

extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary of the Company;

(i) the contract may be entered into; and

(ii) if the disclosure is made before the contract is entered into;

1. the Director may retain benefits under the contract even though the Director has an interest in the contract;

2. the Company cannot void the contract merely because of the existence of the interest; and

3. the Director is not disqualified from the office of Director.

(b) For the purpose of Rule 55(a), contract includes an arrangement, dealing or other transaction.

Other Interests

56. Without limiting Rule 54 or 55 a Director may to the extent permitted by the law:

(a) hold any other office or place of profit in the Company (other than the office of auditor) in conjunction with the office of Director; and

(b) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company or the Director may be interested.

Other Directorships and Shareholdings

57. A Director of the Company may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any benefit received as a director, officer, employee or member of the other company.

Extension of meaning of “Company”

58. (a) For the purposes of Rules 54, 55, and 56 Company includes any subsidiary of the Company and any company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.
- (b) Subject to the Corporations Act:-
- (i) the Directors of the Company may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as Directors or other officers of the other company;
 - (ii) any Director of the Company may vote at a meeting of Directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that Director as a Director or other officer of the other company;
 - (iii) any Director of the Company may be appointed as a representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that Director as a director or other officer of the company; and
 - (iv) a Director of the Company who is also a Director of the other company may vote as a Director of the other company in whatever manner the person sees fit, including voting in favour of a resolution appointing the Director to any other office in the other company and a resolution appointing any other Directors of the Company as Directors or other officers of the other company.

Remuneration of Directors

Directors' remuneration

59. A Director may receive remuneration for their service in their capacity as a Director, Chairperson, Deputy Chairperson, Board committee Chairperson or Board committee member in accordance with resolutions of the Board from time to time.

Financial benefit

60. To the extent, if any, required by the Corporations Act, a Director must ensure that the requirements of the Corporations Act are complied with in relation to any financial benefit given by the Company to the Director or to any other related party to the Director.

Notice to Directors

61. Without prejudice to any other method of giving notice, it shall be sufficient compliance with any provision of these Rules requiring notice to be given to Directors if, with observance of the required time, notice is:-
- (a) contained in a document delivered to the Director in person; or
 - (b) contained in a pre-paid letter or other document addressed and posted to the Director at their last known address two (2) days prior to the date by which notice must be given; or
 - (c) delivered by electronic communication to an email address provided by the particular Director to the Secretary for the purposes of receiving notices and a read receipt is obtained by the sender for the said email; or
 - (d) contained in a resolution of the Board made at a duly held meeting of the Board and which sufficiently specifies that which is required to be notified, if the terms of that resolution, as recorded in the confirmed proceedings of that meeting, be delivered or posted as aforesaid to the Director.
62. Any such notice may be given in any manner of representing or reproducing words in visible and legible form, and may give notice of either one or more than one matter or event.

Dissolution of Board

63. Subject to the Corporations Act, the Board may be dissolved by an instrument in writing of the Member, notice of which is given to each Director within seven (7) days next after the date on which the instrument was executed, provided that such instrument of dissolution shall not take effect earlier than thirty days next after the date on which it was executed.
64. (a) A dissolution of the Board shall not of itself affect the continuity of these Rules or invalidate any act or decision of the dissolved Board.
- (b) The Company shall treat a dissolution of the Board as creating casual vacancies in the office of each Director and casual vacancies in, respectively, the office of Chairperson and the office of Deputy Chairperson, and thereupon the several said casual vacancies shall be filled, subject to these Rules, by appointments being made to the vacant offices as if such vacancies had occurred without any such dissolution of the Board.
- (c) Nothing in this Rule of itself shall cause a person who was a Director at the time of the dissolution to be ineligible to be appointed to fill any such casual vacancy.
65. Upon a dissolution of the Board any committee established pursuant to these Rules shall thereby be dissolved.
66. Upon a dissolution of the Board, a delegation made by the Board shall thereby be revoked and a subsequent Board may in accordance with these Rules make a fresh delegation of the same matter in terms the same as or different from those of the revoked delegation.

Repeal, Variation and Amendment Of Rules

67. These Rules may be varied or amended from time to time by a resolution of the Member following consultation with the Board and the Brother Visitor, and subject to the prior approval of the Brother Visitor.
68. The Board may propose a variation or amendment of these Rules provided that the proposal has been adopted at a meeting of the Board in respect of which notice in writing of the proposal and of the date, time and place of the meeting of

the Board at which it was to be considered was given to the Directors not less than one month prior to the date of that meeting.

In the event that a variation or amendment is supported by the Board, the proposed variation or amendment shall be referred to the Member for their acceptance or rejection.

Chief Executive Officer

69. (a) There shall be a Chief Executive Officer for the Company.
- (b) The Directors shall appoint a Chief Executive Officer.
- (c) The appointment and removal of the Chief Executive Officer shall be subject to the approval of the Member, after consultation with, and subject to the prior approval of the Brother Visitor.
- (d) The Chief Executive Officer shall be a person who satisfies the Board and the Member that they have a personal commitment to the mission of the Catholic Church and a commitment to implementing the objects of the Company in accord with the Lasallian Tradition.

Secretary

70. The Secretary shall be appointed by the Board in accordance with the Corporations Act and for such terms and upon such conditions as the Board thinks fit, and any Secretary so appointed may be removed by the Board.

Accounts and Gift Fund

71. (a) The Board must cause the Company to prepare financial accounts in accordance with the law.
- (b) The Board must cause the Company to prepare a financial report, a Director's report and any other reports that comply with the ACNC Act and any other relevant legislation.
- (c) The Board must cause the Company's financial report for each financial year to be audited by the Auditor and obtain an auditor's report in

accordance with any requirements of the ACNC Act and any other relevant legislation. Audited financial reports provided to the Member are conclusive.

- (d) The Member may inspect the books of the Company at its request.
- (e) The following persons may at any reasonable time access and inspect any financial record of the Company:
 - (i) any nominee of the Member authorised in writing by it, subject to the terms of such authorisation;
 - (ii) the Auditor; and
 - (iii) any Director.
- (f) There shall be maintained a fund known as the Gift Fund in accordance with the provisions of subdivision 30-BA part 2.5 of the *Income Tax Assessment Act 1997* (Cth).
- (g) If the Gift Fund is wound up or if the endorsement of the Commissioner for Taxation in accordance with subdivision 30-BA part 2.5 of the *Income Tax Assessment Act 1997* (Cth) of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after payment of the liabilities attributable to it shall be transferred to a fund, authority or institution satisfying the conditions set forth in Rule 7(c) to which income tax deductible gifts can be made, such fund, authority or institution to be determined by the Member in consultation with, and subject to the prior approval of, the Brother Visitor at or before the winding up or the revocation of the endorsement of the Gift Fund, and failing such determination, to be made by the Brother Superior.

Audit

- 72. A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Corporations Act and the ACNC Act.
- 73. The remuneration of the Auditor is to be determined by the Directors.

74. Subject to the requirements of the Corporations Act and the ACNC Act, the Company may remove an Auditor by resolution of the Member.

Notice to the Member

75. Any notice required by law or by or under these Rules may be given:-
- (a) personally;
 - (b) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member;
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member; and
 - (d) by sending it to the Member by other electronic means (if any) nominated by the Member.

A notice of meeting sent by post is deemed to have been given three days after it is posted. Notice of meeting sent by fax or electronic means, is deemed to have been given on the business day after it is sent.

76. Notice of meetings shall be given in any manner hereinbefore authorised to the Member.

Officers' Indemnities and insurance

Indemnity against liabilities

77. To the extent permitted by law, the Company:
- (a) indemnifies every person who is, or has been, a director or secretary of the company; and
 - (b) may by deed indemnify, or agree to indemnify, a person who otherwise is, or has been, an officer, against liabilities, losses, costs, charges and expenses incurred by that person in their capacity as an officer to another person provided that the liability is not an Excluded Liability or Excluded Legal Costs.

Indemnity for legal costs

78. To the extent permitted by law, the Company:

(a) indemnifies every person who is, or has been, a director or secretary of the Company; and

(b) may by deed indemnify, or agree to indemnify, a person who otherwise is, or has been, an officer,

against reasonable legal costs and expenses (other than Excluded Legal Costs) on a solicitor client basis incurred by that person in defending proceedings for a liability incurred by that person in their capacity as such an officer.

79. The indemnity does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void or unenforceable or not permitted by law and does not operate in respect of any liability of the officer to the extent that liability is covered by insurance.

Notice of Claim

80. An officer must:

(a) give notice to the Company promptly on becoming aware of any claim against the officer that may give rise to a right to be indemnified by the Company;

(b) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any claim or any adjudication of a claim;

(c) not make any admission of liability in respect of or settle any claim without the prior written consent of the Company;

(d) allow the Company or its insurers to assume the conduct, negotiation or defence of any claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any claim, including giving the Company or its insurers any

document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;

- (e) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and
- (f) notify any claim to an insurer or any other person who may be liable to indemnify the officer in respect of that claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

81. In Rule 81 claim means:

- (a) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
- (b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
- (c) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in Rule 81(a) or 81(b) may be initiated.

Payment for legal costs

82. To the extent permitted by law, the Company may make a payment (either by way of advance, loan or otherwise) to a person who is an officer for the legal costs and expenses incurred by that person in defending proceedings for a liability incurred by that person in their capacity as an officer provided that:

- (a) the legal costs and expenses are not Excluded Legal Costs at the time the payment is made; and
- (b) the person is obliged to repay the legal costs and expenses to the extent that they become Excluded Legal Costs.

83. If an officer becomes personally liable for the payment of any sum primarily due from the Company, and the officer may be indemnified under Rules 78 or 79 the Directors may, despite the interest (if any) of the Directors or any of them, execute or cause to be executed a mortgage, charge or security over or affecting the whole or any part of the assets or undertaking of the Company by way of indemnity to secure the officer so becoming liable from any loss in respect of that liability.

Insurance

84. To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an officer against a liability:

- (a) incurred by that person;
- (b) in that person's capacity as such an officer;
- (c) in the course of acting in connection with the affairs of the Company or a related body corporate;
- (d) otherwise arising out of the person holding office as such an officer, provided the liability (other than one for legal costs) does not arise out of;
 - (i) conduct involving a wilful breach of duty in relation to the Company or a related body corporate; or
 - (ii) a contravention of sections 182 or 183 of the Corporations Act.

Director voting on contract of indemnity or insurance

85. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the

contract indemnifies or insures or would indemnify or insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

Liability

86. An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of their office unless it arises through their own negligence, default, breach of duty or breach of trust.