

CONSTITUTION

of

The Freedom Project Ltd.

The Freedom Project Ltd.

STATEMENT OF PURPOSES

2. Principal Purpose:

2.1 The purposes for which the Company is established are primarily to bring **help, hope and justice** to the oppressed, poor, marginalised, uneducated, disempowered, weak, sick & vulnerable in Australia and around the world from a basis of Christian belief and values.

2.2 Ancillary Purposes:

1. To be a humanitarian non-profit organisation engaging in relief and development to those suffering and in need, anywhere around the world.
2. To raise global awareness of all forms of injustice and to seek to educate humankind about the need, the causes of, responsibilities of & solutions to these forms of injustice and oppression.
3. To seek to end human trafficking and slavery in all its forms.
4. To be advocates for all those suffering injustice.
5. To develop holistic, self sustaining, best practice programs dealing with providing relief, rehabilitation & development to needy persons overseas and locally.
6. To seek to deal with the root causes of injustice including poverty, lack of education, & employment opportunities, discrimination, the absence of or poorly applied rule of law, corruption, or any other cause.
7. To initiate and participate in relief & development projects which focus on stopping the supply of slaves and trafficked persons as well as eradicating slavery in all its forms
8. To ensure the illegal and immoral issues of personal, organisational, structural and institutional demand for & use of slaves are addressed to bring less pressure on supply and ultimately a global end to modern day slavery.
9. To encourage members, partners, and the wider public community, particularly in Australia, to support and participate in various programs, projects & activities designed to further its objects.
10. To establish a public gift fund to which donations are tax deductible in order to fulfil our purposes.
11. To do all such other things as are incidental or conducive to the attainment of the aforesaid objects and the exercise of the aforesaid powers of the Company;

and only for the purpose of carrying out the objects stated above and not for any other purpose the Company has power to do all things that are necessary, incidental or conducive to the attainment of the objects of the Company and the Company has the legal capacity of a natural person with all the consequential powers as conferred by Section 124 of the *Corporations Act*.

3. NON-PROFIT

- 3.1 The income and property of the Company however derived must be applied solely towards the promotion of the objects of the Company as set forth in this Constitution. No part of the income or property of the Company may be paid or transferred directly or indirectly to the members of the Company but (subject to the provisions of this Constitution) nothing in this clause prevents the payment in good faith of reasonable and proper remuneration to any officer or employee of the Company or to any member of the Company or other person in return for services actually rendered to the Company or for

goods supplied in the ordinary and usual way of business or prevent the payment of interest at a rate not exceeding the bank bill rate plus 2 percent per annum on money borrowed from any member of the Company or reasonable and proper rent for premises leased to the Company.

4. GUARANTEE

Each member of the Company undertakes to contribute to the property of the Company if it is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member the amount (not exceeding a total of ten dollars (\$10.00) per member) which may be required for payment of the debts and liabilities of the Company contracted before he, she or it ceases to be a member and for the costs and expenses of winding up the Company and for adjustment of the rights of the contributories among themselves.

5. DISTRIBUTION OF PROPERTY UPON WINDING UP, REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS OR DISSOLUTION

If the Company is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets will not be paid to or distributed among the members of the Company but will be transferred to another organisation with similar objects, which is charitable at law, to which tax deductible gifts can be made and which prohibits the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Company under or by virtue of clause 4 above:

- *gifts of money or property for the principal purpose of the organisation;*
- *contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and*
- *money received by the organisation because of such gifts and contributions.*

The institution or institutions to receive the surplus assets is to be determined by the members of the Company at or before the time of dissolution or in default by a Judge of the Supreme Court.

6. MEMBERSHIP

6.1 The membership of the Company shall consist of persons who shall from time to time be admitted as board Members.

6.2 Each person applying for membership must give to the Secretary a signed application in the form decided from time to time by the Board and pay the fees (if any) which are prescribed from time to time by the Board and where the Board has provided for different membership categories, give evidence of their entitlement to be admitted as a member of one of those categories. The Board may at its sole discretion accept or reject an application for membership and is not required to give any reasons for rejecting an application.

6.3 Any person who agrees to support the objects of the Company set out in this Constitution may apply to become a member of the Company.

6.4 The Executive Committee may create different categories of membership including EC

Members, Associate Members and categories as it thinks fit from time to time.

- 6.5 The Executive Committee may affix any joining fees and annual fees as it thinks fit from time to time. There will be limits to the number of people who may be admitted as members of the various categories of membership determined by the Executive Committee.
- 6.6 Every person who is admitted as a member of the Company is entitled to attend and vote at meetings of members of the Company.
- 6.7 No person shall be eligible for membership in the Company unless he shall subscribe to and continue to subscribe to the Statement of Faith of the Company.
- 6.8 A member may resign membership of the Company at any time giving written notice to the Secretary.
- 6.9 The Board may terminate the membership of a person if the Board considers that the member has conducted himself or herself in a manner which may damage the reputation or prejudice the interests of the Company, but before terminating a person's membership for misconduct the Board must give the person concerned the full and fair opportunity of responding to the relevant allegation or conduct.
- 6.10 The Secretary must keep a register of the names and addresses of all the members.

7. Board

- 7.1 The Board is responsible for administering the affairs of the Company.
- 7.2 Until otherwise determined by the Company in general meeting, the Board will consist of not less than 3 and no more than 15 persons elected from the members from amongst their numbers at the Annual General Meeting to hold office in accordance with the terms of this Constitution.
- 7.3 No member (excepting as set out in clause 7.4) will unless recommended by the Board for election be eligible for election to the Board at any Annual General Meeting unless he or some other member intending to propose him has left with the Secretary of the Company at least 14 days previously by a notice in writing duly signed of his candidature or the intention of such a member to propose him. In the case of a member recommended by election by the Board no notice shall be necessary.
- 7.4 Any casual vacancy occurring amongst the members of the Board shall be filled by the Board in which event such newly elected member shall be deemed to hold office until the next Annual General Meeting when he shall be eligible for election in the same way as other members of the Board.
- 7.5 The office of a member of the Board shall become vacant upon the members:
1. becoming bankrupt or making any arrangement or competition with creditors generally;
 2. becoming mentally ill or a person whose personal estate is liable to be dealt with in any way under law relating to mental health;
 3. resigning his or her office by notice in writing to the Company;
 4. ceasing to subscribe to the Statement of Faith as set out by the Company;

5. ceasing to be a member of the Company;
 6. non-attendance at four consecutive Board meetings without leave of absence being granted by the Board;
- 7.6 The members of the Company may decide the procedure which is to be used for a nomination and election of elected members of the Board.

8. POWERS AND DUTIES OF THE BOARD

- 8.1 Subject to the Act and any other provision of this Constitution, the Board is to manage the business and affairs of the Company. They may exercise all the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.
- 8.2 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part of it, and to issue debentures and other securities whether outright or a security for any debt, liability, or obligation of the Company.
- 8.3 All cheques, promissory notes, drafts, bills of exchange 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 two Board members or in any other manner the Board may from time to time determine.
- 8.4 The Board must cause minutes to be made:
1. of all appointments of officers and employees;
 2. of names of Board members present at all meetings of the Company and of the Board; and
 3. of all proceedings at all meetings of the Company and of the Board.

Those Minutes must be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

9. MEETINGS OF THE BOARD

- 9.1 The meeting of the Board may be called by any Board Member giving notice to each of the other members.
- 9.2 A meeting of the Board may be held by a quorum of the Board Members:
1. meeting face to face; or
 2. meeting through the use of any other technology which is agreed to by the Board.
- 9.3 Unless the Board decides otherwise, the quorum for a Board meeting is the attendance of 1 person more than half the total number of Board members.
- 9.4 A resolution of the Board must be passed by a majority of votes at the meeting. The Chairman of the meeting may vote and if necessary has the casting vote.
- 9.5 The Executive Committee must appoint one of the Board Members as Chairman. The Board must also appoint a secretary and a treasurer. The secretary and the treasurer need not be Board Members.

9.6 The secretary must record minutes of all meetings of the Board and of meetings of the members of the Company and must maintain the register of members. The Board may give directions to the secretary and the treasurer regarding their responsibilities.

10. MINUTES OF MEMBERS OF THE COMPANY

10.1 The Secretary must call a meeting of members of the Company if the Board decides to call a meeting of the members.

10.2 The secretary must also call a meeting of members of the Company if the lesser of:

1. 10% of the members; or
2. 10 members lodge a written request for a meeting of members to be held with the secretary.

10.3 Members may also request that a meeting be called under the provisions of Section 249D of the *Corporations Act* and under Section 249F of the *Corporations Act*.

10.4 An Annual General Meeting of the Company must be held within five months of the end of the financial year.

10.5 The business of an Annual General Meeting is to:

1. consider the financial reports of the company;
2. elect members of the Board;
3. consider any other business brought to the meeting by the Board.

10.6 At least 21 days notice must be given to members of the Company of each meeting of members of the Company. Written notice of the meeting must be given to each member personally or by sending it by post to the address of the member shown in the Register of Members or by fax to the facsimile number notified by the member. Notices must also be given to each member of the Board and to the auditor.

10.7 Notice of a member's meeting must set out the place, date and time of the meeting and describe in a general way the nature of the business to be considered by the meeting. The quorum for a meeting of members of the Company is one-third of the members or 10, whichever is the lesser number.

10.8 The Chairman of the Board is to chair each meeting of members of the Company. The members attending the meeting must elect one of the members present to chair the meeting if the Chairman of the Board is not in attendance within twenty minutes of the scheduled time for commencement of the meeting or declines to act as Chairman.

10.9 The secretary must keep a minute book in which are recorded all of the proceedings and resolutions of meetings of members of the Company and of the Board. The minute book is to be open for inspection by members on reasonable notice to the secretary.

11. ACCOUNTS

11.1 The Board must cause proper accounting and other records to be kept for the Company and must in accordance with the law distribute copies of every Statement of Financial Performance and Statement of Financial Position (including every document required by law to be attached to them) accompanied by a copy of the auditor's report as required by the Act.

11.2 The Board may from time to time determine what times and places and under what conditions or regulations the accounting and other records of the Company will be open to the inspection of members who are not Board Members, and a member who is not an Board Member will not be entitled to inspect any account or book or paper of the Company, except as authorised by the Board or by the Company in a general meeting.

12. AUDIT

12.1 The company must appoint an Auditor in accordance with the requirements of the Act.

13. ALTERATION TO THIS CONSTITUTION'

13.1 This Constitution may be amended in any way by a special resolution passed at a general meeting of members of the Company. The ATO will be notified of any amendments or alterations to the constitution, especially alterations that will affect the company's entitlement for endorsement.

14. NOTICES

14.1 A notice may be given by the Company to any member either personally or by sending it by post to the member at his or her or its registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a member gives the Company a facsimile number or an email address to which notices may be sent, notices may be sent by facsimile to that number or by email to that address and will be deemed to be served at the time when they are transmitted.

14.2 Notice of a general meeting may be given in any manner authorised by Section 249J of the Act.

15. WINDING UP

15.1 The members may wind up the company by passing a resolution to that effect.

16. INDEMNITY AND INSURANCE

16.1 Every Board member, auditor, secretary and other officer for the time being of the

Company shall be indemnified from the assets of the Company against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application made under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

17. REPLACEABLE RULES

17.1 A section or sub-section of the Act (except sub-sections 129(1), section 135, 140 and 141) whose heading contains the words Replaceable Rule does not apply to the Company and is displaced.

18. INTERPETATION

18.1 In this Constitution unless the context indicates otherwise:

"Associate Member" means any person appointed by Board members to the Board as set out in clause 6 of this Constitution;

"Board Members" means any member of the Board who is not an Associate Member.

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an Honorary Secretary;

"The Act" means the *Corporations Act 2001*;

"The Company" means The Freedom Project Limited;

18.2 In this Constitution unless the context indicates otherwise:

1. expressions referring to writing are to be construed as including reference to printing and any other means of representing or reproducing words in a visible form;
2. an expression has the same meaning in this Constitution as in the Act;
3. words or expressions contained in this Constitution are to be interpreted in accordance with the provisions of the *Acts Interpretation Act 1901* Commonwealth as in force as at the date which this Constitution became binding on the Company.