

**WORLD VISION AUSTRALIA**  
**ABN 004 778 081**

**An Australian Public Company limited by Guarantee**

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**CONSTITUTION**

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The name of the Company was changed from “World Vision of Australia” to “World Vision Australia”	24 November 2006

## TABLE OF CONTENTS

1	<u>INTERPRETATION</u> .....	4
2	<u>COMPANY NAME</u> .....	5
3	<u>MISSION STATEMENT</u> .....	5
4	<u>REPLACEABLE RULES</u> .....	6
5	<u>OBJECTS OF THE COMPANY</u> .....	6
6	<u>MEMBER BELIEFS</u> .....	6
7	<u>INCOME</u> .....	6
8	<u>AMENDMENTS TO OBJECTS OF THE COMPANY</u> .....	7
9	<u>LIABILITY OF MEMBERS</u> .....	7
10	<u>WINDING UP AND REVOCATION OF AUSTRALIAN TAX OFFICE ENDORSEMENTS</u> .....	7
11	<u>MEMBERSHIP REQUIREMENTS</u> .....	8
12	<u>TERMINATION OF MEMBERSHIP</u> .....	10
13	<u>REGISTER OF MEMBERS</u> .....	10
14	<u>GENERAL MEETINGS</u> .....	10
15	<u>POWER TO CONVENE A GENERAL MEETING</u> .....	11
16	<u>NOTICE OF GENERAL MEETING</u> .....	11
17	<u>PROCEEDINGS AT GENERAL MEETING</u> .....	12
18	<u>VOTES OF MEMBERS</u> .....	13
19	<u>PROXY VOTES</u> .....	13
20	<u>THE BOARD OF DIRECTORS</u> .....	14
21	<u>DIRECTOR'S REMUNERATION</u> .....	15
22	<u>REQUIREMENTS OF DIRECTORS</u> .....	15
23	<u>DISQUALIFICATION OF DIRECTORS</u> .....	ERROR! BOOKMARK NOT DEFINED.
24	<u>POWERS AND DUTIES OF THE BOARD</u> .....	16
25	<u>BOARD MINUTES</u> .....	17
26	<u>THE SEAL</u> .....	17
27	<u>PROCEEDINGS OF THE BOARD</u> .....	18
28	<u>CHAIR OF THE BOARD</u> .....	18
29	<u>RESOLUTIONS OF DIRECTORS</u> .....	19
30	<u>NOTICES TO DIRECTORS</u> .....	19

31	<u>COMMITTEES</u> .....	20
32	<u>COMPANY SECRETARY</u> .....	20
33	<u>CHEQUES, BILLS ETC</u> .....	21
34	<u>ACCOUNTS</u> .....	21
35	<u>AUDITORS</u> .....	22
36	<u>OFFICERS: INDEMNITIES AND INSURANCE</u> .....	22
37	<u>DISPUTES</u> .....	23

# CORPORATIONS ACT

## CONSTITUTION

of

### WORLD VISION AUSTRALIA

**ABN 28 004 778 081**

An Australian Public Company Limited by Guarantee

#### 1 Interpretation

1.1 In this Constitution unless the context requires otherwise:-

“**Board**” means all or some of the Directors of the Company acting as a board;

“**Business Day**” means a day that banks are open for general banking business in Melbourne, Australia;

“**By-Laws**” means the separate corporate document which (subject to the terms of this Constitution) defines certain aspects of the Company but which may be amended by the Board from time to time;

“**Chair**” means the chair of the Board of Directors of the Company elected in accordance with clause 29;

“**Common Seal**” means Seal

“**Company**” means World Vision Australia (ABN 28 004 778 081);

“**Constitution**” means this constitution as amended from time to time;

“**Corporations Act**” means the Corporations Act 2001 (Commonwealth);

“**Core Values**” means the Core Values as described in the By-Laws.

“**Covenant of Partnership**” means the document entitled *Covenant of Partnership* referred to in clause 3.1;

“**Directors**” means the persons who are Directors of the Company under this Constitution;

“**Member**” means a person accepted into Membership of the Company according to the provisions contained in this Constitution;

“**Member Beliefs**” means the Statement of Faith, Statement of Core Values and the Statement of Commitment contained in the By-Laws;

“**Membership**” means the entitlement to be entered, or being entered, as a member of the Company in the Register.

“**Mission Statement**” means the Mission Statement described in clause 3;

“**Office**” means the registered office for the time being of the Company;

“**Register**” means the register of Members to be kept pursuant to the Corporations Act;

“**Seal**” means the common seal of the Company and includes any official seal of the Company;

“**Secretary**” means the executive officer appointed to carry out the duties of the Secretary of the Company;

“**State**” means the State of Victoria;

“**Statement of Commitment**” means the Statement of Commitment as described in the By-Laws;

“**Statement of Core Values**” means the Statement of Core Values as described in the By-Laws;

“**Statement of Faith**” means the Statement of Faith as described in the By-Laws.

- 1.2 The singular shall mean and include the plural and vice versa and any gender shall mean and include all other genders;
- 1.3 References to any statutory enactment shall mean and be construed as references to that enactment as amended, modified and re-enacted from time to time;
- 1.4 The headings used in this Constitution are for ease of reference only and shall not affect the Constitution or interpretation of this Constitution;
- 1.5 Words importing persons shall include corporations;
- 1.6 Except so far as 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 and “section” means a section of the Corporations Act.

## 2 Company Name

The name of the Company is World Vision Australia.

## 3 Mission Statement

- 3.1 “World Vision” is an international partnership of Christians, described in the document entitled “*Covenant of Partnership*” of which the Company is a part, whose mission is to follow our Lord and Saviour Jesus Christ in working with

the poor and oppressed to promote human transformations, seek justice and bear witness to the good news of the Kingdom of God.

3.2 The Company pursues this mission through integrated, holistic commitment to:

3.2.1 **Transformational Development** that is community-based and sustainable, focused especially on the needs of children;

3.2.2 **Emergency Relief** that assists people afflicted by conflict or disaster;

3.2.3 **Promotion of Justice** that seeks to change unjust structures affecting the poor among whom the Company works;

3.2.4 **Strategic Initiatives** that serve the Churches in the fulfilment of their mission;

3.2.5 **Public Awareness** that leads to informed understanding, giving, involvement and prayer;

3.2.6 **Witness to Jesus Christ** by life, deed, word and sign that encourages people to respond to the Gospel.

#### 4 Replaceable Rules

All replaceable rules contained in the Corporations Act shall not apply to the Company, except those which are mandatory for public companies.

#### 5 Objects of the Company

The purpose for which the Company is established is to carry out charitable work consistent with being a Christian, humanitarian organisation and, in particular, consistent with the Mission Statement, Core Values, Statement of Faith and Covenant of Partnership.

The Company may do all or any of the things authorised by the Corporations Act insofar as they are not inconsistent with any other clauses contained in this Constitution.

#### 6 Member Beliefs

Every Member of the Company by virtue of his or her Membership shall be in general agreement with and believe the Member Beliefs.

#### 7 Income

The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects, purposes and mission of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to Members of the Company, PROVIDED THAT nothing contained in this

clause shall prevent the payment in good faith to remunerate any officers of the Company or any Member of the Company in return for any services actually rendered to the Company as provided by clause 21 of this Constitution but so that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any director except repayment of reasonable out-of-pocket expenses or other remuneration approved in the manner required by clause 21 of this Constitution.

## 8 Amendments to Objects of the Company

Clauses 5, 7, 8, 9 and 10 of this Constitution contain conditions upon which a licence is granted by the Australian Securities and Investments Commission to the Company in pursuance of the provisions of section 151 of the Corporations Act. For the purpose of preventing any evasion of these provisions, the Members shall not amend such clauses in any manner which would result pursuant to section 151 of the Corporations Act in the Company losing the licence granted.

## 9 Liability of Members

9.1 The liability of the Members of the Company is limited.

9.2 Every Member of the Company undertakes to contribute to the assets of the Company if the Company is wound up or dissolved while he or she is a Member or within one (1) year after he or she ceases to be a Member for the purposes of:

9.2.1 payment of the debts and liabilities of the Company contracted before the time at which he or she ceased to be a Member;

9.2.2 the costs, charges and expenses of winding up; and

9.2.3 adjustment of the rights of the contributories among themselves.

9.3 The amount of each Member's contribution under clause 9.2 shall not exceed Twenty Dollars (\$20.00).

## 10 Winding Up and Revocation of Australian Tax Office endorsements

10.1 If any assets remains upon the winding up or dissolution of the Company after satisfaction of all its debts and liabilities, those shall not be paid to or distributed amongst the Members but shall be given or transferred to one or more other institution:

10.1.1 which has objects similar to the objects of the Company; and

10.1.2 whose constitution prohibits the distribution of its assets among its members to an extent at least as great as is imposed on the Company by this Constitution.

The institution will be determined by the Members at or before the time of winding up or dissolution and, in the absence of such determination, by the Supreme Court of Victoria).

10.2 Where the Company has been endorsed as a public benevolent institution (item 4.1.1 of section 30-45 of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended)) as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended), then where:

10.2.1 the Company or the fund is wound up or dissolved; or

10.2.2 the endorsement of the Company or the fund as a public benevolent institution under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended) is revoked,

then any assets of the Company or fund (as may be relevant) remaining after payment of all debts and liabilities of the Company or fund (as may be relevant) must be transferred to an institution or fund which complies with clause 10.1 and is endorsed as a public benevolent institution.

10.3 Where the Company has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended), then where:

10.3.1 the Company or the fund (as relevant) is wound up or dissolved; or

10.3.2 the endorsement of the Company or of the fund (as relevant) as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended) is revoked,

then any assets of the Company or fund (as may be relevant) remaining after payment of all debts and liabilities of the Company or fund (as may be relevant) must be transferred to an institution or fund which complies with clause 10.1 and is endorsed as a deductible gift recipient.

10.4 Where the Company operates more than one fund which is endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Commonwealth) (as amended) and such endorsement is revoked only in relation to one of those funds, then it may transfer any assets of the fund (as may be relevant) remaining after payment of all debts and liabilities of the fund to any other fund the Company operates which is endorsed as a deductible gift recipient.

## 11 Membership Requirements

11.1 The number of Members shall be not less than seven (7), not more than fourteen (14). To the extent permitted by the Corporations Act, the Company may from time to time in general meeting increase or reduce the maximum or minimum number of Members. If the maximum number of Members is reduced to a number which is less than the number of Members at that time, that reduction will not have any effect on the Membership of any of those existing Members but no person may be admitted to Membership until the



number of existing Members has fallen below that reduced maximum number and that appointment would not cause the maximum number to be exceeded.

- 11.2 A person shall not be admitted to Membership of the Company unless the Board is satisfied that he or she meets the following criteria:
- 11.2.1 Commitment to the beliefs, values, objects and purposes set out in this Constitution, the By-Laws and the Covenant of Partnership.
- 11.2.2 Adherence to Board policies, including but not limited to policies relating to conflicts of interest of Directors.
- 11.2.3 Good moral character.
- 11.2.4 Regular attendance at, and membership of, a Christian church.
- 11.2.5 No legal impediment to serve as a director.
- 11.2.6 Has signed and delivered to the Company:
- (a) a written undertaking as to his or her general agreement with the objects of the Company and the Member Beliefs;
  - (b) a copy of the Member Beliefs as evidence of his or her wholehearted acceptance of those beliefs; and
  - (c) a consent to act as Director,
- in each case in a form and manner approved by the Board.
- 11.2.8 Any additional criteria that may be established from time to time by a resolution of the Board passed by not less than three quarters of the Directors present and entitled to vote.
- 11.3 Every nominee for Membership of the Company shall be proposed by the “Nominations and Board Development Committee” (or if there is no such Committee, by any Member) and shall be seconded by a Member who knows the nominee personally.
- 11.4 The Board may refuse any nomination for Membership without assigning any reason for its refusal. If the nomination is accepted the nominee is a Member and his or her name must be entered in the register of Members.
- 11.5 Every Member may be required by the Board from time to time to affirm or re-affirm and/or provide written undertakings to the effect that they are in general agreement with the objects of the Company and the Member Beliefs. If any Member is unwilling or unable to so affirm the Directors must inform the Members of that fact at any meeting of Members called in relation to that Member under clause 12 of this Constitution and, if earlier, at the next Annual General Meeting of the Company.

## 12 Termination of Membership

12.1 The Company in general meeting may terminate any person from the Membership of the Company PROVIDED THAT:-

12.1.1 the procedures set out in the Corporations Act for removal of those persons as directors have been followed; and

12.1.3 The resolution of the Members at the general meeting is passed by a majority of three quarters of the Members present voting by secret ballot.

12.2 The Membership of any Member shall be deemed to be personal and (in addition to any other requirements and grounds for cessation of Membership set out in this Constitution) a Member shall immediately cease to be a Member in any of the following events:-

12.2.1 If he or she shall die.

12.2.2 If he or she shall by notice in writing to the Company resign from Membership.

12.2.3 If he or she ceases to be a Director, under this Constitution or otherwise.

12.2.4 If he or she shall fail to attend four (4) consecutive general meetings of the Company without first being granted leave of absence.

## 13 Register of Members

The Secretary shall keep the Register of Members in accordance with the Corporations Act.

## 14 General Meetings

14.1 Annual general meetings and general meetings of the Company shall be held in accordance with the Corporations Act at such time and place as is prescribed by the Company.

14.2 Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone it to a date and time determined by them. This clause does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by the Court.

14.3 Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least 7 days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

15 Power to convene a general meeting

- 15.1 General meetings of the Company may be called at any time if any Member first files a written request with the Secretary. Having received the written request, the Secretary will issue a notice of the meeting on that Member's behalf, which shall specify the business to be discussed and include any resolutions to be introduced at the meeting. The Secretary may add additional items to the agenda in the notice if requested by another Director before the notice is sent.
- 15.2 All business shall be deemed special that is transacted at a general meeting with the exception of, at an annual general meeting, the consideration of the accounts, balance-sheets and the report of the Board and Auditors prescribed by the Act, the election of Directors and other officers in the place of those retiring by rotation and the fixing of the remuneration of the auditors.

16 Notice of General Meeting

- 16.1 Notices of meetings of Members must be given in accordance with this clause 16 and the Corporations Act, specifying the place, the day and the hour of meeting and the general nature of the meeting's business, whether a special resolution is to be proposed at the meeting, the term of the resolution and information regarding the right to appoint a proxy. Subject to the Corporations Act, with the consent of all the Members entitled to receive notice of a particular meeting, that meeting may be convened by such shorter written notice and in such manner as those Members think fit. In computing the period of notice both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.
- 16.2 A notice may be given by the Company to any Members either personally or by sending it by post to him or her to his or her registered address or to the address supplied by him or her to the Company for the giving of notices to him or her or by telex, facsimile transmission, e-mail, telephone or other method of written, audio or audio visual communication.
- 16.3 Any notice shall be deemed, in the absence of proof to the contrary, to have been received by the party to whom it was sent:-
- 16.3.1 In the case of hand delivery, upon the date of such delivery.
- 16.3.2 In the case of prepaid post, on the second day next following the date of dispatch.
- 16.3.3 In the case of facsimile transmissions, at the time of transmission, provided that, following the transmission, the sender receives the transmission confirmation report.
- 16.3.4 In the case of e-mail transmission, at the time the sender receives a return receipt or at the time the transmission is received by the recipient whichever is the earlier.

Unless in any such case it would be deemed to have been received on a day which is not a Business Day in the place where addressed, or after 5.00 p.m. on a Business Day, in which event it shall be deemed to have been received on the next Business Day.

- 16.4 The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

## 17 Proceedings at General Meeting

- 17.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise provided, Members totalling one third of the total Membership of the Company personally present shall be a quorum.
- 17.2 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present at the meeting, if convened upon the requisition of Members, the meeting shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall be a quorum, so long as at least two Members are present.
- 17.3 The Chair of the Board shall preside as Chair at every general meeting of the Company.
- 17.4 If there is no such Chair, or if at any meeting he or she is not present within thirty (30) minutes after the time appointed for holding the meeting, or is unwilling to act as Chair, then the Members present shall choose one of their number to act as temporary Chair for that meeting only.
- 17.5 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. When a meeting is adjourned for ten (10) days or more at any one time, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as stated above it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is requested by this Constitution or is (before or on the declaration of the result of the show of hands) demanded by at least one Member present in person or by proxy entitled to vote and unless a poll is so demanded or requested 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 on entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without

proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 17.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any votes to which the Chair is entitled as a Member or proxy or attorney of a Member.
- 17.8 A poll demanded on the election of the Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs.
- 17.9 A resolution in writing signed by all the Members entitled to vote on the resolution and containing a statement that they are in favour of the resolution shall be as valid as if it had been passed at a duly convened meeting of Members. Such resolution may consist of several documents in identical form each signed by one or more Members.
- 17.10 The Members may meet together either in person or by telephone, telex, radio, conference television or any other form of technology, audio or audio-visual instantaneous communication for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. A resolution passed by such a conference shall, notwithstanding that the Members are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Members held on the day and at the time at which the conference was held. The provisions of this Constitution relating to proceedings of Members shall apply, insofar as they are capable of application, to such conferences.

## 18 Votes of Members

- 18.1 Every Member shall have one vote.
- 18.2 A resolution other than a special resolution signed by all the Members of the Company for the time being shall be as valid and as effectual as if it had been passed at a meeting of the Members duly called and constituted and the Members may sign separate copies of the resolution or document circulated for that purpose.
- 18.3 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the Chair of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

## 19 Proxy Votes

- 19.1 On a poll, votes may be given either personally or by proxy or by attorney (provided that any attorney is a Member).

19.2 The instrument appointing a proxy shall be in writing under the hands of the appointer or of his or her attorney duly authorised in writing.

19.3 The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a materially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

19.4 An instrument appointing a proxy may be in the following or any other form which the Board approves:

“I \_\_\_\_\_ of  
 being a Member of the  
 hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 as my proxy to vote for me and on my behalf at the (Annual or extraordinary  
 as the case may be) general meeting of the Company to be held on the \_\_\_\_\_ day  
 of \_\_\_\_\_ and at any adjournment thereof.

SIGNED this ..... day of ..... 20 ..”

19.5 The instrument appointing a proxy shall be deemed to confer authority to demand, to confer authority to demand, or join in demanding a poll.

19.6 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

19.7 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has 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.

20 The Board of Directors

20.1 The number of Directors of the Company shall be the same as the number of Members. Upon admission to Membership, every Member shall be a Director to hold office until he or she retires under this clause 20 of this Constitution.

20.2 At each Annual General Meeting any Director who has held office for three years or more since last being elected, must retire from office. A retiring

Director holds office until the conclusion of the meeting at which that Director retires and is eligible for re-election.

- 20.3 Any re-election of Directors who retire under clause 20.2 must take place at the Annual General Meeting at which they retire, in such manner as determined by the Board from time to time. If a retiring Director does not stand for re-election or, having stood, is not re-elected at that meeting, then he or she ceases to be a Director (and therefore ceases to be a Member, under clause 12.2 of this Constitution) and his or her office falls vacant.
- 20.4 For the purposes of clause 20.2 Directors will be taken to have been first elected at the next Annual General Meeting held after they became a Member under clause 11 of this Constitution.
- 20.5 Any casual vacancy occurring in the Board (including upon a retiring Director not being re-elected) may be filled by the Board by admitting a person to Membership of the Company (subject to compliance with clause 11 of this Constitution).
- 20.6 The Board may cause additional Directors to take office by admitting them as additional Members (subject to compliance with clause 11 of this Constitution).

## 21 Director's Remuneration

A Director shall not be paid for serving as a director, however the Directors may be paid all reasonable travelling and other expenses properly incurred by them in connection with the business of the Company as approved by resolution of the Board and payment as an employee of the Company where the terms of employment have been approved by resolution of the Board.

## 22 Requirements of Directors

No person shall be appointed a Director who is not a Member of the Company.

## 23 Disqualification of Directors

### 23.1

The office of Director shall be vacated if the Director:-

- 23.1.1 Retires without being re-elected under clause 20 of this Constitution.
- 23.1.2 Holds any office of profit under the Company (other than as provided by clause 21 of this Constitution).
- 23.1.3 Becomes an insolvent under administration.
- 23.1.4 Becomes prohibited from being a Director under the Corporations Act.

- 23.1.5 Is found to be of unsound mind. If a Director is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his or her committee or trustee or such other person as properly has the management of his or her estate may not exercise any rights or powers of the Director.
- 23.1.6 Resigns his or her office by notice in writing to the Company.
- 23.1.7 Absents himself or herself without leave first obtained from four (4) consecutive meetings of the Board.
- 23.1.8 Ceases to be a Member of the Company.
- 23.1.9 Fails to comply with the Corporations Act regarding disclosure of and voting on matters involving material person interests.
- 23.1.10 Dies.
- 23.2 A director shall not vote in respect of any contract or proposed contract in which he or she is interested or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.

#### 24 Powers and Duties of the Board

- 24.1 Without prejudice to any general powers of the Board set out in this Constitution or By-Laws, the Board shall have the following powers and duties:
  - 24.1.1 To set the strategic direction of the Company.
  - 24.1.2 To approve the annual budget of the Company and monitor its progress.
  - 24.1.3 To review, evaluate, restate or change any set of objectives and standards by which the Company is governed, without limitation the By-Laws, Member Beliefs and the Covenant of Partnership.
  - 24.1.4 To assess continually the extent to which the Company has met the Company's objectives, purposes and standards in the period since the previous meeting of the Board.
  - 24.1.5 To make policy which will assist in the meeting of the Company's objectives, purposes and standards.
  - 24.1.6 To elect, remove and set terms of appointment and remuneration of the Chief Executive Officer of the Company and employees who report directly to the Chief Executive Officer.
  - 24.1.7 To appoint an Executive Committee and any other committee which shall be subject to the control of the Board and delegate any of the



powers and authority of the Board, except as prohibited by the Corporations Act or this Constitution to be delegated to a committee.

- 24.1.8 To make such disbursements from the funds and properties of the Company as are required to fulfil the objectives and purposes of the Company as more fully set out in this Constitution and generally to conduct, manage and control the affairs and business of the Company and to make such rules and regulations that it deems appropriate that are not inconsistent with the Corporations Act or this Constitution.
- 24.2 Subject to the Corporations Act, this Constitution and any regulations made by the Company in general meeting, the business and powers of the Company shall be managed and exercised by the Board. No regulation made by the Company in general meeting shall invalidate any prior valid act of the Board.
- 24.3 Without prejudice to any other powers and duties under the Corporations Act and the provisions of this Constitution, each Director shall have the responsibility to protect and enhance the overall interest of the Company as a corporate instrument of the international World Vision Partnership, bringing to this task his or her own talents, regional perspective, and conscience as God leads.
- 24.4 The Board is empowered to make repeal and amend the By-Laws as it may from time to time consider necessary for the well being of the Company provided that no such By-law shall be inconsistent with or purport to alter, amend or repeal anything contained in this Constitution which shall prevail to the extent of any inconsistency.

## 25 Board Minutes

- 25.1 The Board shall cause minutes to be made and kept in accordance with the Corporations Act in books provided for the purpose:-
- 25.1.1 Of all appointments made by the Board.
- 25.1.2 Of the names of the Directors present at each meeting and of any committee of the Board.
- 25.1.3 Of all resolutions and proceedings at all meetings of the Company and of the Board and of all committees of the Board.

## 26 The Seal

- 26.1 The Board may provide a Common Seal for the Company and shall provide for the safe custody of that seal which shall only be used by the authority of the Board previously given.
- 26.2 A document to which the seal is affixed shall be signed by a Director and counter-signed by another Director, the Secretary or some other person appointed by power of attorney for that purpose.

26.3 A Company may execute a document without using a Common Seal if the document is signed:

26.3.1 by a Director and counter-signed by another Director, the Secretary or some other person appointed by power of attorney (or otherwise) for that purpose; or

26.3.2 by a person appointed by the Directors for the purpose.

## 27 Proceedings of the Board

27.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote. Any Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

27.2 The Directors may meet together either in person or by any form of technology, for the despatch of business and adjourn and otherwise regulate their meetings at they think fit. A resolution passed by such a conference shall, notwithstanding that the Directors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the conference was held. The provisions of this Constitution relating to proceedings of Directors shall apply, insofar as they are capable of application, to such conferences.

27.3 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one-third of its Directors.

27.4 In the event that the number of Directors is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the Directors may act for the purpose of increasing the number of Members in accordance with clause 11 of this Constitution and thus the Board to that number or of summoning a general meeting of the Company but for no other purpose.

27.5 All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

## 28 Chair of the Board

28.1 The Board shall elect a Chair of its meetings. If no Chair is elected or if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the same then the Board may choose one of its Members to be the temporary Chair of that meeting only.

- 28.2 The Chair of the Board shall be elected annually by the Board from among the Directors and shall be eligible for re-election in the event that he or she is elected to serve on the Board for an additional term pursuant to clause 20.2.
- 28.3 A Director so appointed shall have his or her appointment automatically terminated if he or she ceases from any cause to be a Director.

## 29 Resolutions of Directors

- 29.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director of, if the Directors signed the document on different days, on the day which, and at the time at which, the document was last signed by a Director.
- 29.2 For the purposes of clause 29.1, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one (1) document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 29.3 A reference in clause 29.1 to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

## 30 Notices to Directors

- 30.1 A notice may be given by the Company to any Director either personally or by sending it by post to him or her to his or her registered address or to the address supplied by him or her to the Company for the giving of notices to him or her or by telex, facsimile transmission, e-mail, telephone or other method of written, audio or audio visual communication.
- 30.2 Any notice shall be deemed, in the absence of proof to the contrary, to have been received by the party to whom it was sent:-
- 30.2.1 In the case of hand delivery, upon the date of such delivery.
- 30.2.2 In the case of prepaid post, on the second day next following the date of dispatch.
- 30.2.3 In the case of facsimile transmissions, at the time of transmission, provided that, following the transmission, the sender receives the transmission confirmation report.
- 30.2.4 In the case of e-mail transmission, at the time the sender receives a return receipt or at the time the transmission is received by the recipient whichever is the earlier.

Unless in any such case it would be deemed to have been received on a day which is not a Business Day in the place where addressed, or after 5.00 p.m. on a Business Day, in which event it shall be deemed to have been received on the next Business Day.

### 31 Committees

- 31.1 The Board may appoint from time to time such committees as it deems necessary for such purposes and with such powers as may be required. Members of such committees need not necessarily be Members of the Company. All committees shall report their proceedings to the Board, periodically, at its next meeting after such proceedings or whenever requested by the Board to do so. Persons not Members of the Company co-opted to such committee shall have no vote. Every such committee shall have as its Chair a Member of the Company.
- 31.2 A committee may elect a Chair at its first meeting each year, if no such Chair is elected or if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the same, the Committee members present may choose one (1) Member of their number to be Chair of that meeting.
- 31.3 Questions arising at any meeting shall be determined by a majority of votes of the Committee members present and in case of an equality of votes the Chair shall have a second or casting vote.
- 31.4 No business shall be transacted at any general meeting unless a quorum of Committee members is present at the time when the meeting proceeds to business. Unless otherwise provided, committee members totalling one half of the members of the respective committees personally present shall be a quorum provided that such number will not be less than two (2).
- 31.5 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present at the meeting, if convened upon the requisition of committee members, the meeting shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the committee members present shall be a quorum provided that such number will not be less than two (2).

### 32 Company Secretary

A Secretary shall be appointed by, and may at any time be removed by, the Board. The Board may at any time appoint a temporary substitute for the Secretary and such Secretary shall carry out such duties required of a Secretary under the Corporations Act and as the Board may from time to time allocate to him or her.

33 Cheques, Bills etc

Cheques, bills of exchange, promissory notes or other negotiable instruments shall be drawn, made, signed, accepted or endorsed by such person or persons and in such manner as the Board shall from time to time resolve.

34 Accounts

- 34.1 True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the Corporations Act.
- 34.2 The books of account shall be kept at the registered office of the Company or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Board.
- 34.3 The Board shall cause to be prepared and to be presented before the Company in general meeting audited profit and loss accounts, balance sheets and reports as at the 30<sup>th</sup> September in each year.
- 34.4 A copy of every balance sheet, profit and loss accounts and reports (including every document required by the Corporations Act to be annexed or attached to such reports and/or accounts) which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not less than seven (7) days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Company.
- 34.5 The Company shall receive all monies and/or other properties for use by the Company according to the objects and purposes contained in this Constitution. However, nothing contained in this Constitution shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes and objects of the Company set out in this Constitution.
- 34.6 No material disbursement of Company money or property shall be made until it is first approved by the Board. However, Directors shall have the authority to appropriate specific sums to fulfil the objects and purposes of the Company as set out in this Constitution and to direct the committees, officers and staff of the Company from time to time to make disbursements to implement said appropriations. Expenses incurred by the Company in total shall not exceed the budgeted amount approved by the board for the year.

35 Auditors

Auditors shall be appointed by the Board and their duties regulated in accordance with Section 327 of the Corporations Act.

36 Officers: Indemnities and Insurance

36.1 In this clause, “Officer” means a Director, a Chair of any Committee established by the Board, a Secretary and any other person who holds an “executive” position as determined by resolution of the Board.

36.2 To the extent permitted by the Corporations Act:-

36.2.1 The Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any proceedings, including but not limited to those brought under the Fundraising Appeals Act 1998 (Vic) (“Act”) or like legislation in other states, in which judgement is given in that person’s favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Corporations Act; and

36.2.2 The Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by that person, as an Officer of the Company or of a wholly-owned subsidiary of the Company, to another person including but not limited to any liability arising under the Act (other than the Company or a related body corporate of the Company).

36.3 The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:-

36.3.1 Incurred by the person in his capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company including but not limited to any action under the Corporations Act or otherwise arising out of the Officer’s holding such office; or

36.3.2 For costs and expenses incurred by that person in defending proceedings, whatever their outcome,

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.

36.4 The Company shall have the power at the discretion of, and to the extent determined by, the Board to indemnify any other person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action including that brought under the Act by reason of the fact that such person is or was an agent, officer or employee of the Company, against expenses actually and reasonably incurred by such person in connection with the defence or settlement of such action if such person acted in good faith, in a manner the Board believes to be in the best interests of and in furtherance of the objects of the Company and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

36.5 Any indemnification by the Company under clause 36.4 shall be made only if authorised by the Board in the specific case, upon a determination that such indemnification is proper in the circumstances by a majority vote of a quorum consisting of Directors who are not parties to such proceeding.

### 37 Disputes

The Company may from time to time in writing agree to refer and may refer to arbitration any existing or future difference, question or other matter whatsoever in dispute between itself and any other company or person and the parties to the arbitration may delegate to the person or persons to whom the reference is made power to settle any terms, order, anything to be done or determined, any matter capable of being lawfully determined by the parties to the reference themselves or the Board or other managing body or any company to the reference.