

# Melbourne Anglican Diocesan Corporation Ltd

## A company limited by guarantee

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### 1 Corporation's name

The name of the corporation is **Melbourne Anglican Diocesan Corporation Ltd.**

### 2 Corporation's purposes

- (a) In matters pertaining to the affairs of the Anglican Church of Australia in the Diocese of Melbourne in Victoria, and to the extent the purposes are charitable at law, the corporation is established to assist and promote the ministry of the Church, the proclamation of the Word of God, the administration of the Holy Sacraments, and the furtherance of the commission of Christ to His apostles.

- (b) In pursuing its purposes, the corporation must act in conformity with and is bound by:
  - (1) the constitution of the Anglican Church of Australia;
  - (2) the constitution of the province of Victoria;
  - (3) the constitution of the Diocese; and
  - (4) the canons, statutes, ordinances and rules, however described, of the Synod of the Diocese and of the General Synod and the provincial synod or council, which have force in the Diocese from time to time.
- (b) In pursuing its purposes, the corporation must have regard to the policies from time to time prescribed by the Archbishop in Council as having specific application to the corporation.
- (c) In pursuing its purposes, the corporation may:
  - (1) formulate policies;
  - (2) make rules in connection with a policy; and
  - (3) revoke or amend a policy or rules and formulate others.

### **3 Corporation's powers**

Solely for carrying out the corporation's purposes, the corporation may do all things incidental or conducive to carrying out the corporation's purposes. Without limiting the foregoing, it may:

- (a) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;

- (b) engage or dismiss any employee, agent, contractor or professional person;
- (c) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (d) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (e) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (f) construct, improve, maintain, develop, work, manage and control real or personal property;
- (g) enter into contracts, deeds, arrangements and understandings, whether with any government or authority or otherwise;
- (h) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the corporation thinks fit, and procure registration or recognition of the corporation in any other country or place;
- (i) borrow, raise or secure or guarantee the payment of money and secure or guarantee the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, including by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the corporation's property (both present and future) and purchase, redeem or pay off those securities;
- (j) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

- (k) print and publish information in hard copy or by electronic means;
- (l) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (m) appoint patrons of the corporation;
- (n) make donations for charitable purposes; and
- (o) arrange conferences, meetings and other forums.

## **4 Not for profit**

### **4.1 Application of the corporation's income and property**

- (a) The corporation's income and property must be applied solely towards promoting the corporation's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director in their capacity as a member or director.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

### **4.2 Payments of directors' fees**

No fee may be paid to a director for performing a duty as a director.

### **4.3 Other payments to directors**

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the corporation; or

- (b) payments for a service rendered to the corporation by a director in a professional or technical capacity or as an employee where:
  - (1) the provision of the service has the prior approval of the directors; and
  - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

## **5 Membership**

Subject to signing an agreement to be bound by the terms of the constitution of the corporation, the members are:

- (a) the Archbishop; and
- (b) the members from time to time of the Council of the Diocese.

## **6 When membership ceases**

### **6.1 The Archbishop**

The Archbishop immediately ceases to be a member if that person:

- (a) ceases to hold that office;
- (b) dies;
- (c) resigns as a member by giving written notice to the corporation; or
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors.

### **6.2 Other members**

A person other than the Archbishop immediately ceases to be a member if that person:

- (a) ceases to be a member of the Council of the Diocese;
- (b) dies;

- (c) resigns as a member by giving written notice to the corporation; or
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with its creditors.

## **7 Liability of member**

The liability of the members is limited to the amount of the guarantee given in rule 8.

## **8 Guarantee by members**

Every member must contribute an amount not more than \$100 to the property of the corporation if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the corporation's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) costs, charges and expenses of winding up.

## **9 Winding up**

- (a) If, on the winding up or dissolution of the corporation, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to or for a charity that is either the Trust Corporation or the trust corporation or other corporation of another diocese of the Anglican Church of Australia in the province of Victoria.
- (b) The identity of the charity referred to in rule 9.1(a) must be determined by the Synod, or if the Synod does not wish to decide or does not decide, by the Supreme Court of Victoria.

## **10 Altering this constitution**

### **10.1 Method**

- (a) Subject to the other provisions of this rule, the members may modify or repeal the constitution or a provision of the constitution, by special resolution.
- (b) The corporation may not modify or repeal the provisions of the constitution referred to in paragraph (c), or modify or repeal other provisions of the constitution that materially affect those provisions, unless the special resolution to make the modification or repeal is approved by an Act of the Synod. (c) The provisions are –

Rule 2	Purposes
Rule 5	Membership
Rule 8	Guarantee by members
Rule 9	Winding up
Rule 10	Altering this constitution
Rule 11.7	Decisions at general meetings
Rule 12	Directors

### **10.2 Charitable**

A special resolution has no effect to the extent it purports to modify or repeal the constitution so that the corporation would cease to be a charity.

### **10.3 Notice to Commissioner**

- (a) The corporation must give written notice to the Commissioner if:
  - (1) a special resolution is passed materially modifying or repealing rule 2; or

- (2) the corporation ceases to be entitled to be endorsed as a charity as a result of a modification or repeal of its constitution or change in its activities or otherwise.
- (b) The notice must be given as soon as possible after the passing of the special resolution or the cessation.

#### **10.4 Notice to other regulators**

If required by law, the corporation must also give written notice to any other regulator of a modification or repeal of this constitution.

### **11 General meetings**

#### **11.1 Calling general meetings**

- (a) A general meeting may only be called:
  - (1) by the Archbishop; or
  - (2) by a directors' resolution; or
  - (3) in accordance with a members' requisition under the Act, or
  - (4) as otherwise provided in the Act.
- (b) The directors may change the venue for, postpone or cancel a general meeting if:
  - (1) they consider that the meeting has become unnecessary;
  - (2) the venue would be unreasonable or impractical; or
  - (3) a change is necessary in the interests of conducting the meeting efficiently.
- (c) If the general meeting was not called by a directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.



## 11.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 15 to each person who is at the date of the notice:
  - (1) a member;
  - (2) a director; or
  - (3) the auditor of the corporation, if applicable.
- (b) A notice of a general meeting must:
  - (1) specify the date, time and place of the meeting;
  - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
  - (3) specify a place, fax number or electronic address for the receipt of proxies.
- (c) A person may waive notice of a general meeting by written notice to the corporation.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or any resolution passed at the general meeting if:
  - (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person has notified or notifies the corporation of that person's agreement to that thing or resolution.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
  - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of

the meeting, the person objects to the holding of the meeting; and

- (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

### **11.3 Quorum at general meetings**

- (a) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of:
  - (1) the Archbishop, or a person authorised in writing to represent the Archbishop at the meeting; and
  - (2) one third of the other members of the corporation.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
  - (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 11.3(c)(2) a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### **11.4 General meetings by technology**

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members to

constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.

- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

### **11.5 Chair of general meetings**

The Archbishop, or a person authorised in writing by the Archbishop, must preside as chair at general meetings of the corporation.

### **11.6 Conducting and adjourning general meetings**

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

- (d) Except as provided by rule 11.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

### **11.7 Decisions at general meetings**

- (a) Except where a resolution requires a special majority by law, questions arising at a general meeting must be decided both by:
  - (1) the vote of the Archbishop or a person authorised in writing by the Archbishop; and
  - (2) a majority of votes cast by the other members present at the meeting.

Such a decision is for all purposes a decision of the members.

- (b) Where the votes of those other members on a proposed resolution are equal, the chair of the meeting does not have a second or casting vote.
- (c) Where a resolution requires a special majority by law, questions arising at a general meeting must be decided by both the vote of the Archbishop or a person authorised in writing by the Archbishop and by the required special majority. Such a decision is for all purposes a decision of the members.

- (d) A resolution put to the vote of a general meeting must be decided on a show of hands.
- (e) A declaration by the chair of a general meeting that a resolution has on a show of hands been:
  - (1) carried;
  - (2) carried unanimously;
  - (3) carried by a particular majority; or
  - (4) lost,

and an entry to that effect in the book containing the minutes of the corporation's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **11.8 Authorisation by the Archbishop**

- (a) A person may be authorised for the purposes of rules 11.3(b)(1), 11.5, 11.7(a) or 11.7(c), or may be authorised for all general meetings, or for any number of general meetings, or for a particular general meeting or particular resolution, as the case may be.
- (b) A person so authorised in writing has the authority of a proxy, attorney, or representative under rule 11.11 and the specific powers and authorised outlined in this constitution.

### **11.9 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.

- (c) An objection to the qualification of a person to vote at a general meeting must be:
  - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) referred to the chair of the meeting, whose decision is final.
- (d) A vote not disallowed by the chair of a meeting under rule 11.9(d) is valid for all purposes.

#### **11.10 Representation at general meetings**

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
  - (1) in person or, where a member is a body corporate, by its representatives;
  - (2) by one proxy; or
  - (3) by one attorney.
- (b) A proxy, attorney or representative must be a member of the corporation.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

#### **11.11 Authority of a proxy, attorney or representative**

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less

than the period of notice required by the Act has been given.

- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative on how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
  - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
  - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 11.11(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in
- (e) writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (f) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed, or a certified copy of the authority, are:

- (1) received at the registered office of the corporation, a fax number at the corporation's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
  - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (3) in the case of a poll, produced when the poll is taken.
- (g) The directors may waive all or any of the requirements of rules 11.11(d) and 11.11(e) and in particular, may, on production of other evidence to prove the valid appointment or a proxy, attorney or representative required by the directors, accept:
- (1) an oral appointment of a proxy, attorney or representative;
  - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 11.11(d); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or a power of attorney or other authority under which the instrument is signed.
- (h) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or the authority under which the instrument was executed, if no written notice of the revocation has been received by the



corporation by the time and at one of the places at which the instrument appointing the proxy, attorney or representative must be deposited, tabled or produced under rule 11.11(e).

- (i) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

### **11.12 Attendance at general meetings**

The auditor and each director is entitled to attend and be heard at any general meeting.

## **12 Directors**

### **12.1 Composition of the board**

- (a) The minimum number of directors is 3.
- (b) Subject to the individual signing a consent to act as a director, the directors will comprise:
  - 1. the Archbishop; and
  - 2. the members from time to time of the Council of the Diocese.
- (c) The first directors will be the Archbishop and two other persons named as directors in the application for registration of the company. The two other persons will hold office only until the conclusion of the first general meeting referred to in rule 12.1(b).
- (d) If more than the minimum number of directors are appointed, at least 2 of them must be members of the corporation.

- (e) A director other than the Archbishop shall subject to this constitution hold office for such term as the members in general meeting must by resolution specify
- (f) Save as provided in rule 12.12(e), the directors may not appoint a director.

## **12.2 Vacation of office**

The office of a director becomes vacant:

- (a) if, in the case of the Archbishop, he or she ceases to hold that office;
- (b) if, in the case of any other director-
  - (i) the members by resolution terminate the appointment of  
that person; or
  - (ii) the term of office of that person as a director expires and is not renewed;
- (c) if, in the case of a person who is a member of the corporation, that person ceases to be a member of the corporation;
- (d) in the circumstances outlined in the Act;
- (e) if the director (other than the Archbishop) becomes of unsound mind
- (f) or a director whose estate is liable to be dealt with in any way under the law relating to mental health;
- (g) except to the extent of a leave of absence or other approval granted
- (h) by the directors, if the director fails to attend at least 3 consecutive meetings of the directors; or
- (i) if the director resigns by written notice to the corporation.

### 12.3 Disclosure and management of interests

- (a) Subject to rule 12.3(b), the directors may make guidelines requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter.
- (b) Where under section 28 of the **Archbishop in Council Act 2018** the Archbishop in Council has established policies, procedures or other requirements in relation to the disclosure and management of personal interests and determined that those policies, procedures or other requirements apply to directors, those policies, procedure and requirements operate to the exclusion of any guidelines made under paragraph (a).
- (c) Any guidelines made under this rule must not derogate from the requirements of sections 191, 192, 193, and 195 of the Act or from and the following parts of this rule 12.3 and bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the guidelines.
- (d) Policies, procedures and other requirements determined to apply to directors under rule 12.3(b) must not derogate from the requirements of sections 191, 192, 193, and 195 of the Act and bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the guidelines.
- (e) A director who has a material personal interest in a matter that relates to the affairs of the corporation must give to the other directors notice of the interest unless the interest is of a type covered by section 191(2) of the Act and they are not

required to give that notice under a policy, procedure or requirement applying under rule 12.3(b).

- (f) Except where a notice is required to give that notice under a policy, procedure or requirement applying under rule 12.3(b), a notice under rule 12.3(e) notice must be given in the manner required by section 191(3) of the Act and may be a standing notice given under section 192.
- (g) A notice that is required to be given under a policy, procedure or requirement applying under rule 12.3(b) must be given in the manner required by that policy, procedure or requirement.
- (h) In addition to any other basis on which a director may be considered to have a material personal interest in a matter, the director has a material personal interest if the matter concerns any material financial interest of the director, of a member of the immediate family of the director, or of any business or organization (whether profit-making or not) of which the director or a member of the immediate family of the director is an office holder.

#### **12.4 Restrictions on voting**

- (a) A director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
  - (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- (b) Rule 12.4(a) does not apply if:
  - (1) rule 12.4(c) or 12.4(d) allows the director to be present; or
  - (2) the interest does not need to be disclosed under
  - (3) section 191 of the Act.

- (c) The director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:
  - (1) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the corporation; and
  - (2) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- (d) The director may be present and vote if they are so entitled under a declaration or order made by ASIC under section 196 of the Act.
- (e) If the provisions of this rule mean that the meeting is, during consideration of a matter, without a quorum, the directors present constitute a quorum in relation to that matter if they include the Archbishop or his or her alternate.

### **12.5 Directors may contract with the corporation and hold other offices**

- (a) A director is not disqualified from contracting or entering into an arrangement with the corporation as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (b) A contract or arrangement entered into by or on behalf of the corporation in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (c) A director who is interested in an arrangement involving the corporation is not liable to account to the corporation for any profit realised under the arrangement merely because the director holds office as a director or because of

the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under the guidelines made by the directors, this constitution, and under the Act regarding that interest.

- (d) A director may hold any other office or position (except auditor) in the corporation or related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the directors decide.
- (e) A director may be or become:
  - (1) a director of;
  - (2) another officer of; or
  - (3) interested in,a related body corporate or other body corporate associated with the corporation, and, with the consent of the corporation's directors, need not account to the corporation for remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- (f) The directors may exercise the voting rights conferred by shares in a body corporate held or owned by the corporation in the manner that they think fit.

## **12.6 Powers and duties of directors**

- (a) The directors are responsible for managing the corporation's affairs and carrying out the corporation's objects. The directors may exercise to the exclusion of the corporation in general meeting all the corporation's powers which are not required, by the Act or by this constitution, to be exercised by the corporation in general meeting.

- (b) The directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the corporation.
- (c) The directors may pay out of the corporation's funds all expenses of the promotion, formation and registration of the corporation.
- (d) The directors may:
  - (1) appoint or employ an officer, agent or attorney of the corporation with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the corporation and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

### **12.7 Proceedings of directors**

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any

necessary changes, to meetings of the directors by telephone or other electronic means.

- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, a technical difficulty occurs which means that one or more directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.

### **12.8 Convening meetings of directors**

- (a) The Archbishop must convene a meeting of the directors at least six times each year and may convene a meeting of the directors at other times at his or her discretion.
- (b) The secretary must, on the requisition of three directors, convene a meeting of the directors.
- (c) A director may bring a matter before the board by written notice given to the Archbishop.
- (d) The Archbishop must place a matter of which written notice has been received under the preceding paragraph on the business paper of the next meeting of the directors that is more than 14 days after the day on which he or she received the notice.
- (e) If a matter is brought before the directors under rule 12.8(c) the terms of the notice and the name of the director must be recorded in the minutes.



## 12.9 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors, and to each person referred to in rule 12.11.
- (b) A notice of a meeting of directors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting; and
  - (3) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of directors by notifying the corporation to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:
  - (4) the non-receipt or failure occurred by accident or error;
  - (5) the director has waived or waives notice of that meeting under rule 12.9(c) before or after the meeting;
  - (6) the director has notified or notifies the corporation of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
  - (7) the director attended the meeting.

- (e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.
- (f) In paragraphs (c), (d) and (e) of this rule 12.9, a reference to a director includes a reference to others entitled to be present and speak at meetings of directors.

### **12.10 Alternate directors**

- (a) The Archbishop may appoint his or her duly appointed vicar-general or commissary as an alternate to exercise some or all of his or her powers as a director, or to perform all or any of his or her duties as a director, for a specified period, including his or her powers to sign or consent to a resolution under rule 12.15.
- (b) If the Archbishop requests the corporation to give the alternate notice of directors' meetings, the corporation must do so.
- (c) When an alternate exercises the Archbishop's powers, the exercise of the powers is just as effective as if the powers were exercised by the Archbishop as a director.
- (d) The Archbishop may terminate the alternate's appointment at any time.
- (e) An appointment or its termination must be in writing. A copy must be given to the corporation.
- (f) No director other than the Archbishop may appoint an alternate.
- (g) A reference in this constitution to the Archbishop includes an alternate of the Archbishop.

### **12.11 Other attendees**

Others entitled to be present and speak at meetings of directors may exercise the right to be present and to speak at those

meetings. The directors may invite any person to attend and speak at meetings of the directors.

### **12.12 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Subject to rule 12.12(c), a quorum consists of:
  - (1) the Archbishop; and
  - (2) one third of the other directors, plus one, rounded up to the nearest whole number.
- (c) Where the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Archbishop is not present, a quorum for that meeting during consideration of that matter or type of matter consists of two thirds rounded up to the nearest whole number of the directors of the corporation other than the Archbishop.
- (d) If there is a vacancy in the office of a director then, subject to rule 12.12(e), the remaining directors may act.
- (e) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.
- (f) If a person is appointed under the preceding paragraph by other directors as a director of the company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a

director of the company at the end of the annual general meeting.

### **12.13 Chair of directors**

- (a) Subject to rule 12.13(b) in respect of the consideration of a particular matter or type of matter by the directors:
  - (1) the Archbishop must preside as chair at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act; and
  - (2) if the Archbishop is not so present or willing to act, the directors present must elect one of the directors as chair of the meeting.
- (b) Where the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Archbishop is not present, the directors present must elect one of the directors as chair of the meeting during the consideration of that particular matter or type of matter.

### **12.14 Decisions of directors**

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Except where the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Archbishop is not present, questions arising at a meeting of directors must be decided both by:
  - (1) the vote of the Archbishop; and
  - (2) a majority of votes cast by the other directors present.

Such a decision is for all purposes a decision of the directors.

- (c) Where the votes of the other directors present on a proposed resolution are equal the chair of the meeting does not have a second or casting vote.
- (d) Where the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Archbishop is not present, the decision must be made by the vote of the majority of votes cast by those directors present.

#### **12.15 Written resolutions of directors**

- (a) A resolution is taken to have been passed by a meeting of directors if:
  - (1) the Archbishop; and
  - (2) a majority of the other directors of the corporation (except any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question),sign or consent to a written resolution.
- (b) A director may consent to a resolution by:
  - (1) signing the document containing the resolution (or a copy of that document);
  - (2) giving to the corporation at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the chair of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or

- (3) telephoning the secretary or the chair of directors and signifying assent to the resolution and clearly identifying its terms.

#### **12.16 Minutes of meetings and minutes of resolutions**

- (a) The directors must ensure:
  - (1) minutes of proceedings; and
  - (2) resolutions of general meetings and of meetings of directors (including committees of directors),are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The directors must ensure that minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

#### **12.17 Committees**

- (d) The directors may delegate any portion of their powers to one or more committees, consisting only of directors, or of persons of whom at least two are directors, either with or without an obligation to report to the directors, but the powers so delegated must be strictly defined and may be revocable by the directors as they think fit.
- (e) The directors must appoint a chair of each such committee.
- (f) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.
- (g) Provisions of this constitution that apply to meetings and resolutions of directors apply, as far as they can, with any

necessary changes, to meetings and resolutions of a committee of directors.

### **12.18 Decisions of committees**

- (a) A meeting of a committee at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the committee under this constitution.
- (b) Subject to rule 12.18(a), questions arising at a meeting of a committee may only be decided by the vote of a majority of votes cast by the committee members present.

Such a decision is for all purposes a decision of the committee.

### **12.19 Delegation to individual directors**

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom powers have been delegated must exercise those powers delegated in accordance with directions given by resolution of the directors.

### **12.20 Validity of acts**

An act done by a person acting as a director, an alternate of the Archbishop, a meeting of directors, or a committee of directors attended by a person acting as a director or as an alternate of the Archbishop, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director or as an alternate of the Archbishop;
- (b) the person being disqualified as a director or as an alternate of the Archbishop or having vacated office; or
- (c) the person not being entitled to vote.

## **13 Executive officers**

### **13.1 Secretary**

- (a) The first secretary of the corporation is the person who has consented to act as secretary and who is named as the secretary in the application for registration of the corporation.
- (b) Without limiting who may act as secretary, the registrar, deputy registrar, or an acting deputy registrar of the Diocese may be appointed as secretary.

### **13.2 Provisions that apply to all executive officers**

- (a) A reference in this rule 13.2 to an executive officer is a reference to the secretary of the corporation.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the corporation and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
  - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.



- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person when the act was done:
  - (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer.

## **14 Indemnity and insurance**

### **14.1 Persons to whom the indemnity and insurance apply**

The indemnity and insurance referred to in this rule 14 apply to Indemnified Officers.

### **14.2 Indemnity**

- (a) The corporation must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the corporation.
- (b) This indemnity:
  - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the corporation; and
  - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

### **14.3 Insurance**

The corporation may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the corporation where the directors consider it appropriate to do so.

#### **14.4 Savings**

Nothing in this rule 14:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the corporation to indemnify or provide or pay for insurance for any person to whom this rule 14 does not apply.

### **15 Notices**

#### **15.1 Notices by the corporation to members**

The corporation may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

#### **15.2 Notices by the corporation to directors**

Subject to this constitution, a notice may be given by the corporation to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the fax number or electronic address supplied by the director to the corporation for giving notices.

### **15.3 Notices by member or directors to the corporation**

Subject to this constitution, a notice may be given by a member or director to the corporation by:

- (a) serving it on the corporation at the registered office of the corporation;
- (b) sending it by post in a prepaid envelope to the registered office of the corporation; or
- (c) sending it to the principal fax number or the principal electronic address of the corporation at its registered office.

### **15.4 Time of service**

- (a) A notice properly addressed and posted is taken to be served:
  - (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
  - (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is taken as served at the time the fax is sent if the correct fax number appears on the fax report produced by the sender's fax machine.
- (c) Where a notice is sent by an electronic messaging system with a delivery verification function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.
- (d) Where a notice is sent by email or other electronic messaging system (not covered by rule 15.4(c), the notice is served on delivery to:

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- (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
  - (2) the corporation's computer systems if the addressee is a corporation.
- (e) If service under rules 15.4(b), 15.4(c) and 15.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

### **15.5 Other communications and documents**

Rules 15.1 to 15.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

### **15.6 Notices in writing**

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

## **16 Definitions and interpretation**

### **16.1 Definitions**

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

<b>Term</b>	<b>Meaning</b>
<b>Act</b>	the <i>Corporations Act 2001</i> (Cth).

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<b>Term</b>	<b>Meaning</b>
<b>Archbishop</b>	<ol style="list-style-type: none"><li>1. the holder from time to time of the office of Archbishop of the Diocese; or</li><li>2. during the absence of the Archbishop from his or her See or during any period which may be proposed by the Archbishop and agreed to by the Council of the Diocese, when the holder from time to time of the office of Vicar General or Commissary may use exercise do and perform all the authorities powers and acts as may be described under Synod legislation as belonging to the office of Administrator except as may otherwise be provided in the appointment of that person – that holder from time to time of the office of Vicar-General or Commissary; or</li><li>3. during the vacancy of the See of the Archbishop, the Administrator of the Diocese lawfully holding that office, and includes an alternate of the Archbishop as outlined in rule 12.10.</li></ol>
<b>Business Day</b>	a day on which banks are open for business in Melbourne excluding a Saturday, Sunday or a public holiday in that city.

<b>Term</b>	<b>Meaning</b>
<b>Church</b>	the Anglican Church of Australia in the Diocese of Melbourne in Victoria.
<b>Commissioner</b>	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the Income Tax Assessment Act 1997.
<b>Council of the Diocese</b>	the members of the Archbishop in Council other than the Archbishop meeting as the Council of the Diocese
<b>Diocese</b>	the Anglican diocese of Melbourne.
<b>Indemnified Officer</b>	<ol style="list-style-type: none"> <li>1. each person who is or has been a director, an alternate of the Archbishop, or executive officer (within the meaning of rule 13.2(a) of the corporation;</li> <li>2. any other officers or former officers of the corporation as the directors in each case decide.</li> </ol>
<b>others entitled to be present and speak at meetings of directors</b>	anyone entitled under sections 20 or 21 of the <b>Archbishop in Council Act 2018</b> to be present and speak at meetings of the Archbishop in Council
<b>Registered Address</b>	a member's address as notified to the corporation by the member and recorded in the corporation's records.

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<b>Term</b>	<b>Meaning</b>
<b>Synod</b>	the synod of the Diocese
<b>Trust Corporation</b>	Melbourne Anglican Trust Corporation

## 16.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the corporation to its members;
- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney, representative, or a person authorised in writing by the Archbishop;
- (d) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

## **17 Application of the Act**

### **17.1 What parts of the Act apply**

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 17.2(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

### **17.2 Replaceable rules displaced**

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the corporation.
- (b) The replaceable rules do not apply to the corporation except those which operate as mandatory rules for public companies under the Act.