

Constitution

Anglican Deaconess Ministries Limited
ACN 069 533 482 (“**Company**”)

A Company Limited by Guarantee

20 October 2011

Constitution of the Company

Contents

Contents	2
1 Purpose of the Company	5
1.1 Objects	5
1.2 Application of income for objects only	5
1.3 Payment by the Company in good faith	5
1.4 Application of property on winding up	6
1.5 Change to constitution needs approval of Trustee Companies	6
2 Membership	6
2.1 Number of Members	6
2.2 Admission as a Member	6
2.3 Members	6
2.4 The membership criteria	6
2.5 Directors' discretion to admit or refuse admission as a Member	7
2.6 5 yearly renewal for Members	7
2.7 Ceasing to be a Member	7
2.8 Resignation	8
2.9 Limited liability	8
3 General meetings	8
3.1 Annual general meeting	8
3.2 Convening a general meeting	8
3.3 Notice of general meeting	8
3.4 Calculation of period of notice	8
3.5 Cancellation or postponement of general meeting	8
3.6 Notice of cancellation or postponement of a meeting	8
3.7 Contents of notice of postponement of meeting	9
3.8 Number of clear days for postponement of meeting	9
3.9 Business at postponed meeting	9
3.10 Proxy at postponed meeting	9
3.11 Non-receipt of notice	9
3.12 Director entitled to notice of meeting	10
4 Proceedings at general meetings	10
4.1 Reference to a Member	10
4.2 Number for a quorum	10
4.3 Requirement for a quorum	10
4.4 If quorum not present	10
4.5 Adjourned meeting	10
4.6 Appointment and powers of chairman of general meeting	11
4.7 Absence of chairman at general meeting	11
4.8 Conduct of general meetings	11
4.9 Adjournment of general meeting	11
4.10 Notice of adjourned meeting	12

4.11	Questions decided by majority	12
4.12	Equality of votes – no casting vote for Chairman	12
4.13	Voting on show of hands	12
4.14	Poll	12
<hr/>		
5	Votes of Members	13
5.1	Every Member has one vote.	13
5.2	Right to appoint proxy	13
5.3	Validity of vote in certain circumstances	13
5.4	Objection to voting qualification	13
<hr/>		
6	Directors	13
6.1	Number of Directors	13
6.2	Change of number of Directors	14
6.3	Women Directors	14
6.4	Appointed Directors	14
6.5	Director elected at general meeting	14
6.6	Qualification of Directors	14
6.7	Rotation of Elected Directors	15
6.8	Office held until conclusion of meeting	15
6.9	Elected Directors to retire	15
6.10	Rotation of Appointed Directors	15
6.11	Casual vacancy or additional director	15
6.12	Remuneration of Directors	16
6.13	Expenses	16
6.14	Vacation of office of Director	16
<hr/>		
7	Powers and duties of Directors	16
7.1	Directors to manage the Company	16
7.2	Specific powers of Directors	16
7.3	Rules	17
7.4	Appointment of attorney	17
7.5	Provisions in power of attorney	17
7.6	Directors' committees	17
7.7	Powers delegated to Directors' committees	17
7.8	Powers of delegation	17
<hr/>		
8	Proceedings of Directors	17
8.1	Directors meetings	17
8.2	Director may convene a meeting	17
8.3	Questions decided by majority	18
8.4	Alternate Director or proxy and voting	18
8.5	Chairman of Directors	18
8.6	Absence of chairman at Directors' meeting	18
8.7	Chairman's vote at Directors' meetings	18
8.8	Appointment of Alternate Director	18
8.9	Appointment in writing	18
8.10	Alternate Director and meetings	19
8.11	Alternate Director's powers	19
8.12	Alternate Director responsible for own acts and defaults	19
8.13	Alternate Director and remuneration	19
8.14	Termination of appointment of Alternate Director	19
8.15	Termination in writing	19
8.16	Alternate Director and number of Directors	19

8.17	Quorum for Directors' meeting	19
8.18	Remaining Directors may act	20
8.19	Chairman of Directors' committee	20
8.20	Meetings of Committee	20
8.21	Determination of questions	20
8.22	Circulating resolutions	20
8.23	Use of technology	20
8.24	Validity of acts of Directors	21
9	Secretary	21
9.1	Appointment of Secretary	21
9.2	Suspension and removal of Secretary	21
9.3	Powers, duties and authorities of Secretary	21
10	Seals	21
10.1	Safe custody of common seals	21
10.2	Use of common seal	21
11	Inspection of records	22
11.1	Inspection by Members	22
11.2	Right of a Member to inspect	22
12	Service of documents	22
12.1	Document includes notice	22
12.2	Methods of service	22
12.3	Post	22
12.4	Fax or electronic transmission	22
12.5	Evidence of service	23
13	Indemnity	23
13.1	Indemnity	23
13.2	Insurance	23
13.3	Contract	23
14	Winding up	24
15	Accounts	24
16	Definitions and interpretation	24
16.1	Definitions	24
16.2	Interpretation	25
16.3	Corporations Act	26
16.4	Headings and Parts	26
16.5	Replaceable rules not to apply	26
	Appendix A - Declaration of faith by Members	27
	Appendix B - Declaration of faith by Directors	28

1 Purpose of the Company

1.1 Objects

Consistent with the Christian teaching and ethos of the Anglican Church of Australia, the objects of the Company are:

- (a) to call, train, equip, encourage and support women to serve Christ and His Church in:
 - (i) undertaking Christian mission of evangelising, bible teaching, pastoring and compassionate caring;
 - (ii) ordained or lay ministry, missionary and other forms of Christian work;
- (b) ministering to and relief of sick and destitute;
- (c) to control, direct and manage Mary Andrews College;
- (d) undertaking any other work of a charitable nature;
- (e) such other things as are incidental or conducive to the attainment of these objects; and
- (f) to do all or any of the things authorised by the Corporations Act.

The company values its relationship of respect and goodwill with the Anglican Diocese of Sydney and its Archbishop.

In pursuing its objects, the Company must act at all times in conformity with the fundamental declarations and ruling principles contained in Part 1 of the Schedule to the Anglican Church of Australia Constitution Act 1961 (NSW).

1.2 Application of income for objects only

The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the purposes of the Company as set out in article 1.1. No part of those profits or that income or property may be paid or transferred to the Members, either directly or indirectly by way of dividend, bonus or otherwise.

1.3 Payment by the Company in good faith

Article 1.2 does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of remuneration for services to the Company;
- (b) for goods supplied in the ordinary course of business;

- (c) of interest at a rate not exceeding fixed for the purposes of this article 1.3 by the Company in general meeting on money borrowed from a member; or
- (d) a reasonable rent for premises let by a member.

1.4 Application of Property on Winding Up

If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (a) having objects similar to the objects of the Company; and
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under this Constitution.

The institution will be determined by the Members at or before the time of dissolution, and so far as effect cannot be given to this article 1.4, then to the Anglican Diocese of Sydney to apply for some charitable purpose.

1.5 Change to Constitution needs Approval of Trustee Companies

While the Trustee Companies hold assets in trust for the Company, any change to this Constitution is subject to approval by the Trustee Companies.

2 Membership

2.1 Number of Members

The Company has up to 100 Members. The Directors may from time to time increase or decrease the maximum numbers of Members.

2.2 Admission as a Member

The Directors may admit any person as a Member if the person is eligible under article 2.4 and agrees to be bound by this Constitution in any manner the Directors determine.

2.3 Members

The Members at the date of adoption of this Constitution and any person the Directors admit to membership under article 2.2 are the Members of the Company.

2.4 The Membership Criteria

To be eligible to be a Member, a person must:

- (a) be proposed and seconded by an existing Member;

- (b) sign a declaration of faith in the form set out in appendix A or as otherwise specified by the Directors from time to time; and
- (c) consent in writing to become a Member of the Company.

2.5 Directors' discretion to admit or refuse admission as a Member

The Directors have a discretion to refuse any person admission as a Member without giving any reason for refusing.

2.6 5 Yearly Renewal for Members

From the date of adoption of this Constitution, all membership of the Company will be renewable every five years. At the end of each five year period, the Member must reapply for membership.

2.7 Ceasing to be a Member

A Member ceases to be a Member on:

- (a) death;
- (b) resignation in writing;
- (c) failing to pay any subscription that may be prescribed by the Directors from time to time for a period of 12 months after the subscription was due and payable;
- (d) becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health;
- (e) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally;
- (f) the passing of a resolution by not less than three quarters of the Directors present at the meeting of Directors regarding the Member ceasing to be a Member. The resolution has no effect unless the Member had proper opportunity of attending that Directors' meeting and being heard in his defence;
- (g) ceasing to be a communicant member of the Anglican Church of Australia; or
- (h) on the expiry of the five year term of membership, unless the Member had applied for and been admitted as a Member for the following term.

2.8 Resignation

A Member may by written notice to the Company resign their membership with immediate effect or with effect from a specified date occurring not more than 7 days after the service of the notice.

2.9 Limited liability

The Members have no liability as Members except as set out in article 14.

3 General meetings

3.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

3.2 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

3.3 Notice of general meeting

Notice of a meeting of Members must be given in accordance with article 12 and the Corporations Act.

3.4 Calculation of period of notice

In computing the period of notice under article 3.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

3.5 Cancellation or postponement of general meeting

Where a meeting of Members (including an annual general meeting) is convened by the Directors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.

This article 3.5 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 a Court.

3.6 Notice of cancellation or postponement of a meeting

Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member individually; and
- (b) to each other person entitled to be given notice of a meeting of the Company's Members under the Corporations Act.

3.7 Contents of notice of postponement of meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

3.8 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

3.9 Business at postponed meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

3.10 Proxy at postponed meeting

Where by the terms of an instrument appointing a proxy:

- (a) the proxy is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy,

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

3.11 Non-receipt of notice

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

3.12 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

4 Proceedings at general meetings

4.1 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this Part 4 means a person who is a Member or a proxy of that Member.

4.2 Number for a quorum

Subject to article 4.5, 12 Members present in person or by proxy are a quorum at a general meeting. In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:

- (a) where a Member has appointed more than one proxy, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, that individual is to be counted only once.

4.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chairman of the meeting (on the Chairman's own motion or at the request of a Member or proxy who is present) declares otherwise.

4.4 If quorum not present

If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

4.5 Adjourned meeting

At a meeting adjourned under article 4.4(b), two persons each being a Member or proxy present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

4.6 Appointment and powers of chairman of general meeting

If the Directors have elected one of their number as chairman of their meetings, that person is entitled to preside as chairman at a general meeting.

4.7 Absence of chairman at general meeting

If a general meeting is held and:

- (a) a chairman has not been elected by the Directors; or
- (b) the elected chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the deputy chairman (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy.

4.8 Conduct of general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

4.9 Adjournment of general meeting

The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising the discretion to do so, the chairman may, but need not, seek the approval of the Members present in person or by proxy; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chairman, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

4.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

4.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

4.12 Equality of votes – no casting vote for Chairman

If there is an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Member or proxy.

4.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

4.14 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a Chairman or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and

- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5 Votes of Members

5.1 Every Member has one vote.

Subject to this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents.

5.2 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend at a meeting of the Company is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

5.3 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies; or
- (b) the Member revokes the appointment.

5.4 Objection to voting qualification

An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the Chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

6 Directors

6.1 Number of Directors

The number of Directors is to be not less than eight nor more than:

- (a) twelve; or
- (b) any lesser number than twelve determined by the Directors (but the number must not be less than the number of Directors in office at the time the determination takes effect).

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

6.2 Change of number of Directors

The Company in general meeting may by resolution increase or reduce the number of Directors, provided such number is not less than three, and may also determine the rotation in which the increased or reduced number of Elected Directors is to retire from office.

6.3 Women Directors

At least half of the Directors must be women.

6.4 Appointed Directors

Directors may be appointed or elected to be Directors. Subject to article 6.6, the following persons are entitled to be Appointed Directors:

- (a) two persons nominated by the Anglican Archbishop of Sydney;
- (b) for so long as the Trustee Companies hold assets in trust for the Company, two persons nominated by each of the Trustee Companies.

6.5 Director elected at general meeting

The Company may, at a general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

6.6 Qualification of Directors

To be eligible to become a Director, whether an Appointed Director, an Elected Director, to fill a casual vacancy or as an additional director under article 6.11, a person must:

- (a) consent to act as a Director (and if seeking election as an Elected Director at a general meeting of the Company for the first time, the signed consent must be lodged at the Registered Office at least 30 days before the general meeting);
- (b) be a communicant member of the Anglican Church of Australia; and
- (c) sign a declaration of faith in the form set out in appendix B or as otherwise specified by the Directors from time to time.

A Director is not required to be a Member.

6.7 Rotation of Elected Directors

At each annual general meeting one-third of the Elected Directors for the time being, or, if their number is not three nor a multiple of three, then the number nearest one-third, and any other Elected Director who has held office for three years or more since last being elected, must retire from office.

In determining the number of Directors to retire, account is not to be taken of a Director who only holds office until the conclusion of the meeting in accordance with article 6.11 or an Appointed Director.

6.8 Office held until conclusion of meeting

A retiring Elected Director holds office until the conclusion of the meeting at which that Elected Director retires but is eligible for re-election.

6.9 Elected Directors to retire

The Elected Directors to retire at any annual general meeting in accordance with article 6.7 must be those who have been longest in office since their last election, but, as between persons who were last elected as Elected Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

6.10 Rotation of Appointed Directors

The nominator or appointor of an Appointed Director under Article 6.4 (a) or (b):

- (a) may at any time remove the Appointed Director from office; and
- (b) will re-affirm the appointment of each Appointed Director every three years from the date of appointment of that Appointed Director. If the nominator or appointor fails to re-affirm the appointment of any Appointed Director, the office of that Appointed Director position becomes vacant.

Any appointment, re- affirmation or removal of an Appointed Director must be in writing served on the Company.

6.11 Casual vacancy or additional director

The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the maximum number determined in accordance with article 6.1.

A Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

6.12 Remuneration of Directors

The Directors may not be paid any remuneration for their services as Directors.

6.13 Expenses

A Director is entitled to be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the business of the Company. Any payment to a Director must be approved by the Directors.

6.14 Vacation of office of Director

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

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns from the office by notice in writing to the Company;
- (c) becomes insolvent or bankrupt or compounds with his creditors or assigns his estate for the benefit of his creditors;
- (d) is absent personally or by proxy or Alternate Director at three successive meetings of the directors without leave of absence from the Directors;
- (e) becomes prohibited for being a director by reason of any order of any court of competent jurisdiction;
- (f) ceases to be a communicant member of the Anglican Church of Australia; or
- (g) holds any office of profit under the Company or Related Body Corporate.

7 Powers and duties of Directors

7.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

7.2 Specific powers of Directors

Without limiting the generality of article 7.1 and subject to any trusts relating to the assets of the Company, the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the

Company to give any security for a debt, liability or obligation of the Company or of any other person.

7.3 Rules

Subject to this constitution, the Board may from time to time by resolution make and rescind or alter rules which are binding on Members for the management and conduct of the business of the Company.

7.4 Appointment of attorney

The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.

7.5 Provisions in power of attorney

A power of attorney granted under article 7.5 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

7.6 Directors' committees

The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a committee or committees consisting of such one or more of their number as they think fit.

7.7 Powers delegated to Directors' committees

A committee to which any powers have been delegated under article 7.7 must exercise those powers in accordance with any directions of the Directors. A power so exercised is taken to have been exercised by the Directors.

7.8 Powers of delegation

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

8 Proceedings of Directors

8.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

8.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

8.3 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

8.4 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or a proxy and, if that person is also a Director, has one vote as a Director in that capacity.

8.5 Chairman of Directors

The Directors may elect one of their number as chairman of their meetings and may also determine the period for which the person elected as chairman is to hold office.

8.6 Absence of chairman at Directors' meeting

If a Directors' meeting is held and:

- (a) a chairman has not been elected under article 8.5; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chairman of the meeting.

8.7 Chairman's vote at Directors' meetings

In the event of an equality of votes cast for and against a question, the chairman of the Directors' meeting does not have a second or casting vote.

8.8 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person who is also a Director to be an Alternate Director in the Director's place during such period as the Director thinks fit.

8.9 Appointment in writing

Subject to the Corporations Act, an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

8.10 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

8.11 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

8.12 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

8.13 Alternate Director and remuneration

An Alternate Director is not entitled to receive from the Company any remuneration or benefit.

8.14 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period, if any, of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

8.15 Termination in writing

The termination of an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who made the appointment and delivered to the Company.

8.16 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

8.17 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Directors, and, unless so determined, is one half of the Directors holding office, or if there is an odd number of Directors, then the majority of Directors holding office, provided that at all times the number of Directors whose presence in person is necessary to constitute a quorum shall be not less than three Directors. Any Director may be included in the quorum of a meeting by participating by

electronic communication where all Directors can hear and be heard by each other.

8.18 Remaining Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by article 6.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

8.19 Chairman of Directors' committee

The members of a committee may elect one of their number as chairman of their meetings. If a meeting of a committee is held and:

- (a) a chairman has not been elected; or
- (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairman of the meeting.

8.20 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

8.21 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members present and voting.

In the event of an equality of votes, the chairman of the meeting does not have a casting vote.

8.22 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

8.23 Use of Technology

A Directors' meeting may be called or held using any technology consented to by each director. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting.

8.24 Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

9 Secretary

9.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

9.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

9.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Directors.

10 Seals

10.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

10.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

11 Inspection of records

11.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

11.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

12 Service of documents

12.1 Document includes notice

In this Part 12, a reference to a document includes a notice.

12.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

12.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

12.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

12.5 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

13 Indemnity

13.1 Indemnity

The Company may indemnify any current or former Director, Secretary or executive officer of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

13.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

13.3 Contract

The Company may enter into an agreement with a person referred to in articles 13.1 and 13.2 with respect to the matters covered by these articles. An agreement entered into pursuant to this article may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

14 Winding up

Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - (b) the costs of winding up; and
 - (c) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$100.

15 Accounts

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

16 Definitions and interpretation

16.1 Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under article 8.8.

Appointed Director means a Director appointed in accordance with article 6.4.

Auditor means the auditor for the time being of the Company.

Board means all or some of the directors of the Company acting as a board.

Committee means a committee of Directors constituted under article 7.7.

Company means Anglican Deaconess Ministries Limited (ACN 069 533 482).

Constitution means this constitution as amended from time to time and a reference to an article is a reference to an article of this constitution.

Corporations Act means the **Corporations Act** 2001 (Cwlth).

Director means a person holding office as director of the Company.

Directors means all or some of the Directors acting as a board.

Elected Director means a Director elected in accordance with article 6.5.

Member means a person entered on the Register as a Member.

Part means a Part of this Constitution.

Register means the register of Members under the Corporations Act and if appropriate includes a branch register.

Registered Office means the registered office for the time being of the Company.

Related Body Corporate has the same meaning it has in the Corporations Act.

Secretary means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Trustee Companies means Home of Peace Hospitals Limited (ACN 000 869 714) and the Church of England Deaconess Institution Sydney Limited (ACN 000 869 723).

16.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (e) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (f) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting, or a Member may be exercised at any time and from time to time;
- (g) **(amount paid)** a reference to an amount paid on a share includes an amount credited as paid on that share;
- (h) **(dollars)** Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia;

- (i) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (j) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

16.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) 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
- (b) “section” means a section of the Corporations Act.

16.4 Headings and Parts

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

This Constitution is divided into Parts as indicated by its Contents.

16.5 Replaceable rules not to apply

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

Constitution

Appendix A - Declaration of Faith by Members

I am a communicant member of the Anglican Church of Australia, who has usually during the 12 previous months attended services in an Anglican Church.

I believe and hold the truth of the Christian faith as set forth in the Nicene Creed, as well as the Apostles' Creed as set out below -

I believe in God, the Father Almighty,
maker of heaven and earth;
and in Jesus Christ, his only Son our Lord,
who was conceived by the Holy Spirit,
born of the virgin Mary, suffered under Pontius Pilate,
was crucified, dead, and buried.

He descended into hell.

The third day he rose again from the dead

He ascended into heaven,
and is seated at the right hand of God the Father almighty;
from there he shall come to judge the living and the dead.

I believe in the Holy Spirit;
the holy catholic church;
the communion of saints;
the forgiveness of sins;
the resurrection of the body,
and the life everlasting.

In particular I believe –

There is only one way to be reconciled to God which is through his Son, Jesus Christ, who died for our sins and was raised for our justification; and

That we are justified before God by faith only.

That God's word written, the canonical Scriptures of the Old and New Testaments, is the supreme authority in all matters of faith and conduct.

I undertake to resign any position I hold in connection with Anglican Deaconess Ministries Limited immediately if at any time I become unable conscientiously to subscribe to this declaration.

.....
Signature

.....
Full Name

.....
Date

Appendix B - Declaration of Faith by Directors

I am a communicant member of the Anglican Church of Australia, who has usually during the 12 previous months attended services in an Anglican Church.

I believe and hold the truth of the Christian faith as set forth in the Nicene Creed, as well as the Apostles' Creed as set out below -

I believe in God, the Father Almighty,
maker of heaven and earth;
and in Jesus Christ, his only Son our Lord,
who was conceived by the Holy Spirit,
born of the virgin Mary, suffered under Pontius Pilate,
was crucified, dead, and buried.

He descended into hell.

The third day he rose again from the dead

He ascended into heaven,
and is seated at the right hand of God the Father almighty;
from there he shall come to judge the living and the dead.

I believe in the Holy Spirit;
the holy catholic church;
the communion of saints;
the forgiveness of sins;
the resurrection of the body,
and the life everlasting.

In particular I believe -

There is only one way to be reconciled to God which is through his Son, Jesus Christ, who died for our sins and was raised for our justification; and

That we are justified before God by faith only.

That God's word written, the canonical Scriptures of the Old and New Testaments, is the supreme authority in all matters of faith and conduct.

I undertake to resign any position I hold in connection with Anglican Deaconess Ministries Limited immediately if at any time I become unable conscientiously to subscribe to this declaration.

.....
Signature

.....
Full Name

.....
Date