



Constitution as adopted by the members on

BAPTIST VILLAGE BAXTER LIMITED

A company limited by guarantee

TABLE OF CONTENTS

1	PRELIMINARY	2
2	OBJECTS OF THE COMPANY.....	3
3	POWERS OF THE COMPANY.....	3
4	RESTRICTIONS ON DISTRIBUTIONS TO MEMBERS	4
5	AMENDMENT OF CONSTITUTION.....	4
6	LIMITED LIABILITY	4
7	LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP	4
8	EXCESS PROPERTY ON WINDING UP.....	5
9	MEMBERSHIP	5
10	MEETINGS.....	8
11	PROCEEDINGS AT GENERAL MEETINGS.....	9
12	BOARD OF DIRECTORS.....	11
13	POWERS AND DUTIES OF THE BOARD	13
14	PROCEEDINGS OF THE BOARD	14
15	COMMITTEES.....	16
16	INTEREST OF DIRECTORS	16
17	MINUTES OF PROCEEDINGS	16
18	CHIEF EXECUTIVE OFFICER AND SECRETARY.....	17
19	OFFICERS INDEMNITY, INSURANCE AND ACCESS	17
20	ACCOUNTS	18
21	AUDIT	18
22	NOTICES	18

CONSTITUTION
of
BAPTIST VILLAGE BAXTER LIMITED ACN 006 640 544
A company limited by guarantee

1 PRELIMINARY

1.1 Definitions

In this Constitution:

- 1.1.1 “**Aged Care Act**” means the *Aged Care Act 1997 (Cth)*;
- 1.1.2 “**Baptist Union**” means The Baptist Union of Victoria, and if that body is dissolved or ceases to exist, means the body (if any) which succeeds to the property, rights and liabilities of that body from time to time;
- 1.1.3 “**Board**” means the whole or any number of the Directors of the Company acting as a board being not less than a quorum;
- 1.1.4 “**Chair**” means the person for the time being holding that office pursuant to clause 14.4.1;
- 1.1.5 “**Chief Executive Officer**” means the senior officer of the Company, howsoever titled, appointed pursuant to clause 18.1;
- 1.1.6 “**Company**” means Baptist Village Baxter Limited ACN 006 640 544;
- 1.1.7 “**Constitution**” means this constitution of the Company as amended from time to time;
- 1.1.8 “**Corporations Act**” means the *Corporations Act 2001 (Cth)*;
- 1.1.9 “**Deputy Chair**” means the person for the time being holding that office pursuant to clause 14.4.1;
- 1.1.10 “**Director**” means any person acting as a director of the Company by whatever name called and includes a co-opted director pursuant to clause 12.8;
- 1.1.11 “**Member**” means a person who for the time being is a member of the Company pursuant to clause 9 and who is named in the Register as Member;
- 1.1.12 “**Register**” means the Register of Members of the Company to be kept, whether electronically or otherwise, pursuant to the Corporations Act; and
- 1.1.13 “**Secretary**” means the secretary of the Company appointed by the Board under clause 18.2.

1.2 Interpretation

- 1.2.1 A Member is to be taken to be present at a general meeting if the Member is present in person, by proxy or by attorney.

- 1.2.2 Unless the contrary intention appears, in this Constitution:
- (a) the singular includes the plural and vice versa;
 - (b) words importing one gender include other genders;
 - (c) a reference to a person includes any company, corporation, body corporate or other body (whether or not the body is incorporated);
 - (d) a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
 - (e) a reference to a statute, code or other law includes regulations and other instruments made under it and includes consolidations, amendments, re-enactments or replacements of any of them; and
 - (f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- 1.2.3 In this Constitution headings and bold text are for convenience only and do not affect its interpretation.

1.3 Application of the Corporations Act

- 1.3.1 This Constitution is to be interpreted subject to the Corporations Act. However, the replaceable rules under the Corporations Act do not apply to the Company.
- 1.3.2 Unless the contrary intention appears, a word or expression in a clause that is defined in section 9 of the Corporations Act has the same meaning in this Constitution as in that section.

2 OBJECTS OF THE COMPANY

- 2.1 The objects and activities of the Company are:
- 2.1.1 principally, to directly relieve poverty, sickness, suffering, distress, misfortune, destitution, disability, disadvantage or helplessness among persons who have reached retirement age; and
 - 2.1.2 additionally, to provide residential accommodation, assistance and related services to persons who have reached retirement age.
- 2.2 The Company is not prevented or restricted from carrying out its objects by reason only that in doing so it also assists or benefits persons who may not yet have reached retirement age.

3 POWERS OF THE COMPANY

Solely for the purpose of carrying out the objects set out in clause 2, the Company may, in any manner permitted by the Corporations Act:

- 3.1 exercise any power;
- 3.2 take any action; or

3.3 engage in any conduct or procedure,

which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

4 RESTRICTIONS ON DISTRIBUTIONS TO MEMBERS

4.1 Distributions to members

The income and property of the Company, however derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution. Subject to clause 4.2 no portion of the income or property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members.

4.2 Payment for services

Nothing in this Constitution prevents the payment by the Company in good faith of:

4.2.1 remuneration to any officers, servants or employees of the Company or to any Member in return for any services actually rendered to the Company nor for goods supplied in the ordinary and usual way of business; and

4.2.2 reasonable or proper rent for premises demised or let by any Member,

but so that:

4.2.3 no Member or Director shall be appointed to any salaried office of the Company other than the position of chief executive officer or acting chief executive officer or any office of the Company paid by fees other than directors' fees as established from time to time; and

4.2.4 no remuneration or other benefit in money or money's worth shall be given or paid by the Company to any Member or Director except repayment of out of pocket expenses, directors' fees, rental or salary.

5 AMENDMENT OF CONSTITUTION

This Constitution may not be modified or repealed except in accordance with section 136(2) of the Corporations Act.

6 LIMITED LIABILITY

The liability of the Members is limited.

7 LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP

Each Member undertakes to contribute to the property of the Company, if it is wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$100.00.

8 EXCESS PROPERTY ON WINDING UP

If, upon:

- 8.1 the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property; or
- 8.2 the revocation of deductible gift recipient endorsement, there remains any surplus gifts, fundraising contributions or money received because of them as set out in *Income Tax Assessment Act 1997 (Cth) s 30-125(6)(b)*,

("surplus assets"), in each case the surplus assets must not be paid to or distributed among the Members but must be given or transferred to one or more institutions, each of which:

- 8.3 has similar objects to that of the Company;
- 8.4 has been approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation as a deductible gift recipient;
- 8.5 prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 4; and
- 8.6 is nominated by the Baptist Union,

in the proportions nominated by the Baptist Union or failing this, by the Members, or failing this, by a court of competent jurisdiction.

9 MEMBERSHIP

9.1 Members

The following persons are Members:

- 9.1.1 those persons who are Members as at the date of adoption of this Constitution; and
- 9.1.2 any other person who becomes a Member by virtue of clause 9.2.

9.2 Admission to membership

Membership is open to any individual who:

- 9.2.1 is eligible to become a member in accordance with this Constitution;
- 9.2.2 agrees in writing to become a member;
- 9.2.3 applies for membership to the Board; and
- 9.2.4 has his or her application for membership approved in accordance with clause 9.4.

9.3 Applications for membership

Applications for membership must be:

- 9.3.1 in writing in the form determined by the Board from time to time, stating that the applicant wishes to become a member of the Company;
- 9.3.2 signed by the applicant; and
- 9.3.3 lodged with the Board, or as otherwise specified by the Board.

9.4 Approval of applications

- 9.4.1 The Board must consider an application for membership at the first regular meeting of the Board following receipt of the application. If it is impractical to do so, the Board must consider the application as soon as reasonably practicable after that meeting.
- 9.4.2 For the purposes of clause 9.4.1, the Board may call an extraordinary general meeting to enable the members to consider an application for membership.
- 9.4.3 The Company in general meeting must by resolution approve or reject the application. The Board must notify the applicant in writing whether the application has been approved or rejected.
- 9.4.4 If the application is approved, the Board must enter the applicant's name and address into the Register and notify the Baptist Union of Victoria.
- 9.4.5 The decision of the Company is final and conclusive, and binding on the applicant, the Board and the Members.
- 9.4.6 No reasons are required to be given to a person whose application for Membership is rejected.

9.5 Expulsion of Members by Board

The Board may expel any Member provided that:

- 9.5.1 before expelling any Member the Board must give notice in writing to that Member of the Board's intention to do so and stating the Board's reason for the proposed expulsion;
- 9.5.2 the notice must specify a time and place, not less than 14 days from the date of the notice, at which the Member may appear before the Board to show cause why the Member should not be expelled;
- 9.5.3 the Board resolves by a majority of three quarters of the Directors present and voting by secret ballot to expel the Member; and

- 9.5.4 any Member expelled pursuant to this clause 9.5 may call an extraordinary general meeting to appeal against the decision of the Board. Subject to the requirements for convening an extraordinary general meeting, that meeting must be held within 21 days after the Board resolves to expel the Member. At that general meeting, the expulsion may be confirmed by special resolution. In any other case, the expulsion is revoked.

9.6 Expulsion of Members by Members

If a majority or more Members lodge a written complaint with the Board in regards to the behaviour of another Member and seeking that Member's expulsion:

- 9.6.1 the Board must convene an extraordinary general meeting to consider whether the Member should be expelled;
- 9.6.2 at the extraordinary general meeting, the Member may appear to show cause why the Member should not be expelled; and
- 9.6.3 the Company may resolve by special resolution to expel the Member.

9.7 Cessation of membership

Membership is personal and cannot be transferred or transmitted. A Member's membership ceases if the Member:

- 9.7.1 dies;
- 9.7.2 is disqualified from holding office as a director pursuant to the Corporations Act or the Aged Care Act;
- 9.7.3 by notice in writing to the Board resigns from membership;
- 9.7.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 9.7.5 becomes a resident of any of the Company's villages;
- 9.7.6 has been assessed as requiring care under the Aged Care Act; or
- 9.7.7 becomes insolvent under administration or makes any arrangement or composition with his or her creditors generally.

9.8 Register of Members

- 9.8.1 The name of any person admitted to membership of the Company must be entered by the Secretary (or delegate) in the Register.
- 9.8.2 If a person ceases to be a Member, the Secretary (or delegate) must enter the date of ceasing to be a Member in the Register.

10 MEETINGS

10.1 Annual general meetings

- 10.1.1 An annual general meeting of the Company must be held at least once per calendar year as required by the Corporations Act and at such times and places as the Board determines.
- 10.1.2 The ordinary business conducted at an annual general meeting is to:
- (a) receive and consider the financial reports, Directors' reports and auditors' reports;
 - (b) elect Directors to hold office; and
 - (c) transact any other business which under this Constitution or the Corporations Act ought to be transacted at an annual general meeting.
- 10.1.3 No business may be transacted at an annual general meeting other than:
- (a) the ordinary business referred to in clause 10.1.2; and
 - (b) any special business set out in the notice of meeting.

10.2 Convening of other general meetings

- 10.2.1 A Director may, if he or she thinks fit, convene a general meeting.
- 10.2.2 The Board must convene a general meeting on a requisition of Members as provided for by the Corporations Act.

10.3 Notice of general meetings

- 10.3.1 Subject to the Corporations Act and this Constitution, not less than 21 clear days' notice of a general meeting must be given to the Members and to the Company's auditors, specifying the place, day and hour of the meeting and the general nature of any special business.
- 10.3.2 Subject to the Corporations Act, notice of general meetings of the Company may be given in accordance with clause 22.
- 10.3.3 The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, any of the Members does not invalidate any resolution passed at any such meeting.

10.4 Meaning of 'special business'

In this clause 10, „special business“ means any business transacted at a general meeting other than the items of ordinary business at an annual general meeting referred to in clause 10.1.2.

10.5 Postal ballots

- 10.5.1 Subject to the Corporations Act, if the Board thinks fit, it may submit any question or resolution to the vote of all Members entitled to a vote at a general meeting of the Company by means of a ballot by post,

facsimile, electronic mail or other electronic means and in such form and returnable in such manner as the Board decides.

- 10.5.2 A resolution approved by a majority or specific majority of the Members voting by ballot has the same force and effect as such a resolution would carry by such a majority or specific majority at a dulyconstituted general meeting of the Company competent to pass such a resolution.

11 PROCEEDINGS AT GENERAL MEETINGS

11.1 Quorum

No business may be transacted at a general meeting unless a quorum is present at the commencement of business. Subject to clause 11.3, a quorum for a general meeting is 50% of all Members plus one.

11.2 Chair

The Chair may chair every general meeting of the Company. If the Chair is absent or unwilling to act, then the Deputy Chair may chair the meeting in the Chair's place. If the Deputy Chair is absent or unwilling to act, the Members present must elect one of their number to chair the meeting.

11.3 Adjournment of meeting

The chair of a general meeting may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting to another time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as per the original meeting. It is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

11.4 Absence of quorum

If within half an hour from the time appointed for the meeting a quorum is not present:

- 11.4.1 the meeting, if convened upon the requisition of Members, is dissolved; or
- 11.4.2 in any other case it stands adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present (being not less than 2) constitutes a quorum. If 2 Members are not present the meeting is dissolved.

11.5 Poll

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- 11.5.1 by the chair of the meeting; or

11.5.2 by at least 3 Members present in person.

Unless a poll is demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

11.6 Manner of taking poll

11.6.1 If a poll is demanded it must be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs.

11.6.2 The result of the poll is the resolution of the meeting at which the poll was demanded.

11.6.3 A poll demanded on the election of a chair of the meeting or on a question of adjournment must be taken immediately.

11.7 Voting rights

11.7.1 At a general meeting each Member is entitled to one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is not entitled to a second or casting vote.

11.7.2 Subject to this Constitution, each Member entitled to attend and vote at a meeting of Members may attend and vote:

- (a) in person;
- (b) by the appointment of a single proxy who is entitled to vote on a show of hands as well as on a poll; or
- (c) by attorney.

11.7.3 A proxy or attorney need not be a Member and may be appointed for all, any number of, or for a particular meeting.

11.7.4 The decision of the chair of a meeting as to the validity of a proxy or power of attorney shall be final and conclusive.

11.7.5 If a person present at a general meeting represents personally or by proxy or attorney more than one Member, the following rules apply to a vote taken on a show of hands:

- (a) the person is entitled to one vote only despite the number of Members the person represents; and
- (b) the person's vote will be taken as having been cast for all the members the person represents.

11.8 Qualification of voters

An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such

objection must be referred to the chair of the meeting, whose decision is final. A vote is valid unless disallowed pursuant to such an objection.

11.9 Appointment of proxies

- 11.9.1 An appointment of a proxy is valid if it meets the requirements set out in section 250A of the Corporations Act and if it is received by the Company as required by section 250B of the Corporations Act.
- 11.9.2 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.
- 11.9.3 The appointment of a proxy or attorney is not revoked by the appointer attending the general meeting, but:
- (a) if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on that resolution; and
 - (b) if the appointer otherwise takes part in the meeting in relation to a resolution the proxy or attorney must not take part in the meeting in relation to that resolution.

12 BOARD OF DIRECTORS

12.1 Number of Directors

- 12.1.1 The Board consists of Directors numbering not less than 4 nor more than 10 as the Members may determine by resolution passed at a general meeting.
- 12.1.2 The Members by resolution passed at a general meeting may also determine in what rotation the increased or reduced number is to go out of office.

12.2 Retirement of Directors

A Director holds office until the conclusion of the third annual general meeting after his or her appointment, and at the end of that meeting retires from office, but is eligible for re-election.

12.3 Qualification of Directors

No person may act as a Director of the Company unless that person is:

- 12.3.1 a Member;
- 12.3.2 over the age of 18 years; and

- 12.3.3 not prohibited or disqualified or otherwise prevented from acting as a Director of the Company under the Corporations Act or the Aged Care Act.

12.4 Election of Directors

- 12.4.1 At an annual general meeting at which a Director retires in accordance with clause 12.2, the Members must fill each vacated office by electing a duly qualified person.
- 12.4.2 The retiring Director, if offering himself or herself for re-election and not being prevented by this Constitution or the Corporations Act from holding office as a Director, is deemed re-elected, unless at the meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of that Director is put to the meeting and lost.

12.5 Removal of Directors and vacation of office

- 12.5.1 The Members may by resolution remove any Director before the expiration of his or her period of office, subject to compliance with section 203D of the Corporations Act.
- 12.5.2 The office of a Director will become vacant if the Director:
- (a) dies;
 - (b) ceases to be a Director or is disqualified from holding office pursuant to the Corporations Act or the Aged Care Act;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) becomes a resident of any of the Company's villages;
 - (e) has been assessed as requiring care under the Aged Care Act;
 - (f) resigns his or her office by notice in writing to the Company;
 - (g) for more than 3 months is absent without permission of the Board from meetings of the Board held during that period; or
 - (h) ceases to be a Member.

12.6 Power of Board to fill casual vacancies, etc.

- 12.6.1 The Board may appoint a qualified person as a Director to fill a casual vacancy.
- 12.6.2 A Director so appointed holds office only until the next annual general meeting but, subject to the Corporations Act and this Constitution, is eligible for re-election at such meeting.

12.7 Reimbursement of expenses

Directors are entitled to be reimbursed for their reasonable expenses incurred in attending Board meetings or meetings of committees to which they have been appointed pursuant to clause 15.

12.8 Co-opted Director

12.8.1 In addition to the maximum number of Directors fixed or determined under clause 12.1, the Board may co-opt up to one additional person to the Board to supplement the expertise of the Board for a term of up to two (2) years as determined by the Board at the time of the appointment.

12.8.2 A person appointed pursuant to clause 12.8.1 is a Director and is entitled to exercise all the same rights and privileges at meetings of the Board as the other Directors not appointed pursuant to clause 12.8.1, including the right to vote, but excluding the right to vote for or be elected as an office bearer.

13 POWERS AND DUTIES OF THE BOARD

13.1 General powers of the Board

13.1.1 The Board must manage the business and affairs of the Company. The Board may, in addition to the specific powers conferred on the Board by this Constitution, exercise all powers of the Company which are not by the Corporations Act or by this Constitution required to be exercised by the Company in general meeting, subject to this Constitution, the Corporations Act, and to such resolution or regulation, not being inconsistent with those provisions made by the Company in general meeting.

13.1.2 A resolution or regulation made by the Company in general meeting does not invalidate any prior act of the Board, which would have been valid if that resolution or regulation had not been passed or made.

13.2 Control and investment of Company's funds

13.2.1 The Board controls the Company's funds and manages its financial affairs.

13.2.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed, or otherwise executed in any manner determined by the Board from time to time.

13.3 Borrowing and security

The Board may, at its discretion, exercise all the powers of the Company to raise or borrow money and to secure its repayment in such manner and on such terms and conditions as it thinks fit, including the issue of bonds, debentures, or other securities charged on all or any part of the undertaking, assets or rights of the Company.

13.4 Appointment of attorney

- 13.4.1 The Board may by power of attorney appoint any corporation, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as it thinks fit.
- 13.4.2 Any powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board thinks fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

13.5 Negotiable instruments and receipts

All cheques, promissory notes, drafts, bills of exchange, bills of lading and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in any manner determined by the Board from time to time.

14 PROCEEDINGS OF THE BOARD

14.1 Meetings

- 14.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 14.1.2 A Director may at any time, and the Secretary must on the requisition of a Director, convene a meeting of the Board.
- 14.1.3 It is not necessary to give notice of a meeting of the Board to a Director whom the Secretary, when giving the notice to the other Directors, reasonably believes to be outside the Commonwealth of Australia.

14.2 Voting

Subject to this Constitution, questions arising at any meeting of the Board are decided by a majority of votes and a determination by a majority of the Directors present is a determination of the Board. In the case of an equality of votes the Chair has a second or casting vote.

14.3 Quorum

- 14.3.1 The quorum to transact business may be set by the Board, and unless set, is 50% of the number of Directors plus one.
- 14.3.2 The Board may act despite any vacancy, but if the number of Directors is reduced below the number set under this Constitution as the necessary quorum for the Board under clause 14.3.1 or below the number set under this constitution as the minimum number of Directors under clause 12.1.1, the continuing Directors may act for the purpose of increasing the number of Directors to the relevant number or of summoning a general meeting of the Company, but for no other purpose.

14.4 Chair and Deputy Chair

- 14.4.1 The Board may elect a Chair and Deputy Chair of the Board, and determine the period for which they are to hold office.
- 14.4.2 The Chair, or in the Chair's absence the Deputy Chair, is entitled to chair Board meetings, but if no Chair or Deputy Chair is elected, or if at any meeting both the Chair or Deputy Chair are not present within 10 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to chair the meeting.

14.5 Circulatory resolutions and telephone meetings

- 14.5.1 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board takes effect as if it had been passed at a Board meeting properly convened and held. Any such resolution may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission, or other means of communication approved by the Directors, is deemed to have been signed by such Director for the purpose of this clause.
- 14.5.2 Subject to the Corporations Act, the contemporaneous linking together by telephone, video-conferencing or any other form of technology of a number of the Directors not less than a quorum is deemed to constitute a Board meeting. All the provisions of this Constitution as to Board meetings apply to that meeting by that technology provided that:
- (a) all the Directors entitled to receive notice of a Board meeting are entitled to notice of that meeting and to be linked by the relevant technology for the purposes of that meeting;
 - (b) notice of that meeting may be given by telephone, facsimile, e-mail or other form of technology;
 - (c) each of the Directors taking part in that meeting must be able to hear each of the other Directors taking part in the meeting; and
 - (d) at the start of that meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Directors of the Company to all the other Directors taking part.
- 14.5.3 A Board meeting held using a form of technology in accordance with clause 14.5.2 is deemed to have been held at the place determined by the chair of that meeting, provided that at least one of the Directors who took part in the meeting was at that place for the duration of the meeting.

14.6 Acts of Board or committees valid despite defective appointment etc.

All acts done at any Board meeting or any meeting of a committee of Directors or by any person acting as a Director even if it is afterwards discovered that:

- 14.6.1 there was some defect in the appointment of any Director or person acting as Director; or

14.6.2 that they or any of them were disqualified,

are valid as if every such person had been duly appointed and was qualified to be a Director.

15 COMMITTEES

- 15.1 The Board may delegate any of its powers to one or more committee consisting of such of their number as decided by the Board. A committee to which any powers have been so delegated may exercise the powers delegated in accordance with any directions of the Board and a power so exercised is deemed to have been exercised by the Board.
- 15.2 A committee may elect a chair of its meetings. If no such chair is elected, or if at any meeting the chair is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to chair the meeting.
- 15.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present. In the case of an equality of votes the chair has a second or casting vote.

16 INTEREST OF DIRECTORS

- 16.1 A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
- 16.1.1 be present while the matter is being considered at the meeting; or
- 16.1.2 vote on the matter,
- except in circumstances if the Corporations Act allows the Director to do so.
- 16.2 A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest in the manner and to the extent required by the Corporations Act.
- 16.3 No act of the Board or the Company (including any contract, agreement or arrangement entered into by the Company) is void or voidable due only to a failure of a Director to comply with clauses 16.1 and 16.2.
- 16.4 The Secretary must record in the minutes of meetings any declarations made or notices given by a Director pursuant to this clause 16.

17 MINUTES OF PROCEEDINGS

- 17.1 Minutes of all appointments of officers, names of Directors present at all meetings of the Company and of the Board, and proceedings of general meetings and of meetings of the Board must be entered, within one month after the relevant meeting is held, in books kept for that purpose and must be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.
- 17.2 Any minute so entered and purporting to be so signed is prima facie evidence of the proceedings to which it relates.
- 17.3 If minutes have been so entered and signed then, unless the contrary is proved:

- 17.3.1 the meeting is deemed to have been duly convened and held;
- 17.3.2 all proceedings that are recorded in the minutes as having taken place at the meeting are deemed to have duly taken place; and
- 17.3.3 all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting are deemed to have been validly made.

18 CHIEF EXECUTIVE OFFICER AND SECRETARY

- 18.1 The Board may appoint a Chief Executive Officer (or acting Chief Executive Officer) taking into account the Board's recommendation, for such term, at such remuneration and upon such conditions as it thinks fit. The Chief Executive Officer may be removed by the Board.
 - 18.1.1 The Board delegates to the CEO the power to
 - a) determine any issue;
 - b) take any action; or
 - c) do any act or thing
 - d) enter into contracts
 arising out of or connected with any duty imposed, or function or power conferred on Baptist Village Baxter by or under any Act.
- 18.2 The Secretary may in accordance with the Corporations Act be appointed by the Board for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Board. The Board may appoint the same person as both Chief Executive Officer and the Secretary.

19 OFFICERS INDEMNITY, INSURANCE AND ACCESS

- 19.1 In this clause 19:
 - 19.1.1 "**Officer**" includes a past officer:
 - 19.1.2 "**Officer's duties**" includes duties arising by reason of the appointment, nomination or secondment (in any capacity) of an Officer by the Company (or its subsidiaries) to any other corporation;
 - 19.1.3 "**to the relevant extent**" means:
 - (a) to the extent the Company is not precluded by law from doing so;
 - (b) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (c) if the liability is incurred in or arising out of the conduct of the business of another corporation, or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
 - 19.1.4 "**liability**" means all liabilities, losses, damages, costs, charges, expenses, and penalties of any kind including, but not limited to, liability

for negligence, also for legal costs incurred in defending any proceedings (whether civil, criminal, judicial or administrative) or appearing before any court, tribunal, government authority or otherwise.

- 19.2 The Company indemnifies each Officer out of the assets of the Company to the relevant extent against any liability incurred by the Officer in or arising from the conduct of the Company's business or the discharge of the Officer's duties.
- 19.3 If the Directors consider it appropriate, and to the extent to which the Company is not precluded by law from doing so, the Company may execute a deed of indemnity on such terms as the Directors consider appropriate, in favour of an Officer.
- 19.4 If the Directors consider it appropriate, and to the extent to which the Company is not precluded by law from doing so, the Company may:
- 19.4.1 make payments by way of premium in respect of any contract effecting insurance on behalf, or in respect of, an Officer against any liability incurred by the Officer in or arising from, the conduct of the Company's business or the discharge of the Officers duties; and
- 19.4.2 bind itself in any deed (in such terms as the Directors consider appropriate) with any Officer to make the payments.
- 19.5 If the Directors consider it appropriate, the Company may:
- 19.5.1 give a Director or former director access to Company papers, including documents provided or available to the Directors and other papers referred to in those documents; and
- 19.5.2 bind itself in a deed (in such terms as the Directors consider appropriate) with a Director or former director to give that access.
- 19.6 Clause 19.5 or any deed pursuant to that clause do not exclude, limit or restrict the right of access to the Company's books under the Corporations Act.

20 ACCOUNTS

- 20.1 The Board must, in accordance with the requirements of the Corporations Act:
- 20.1.1 cause proper accounting and other records to be kept; and
- 20.1.2 prepare and distribute the financial reports as required by the Corporations Act.
- 20.2 Subject to any reasonable restrictions as to time and manner of inspection which the Board may impose, a Member may inspect the accounts of the Company.

21 AUDIT

The Company must appoint a properly qualified auditor in accordance with the requirements of, and with the duties specified by the Corporations Act.

22 NOTICES

- 22.1 Any notice is properly given to a Member by or on behalf of the Company under this Constitution if the notice is given in writing by a person duly authorised by or on behalf of the Board and hand delivered or sent by prepaid post, facsimile or electronic mail to the Member's address shown in the Register.
- 22.2 A notice given under this Constitution is deemed to be received:

- 22.2.1 if hand delivered — on delivery;
- 22.2.2 if sent by prepaid post (including by air mail if the address is outside Australia) - on the second day (or fourth day if outside Australia) after the date of posting excluding weekends and public holidays;
- 22.2.3 if sent by facsimile - when the sender's facsimile system generates a message confirming successful transmission of the entire notice; and
- 22.2.4 if sent by electronic mail - when the recipient acknowledges receipt by any means.

In proving service by prepaid post, it is sufficient to prove that the envelope or wrapper containing the notice was addressed and put in the post office or a post office letter box.

22.3 Notice of every general meeting of the Company must be given in accordance with this clause 22 to:

- 22.3.1 every Member except those who have not provided to the Company an address for the giving of notices; and
- 22.3.2 the auditor for the time being of the Company.

As adopted by the Members on 27th April 2021



Stuart Shaw
Chairperson



Bryan Quinn
Deputy Chairperson