

Corporations Act 2001

**CONSTITUTION
OF
UCA ASSEMBLY LIMITED**

(Formerly Uniting Church Council of Mission Trust Association ACN)

A Company Limited by Shares

Preliminary

Definitions

- 1.1 The following words have these meanings in this Constitution unless the contrary intention appears.
- Article** means an Article of this Constitution.
- Assembly** means the Assembly of the Church constituted under the Church Constitution.
- Church** means The Uniting Church in Australia.
- Church Constitution** means the Constitution of the Church as amended from time to time.
- Church Regulations** means the Regulations made by the Assembly of the Church or its Standing Committee under the Church Constitution.
- Company** means UCA Assembly Limited (formerly Uniting Church Council of Mission Trust Association).
- Constitution** means this Constitution as amended from time to time, and a reference to a particular Article has a corresponding meaning.
- Corporations Act** means the Corporations Act 2001 as amended from time to time and any replacement or re-enactment of that law.
- Director** means a person holding office as a Director of the Company.
- Directors** means all or some of the Directors acting as the board.
- General Secretary** means the person holding or acting in the office of General Secretary of the Assembly under the Church Regulations.
- Member** means a shareholder of the Company.
- Part** means a Part of this Constitution.
- Register** means the Register of Members of the Company under the Corporations Act.
- Office of the Company** means the registered office of the Company.
- Secretary** means a person appointed under Article 14.1 as Secretary of the Company; and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a Secretary of the Company.

Section means a Section of the Corporations Act.

Standing Committee means the Assembly Standing Committee constituted under the Church Constitution and the Church Regulations.

State means a State or Territory of the Commonwealth of Australia.

Interpretation

- 1.2 In this Constitution unless the contrary intention appears:
- (a) words importing any gender include all other genders;
 - (b) the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (c) the singular includes the plural and vice versa;
 - (d) a reference to a law includes regulations and instruments made under the law;
 - (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
 - (f) a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.4 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.
- 1.5 This Constitution is divided into Parts and Parts are divided into Articles.

Replaceable rules not to apply

- 1.6 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Name

- 2.1 The name of the Company is UCA Assembly Limited.

3 Objectives

- 3.1 The objectives of the Company shall be
- (a) to promote the purposes, activities and interests of the Church;
 - (b) to act as and allow its name to be used as trustee or agent, whether alone or jointly with any person or persons and whether gratuitously or otherwise, for the Church or any purpose pursued by or associated with the Church, or its successors, and accordingly but without limiting the foregoing or any of the other objects of the Company:-
 - (i) to tender for and enter into contracts on behalf of the Church or bodies within the Church for provision of employment services by bodies of the Church;
 - (ii) to enter into contracts on behalf of the Church or bodies within the Church and either alone or jointly with other Church bodies regarding telecommunication services to bodies of the Church and persons and bodies associated with the Church;
 - (iii) to make such other tenders or offer and enter into such other contracts on behalf of the Church or bodies within the Church as are authorised by the National Assembly or its Standing Committee or appropriate Assembly body.
 - (c) to do all such other acts and things as the Directors may consider necessary or desirable for the purposes of the Church, having regard to the responsibilities conferred upon and undertaken by the Company in relation to the Church and policies and requirements of the Church.

4 Application of Income and Property

- 4.1
- (a) The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution.
 - (b) 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 of the Company.
 - (c) Paragraphs (a) and (b) shall not prevent the payment in good faith of remuneration to any officers or employees of the Company, or to any Member of the Company, or other person, in return for any services actually rendered to the Company.
- 4.2 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given, or transferred, to some other institution, or institutions, having objects similar to the objects of the Company, to be determined by the Standing Committee at or before the time of dissolution, and, in default thereof, by any Judge of the Supreme Court of New South Wales in its equitable jurisdiction.

5 Liability of Members

- 5.1 The liability of the Members of the Company is limited.

6 Members

- 6.1 (a) All Members other than Members under Article 6.2 shall be members of the Church (the term "member of the Church" having the same meaning as in the Church Constitution).
- (b) At any time not less than 30% of the total number of issued shares shall be held by persons who are not Directors or full time or part time employees of the Church or a body of the Church (the term "body" having the same meaning as in the Church Constitution).
- 6.2 Notwithstanding Article 6.1, a Member may also be any of the following:-
- (a) A Property Trust, constituted as a corporation for the purposes of any Synod of the Church;
- (b) An association incorporated under the laws of South Australia for some or all of the purposes of the Church
- as may from time to time be approved by the Directors.
- 6.3 No Member shall transfer any share except to a person approved in writing by the Standing Committee. The Directors may refuse to register a transfer to a person not so approved.
- 6.4 Every instrument of transfer must be left at the office of the Company with such evidence as the Directors may require and when the transferee has been approved by the Standing Committee, the transferee shall be registered as a Member of the Company.
- 6.5 All Members shall hold their respective shares for and on behalf of the Church and for the purposes of the Church.
- 6.6 If any Member (other than a Member pursuant to Article 6.2) at any time ceases by reason of death or otherwise to be a member of the Church or if at any time the Standing Committee for any reason considered by it to be sufficient resolves that a Member should no longer continue to be a Member the Directors may require the Member or the legal personal representative of the Member to transfer the share or shares of the Member at the cost of the Company to such person or persons as the Standing Committee may nominate and in the event of the Member failing to sign and deliver the transfer or transfers to the Company within 30 days after receiving notice requiring the transfer, the General Secretary is authorised to sign and deliver the transfer or transfers for or on behalf of the transferring Member or the transferring Member's legal personal representative.
- 6.7 The Directors may from time to time determine to issue new shares provided that each issue and the person(s) to whom any new share(s) will be offered have been approved by the Standing Committee.

7 General Meeting

- 7.1 An annual general meeting shall be held at such time and place as may be prescribed by the Directors in accordance with the Corporations Act. The business of the annual general meeting shall include:-
- (a) the reception of the annual audited financial statements; and

- (b) the appointment of the auditor of the Company if there is a vacancy in the office of auditor.
- 7.2 The Directors may, whenever they think fit, and they shall upon requisition made in writing by Members who are together entitled to not less than 5% of the total voting rights of all the Members having at the date of the deposit of the requisition a right to vote at general meetings, convene a special general meeting.
- 7.3 Any requisition made by Members shall express the object of the meeting proposed to be called, and shall be left at the Registered Office of the Company.
- 7.4 Upon receipt of such requisition, the Directors shall forthwith proceed to convene a special general meeting. If they do not proceed to convene the same within twenty one (21) days from the date of the requisition, the requisitionists, or any other Members amounting to the required number may themselves convene a special general meeting.
- 7.5 Notice of a general meeting must be given in accordance with the Corporations Act.
- 7.6 Where a meeting of Members (including an annual general meeting) is convened by the Directors, the Directors may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This Article does not apply to a meeting convened in accordance with the Corporations Act by Members or by the Directors on the request of Members.
- 7.7 Notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:
 - (a) to each Member individually; and
 - (b) to each other person entitled to be given notice of a general meeting of the Company under the Corporations Act.
- 7.8 A notice of postponement of a general meeting must specify:
 - (a) the postponed date and time for the holding of the meeting
 - (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
- 7.9 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.
- 7.10 Where
 - (a) by the terms of an instrument appointing a proxy or attorney, a proxy or an attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and

- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney.

then, by force of this Article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the Company at the Office of the Company notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

- 7.11 The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

8 Proceedings at general meetings

- 8.1 A Member may be present and vote in person or may be represented at any meeting of the Company by:
 - (a) proxy; or
 - (b) attorney.
- 8.2 Unless the contrary intention appears, a reference to a Member in Part 8 means a person who is a Member or who is a proxy or attorney of that Member.
- 8.3 Subject to Article 8.6, four (4) Members present in person or by proxy or attorney are a quorum at a general meeting.
- 8.4 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairperson of the meeting on the chairperson's own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.
- 8.5 If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (a) if convened by, or on requisition of, Members, is dissolved; and
 - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.
- 8.6 At a meeting adjourned under Article 8.5(b) four persons each being a Member or a proxy or attorney of a Member present at the meeting are a quorum and, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.
- 8.7 The chairperson (if any) of the board of Directors shall preside as chairperson at a general meeting.
- 8.8 If a general meeting is held and the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):

- (a) the deputy chairperson;
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present;
- (d) a Member chosen by a majority of the Members present in person or by proxy; or
- (e) an attorney for a Member.

8.9 The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedure to be adopted at the meeting;
- (b) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting.

and a decision by the chairperson under this Article is final.

8.10 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, 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.

8.11 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

8.12 Except as provided by Article 8.11, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

8.13 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

8.14 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

8.15 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 demanded:

- (a) before the vote is taken;
- (b) before the voting results on the show of hands are declared; or
- (c) immediately after the voting results on the show of hands are declared, by:
 - (i) the chairperson; or
 - (ii) not less than two Members entitled to vote on the resolution.

On a show of hands, a declaration by the Chairperson is conclusive evidence of the result.

8.16 Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the

resolution are in favour of it.

- 8.17 If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 8.18 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 8.19 If a Member has been requested by the Directors to transfer the share(s) which the Member holds and the Member has failed to do so or has not at the time of a meeting done so, the Member shall not be entitled to vote unless the Directors have withdrawn the requirement.
- 8.20 If there is an equality of votes at a poll, but not on a show of hands, the chairperson of the meeting is entitled to a casting vote in addition to any votes to which the chairperson is entitled as a Member or as a proxy or attorney of a Member.
- 8.21 On a show of hands, each Member present in person and each other person present as a proxy or attorney of a Member has one vote.
- 8.22 On a poll, each Member present in person or by proxy or attorney has one vote for each share held by the Member.
- 8.23 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.
- 8.24 An objection may not be raised to the right of a person to attend or vote at the meeting or adjourned meeting except at that meeting or adjourned meeting. Any such objection must be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed under such an objection is valid for all purposes.
- 8.25 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.
- 8.26 The Company must give its auditor (if any):
 - (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
 - (b) any other communications relating to the general meeting that a Member is entitled to receive.

9 Proxies

- 9.1 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- 9.2 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
 - (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

- 9.3 An undated appointment is to be taken to have been dated on the day it is given to the Company.

- 9.4 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is the chairperson, the proxy must vote on a poll, and must vote that way; and
 - (d) if the proxy is not the chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

This Article does not affect the way that the person can cast any votes which that person is entitled to exercise by virtue of being a Member themselves.

- 9.5 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.

- 9.6 A later appointment revokes an earlier one.

- 9.7 An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

- 9.8 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this Article.

- 9.9 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power,

if notice in writing of the death, unsoundness of mind, revocation or transfer has not been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

10 Directors

- 10.1 The number of Directors shall be not less than four (4) nor more than seven (7) unless the Company in general meeting, with the consent of the Standing Committee, by resolution shall increase or reduce the number of Directors.

- 10.2 Subject to Article 12.6, the Directors shall be appointed from time to time by the Assembly or its Standing Committee (each of which bodies is hereinafter referred to as "the Appointing Body").
- 10.3 Each Director must be either a member of the Church (the term "member of the Church" having the same meaning as in the Church Constitution) or a full time or part time employee of the Assembly or an agency of the Assembly.
- 10.4 No Director shall be paid remuneration for services as a Director.
- 10.5 If the Directors so resolve, a Director is entitled to be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the business of the Company.
- 10.6 Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
- (a) subject to Article 10.4, hold any office in the Company, except that of auditor;
 - (b) enter into any contract or arrangement with the Company;
 - (c) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them; and
 - (d) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor.
- 10.7 (a) A Director may do anything mentioned in Article 10.6 despite the fiduciary relationship of the Director's office:
- (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.
- (b) A Director shall make known to the Company any conflict of interest or any affiliation that the Director has with an actual or prospective supplier of goods or services to the Company or with an actual or prospective recipient of grant funds from the Company or with an organisation with competing or conflicting objectives.
- (c) A Director shall not be present or participate in, vote on or be counted in a quorum when any matter referred to in Article 10.5, 10.6, 10.7(a) or (b) or 10.9 relating to or involving the Director is being considered or decided by the Directors.
- (d) A reference to the Company in this Article is also a reference to each related body corporate of the Company.
- 10.8 A Director is not disqualified because of a material personal interest from signing or participating in the execution of a document by or on behalf of the Company.
- 10.9 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, a Director ceases to be a Director and the office of a Director becomes vacant if the Director:
- (a) 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;
- (b) resigns from the office by notice in writing to the Company;
- (c) is not present personally at meetings of the Directors for a continuous period of twelve (12) months without leave of absence from the Directors; or
- (d) ceases to hold one of the qualifications mentioned in Article 10.3;
- (e) is removed from office by notice in writing from the Standing Committee to the Company; or
- (f) dies.

11 Powers and duties of Directors

- 11.1 The business of the Company is to be managed by the Directors, who may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.
- 11.2 The Directors shall in the exercise of their powers, have regard to the Church Constitution and the Church Regulations and policies and guidance of the Assembly and the Standing Committee.
- 11.3 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- 11.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 11.5 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.
- 11.6 All cheques, promissory notes, bankers' 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, in such manner and by such persons as the Directors determine from time to time.

12 Proceedings of Directors

- 12.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 12.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.
- 12.3 Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.
- 12.4 In the event of an equality of votes the chairperson of the meeting has a casting vote.

- 12.5 At a meeting of Directors, the four (4) Directors present shall constitute a quorum.
- 12.6 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum fixed by Article 10.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies which the continuing Directors are able to fill to the extent necessary to bring their number up to that minimum or of convening a general meeting and any Director appointed by the continuing Directors pursuant to this Article, shall hold office:-
- (a) only until one of the Appointed Bodies appoints a replacement Director; or
 - (b) the Director's office becomes vacant.
- 12.7 The Directors may appoint one of the number to be the chairperson and may also appoint a deputy chairperson.
- 12.8 If a Directors' meeting is held and:
- (a) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the deputy chairperson is entitled to preside as chairperson;
 - (b) if neither the chairperson or the deputy chairperson is present or able or willing to act, the Directors present must elect one of their number to chair the meeting.
- 12.9 A resolution in writing signed by all the Directors who are then in Australia and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as if it had been passed at a meeting of the Directors held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors or sent by facsimile or electronic transmission (e-mail) to the Secretary and reviewed by the Secretary.
- 12.10 A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.
- 12.11 All acts of the Directors, a committee or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

13 Committees

- 13.1 The Directors may delegate any of their powers, other than powers required by law to be dealt with by the Directors as a board, to a committee or committees consisting either of such of the Directors as they think fit or at least one of their number and such other persons as the Directors think fit.
- 13.2 A committee to which any powers have been delegated under Article 13.1 must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is deemed to have been exercised by the Directors.

- 13.3 The members of a committee may elect one of their number as chairperson of their meetings. If a meeting of a committee is held and:
- (a) a chairperson has not been elected; or
 - (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the Members involved may elect one of their number to be chairperson of the meeting.
- 13.4 A committee may meet and adjourn as it thinks proper.
- 13.5 Questions arising at a meeting of a committee are to be determined by a majority of votes of the members involved and voting. The chairperson, in addition to the chairperson's deliberative vote, shall not have a casting vote.

14 Secretary

- 14.1 There must be at least one Secretary of the Company who is to be appointed by the Directors.
- 14.2 The Directors may suspend or remove a Secretary from that office.
- 14.3 The Directors may vest in a Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.

15 Seals

- 15.1 The Company may have:
- (a) a common seal, and
 - (b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal" or "certificate seal" added.
- 15.2 The Directors must provide for the safe custody of each seal of the Company.
- 15.3 If the Company has a common seal, it may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the common seal. Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

16 Inspection of records

- 16.1 Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection.

17 Service of documents

- 17.1 This Part does not apply to a notice of a meeting of Members.
- 17.2 The Company may give a document to a Member:

- (a) personally;
 - (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
 - (c) by sending it to a fax number or electronic address nominated by the Member.
- 17.3 If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the day after the date of its posting.
- 17.4 If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:
- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
 - (b) to have taken place on the day following its despatch.

18 Audit and accounts

- 18.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Act.
- 18.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act and the Church Regulations.

19 Indemnity

- 19.1 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
 - (b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.
- 19.2 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.
- 19.3 The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a director or secretary or executive officer of the Company against liability incurred by the person in that capacity, including a

liability for legal costs, unless

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

20 Amendment of this Constitution

- 20.1 No amendment of this Constitution shall take effect unless and until it is or has been approved by the Standing Committee.