

**Corporations Act 2001**

**A Company Limited by Guarantee and not having a Share Capital**

**CONSTITUTION**

**OF**

**ST JOHN AMBULANCE AUSTRALIA QUEENSLAND LIMITED**

**1. INTERPRETATION**

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**Definitions**

1.1 The meanings of the terms used in this constitution are set out below.

<b>Term</b>	<b>Meaning</b>
<b>ACNC</b>	Australian Charities and Not-for-Profit Commission
<b>ACNC Act</b>	<i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i>
<b>Branches</b>	each of the Community Care Branch, Event Health Services Branch, the Ophthalmic Branch and the Training Branch
<b>By-Laws</b>	any by-laws of the Company for the time being in force
<b>Chairman</b>	the person who is chairperson of a meeting of the Company as determined by clause 10.1.
<b>Chairman of the Board</b>	the person who is elected chairperson of the Board in accordance with clause 14
<b>Company</b>	St John Ambulance Australia Queensland Limited
<b>Corporations Act</b>	the <i>Corporations Act 2001 (Cth)</i>
<b>Deductible Gift Recipient</b>	the same meaning as in the <i>Income Tax Assessment Act 1997</i>
<b>Deputy Chairman of the Board</b>	the person who is elected deputy chairperson of the Board in accordance with clause 14
<b>Directors or Board of Directors or the Board</b>	the directors of the Company
<b>Financial Year</b>	the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a year through to 30 June in the next year or any other period of 12 consecutive months determined by the Board
<b>General meeting</b>	general meetings of the Company

<b>Term</b>	<b>Meaning</b>
<b>Incorporated Association</b>	St John Ambulance Australia Queensland Inc. IA 05624
<b>Member</b>	a member of the Company in accordance with clause 5.
<b>Order</b>	the Grand Priory of the Most Venerable Order of the Hospital of St John in Jerusalem
<b>Order Member</b>	a person possessing the qualities set out in Statute 26(1) of the Statutes who, having been duly admitted to the Order, has not ceased for any reason to be a member and who is ordinarily resident in Queensland
<b>President</b>	the person appointed as President of the State Council pursuant to clause 16.1
<b>Prior</b>	the person from time to time holding the appointment of Prior of the Priory appointed following Rule 10 of the Rules
<b>Priory</b>	the Priory in Australia of the Order following Statutes 16 and 17 and where the context dictates, includes the government thereof
<b>Replaceable Rules</b>	the same meaning as in section 135 of the Corporations Act
<b>Rules</b>	Regulations of the Priory made following Statute 16(2) of the Statutes
<b>State Council or State Councillors</b>	the advisory body and the members of it as constituted pursuant to clause 16
<b>Statutes</b>	Statutes of the Order contained in the schedule to the Supplemental Royal Charter by Her Majesty on 29 April 1974, as amended, and any reference to a Statute by number refers to the Statute so numbered therein
<b>Tax Exempt Entities</b>	entities that are exempt from tax pursuant to Division 50 of the <i>Income Tax Assessment Act 1997</i>

## **Construction**

- 1.2 In this constitution:
- (a) an expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this constitution;
  - (b) words in the singular include the plural and vice versa;
  - (c) words indicating any gender indicate the appropriate gender;

- (d) headings are included for convenience only and do not affect interpretation of this constitution
- (e) a reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

## **2. LIMITED COMPANY**

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- 2.1 The liability of the Members is limited by guarantee.
- 2.2 The name of the Company is **St John Ambulance Australia Queensland Limited**.
- 2.3 The registered office of the Company will be as the Board of Directors determines.

## **3. PROFILE OF THE COMPANY**

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- 3.1 The Company is a national community based organisation with charitable intentions.
- 3.2 In Queensland, the Company's volunteers provide first aid to members of the community.
- 3.3 The Company conducts first aid training courses, sells first aid material, and coordinates a number of community care and ophthalmic care programs.
- 3.4 The commercial activities of the Company assist in funding the Company's charitable activities.
- 3.5 The charitable objectives of the Company are met by income through its commercial activities.
- 3.6 Property and assets utilised in the delivery of the vision, mission and core values of the Company may be held by St John Holdings Limited and must be utilised for the benefit of the Company.

## **4. AIMS AND OBJECTS**

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- 4.1 The objects for which the Company is established are to:
  - (a) encourage and promote all work of humanity and charity:
    - (i) for the relief of persons in sickness, distress, suffering or danger, without distinction of race, class or creed; and
    - (ii) in areas other than those specified for other Branches of the Priory, such as the provision of welfare for those in need, including youth and the aged;
  - (b) provide trained, equipped, informed volunteers and employees to give assistance to the public and to central or local government departments at times of emergency without limitation;
  - (c) organise, train and equip volunteers and employees to undertake, as individuals or as organised groups, first aid, allied activities and assistance at public events, places of work or elsewhere as occasion may require for the relief, comfort or welfare of those in need;

- (d) instruct members of the public in the principles and practice of first aid, patient care, hygiene and other allied subjects;
  - (e) instruct young people in first aid, patient care and other subjects conducive to the encouragement and development of values and citizenship;
  - (f) provide trained personnel to give assistance to government, local government or other agencies or to the defence forces at times of emergency in peace or in war;
  - (g) prepare training aids to facilitate instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in first aid, patient care, hygiene and other allied subjects;
  - (h) provide and distribute for sale or presentation publications, equipment or materials furthering the objects and purposes of the Order;
  - (i) support and assist in the development and maintenance of clinics and research projects connected with the Company's Ophthalmic Branch core objectives;
  - (j) provide money, property or benefits to Deductible Gift Recipients or for any purposes set out in the items in any of the tables in Subdivision 30-B of the Income Tax Assessment Act 1997 selected by the Board;
  - (k) create, sponsor or act as trustee for other organisations or funds having objects similar to those of the Company and that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company;
  - (l) provide money, property, services or benefits to other organisations or funds:
    - (i) having objects similar to those of the Company;
    - (ii) that are Tax Exempt Entities;
    - (iii) that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company;
  - (m) seek donations and funding from the public and all levels of government to fund the activities of the Company.
- 4.2 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 4.3 Nothing in clause 4.2 prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company or pursuant to clause 11.6; or
  - (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company,

provided such payments are approved by the Board.

## **5. MEMBERSHIP**

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- 5.1 The Members of the Company are:
- (a) all Order Members who are resident in the State who apply to become Members;
  - (b) all employees of the Company who elect to become Members while they remain employees;
  - (c) any persons 18 years and over who apply for and are accepted for membership; and
  - (d) nominated employees representing Corporate sponsors.
- 5.2 Members must inform the Secretary in writing of their address for correspondence and of any subsequent change in their address.
- 5.3 Only individuals can be admitted as Members.
- 5.4 Every application for membership of the Company must be in writing and must be in such form as the Board from time to time prescribes.
- 5.5 The Board may set an entrance fee, membership fee or annual subscription payable to the Company by its members.
- 5.6 The Chief Executive Officer must cause to be kept and maintained a register of all Members including their full name, address and date of acceptance as a Member and will keep that register available at the headquarters of the Company for inspection by Members.
- 5.7 Membership is personal and ceases on death. A Member may resign at any time by giving notice in writing to the Chief Executive Officer. An Order Member who ceases to reside in the State ceases to be a Member. A person who is a Member by reason only of being an employee ceases to be a Member when he or she ceases to be an employee.
- 5.8 The Board may resolve to expel a Member who has engaged in conduct detrimental to the interest of the Company or the Order.
- 5.9 The Board, in dealing with a motion for the expulsion of a Member, shall comply with the legal requirements for procedural fairness.

## **6. MEMBERS RIGHTS**

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- 6.1 Members:
- (a) are eligible to receive notice of and attend all general meetings of the Company;
  - (b) may hold office as a Director.
- 6.2 If a Member is appointed as a State Councillor the Member may only exercise one vote at general meetings.

## **7. APPOINTMENT OF NEW MEMBERS**

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- 7.1 Membership applications will be submitted to the Membership Committee of the Board.

- 7.2 The Board has an unfettered discretion to determine whether an applicant will be accepted or rejected from membership.
- 7.3 If a membership application is refused, the Secretary must notify the applicant in writing, and that applicant may re-apply to the Board for admission as a Member, but not within six months from the date of the Board meeting at which the prior membership application was refused.

## **8. CESSATION OF MEMBERSHIP**

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- 8.1 Subject to the rest of this clause 8, the Board has power to expel a Member if the Member:
- (a) is found guilty of a criminal offence;
  - (b) in the opinion of the Board, acts in their own interests while performing any official duties for the Company;
  - (c) refuses or neglects to comply with the provisions of the constitution, any By-Law or policy or procedure of the Company; or
  - (d) is guilty of any conduct that, in the opinion of the Board, is prejudicial or injurious to the character or interests of the Company.
- 8.2 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel the Member is to be proposed. The notice must include particulars of the issues of concern to the Board.
- 8.3 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant for consideration by the Board at its meeting. If the Board consents, the Member may attend the Board meeting upon request to respond and produce material.
- 8.4 The Secretary must immediately notify the Member in writing once a resolution for expulsion is passed. The Decision of the Board will be final.

## **9. GENERAL MEETINGS**

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- 9.1 At least one general meeting of the Company must be held annually no later than five months after the end of the previous Financial Year.
- 9.2 A general meeting may be convened by the Board at any time.
- 9.3 A general meeting must be convened within two calendar months of receiving a requisition in writing from at least 30 Members.
- 9.4 At least 21 days written notice of a general meeting must be given to all Members.
- 9.5 A notice of a general meeting must contain all information relevant to the holding of the meeting, including:
- (a) the place, the day and the hour of the meeting; and
  - (b) the general nature of the business to be transacted at the meeting, including any proposed motions;
  - (c) which Members are eligible to vote on the proposed motions.

## **10. PROCEEDINGS AT GENERAL MEETINGS**

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### **Quorum**

- 10.1 The Chairman of the Board, or in his/her absence, the Deputy Chairman shall act as chairperson at general meetings of the Company. In the absence of both the meeting must elect a chairperson.
- 10.2 No business can be transacted at any general meeting unless a quorum is present in person or by proxy, at the time when the meeting is due to commence.
- 10.3 A quorum at all general meetings other than an adjourned meeting conducted in accordance with Rule 10.4, is not less than 30 members. No item of business shall be transacted at a general meeting unless a quorum is present.
- 10.4 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
  - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.
- 10.5 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present and entitled to vote will constitute a quorum.
- 10.6 The chairperson may, with the consent of those present and eligible to vote at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.7 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 but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

### **Voting**

- 10.8 The Chairman at any general meeting shall have a casting as well as a deliberative vote.
- 10.9 Subject to the Act, a resolution is passed if a majority of the votes cast are in favour of the resolution. Unless a poll is demanded, a resolution put to the vote at a meeting of members is decided on a show of hands.
- 10.10 A declaration by the Chairman that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and a record of that declaration in the minutes of the meeting, is sufficient evidence of those facts, unless proved incorrect.
- 10.11 Subject to the Act, a poll may be demanded on any resolution by at least five members present in person or by proxy and entitled to vote, or by the Chairman. A poll may be demanded before a vote is taken, or before or immediately after the result of a show of hands is declared. A demand for a poll may be withdrawn.
- 10.12 A poll demanded on a resolution for the election of a Chairman or the adjournment of the meeting must be taken immediately. A poll demanded on any other resolution

must be taken in the manner and at the time and place the Chairman directs. The result of a poll is a resolution of that meeting. A demand for a poll does not prevent that meeting dealing with other business.

- 10.13 Subject to the Act, the Chairman may adjourn a general meeting to any day, time and place, and must adjourn the meeting if the members present so direct. The Company is only required to give notice of an adjourned meeting if the adjournment exceeds 21 days. The only business that may be transacted at an adjourned meeting is that left unfinished from the original meeting.
- 10.14 Subject to the Act, the Board may postpone or cancel a general meeting by giving not less than five business days notice before the time of the meeting to each member and the auditor. A general meeting called by the Board at the request of members or called by the members must not be cancelled by the Board without the consent of the members who requested or called the meeting.
- 10.15 Subject to this Constitution, at a general meeting, every member present has:
- (a) on a show of hands, one vote; and
  - (b) on a poll, one vote.
- 10.16 A member is not entitled to vote when disqualified by the Act or an order of a court of competent jurisdiction. The Company must disregard the vote of any person who is not entitled to vote.

#### **Proxies**

- 10.17 A member, entitled to attend and vote at a general meeting, may vote by proxy on a poll.
- 10.18 A proxy must be a member. A member may appoint a proxy for all or any number of general meetings.
- 10.19 An instrument appointing a proxy is valid if it is signed by the member and contains the name and address of that member, the name of the Company, the name or the office of the proxy, and the general meeting at which the proxy may be used. The Chairman may accept an instrument appointing a proxy which contains only some of this information.
- 10.20 If the name of the proxy or his office is not filled in, the proxy of that member is the Chairman.
- 10.21 A member may specify the manner in which a proxy is to vote on a particular resolution.
- 10.22 An appointment of a proxy for a general meeting is not effective unless the Company receives the appointment (and any authority under which was signed or a certified copy thereof) before the time scheduled for commencement of that meeting (or any adjournment).
- 10.23 A vote cast at a general meeting by a person appointed as a proxy is, subject to this Constitution, valid even if that member has revoked the appointment, unless the Company has received notice before the commencement of the meeting.

## **11. DIRECTORS**

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- 11.1 The Board will consist of a minimum of 5 and a maximum of 10 Directors (including the Chairman), comprising;
- (a) elected Directors and
  - (b) up to 3 Directors with special qualifications by appointment by the Board for a maximum term of 2 years.
- 11.2 A Member is ineligible to vote on a motion to elect themselves as a Director.
- 11.3 The appointment of a Director will be effective from the conclusion of the general meeting at which the election is announced.
- 11.4 The Board may appoint any person to fill a casual vacancy in the Directors or, in addition to their number, but the total number of Directors must not exceed the number fixed in accordance with this constitution. Any Director appointed pursuant to this clause holds office until the conclusion of the next general meeting at which an election of Directors occurs.
- 11.5 The office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act or due to a provision of the ACNC Act;
  - (c) ceases to be a Director by operation of any provision of the Corporations Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under legislation relating to mental health;
  - (e) resigns as a Director by notice in writing to the Company;
  - (f) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board; or
  - (g) is removed by an ordinary resolution of the Members or otherwise in accordance with the Corporations Act.
- 11.6 The Directors are entitled to be:
- (a) remunerated for their services as Directors; and
  - (b) paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

## **12. ROTATION AND ELECTION OF DIRECTORS**

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### **Rotation of Directors**

- 12.1 At one general meeting of the Company in each calendar year one third of the Directors must retire from office. If one-third of the Directors is not a whole number,

then the nearest whole number (by rounding down) of Directors must retire from office.

- 12.2 Unless otherwise agreed, the Directors that must retire in accordance with clause 12.1 will be determined by the length each Director has held office with the Company since they were last elected, so that those who have the longest record must retire first.
- 12.3 If two or more Directors have been in office an equal length of time, the Directors who must retire will be determined by lot.
- 12.4 A Director who retires under this clause will be eligible for re-election.
- 12.5 The retirement of a Director who retires under this clause will be effective from the close of the relevant general meeting.
- If a Director is required to retire at or before a general meeting, the Board must give a notice to the Members calling for nominations for the vacant position.
- 12.6 A Member may nominate any person for election and the nomination must be seconded by a second Member.
- 12.7 Nominations must be received at the Company's registered office by the date specified in the notice.
- 12.8 If the number of candidates for election is equal to or less than the number of vacancies, the chairperson may declare those candidates to be duly elected.
- 12.9 If the number of candidates exceeds the number of vacancies, a ballot must be held to elect the replacement Directors.
- 12.10 If an election is necessary, the Board may determine that the replacement Director may be elected by a postal ballot in which case the following provisions apply:
- (a) when the Company sends a notice of the general meeting, it must also send:
    - (i) a notice advising the Board positions that have to be filled and particulars of the nominations received for the vacancies; and
    - (ii) a ballot paper;
  - (b) completed ballot papers must be received at the Company's registered office at least two days before the general meeting. Ballot papers received after this time will not be counted.
  - (c) the postal ballot will be deemed to be a poll and all provisions in this constitution relating to the taking of a poll will apply to the ballot.
- 12.11 All other issues in relation to the election of Directors and the conduct of a ballot will be determined by the chairperson whose decision will be final and binding.

### **13. POWERS AND DUTIES OF THE DIRECTORS**

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- 13.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this constitution, required to be exercised by the Company.

- 13.2 The Board may make By-Laws that are not inconsistent with the constitution and the Corporations Act for the general management and running of the Company.
- 13.3 The Members and Board agree that they will be bound by the By-Laws and the By-Laws are enforceable as against them and the Company.

#### **14. PROCEEDINGS OF THE BOARD AND APPOINTMENT OF CHAIRPERSON**

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- 14.1 Subject to clause 14.2, the Board may meet as it thinks fit. A Director may at any time, and the Secretary must, on the requisition of a Director, summon a meeting of the Board.
- 14.2 The Board must endeavour to meet at least quarterly.
- 14.3 The Board must appoint one of its members to chair its meetings and hold the role and title of Chairman of the Board at the first meeting of the Board following each AGM.
- 14.4 The Board may appoint one of its members to hold the role and title of Deputy Chairman of the Board at the first meeting of the Board following each AGM.
- 14.5 Where a meeting of Directors is held and:
- (a) a chairperson has not been elected; or
  - (b) the Chairman of the Board or Deputy Chairman of the Board is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the Directors present must elect an alternative chairperson of the meeting.
- 14.6 Subject to this constitution, questions arising at any meeting of the Board will be decided by a majority of votes.
- In the case of an equality of votes, the chairperson is entitled to a second or casting vote.
- 14.7 The quorum necessary for the transaction of the business of the Board is half of the then current Directors plus one.
- 14.8 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below two, the continuing Director may only act for the purpose of filling a casual vacancy or calling a general meeting.
- 14.9 A resolution in writing signed by all Directors for the time being is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.

#### **15. COMMITTEES**

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- 15.1 The Board may form committees as it sees fit. Committees formed by the Board may facilitate the coordination and administration of the activities of the Company or serve some other purpose.
- 15.2 All members of committees will be appointed and removed by the Board in its absolute discretion.

- 15.3 Subject to the Corporations Act, the Board may delegate any of its powers to one or more committees as the Board thinks fit and the Board may also appoint the chairperson of any committee.
- 15.4 Each committee must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of committees also, unless the Board determines otherwise.
- 15.5 Questions arising at any meeting of committees are determined by a majority of votes of the Members present, unless the Board determines otherwise.
- 15.6 No decision of a committee is binding on the Company unless it is ratified by the Board.

## **16. STATE COUNCIL**

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- 16.1 The State Council will consist of a maximum of 30 Members and shall be chaired by a President appointed by the Board for a term of three years and shall be eligible for reappointment.
- 16.2 The State Council is an Advisory body with the following functions:
- (a) maintaining the history and traditions of the Order in the State;
  - (b) fostering support for the St John Hospital in Jerusalem and communicating news about the Hospital to Members and others;
  - (c) assisting the staff in organising the ceremonial activities of the Company, including the Annual Investiture and the Annual Awards Ceremony;
  - (d) supporting and fostering policies and regulations concerning Members; and
  - (e) other supporting activities as determined by the Board.
- 16.3 The membership, structure and operation of the State Council will be in accordance with their Charter as approved by the Board. The Board reserves the right to change, vary, modify or replace the Charter as and when it sees fit.
- 16.4 No decision of the State Council is binding on the Company unless it is ratified by the Board.
- 16.5 A Director may not also be a member of the State Council.

## **17. DIRECTORS CONTRACTING WITH THE COMPANY**

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- 17.1 No Director is disqualified by their office from contracting with the Company.
- 17.2 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.
- 17.3 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.

- 17.4 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 17.5 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
  - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 17.6 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:
- (a) be present at the meeting while the matter is being considered; and
  - (b) must not vote on the matter unless the preceding provisions of this clause 17 have been complied with and the other Directors have passed a resolution in accordance with section 195 of the Corporations Act.
- 17.7 The giving of a general notice under this clause 17 does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 17.6 has first been passed.
- 17.8 Subject to a Director having complied with this clause 17, the Director may sign or countersign any contract in which they are interested.

## **18. COMPANY SECRETARY**

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- 18.1 The Secretary of the Company holds office on the terms decided by the Directors and in accordance with the Corporations Act.
- 18.2 The Secretary must cause minutes to be made and entered of:
- (a) the names of Directors and other persons present at all meetings of the Company and of the Board; and
  - (b) all proceedings at all meetings of the Company and of the Board.
- 18.3 The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

## **19. ACCOUNTS**

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- 19.1 The auditor of the Company is appointed by the Members in general meeting and holds office in accordance with the Corporations Act.
- 19.2 The Board must cause:
- (a) proper accounting and other records to be kept; and
  - (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report (if the Company

is required to be audited under any applicable laws) to be distributed to Members annually.

## 20. NOTICES

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- 20.1 A Company must give the notice of meeting either by:
- (a) serving it personally; or
  - (b) by sending it by post at the address shown in the register of members or the address supplied by the member for the giving of notices; or
  - (c) forwarding it by electronic transmission to the electronic mail address supplied for the giving of notices; or
  - (d) in any other way allowed by the Corporations Act.
- 20.2 A notice of meeting sent by post is taken to be given three days after it is posted.
- 20.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number referred to in clause 20.1.
- 20.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.
- 20.5 Notice of every general meeting must be given in any manner authorised by this constitution to:
- (a) every person entitled to receive notice who has supplied to the Company an address for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the Company.
- 20.6 No other person is entitled to receive notices of general meetings.

## 21. WINDING UP

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- 21.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:
- (a) must not be paid to or distributed among the Members; but
  - (b) must be in the first instance given to the Priory of St John in Australia (or any substituted institution) unless:
    - (i) no such institution exists at the time of the proposed distribution; or
    - (ii) such a distribution is contrary to the taxation status of the Company at the relevant date,in which case, must be given or transferred to other institutions having similar objects to the Company that are Deductible Gift Recipients (**Default Fund**).
- 21.2 Subject to clause 21.3, the Default Fund will be determined:

- (a) by the State Councillors in general meeting at or before the time of dissolution; but
  - (b) if no determination is made by the State Councillors, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.
- 21.3 The Priory has the right by resolution to determine the distribution of surplus assets and property of whatever kind of the Company and such resolution will be binding on the Members and any appointed liquidator.
- 21.4 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

## **22. INDEMNITY**

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- 22.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as an officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.
- 22.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 22.3 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.
- 22.4 A Director, manager, secretary or other officer of the Company is not liable for:
- (a) the act, neglect or default of any other Director or officer;
  - (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
  - (c) the insufficiency or deficiency of any security in or upon which any money of the Company is invested;
  - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
  - (e) for any other loss or damage that happens in the execution of the duties of his office,

unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.

## **23. REGISTRATION WITH THE ACNC**

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If the Company is registered with the ACNC and a provision in this Constitution is inconsistent with a law applicable to the Company due to its registration with the ACNC, the relevant law overrides the provisions of this Constitution to the extent of any inconsistency.

## **24. ALTERATION OF CONSTITUTION**

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24.1 Any proposed amendment to this Constitution may only be approved at a general meeting and requires that 75% of Members entitled to attend, vote in favour of the amendment.

24.2 Subject to clause 24.1 any amendment to this Constitution shall be submitted in writing to the Prior for approval.

## **25. CONSTITUTION PREVAILS OVER REPLACEABLE RULES**

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The Replaceable Rules do not apply to the Company.