

ST JOHN AMBULANCE AUSTRALIA (ACT) INC
CONSTITUTION
OCTOBER 2020

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Constitution of St John Ambulance Australia (ACT) Inc

1. NAME OF ASSOCIATION

The name of the Association shall be St John Ambulance Australia (ACT) Inc ("Association").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Act 1991 (ACT).

Annual General Meeting means the annual general meeting referred to in clause 17.

Association means St John Ambulance Australia (ACT) Inc.

Board means the body consisting of the Directors.

By-laws means any by-laws made by the Board under clause 14.

Constitution means this Constitution of the Association, as amended from time to time.

Chair means the chair appointed in accordance with clause 10.6

Chief Executive Officer means the Chief Executive Officer of the Association for the time being appointed under this Constitution.

Deputy Director of Ceremonies means a member of the Order appointed by the Priory in accordance with the recommendation of the Board, as described in clause 15 (if any).

Director means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer.

Financial Year means the accounting period ending on 31 December in each year.

General Meeting means the annual or any special general meeting of the Association.

Member means a member for the time being of the Association under clause 5.

Non-Voting Member mean a member of the Association in accordance with clause 5.4.

Objects means the objects of the Association in clause 3.

Order means the Grand Priory of the Most Venerable Order of the Hospital of St John of Jerusalem.

Order Member means a member of the Association in accordance with clause 5.3.

Patron means the person appointed as patron by the Board under clause 16 (if any).

Priory means the Priory of the Order in Australia.

Priory Rules means the rules of the Priory made pursuant to the Statutes.

Public Officer means the person appointed to be the public officer of the Association in accordance with the Act.

Register means a register of Members kept and maintained in accordance with clause 6.

Regulations means the St John (Order) Regulations 2003 made under the Statutes as they may be amended from time to time.

Seal means the common seal of the Association (if any).

Secretary means the secretary of the Association as appointed under clause 12.

Special General Meeting means the meeting of members referred to in clause 18.

Special Resolution means a special resolution defined in the Act.

Statutes means the Statutes of the Order contained in the Schedule to the Current Royal Charter, entitled “the St John Statutes 1974–2018” as they may be amended from time to time and Statute shall have a corresponding meaning in reference to one or more of the Statutes.

Volunteer means a person who has freely undertaken to work for the purposes of the Association without payment.

Voting Member means a member of the Association in accordance with clause 5.2.

2.2 Interpretation

Any reference in these Rules to the singular includes the plural, to any gender includes all genders, to persons includes all bodies and associations both incorporated and unincorporated, to any legislation or regulation includes all amending and succeeding legislation and regulation, to these Rules and headings are for reference purposes only.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

3A CONSTITUTIONAL POSITION OF THE ASSOCIATION WITHIN THE PRIORY AND THE ORDER

3A.1 The Order of St John

- (a) The Order of St John is incorporated in the United Kingdom by the Royal Charter of 1888, and is governed by the Current Royal Charter, the Statutes and the Regulations.
- (b) The Mottoes of the Order and the objects and purposes of the Order, as at 24 November 2018, are set out in the First Schedule to this Constitution.

3A.2 The Australian Priory

- (a) Under Statute 30, the Order may constitute distinct Establishments of the Order, each designated one of a ‘Priory’, a ‘Commandery’ or a ‘St John Association’, in any area of the world where the work of the Order is being carried on. Under Statute 34, where an Establishment is incorporated under local law, the local instrument of incorporation and other constitutional documentation of that Establishment are capable of constituting the rules of that body.
- (b) The Order has established the Australian Priory. The Priory is registered in Australia as a company limited by guarantee and known as “St John Ambulance Australia” (ACN 373 110 633).

3A.3 The Association

- (a) The Association is a branch of the Priory as defined in cl 48 of the Constitution of St John Ambulance Australia (ACN 373 110 633).

- (b) As a branch of the Priory the Association:
 - (i) must to the extent permitted by law and this constitution, comply with and observe the Current Royal Charter, Statutes, and Regulations of the Priory.
 - (ii) will to the extent permitted by law and this constitution be governed by the authority of the Sovereign Head of the Order, transmitted through the Grand Prior, the Grand Council, and the Prior sitting in Priory Chapter as defined in the Constitution of St John Ambulance Australia (ACN 373 110 633).
- (c) In the event of any inconsistency between the Royal Charter, Statutes, and Regulations of the Priory or the direction of the Sovereign Head of the Order, transmitted through the Grand Prior, the Grand Council, and the Prior sitting in Priory Chapter and Australian law (including the laws of the Australian Capital Territory) or this constitution, then this constitution and Australian law shall prevail.

3 Objects of the Association

Without limiting the objects and purposes of the Order, the objects of the Association are:

- (a) to provide a first aid training and first aid skills maintenance service for individuals and organisations throughout the ACT;
- (b) to train volunteer personnel in first aid and nursing and equip them to carry out these functions at public duties anywhere and at any time within the ACT;
- (c) to provide first aid and other medical equipment within the ACT;
- (d) to support the ophthalmic work of the Order both within and outside the ACT;
- (e) to support work of the Order outside the ACT, and
- (f) generally, to extend the influence of the Order, and record and recognise the efforts of members of the Order and others assisting the work of the Order

4. POWERS OF THE ASSOCIATION

In the furtherance of its objects the Association has the following powers:

- (a) to purchase, lease, hire, exchange or otherwise acquire or deal with any real or personal property;
- (b) to buy, sell, supply and deal in any chose in action and chattels of all kinds provided the income, if any, derived there from shall be applied solely towards the promotion of the objects and purposes of the Association;
- (c) to construct, maintain or alter any building work;
- (d) to accept any gifts; whether subject to any special trust or not;
- (e) to take such steps from time to time as may seem expedient or desirable for the purpose of procuring contributions to the funds of the Association, whether by way of donation, subscription or otherwise;
- (f) to print and publish newspapers, periodicals, books, leaflets, information papers, electronic media or other documents;
- (g) Subject to the By-Law relating to borrowing from members, to borrow or raise money and to secure the repayment of money so borrowed or raised for the payment of any debt or liability of the Association by giving mortgages, charges or securities over all or any of the real or personal property of the Association;

- (h) to give guarantees and indemnities and to secure any liability under such guarantees and indemnities (whether actual or contingent) by giving mortgages, charges or securities over all or any of the real or personal property of the Association;
- (i) to invest money of the Association not immediately required for the objects of the Association in such way as the Board of Directors may from time to time determine;
- (j) to make gifts, subscriptions or donations for charitable purposes to any funds, charities or institutions;
- (k) to open and operate on bank accounts and deposit accounts with permanent building societies and credit unions and for that purpose to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and to deposit moneys and to give discharges for the release of moneys so deposited; and
- (l) to exercise all such other lawful powers as are incidental to or conducive to the attainment of the objects of the Association.

5. MEMBERSHIP

5.1 Members

The Members of the Association are the Voting Members, the Order Members and the Non-Voting Members.

5.2 Voting Members

- (a) The Voting Members are those persons appointed as Directors from time to time in accordance with clause 8.3.
- (b) The Voting Members have the right to be present, debate and vote at General Meetings.

5.3 Order Members

- (a) The Order Members of the Association shall be those Members who:
 - (i) are current financial members of the Order by possessing the qualifications set out in statute 33 of the Statutes who, having been duly admitted to the Order as members of the Order, have not ceased to be such members; and
 - (ii) are normally resident in the ACT or are persons who are members of the Order who reside outside the Territory, but whose names appear on the ACT Roll of members of the Order; and
 - (ii) apply to the Board for membership of the Association using the form approved by the Board from time to time and are approved by the Board in its absolute discretion.
- (b) The Order Members have the right to be present and debate at General Meetings and vote to remove Directors appointed under clause 8.3.
- (c) Order Members may not vote on other matters.

5.4 Non-Voting Members

- (a) The Non-Voting Members of the Association shall be those registered volunteer members eighteen (18) years and older of St John who:
 - (i) have been duly accepted as a volunteer in St John and have not ceased to be such members; and
 - (ii) are normally resident in the ACT or are persons who are volunteers who reside outside the Territory, but whose names appear on the ACT Roll of volunteers; and

- (iii) apply to the Board for membership of the Association using the form approved by the Board from time to time and are approved by the Board in its absolute discretion.
- (b) Such other persons as the Board admit to membership in accordance with this Rule.
- (d) If a Non-Voting Member ceases to satisfy all of the qualification requirements specified in clause 5.4(a) or 5.4(b) then that person automatically ceases to be a Non-Voting Member of the Association.
- (e) The Non-Voting Members have the right to be present and debate at General Meetings but are not entitled to vote.

5.5 Membership fee

The Board may, from time to time, levy an entrance fee, membership fee or subscription payable to the Association by its Members.

6. REGISTER OF MEMBERS

6.1 Association to keep Register

The Secretary or the CEO if a Secretary has not been appointed will keep and maintain a register of all Members including their full name, address and date of acceptance as a Member and will keep that Register at the headquarters of the Association.

6.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

6.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution;
- (b) they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution they are subject to the jurisdiction of the Association;
- (d) the Constitution is necessary and reasonable for promoting the Objects; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

8. THE BOARD

8.1 Power of Management

The business and activities of the Order and the Association within the Australian Capital Territory shall be managed, and the powers of the Association shall be exercised, by the Board in accordance with the Act, this Constitution and national policy of the Priory.

8.3 Appointment

- (a) The Directors will be appointed by the Voting Members in accordance with the Bylaws relating to skill diversity of the Directors.
- (b) The appointment of Directors may be by resolution of Voting Members and Order Members at the next Annual General Meeting of the Association following their appointment.

- (c) Where the total number of Directors is insufficient for a quorum, the Directors may act solely to appoint such other Directors as may create a quorum.
- (d) Where there are no Directors or the Board otherwise cannot act under clause 8.3(c) to create a quorum, the Priory may appoint five Directors to constitute a quorum.

8.4 Composition of the Board

(a) The Board shall comprise up to nine members who possess a diversity of skills which may include (but is not limited to):

- (i) finance;
- (ii) legal;
- (iii) marketing;
- (iv) health;
- (v) education or vocational training;
- (vi) commercial/entrepreneurial;
- (vii) government relations;
- (viii) emergency management;
- (ix) community services and volunteering;
- (x) operations of the Association;
- (xi) corporate knowledge; and/or
- (xii) information technology and communications.

8.5 Term of Appointment

- (a) Directors are appointed under this Constitution for a term of three years, which shall commence from the Board meeting at which the Director is appointed.
- (b) Subject to clause 8.5(c), Directors shall be eligible for reappointment for two subsequent consecutive terms of three years each provided that no Director shall retain office for a period in excess of nine consecutive years.
- (c) The current Chair appointed under clause 10.6 may serve an additional fourth three-year term as Director to allow that person to be reappointed for a second consecutive term as Chair.
- (d) For each three-year interval, three Directors shall be appointed in the first year, three Directors shall be appointed in the second year and three Directors shall be appointed in the third year.
- (e) Should any adjustment to the term of Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

9 VACANCIES ON THE BOARD

9.1 Casual Vacancies

Any casual vacancy occurring in the position of a Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

9.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from three consecutive meetings of the Board;
- (f) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association or the Order; or
 - (ii) has brought the Association or the Order into disrepute;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest; or
- (h) is removed by Special Resolution.
- (i) is removed by the Annual General Meeting following their appointment.

10. MEETINGS OF THE BOARD

10.1 Board to Meet

The Board shall meet at least once per year within two months of the Annual General Meeting of the Association and at such other times as the Board may from time to time resolve (which shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit.

10.2 Calling a meeting

A Board meeting will be called by the Chair upon receipt of a request in writing from any Director.

10.3 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than 14 days written notice of the Board meeting shall be given to each Director. The agenda shall be forwarded to each Director not less than four days prior to such meeting.

10.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five.

10.5 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, the Chair may exercise a casting vote. If the Chair does not exercise a casting vote, the motion will be lost.

10.6 Chair

The Board shall appoint a Chair from amongst its number. The Chair shall be the nominal head of the Association and will act as chair of any Board meeting at which he is present. If the Chair is not present, or is unwilling or unable to preside at a Board meeting, the remaining Directors shall appoint another

Director to preside as chair for that meeting only. The Chair will hold office for three years and will be eligible for appointment for a further three-year term.

10.7 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or some other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents clause 10.7(b)(i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended until clause 10.7(b)(i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair of the meeting is located.

10.8 Directors' Interests

A Director is disqualified from holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board, subject to the By-Law relating to borrowing from members.

10.9 Conduct of Directors

- (a) A Director must at all times act honestly and in the best interests of the Association.
- (b) A Director or former Director must not knowingly or recklessly make improper use of the Director's position in the Association or of information acquired by virtue of the Director's position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for the Director, former Director or any other person, or so as to cause any detriment to the Association.

10.10 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) disciplinary matter; or
- (c) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

10.11 Disclosure of Interests

- (a) The nature and extent of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest.
- (b) All disclosed interests must also be disclosed in the annual report presented at the next Annual General Meeting.

10.12 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 10.11 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

10.13 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 10.10, 10.11 and/or 10.12 must be recorded in the minutes of the relevant meeting.

10.14 Exceptions

This clause 10 does not apply to an interest:

- (a) that exists only by virtue of the fact that the Director is an employee of the Association; or
- (b) that the Director has in common with all or a substantial proportion of the Members.

11. CHIEF EXECUTIVE OFFICER

11.1 Appointment of Chief Executive Officer

The Board shall appoint a Chief Executive Officer upon such terms as to remuneration, tenure and otherwise as the Board determines and the law requires.

11.2 Specific Duties

The Chief Executive Officer shall be answerable to the Board and shall be responsible for the management and conduct of the activities and business of the Association including:

- (a) acting as the Public Officer;
- (b) engaging all full time and part time staff and/or volunteers as are necessary to achieve the objects and purposes of the Association;
- (c) ensuring all proper books, financial accounts and records are kept of all activities of the Association;
- (d) retaining custody of the common seal of the Association;
- (e) as far as practicable and to the extent requested by the Board, attending all Board meetings and all General Meetings; and
- (f) regularly reporting on the activities of, and issues relating to, the Association.

11.3 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

11.4 Remuneration of Staff

The Board of Directors will determine, from time to time, the employment terms and conditions of all employees of the Association.

12. SECRETARY

12.1 Appointment of Secretary

The Board may appoint a Secretary and if the Board does not appoint a Secretary then the Chief Executive Officer will be responsible for the duties of the Secretary.

12.2 Specific Duties

The Secretary shall be responsible for:

- (a) preparing the agenda for all Board and General Meetings; and
- (b) recording and preparing minutes of the proceedings of all Board meetings and General Meetings, and distributing those minutes to Voting Members promptly after the meeting.

13. DELEGATIONS

13.1 Board may Delegate Functions

In addition to any committee created by By-law, the Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause the Board must take into account broad stakeholder involvement.

13.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation;
- (b) the power to appoint the Chief Executive Officer under clause 11.1 of this Constitution; and
- (c) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

13.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

13.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 10. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

13.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

13.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such entity under this clause.

14. BY-LAWS

14.1 Board to Formulate By-laws

The Board may formulate, issue, adopt, interpret and amend such By-laws for the proper advancement, management and administration of the Association and the advancement of the Objects as it thinks necessary or desirable. Such By-laws must be consistent with the Constitution and any policy directives of the Board.

14.2 By-laws Binding

By-laws are binding on the Association and all Members.

14.3 Regulations Deemed Applicable

All rules, By-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such rules, By-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-laws and shall continue to apply.

15. DEPUTY DIRECTOR OF CEREMONIES

The Board may nominate to the Priory a member of the Order in the ACT for appointment as Deputy Director of Ceremonies. The Deputy Director of Ceremonies appointed by the Priory shall report to the Board in an advisory capacity regarding Order issues upon invitation of the Board.

16. PATRON

The Board may nominate to the Priory a member of the Order in the ACT for appointment as Patron of the Association to hold office for such term and on such conditions as the Board decides.

17. ANNUAL GENERAL MEETING

17.1 Annual General Meeting to be held

An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board (but no later than the end of April in each calendar year).

17.2 Notice

The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

17.3 Ordinary business

The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive from the Board reports on the activities of the Association during the preceding financial year;
- (c) to appoint the auditor;
- (d) to receive the statement of accounts;
- (e) subject to clause 8.3(b), to remove Director appointments made since the previous Annual General Meeting; and
- (f) such other business as may be notified.

17.4 Special business

The Annual General Meeting may transact special business, notice of which has been received by the Secretary in writing from the Board, a Voting Member or the Priory not less than 30 days before the Annual General Meeting.

17.5 Other general meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

18.2 Requisition of Special General Meetings

- (a) The Secretary or the CEO if a Secretary has not been appointed shall on the requisition in writing of not less than four Voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Voting Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisitions.
- (c) If the Secretary does not cause a Special General Meeting to be held within one month after the date on which the requisition is received by the Association, the Voting Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Voting Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board.

19. NOTICE OF GENERAL MEETING

19.1 Provision of notice

Notice of every General Meeting shall be given to every Member at the address appearing in the Register kept by the Association. The Chief Executive Officer shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.

19.2 Contents of notice

- (a) A notice of a General Meeting shall specify the place and day and hour of the General Meeting and shall state the business to be transacted at the meeting.
- (b) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote;
 - (iii) and forms of authority in blank for proxy votes.
- (c) Notice of every General Meeting shall be given in the manner authorised in clause 33.
- (d) No business other than that stated on the notice for a General Meeting may be transacted at that General Meeting, unless the Chair in his sole discretion determines otherwise.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Chair to preside

- (a) The Chair shall, subject to this Constitution, preside as chair at every General Meeting except where a conflict of interest exists.
- (b) If the Chair is not present, or is unwilling or unable to preside, the Voting Members present shall appoint another Director to preside as Chair for that meeting only.

20.2 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for General Meetings shall be five Voting Members.

20.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the commencement of a General Meeting, a quorum is not present the meeting shall be adjourned until 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 Chair may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in clause 20.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21. VOTING AT GENERAL MEETINGS

21.1 Members Entitled to Vote

Each Voting Member shall be entitled to one vote at General Meetings and voting will be by simple majority unless otherwise required by this Constitution or by law.

21.2 Chair May Exercise Casting Vote

Where voting at General Meetings is equal the Chair may exercise a casting vote. If the Chair does not exercise a casting vote the motion will be lost.

21.3 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall 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 by:

- (a) the Chair; or
- (b) a simple majority of Voting Members.

21.4 Recording of Determinations

Unless a poll is demanded under clause 21.3, a declaration by the Chair 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21.5 Where Poll Demanded

If a poll is duly demanded under clause 21.3 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

21.6 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

22. PROXY VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time has been duly completed and executed and is lodged with the Secretary not later than 48 hours before the commencement of the General Meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.
- (c) A proxy must be a Voting Member.

23. MINUTES OF MEETINGS

23.1 Minutes to be kept

The Secretary must keep minutes of the resolutions and proceedings of each Board and General Meeting together with a record of the names of persons present.

23.2 Minutes to be signed

A minute of any meeting prepared in accordance with clause 23.1 signed at the same or the next ensuing Board or General Meeting by the properly appointed Chair of that meeting shall be accepted as prima facie evidence of those proceedings and that they have been properly convened and held.

23.3 Access to minutes

- (a) Minutes of General Meetings (including accounting records and financial statements) and Board meetings will be available for inspection free of charge by any Voting Member upon request in writing to the Secretary.
- (b) A Voting Member may make a copy of any minutes of General Meetings but may not copy minutes of Board meetings.

24. DISCIPLINE OF MEMBERS

24.1 Board Resolution

Subject to this Constitution, the Board may by resolution:

- (a) expel a Member from the Association;
- (b) suspend a Member from membership of the Association for a specified period; or
- (c) impose such other penalty, action or educative process as it sees fit, if the Board considers that the Member has:
- (d) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws;
- (e) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association, or another Member; or
- (f) brought the Association, or another Member, into disrepute.

Such grounds do not constitute a grievance, and clause 25 does not apply.

24.2 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in Rule 24.1(e), (f) or (g), the Chief Executive Officer shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give the Association, before the date of that meeting, a written statement regarding the alleged breach.

24.3 Determination of Board

At a meeting of the Board held in accordance with clause 24.2(b), the Board shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged ground under clause 24.1(e), (f) or (g) occurred.

The decision of the Board is final and conclusive and the Member does not have a right to appeal the decision of the Board.

25. GRIEVANCE PROCEDURE

25.1 Application of grievance procedure

The grievance procedure set out in this clause applies to disputes arising under the Act or this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

25.2 Parties to meet

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

25.3 Mediator

- (a) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement a person appointed by the Board.
- (c) The mediator can be a Member, other than a Member who is a party to the dispute.
- (d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (e) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;

- (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (f) The mediator must not arbitrate the dispute.
- (g) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. ACCOUNTS

26.1 Accounts to be maintained

The Association must ensure that full and correct accounts, records and books of the financial affairs of the Association are kept and maintained and retained for seven years.

26.2 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

26.3 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

26.4 Accounts to be sent to Members

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

26.5 Bank accounts

The Association shall operate such bank accounts as may be determined by the Board from time to time.

26.6 Negotiable Instruments

All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Directors or in such other manner as the Board determines from time to time.

27. AUDITOR

27.1 Appointment and removal of auditor

A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor may be removed by the Association in General Meeting.

27.2 Duties of auditor

- (a) The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act 2001 (Cth) and generally accepted principles.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year, and the written report of the auditor tabled at each Annual General Meeting.

28. RECORDS

- (a) The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association.
- (b) The Secretary must keep in his custody or control all books, documents and securities of the Association.

- (c) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Voting Member upon request.
- (d) A Voting Member may make a copy of any accounts, books securities and any other relevant documents of the Association.

29. SEAL

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by the Chief Executive Officer and/or such other persons as the Board determines from time to time.
- (c) The Seal shall be kept in the custody of the Chief Executive Officer.

30. INCOME

30.1 Income

The income of the Association shall be derived from the following sources:

- (a) donations and sponsorships;
- (b) income from the general activities of the Association in connection with the sale of first aid equipment;
- (c) the provision of first aid and other services;
- (d) the instruction on the techniques and use of first aid and related subjects;
- (e) investments; and
- (f) such other sources as may be approved by the Board from time to time unless otherwise directed by the Priory.

30.2 Application of income

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

30.3 Payment for goods and services

Nothing in clauses 30.2 shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee, Director or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) The Association may be wound up by a Special Resolution.
- (b) Upon the winding up of the Association, after paying all of its debts and liabilities \any money, property or assets that remain shall not be paid or distributed to members, but must be applied for such charitable purposes as the Priory may determine.

32. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) The Chief Executive Officer shall notify the Registrar of Incorporated Associations of any alteration to the Constitution passed by Voting Members as required by the Act.
- (c) No amendment of the Constitution shall take effect until approved by the Priory and Registrar of Incorporated Associations.

33. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected three days after sending.
- (e) Where notice is deemed to have been received on a day which is not a business day in the ACT, it shall be deemed to have been received on the next business day.

34. INDEMNITY

- (a) Every Director of the Association shall be indemnified, to the extent permitted under the Act, out of the property and assets of the Association against any liability incurred by them in their capacity as Director in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Directors against all damages and losses (including legal costs) for which any such Director may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made whilst acting on behalf of and with the authority, express or implied, of the Association.

35. SAVINGS CLAUSE

In all matters not covered by this Constitution the procedure to be followed shall be as laid down in the Priory Rules and in case of any inconsistency the Constitution shall be construed as if it had been expressed in conformity with the Priory Rules and the Act.

SCHEDULE 1

Objects and Purposes of the Order

EXTRACT FROM THE ST JOHN STATUTES 1974–2018

(See Article 3A.1(b))

1. *Mottoes of the Order*

The Mottoes of the Order shall be “*Pro Fide*” and “*Pro Utilitate Hominum*”, which in the English language may be expressed as “For the Faith” and “In the Service of Humanity”

2. *Objects and Purposes of the Order*

(1) The Order is a Christian order of chivalry and charity which has its roots in the ancient traditions of St John

(2) The Order’s objects and purposes are the following three Principal Objects, namely:

- (a) the encouragement of all that makes for the spiritual and moral strengthening of humanity in accordance with the first great principle of the Order embodied in the motto “*Pro Fide*”;
- (b) the encouragement and promotion of all work of humanity and charity for the relief of persons in sickness, distress, suffering or danger, without distinction of race, class or creed and the extension of the second great principle of the Order embodied in the motto “*Pro Utilitate Hominum*”; and
- (c) the rendering of aid to the sick, wounded, disabled or suffering and the promotion of such permanent organisation during times of peace as may be at once available in times of civil emergencies or war, including if requisite the training and provision of technical reserves for the medical services of the armed forces or any civil defence organisations,

and the following objects ancillary to those Principal Objects and to be pursued only in furtherance of those Principal Objects or any of them:

- (d) for the purposes of fostering the Principal Objects, the award (or the providing of advice and recommendations as to the award) of medals, badges or certificates of honour for special services in the cause of humanity, especially for saving life at imminent personal risk, whether to members of the Order or any Establishment or any other deserving person;
- (e) the support and encouragement of the St John Eye Hospital in Jerusalem and the clinics and research projects connected therewith;
- (f) the support and encouragement of Establishment, the objects and purposes of which include:
 - (i) the instruction of members of the public in the principles and practice of first aid, community health care and related subjects;
 - (ii) the preparation, publication and distribution of text-books and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subjects;
 - (iii) the organisation, training and equipment of men, women and young persons to undertake, on a voluntary or remunerated basis either as individuals or as organised groups, first aid, community health care and related activities, in any place as occasion or circumstance may require for the relief, transport, comfort or welfare of those in need;
 - (iv) the instruction of young persons in first aid, health care, leadership and other subjects conducive to the education of good citizens;

- (v) the provision of trained personnel to give assistance to central or local government departments or to the armed forces at times of emergency in peace or in war;
- (vi) the formation of ambulance and medical comforts depots and the organisation and administration of transport by ambulance;
- (g) the formation and administration of establishments, councils, associations, centres or other subordinate bodies to facilitate the work of the Order in local geographical areas;
- (h) the maintenance of contact and the development of collaboration with kindred Orders and bodies;
- (i) the manufacture and distribution by sale or presentation of publications, equipment or materials useful for or connected with furthering the objects and purposes of the Order;
- (j) the receipt and acceptance of donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities or other assets whatsoever, and the borrowing, investing or raising of money with or without security for any objects or purposes of the Order and either subject to or free from any special trusts or conditions;
- (k) the maintenance, administration or development of all real and personal property vested in or under the control of the Order, and the sale, lease, mortgage, loan, exchange, gift, or any other disposition of the same as circumstances may arise or permit; and
- (l) the establishment and maintenance of libraries and museums and the collection of works of art and objects of historical interest relating to the Order,

provided always that the objects and purposes set out in this Statute 4 shall be limited to that which is or is ancillary to that which is charitable at law