

OFFICIAL



# CONSTITUTION OF

## Karingal St Laurence Limited

**(Approved by the Members at its EGM 18 September 2025)**

Australian Business Number (ABN) 74 614 366 031

A Company Limited By Guarantee

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## Preliminary

Karingal St Laurence Limited is a **registered charity** enriching lives of people:

- with disability,
- who are aged, or
- in necessitous circumstances

through connections, supports and opportunities.

### 1. Name of the company

The name of the **company** is Karingal St Laurence Limited (the **company**).

### 2. Type of company

The **company** is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity and is required to meet the Australian Charities and Not-for-profits Commissions' Governance Standards as amended.

### 3. Liability of members limited to the guarantee

- 3.1 Each member, and each person who ceased being a member in the preceding 12 months, must contribute an amount of not more than \$10 (the **guarantee**) to the property of the **company**, if the **company** is wound up and, at the time of winding up, the debts and liabilities of the **company**, including the costs of winding up, exceed the **company's** assets.

- 3.2 The liability of each member is limited to the amount of the guarantee.

### 4. Application of the *Corporations Act* and the *ACNC Act*

- (a) The replaceable rules set out in the ***Corporations Act*** do not apply to the **company** except those which operate as mandatory rules for public companies limited by guarantee under the ***Corporations Act***.
- (b) The ***ACNC Act*** and the ***Corporations Act*** override any rules in this constitution which are inconsistent with those Acts, as they apply to the **company**.
- (c) Unless otherwise expressly provided in this constitution, a word or expression used in a rule that deals with a matter dealt with by a provision of the ***Corporations Act*** or the ***ACNC Act*** has the same meaning as in that provision.
- (d) Except as otherwise expressly provided in this constitution, whilst the **company** is a **registered charity**, the provisions of the ***Corporations Act*** which do not apply to a body corporate registered under the ***ACNC Act*** by virtue of section 111L of the ***Corporations Act***, do not apply to the **company**.

## Charitable purposes and powers

### 5. Object

The **company**'s object is to pursue the following charitable purpose(s):

- (a) enriching lives of people:
  - i. with disability;
  - ii. who are aged; and/or
  - iii. who are in necessitous circumstances through connections, supports and opportunities,
- (b) effectively support people:
  - i. with disability,
  - ii. who are aged; or
  - iii. who are in necessitous circumstances,

in their long-term care and accommodation, making certain they and their families or carers are supported and informed about the best available support options; and
- (c) increasing the autonomy, independence, community engagement, social and economic inclusion, education, employment and general wellbeing of people with disability, are aged or in necessitous circumstances.

### 6. Powers

Subject to rule 7, the **company** has all the powers of a company limited by guarantee under the **Corporations Act** which may only be used to carry out its purpose(s) set out in rule 5 including without limitation:

- (a) personal development services;
- (b) educative programs;
- (c) vocational placement, training and support services;
- (d) accommodation, including residential and respite services;
- (e) aged-care and related services;
- (f) in-home support and related services; and
- (g) such other activities, services or ventures that are incidental or ancillary to these Objects including all those which the **company** thinks are desirable to achieving these Objects.

### 7. Not-for-profit

- 7.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in rules 7.2 and 68.
- 7.2 Rule 7.1 does not stop the **company** from, provided they are done in good faith:
  - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**; and/or
  - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

## 8. Amending the constitution

- 8.1 Subject to rule 8.3, the members may amend this constitution by passing a **special resolution**.
- 8.2 Any amendment to this constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution.
- 8.3 The members must not pass a **special resolution** that amends this constitution if passing it would mean the **company** would no longer be a charity.

## Members

### 9. Membership and register of members

- 9.1 The members of the **company** are persons that the directors allow to be a member, in accordance with this constitution and have not since ceased to be a member. In addition to the **rules**, **members** have obligations and responsibilities as outlined in the **member charter** and/or **by-laws**.
- 9.2 Subject to rule 16.1(a), 16.1(c) and 16.1(d), a **disability client/immediate family member**, a **consumer member** and a **community member** as at the date this constitution takes effect, shall be deemed to be a **member**.
- 9.3 Subject to rule 16.1(a), 16.1(c)(c) and 16.1(d), all persons who are life members of the **company** at the time this constitution takes effect shall remain **life members** of the **company**.
- 9.4 The **company** must establish and maintain a register of members. The register of members must be kept by the **company secretary** and must contain sufficient and relevant information for each member.
- 9.5 Subject to the **Corporations Act**, the **company** must give a copy of the register of members to a member making a written application stating the purpose for which access is sought.
- 9.6 Subject to clause 9.5, the **company** must allow members to inspect the register of members free of charge.
- 9.7 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

### 10. Who can be a member

- 10.1 A person of at least 18 years of age who supports the purposes of the **company** or who receives (or is a family member or legal representative of a person who receives) current services from the **company** and is not a current employee or has not been an employee of the **company** for the 2 years prior is eligible to apply to be a member of the **company** under rule 11.
- 10.2 Each director shall be deemed to be a member of the **company** upon their appointment as a director.
- 10.3 In this rule 10, 'person' means an individual.

## 11. How to apply to become a member

- 11.1 A person (as defined in rule 10.3) may apply to become a member of the **company** by completing a form approved by the directors and submitting it to the **company secretary** stating that they:
- (a) want to become a member;
  - (b) support the purpose(s) of the **company**, or receives (or is a family or legal representative of a person who receives) current services from the **company**; and
  - (c) agree to comply with the **company's** constitution and **member charter**, including paying the guarantee under rule 3 if required.
- 11.2 The application under rule 11.1 must be accompanied by:
- (a) the annual membership fee; and
  - (b) any other supplementary documents or evidence, as required by the directors.

## 12. Directors decide whether to approve membership

- 12.1 Subject to rule 41, the directors must consider an application for membership within a reasonable time after the **company secretary** receives the application.
- 12.2 Subject to rule 12.3, if the directors approve an application, the **company secretary** must as soon as possible:
- (a) enter the new member on the register of members; and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see rule 13).
- 12.3 In approving an application under rule 12.2, the directors may consider the applicant's background, and must be of the reasonable opinion that the applicant is:
- (a) of good character; and
  - (b) unlikely to act in any way which may cause the **company's** reputation to fall into disrepute, including but not limited to if the applicant has been convicted of an indictable offence.
- 12.4 If the directors reject an application:
- (a) the secretary must write to the applicant as soon as possible to tell them that their application has been rejected and to refund the annual membership fee within 20 **business days**; and
  - (b) in providing the written rejection, the **company secretary** (by virtue of the directors' decision) is not required to give reasons.
- 12.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in rule 11.1. In that case, by applying to be a member, the applicant agrees that the applicant has complied with rule 11.1.
- 12.6 A member who has made a significant contribution to the **company** shall be eligible for recommendation to the directors to become a **life member**. **Life membership** is determined by a resolution of the directors.

### 13. When a person becomes a member

- 13.1 An applicant will become a member when they are entered on the register of members.

### 14. Membership fees

- 14.1 Unless the directors decide otherwise, each member who is not a **life member** must pay an annual membership fee as determined by the directors from time to time.
- 14.2 A member that has not paid the required membership fee in accordance with this rule may not exercise any of the rights associated with that member's membership, including the right to exercise any vote the member may have at a meeting of members.

### 15. Transfer of membership

- 15.1 Membership of the **company** and the associated rights cannot be transferred or sold.

### 16. When a person stops being a member

- 16.1 A person (as defined in rule 10.3) immediately stops being a member if they:
- (a) die;
  - (b) fails to pay any required membership fee in accordance with rule 14 within one month after the date on which that membership fee becomes due or such later time as the directors may determine;
  - (c) resign, by writing to the **company secretary**;
  - (d) are expelled under rule 18;
  - (e) cease supporting the **company's** objects; or
  - (f) has not responded within three months to a written request from the **company secretary** that they confirm in writing that they want to remain a member.

## Dispute resolution and disciplinary procedure

### 17. Dispute resolution

- 17.1 The dispute resolution procedure in this rule applies to disputes under this constitution between a member or director and:
- (a) one or more members (including directors); or
  - (b) the **company**.
- 17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under rule 18 until the disciplinary procedure is completed.
- 17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.
- 17.4 If the dispute is not resolved under rule 17.3 the individuals involved must within 10 days (or within a timeframe agreed by those involved):
- (a) tell the directors about the dispute in writing;
  - (b) request that a mediator be appointed; and
  - (c) attempt in good faith to settle the dispute by mediation.

- 17.5 The mediator must:
- (a) be chosen by agreement of those involved; or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the directors; or
    - ii. for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 17.6 A mediator chosen by the directors under rule 17.5(b)i:
- (a) may be a member or former member of the **company**;
  - (b) must not have a personal interest in the dispute; and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 17.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
  - (b) allow those involved a reasonable chance to review any written statements;
  - (c) ensure that the mediation is conducted in a manner free from bias; and
  - (d) not make a decision on the dispute.

## 18. Disciplining members

- 18.1 In accordance with this rule 18, the directors may call a directors' meeting if the directors consider that:
- (a) the member has breached this constitution; or
  - (b) the member's behaviour has caused, or is likely to cause harm to the **company**.
- 18.2 At least 14 days before the directors' meeting under rule 18.1 is held, the **company secretary** must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member;
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
  - (c) the allegations against the member;
  - (d) the nature of the resolution that has been proposed; and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 18.3 Before the directors pass a resolution under rule 18.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting; and/or
  - (b) speaking at the meeting.



- 18.4 After considering any explanation under rule 18.3, the directors may:
- (a) take no further action;
  - (b) warn the member;
  - (c) suspend the member's rights as a member for a period of no more than 12 months;
  - (d) expel the member;
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this rule); or
  - (f) require the matter to be determined at a **general meeting**.
- 18.5 The directors cannot fine a member.
- 18.6 The **company secretary** must give written notice to the member of the decision under rule 18.4 as soon as possible.
- 18.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.8 The **company** and directors have no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this rule.
- 18.9 For the avoidance of doubt, where the disciplinary procedure under this rule 18, relates to the disciplining of a director, that director is omitted from any resolution under rule 18.4.

## General meetings of members

### 19. Calling a general meeting

- 19.1 At least 2 directors may call a **general meeting**, including an annual **general meeting**.
- 19.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held for a proper purpose, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**; and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 19.3 The percentage of votes that members have (in rule 19.2) is to be calculated as at midnight before the members request the meeting.
- 19.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting;
  - (b) sign the request; and
  - (c) give the request to the **company**.
- 19.5 The members making the request may sign the request by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.
- 19.6 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

- 19.7 If the directors do not call the meeting within 21 days of being requested under rule 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.8 To call and hold a meeting under rule 19.7 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution;
  - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost; and
  - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.9 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

## 20. Using technology to hold meetings

- 20.1 The **company** may hold a **general meeting** at two or more venues. The **company** may use any **virtual meeting platform**, where the platform gives members a reasonable opportunity to participate, including to hear and be heard.
- 20.2 Anyone using the **virtual meeting platform** is taken to be present in person at the meeting.
- 20.3 If the **general meeting** is held using a **virtual meeting platform** only, then:
- (a) the place of the meeting is taken to be the registered office of the **company**; and
  - (b) the time of the meeting is taken to be the time at the registered office of the **company**.
- 20.4 If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting platform**), then:
- (a) the place of the meeting is taken to be the main physical venue of the meeting; and
  - (b) the time of the meeting is taken to be the time at the main physical venue of the meeting.

## 21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting;
  - (b) each director; and
  - (c) the **auditor** (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to rule 21.4, notice of a **general meeting** may be provided less than 21 days before the meeting if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 21.4 Notice of a **general meeting** cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director;
  - (b) appoint a director in order to replace a director who was removed; or
  - (c) remove an **auditor**.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (including the **virtual meeting platform** and additional venues if required);
  - (b) a statement regarding the member's right to request documents be sent in electronic or physical form;
  - (c) the general nature of the meeting's business;
  - (d) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and
  - (e) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy does not need to be a member of the **company**;
    - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
    - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned for one month or more, the members must be given new notice of the resumed meeting as soon as practicable.

## 22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least the higher of 5 or 5% of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one person).
- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the **chairperson** specifies. If the **chairperson** does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
  - (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.
- 22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

### 23. Right of non-members to attend meetings

- 23.1 The **chairperson** of a **general meeting** may invite any person to attend and address a meeting.
- 23.2 Any **auditor** and any director of the **company** is entitled to attend and address a **general meeting**.
- 23.3 The **company** must give the **auditor** (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

### 24. Chairperson for general meetings

- 24.1 The **chairperson**, or the **deputy-chairperson**, is entitled to chair **general meetings**.
- 24.2 The directors present, but if they chose not to then **members present** and entitled to vote at a **general meeting**, may choose another director to be the chairperson for that meeting if:
  - (a) there is no **chairperson** or **deputy-chairperson**;
  - (b) the **chairperson** or **deputy-chairperson** is not present within 30 minutes after the starting time set for the meeting; or
  - (c) the **chairperson** or **deputy-chairperson** is present but says they do not wish to act as chairperson of the meeting.

### 25. Role of the chairperson

- 25.1 The **chairperson** is responsible for the conduct of the **general meeting**.
- 25.2 The **chairperson** must give members a reasonable opportunity to make comments and ask questions (including to the **auditor** (if any)).
- 25.3 The **chairperson** does not have a casting vote in addition to their vote as a member.

### 26. Adjournment of meetings

- 26.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the **chairperson** to adjourn it.
- 26.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Members' resolutions and statements

### 27. Members' resolutions and statements

- 27.1 Members with at least 5% of the votes that may be cast on a resolution may give:
  - (a) written notice to the **company** of a resolution they propose to move for a proper purpose at a **general meeting (members' resolution)**; and/or
  - (b) a written request to the **company** that the **company** give all members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (members' statement)**.
- 27.2 A notice of a **members' resolution** must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 27.3 A request to distribute a **members' statement** must set out the statement to be distributed and be signed by the members making the request.
- 27.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

- 27.5 The percentage of votes that members have (per rule 27.1) is to be calculated as at midnight before the request or notice is given to the **company**.
- 27.6 If the **company** has been given notice of a **members' resolution** for a proper purpose under rule 27.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 27.7 This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.

## **28. Company must give notice of proposed resolution and/or distribute statement**

- 28.1 If the **company** has been given a notice or request under rule 27:
- (a) in time to send the notice of proposed **members' resolution** or a copy of the **members' statement** to members with a notice of meeting, it must do so at the **company's** cost; or
  - (b) too late to send the notice of proposed **members' resolution** or a copy of the **members' statement** to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed **members' resolution** or a copy of the **members' statement**. However, notwithstanding rule 27, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 28.2 The **company** does not need to send the notice of proposed **members' resolution** or a copy of the **members' statement** to members if:
- (a) it is more than 1,000 words long;
  - (b) the directors consider it may be defamatory;
  - (c) rule 28.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
  - (d) in the case of a proposed **members' resolution**, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

## **29. Resolutions without meetings**

- 29.1 Subject to rule 29.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held.
- 29.2 The directors must notify the **auditor** (if any) as soon as possible that a resolution has or will be put to members, and provide the wording of the resolution.
- 29.3 The **company** cannot pass resolutions without holding a meeting:
- (a) for a resolution to remove an **auditor** or remove a director;
  - (b) for passing a **special resolution**; or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 29.4 A resolution is passed if all the members entitled to vote on the resolution sign or agree to the resolution, in the manner set out in rule 29.5 or rule 29.6.

- 29.5 Members may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, if the wording is the same in each copy.
- 29.6 The **company** may send a resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 30. How many votes a member has

Each member has one vote.

### 31. Challenge to member's right to vote

- 31.1 A member or the **chairperson** may only challenge a person's right to vote at a **general meeting** at that meeting.
- 31.2 If a challenge is made under rule 31.1, the **chairperson** must decide whether or not the person may vote. The **chairperson's** decision is final.

### 32. How voting is carried out

- 32.1 Voting must be conducted and decided by:
- (a) a show of hands;
  - (b) a vote in writing; or
  - (c) another method chosen by the **chairperson** that is fair and reasonable in the circumstances.
- 32.2 The **chairperson** must note whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 32.3 On a show of hands, the **chairperson's** decision is conclusive evidence of the result of the vote.
- 32.4 The **chairperson** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### 33. When and how a vote in writing must be held

- 33.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- i. at least five **members present** entitled to vote on the resolution;
  - ii. **members present** with at least 5% of the votes that may be passed on the relevant resolution (calculated as at the midnight before the vote in writing is demanded); or
  - iii. the **chairperson** of the meeting.
- 33.2 A vote in writing must be taken when and how the **chairperson** directs, unless rule 33.3 applies.
- 33.3 A vote in writing must be held immediately if it is demanded under rule 33.1:
- (a) for the election of a **chairperson** under rule 24.2; or
  - (b) to decide whether to adjourn the meeting.
- 33.4 A demand for a vote in writing may be withdrawn.

### 34. Appointment of proxy

- 34.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 34.2 A proxy does not need to be a member.
- 34.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting;
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
  - (c) join in to demand a vote in writing under rule 33.1.
- 34.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address;
  - (b) the **company's** name;
  - (c) the proxy's name or the name of the office held by the proxy; and
  - (d) the meeting(s) at which the appointment may be used.
- 34.5 Proxy forms must be received by the **company** at the address stated in the notice under rule 21.5(e) or at the **company's** registered address at least 48 hours before a meeting.
- 34.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting unless the member has specified in writing the proxy has authority and does not speak or vote until revoked.
- 34.7 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies;
  - (b) is mentally incapacitated;
  - (c) revokes the proxy's appointment; or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 34.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### 35. Voting by proxy

- 35.1 A proxy cannot vote on a show of hands. This rule does not affect a member who is also a proxy from voting on a show of hands in their capacity as a member.
- 35.2 When a vote in writing is held, a proxy:
- (a) may not vote, unless the proxy appointment specifies the way they must vote;
  - (b) if the way they must vote is specified on the proxy form, must vote that way; and
  - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## Directors

### 36. Number of directors

- 36.1 The **company** must have at least 7 and no more than 9 directors, unless by **special resolution** at a **general meeting** the members vote to increase the number of directors.

### 37. Election and appointment of directors

- 37.1 The directors in office at the time this constitution takes effect will continue to act as directors.
- 37.2 All directors must have the necessary skills and expertise and must meet the requirements of the **skills matrix** to fulfill their responsibilities.
- 37.3 The members may only elect a director by a resolution passed in a **general meeting**.
- 37.4 Each of the directors must be appointed by a separate resolution, unless the **members present** have first passed a unanimous resolution that the appointments may be voted on together.
- 37.5 Subject to rules 37.2, 37.8, **Error! Reference source not found.**9 and 39, a person is eligible for election as a director of the **company** if they:
- (a) are 18 years of age or older;
  - (b) are nominated by two members entitled to vote;
  - (c) give the **company** their properly completed nomination form and signed consent to act (if elected) as a director of the **company** at least 45 days prior to the last date for the notice under rule 21; and
  - (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 37.6 Subject to rule 36, the directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is 18 years of age or older;
  - (b) gives the **company** their signed consent to act as a director of the **company**; and
  - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 37.7 A person appointed pursuant to rule 37.6 shall hold office until the conclusion of the term of the vacating director.
- 37.8 A person who is or was employed by the **company** shall be ineligible to be a director until a period of 5 years has passed since that person ceased to be an employee of the **company**, unless permitted by the **by-laws**.
- 37.9 If the number of directors is reduced to fewer than 7 or is less than the number required for a quorum, the continuing directors may act but only:
- (a) in an emergency;
  - (b) for the purpose of increasing the number of directors to 7 (or higher if required for a quorum); or
  - (c) to call a **general meeting**.



37.10 At least one director must have lived experience relevant to the **company**.

### 38. Term of office

- 38.1 Subject to rule 38.2 other than a director appointed under rule 37.6, a director's term of office starts at the end of the **general meeting** at which they are elected and ends at the end of the **general meeting** at which they retire.
- 38.2 Notwithstanding any other rule in this constitution, every year, if there are 7 or fewer serving directors (excluding directors appointed to fill a casual vacancy) then 2 directors who have been serving the longest since last elected must retire, otherwise 3 directors must retire, and subject to rule 38.3 are eligible to stand for re-election.
- 38.3 A director who has held office for a period of nine years or more (whether by a continuous or broken period) may only be re-elected by a **special resolution** but only for a term of 1 year. The director is then only eligible for nomination for election after 2 years have passed since their last term ends.

### 39. When a director stops being a director

- 39.1 A director stops being a director if they:
- (a) are not re-elected in accordance with rule 37;
  - (b) give written notice of resignation as a director to the **company**;
  - (c) die;
  - (d) are removed as a director by a resolution of the members in accordance with rule 40.5;
  - (e) stop being a member of the **company**;
  - (f) are absent for 3 consecutive directors' meetings without approval from the directors; or
  - (g) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

## Powers of directors

### 40. Powers of directors

- 40.1 The directors are responsible for managing and directing the activities of the **company** to carry out the purpose(s) set out in rule 5.
- 40.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 40.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under rule 41; and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 40.4 The directors cannot remove a director or **auditor**.
- 40.5 Directors and **auditors** may only be removed by a members' resolution at a **general meeting**.

#### 41. Delegation of directors' powers

- 41.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as, without limitation for the purpose of rule 12, a chief executive officer or **company secretary**) or any other person, as they consider appropriate.
- 41.2 The directors may appoint any person, not being a director, to the position of chief executive officer for the period and on the terms (including as to remuneration) the directors see fit.
- 41.3 The directors may appoint any person or persons to be the attorney or attorneys of the **company** for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they see fit.
- 41.4 The **company** must keep appropriate records of any delegations.

#### 42. Payments to directors

- 42.1 The **company** must via a resolution at an annual **general meeting** determine the remuneration pool for directors for a period of three financial years with annual CPI increases, until then directors will continue to receive remuneration levels as at the date of this constitution.
- 42.2 The directors may pass a resolution to make **by-laws** to establish a process for determining individual director remuneration for their services in their capacity as a director of the **company** so long as the total remuneration for all directors shall not exceed the pool set under rule 0.
- 42.3 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done; or
  - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 42.4 Any payment made under rule 42.3 must be approved by the directors.

#### 43. Execution of documents

- 43.1 The **company** may execute a document without using a common seal if the document is signed by:
- (a) two directors of the **company**;
  - (b) a director and the **company secretary**; or
  - (c) or some other person or combination of persons appointed by the directors for that purpose,
- whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

#### 44. Validity

- 44.1 An act done by a director or by a meeting of the directors or a committee attended by a director is not invalid just because:
- (a) of a defect in the appointment of the director;
  - (b) the person is disqualified from being a director or has vacated office; or
  - (c) the person is not entitled to vote,
- if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

### Duties of directors

#### 45. Duties of directors

- 45.1 The directors must comply with their duties:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**;
  - (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in rule 5;
  - (c) not to misuse their position as a director;
  - (d) not to misuse information they gain in their role as a director;
  - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 46;
  - (f) to ensure that the financial affairs of the **company** are managed responsibly; and
  - (g) not to allow the **company** to operate while it is insolvent.

#### 46. Conflicts of interest

- 46.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a resolution to be passed under rule 53):
- (a) to the other directors; or
  - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 46.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 46.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a resolution to be passed under rule 53) must not:
- (a) be present at the meeting while the matter is being discussed; or
  - (b) vote on the matter,
- except as provided under rules 46.4.

- 46.4 If a director has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a resolution to be passed under rule 53), a director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see rule 64);
  - (c) their interest relates to a payment by the **company** under rule 63 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
  - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
    - i. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**; and
    - ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Directors' meetings

### 47. When the directors meet

The directors may decide how often, where and when they meet.

### 48. Calling directors' meetings

- 48.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 48.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

### 49. Chairperson for directors' meetings

- 49.1 The **chairperson** is entitled to chair directors' meetings.
- 49.2 The directors at a directors' meeting may choose a director to chair that meeting if the **chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting; or
  - (b) present but does not want to act as **chairperson** of the meeting.

### 50. Quorum at directors' meetings

- 50.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 50.2 A quorum must be present for the entire directors' meeting.

## 51. Using technology to hold directors' meetings

- 51.1 The directors may hold their meetings by using any **virtual meeting platform** that is agreed to by all of the directors.
- 51.2 The directors' agreement under rule 51.1 may be standing.
- 51.3 A director may only withdraw their consent within a reasonable period before the meeting.

## 52. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

## 53. Resolutions of directors without a meeting

- 53.1 The directors may pass a resolution without a directors' meeting being held.
- 53.2 A resolution is passed if the majority of directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 53.3 or rule 53.4.
- 53.3 Each director may sign:
  - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 53.4 The **company** may send a resolution by email or by other electronic means to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply, or by voting by electronic means
- 53.5 The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in rule 53.3 or rule 53.4.

## Office Bearer

### 54. Chairperson and other office bearers

- 54.1 The directors shall appoint from amongst the current directors at the time of the first directors' meeting following the relevant **general meeting**:
  - (a) a **chairperson**;
  - (b) a **deputy-chairperson**; and
  - (c) such additional **office bearer** positions as the directors deem necessary from time to time.
- 54.2 The **chairperson** and **deputy-chairperson** shall hold the position until the earlier of three years from the date they are elected or when they cease to be a director. For all other **office bearer** positions the directors may determine the length of the term the **office bearer** will hold their position as an **office bearer**.
- 54.3 If the **chairperson** is temporarily absent or temporarily unavailable to perform their duties, the **deputy-chairperson** will act as chair during the absence or unavailability of the **chairperson**.

## Company Secretary

### 55. Appointment and role of company secretary

- 55.1 The **company** must have at least one **company secretary**, who may also be a director.
- 55.2 A **company secretary** must be appointed by the directors (after giving the **company** their signed consent to act as **company secretary** of the **company**) and may be removed by the directors.
- 55.3 The directors must decide the terms and conditions under which the **company secretary** is appointed, including any remuneration.
- 55.4 The **company secretary** must ensure that the following are maintained:
  - (a) a register of the **company's** members; and
  - (b) the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and resolutions.

## Minutes and records

### 56. Minutes and records

- 56.1 The **company** must make and keep the following records:
  - (a) minutes of proceedings and resolutions of **general meetings** within one month after the completion of the **general meeting**;
  - (b) minutes of any other resolutions of members within one month after the resolution is voted on;
  - (c) a copy of a notice of each **general meeting**; and
  - (d) a copy of a **members' statement** distributed to members under rule 28.
- 56.2 The **company** must make and keep the following records:
  - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees) within one month after the completion of the meeting; and
  - (b) minutes of any other resolutions of directors within one month after the resolution is voted on.
- 56.3 To allow members to inspect the **company's** records:
  - (a) the **company** must give a member access to the records set out in rule 56.1; and
  - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in rule 56.2 and rule 57.1.
- 56.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
  - (a) the **chairperson** or chair of the meeting; or
  - (b) the **chairperson** or chair of the next meeting.
- 56.5 The directors must ensure that minutes of the passing of a resolution passed without a meeting (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

## 57. Financial and related records

- 57.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 57.2 The **company** must keep written records that correctly record its operations.
- 57.3 The **company** must retain its records for at least 7 years.
- 57.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

## Notice

### 58. What is notice

- 58.1 Anything written to or from the **company** under any rule in this constitution is written notice and is subject to rules 59 to 61, unless specified otherwise.
- 58.2 Rules 59 to 61 do not apply to a notice of proxy under rule 34.5.

### 59. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the **company secretary** by:

- (a) delivering it to the **company's** registered office;
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address.

### 60. Notice to members

- 60.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person;
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
  - (d) by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including a website or other electronic address).
- 60.2 If a member elects to receive documents in physical form or electronic form, the **company** must take reasonable steps to send documents in a manner that complies with the election.
- 60.3 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

## 61. When notice is taken to be given

### 61.1 A notice:

- (a) delivered in person, or left at the recipient's address: is taken to be given on the day it is delivered;
- (b) sent by post: is taken to be given on the fifth **business day** after it is posted to the address notified by the recipient and payment of postage costs; and
- (c) sent by email or other electronic method: is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered.

### 61.2 If the delivery or receipt of a notice is on a day which is not a **business day** or is after 5.00pm on a **business day**, it is deemed to be received at 9.00am on the following **business day**.

## Financial matters

### 62. Company's financial year

The **company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 63. Indemnity

#### 63.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the extent permitted by law (including the **Corporations Act**), against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

#### 63.2 In this rule, 'officer' means a director or **company secretary**.

#### 63.3 The indemnity is a continuing obligation and is enforceable by an officer:

- (a) even though that person is no longer an officer of the **company**; and
- (b) is enforceable without that person having first to incur any expense or make any payment.

### 64. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

### 65. Directors' access to documents

#### 65.1 A director has a right of access to the financial records of the **company** at all reasonable times.

#### 65.2 The directors may resolve to give a director or former director access to other records, including documents provided to or available to the directors.



## Winding up

### 66. Winding up voluntarily

- 66.1 If permitted by law, the **company** may be wound up voluntarily by **special resolution**.

### 67. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**.

### 68. Distribution of surplus assets

- 68.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 5; and
  - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 68.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 68.3 Notwithstanding rule 68.1, in respect of the property described in Certificates of Title Volume 8215 Folio 459, Volume 8272 Folio 235, Volume 8679 Folio 768, Volume 8378 Folio 839 and Volume 10350 Folio 538 (being the land at 90 Station Lake Road Lara, Victoria), if the property forms part of the surplus remaining following the winding up of the **company**:
- (a) If the **Brotherhood of St Laurence** is in existence and meets the requirements of rules 68.1(a) and 68.1(b), then the **Brotherhood of St Laurence** shall be given first right of refusal to be the recipient or transferee of the property;
  - (b) If the **Brotherhood of St Laurence** does not meet the requirements of rules 68.1(a) and 68.1(b), then the **Brotherhood of St Laurence** shall be given first right of refusal to nominate a recipient or transferee of the property so long as that recipient or transferee satisfies the requirements of rules 68.1(a) and 68.1(b); and
  - (c) If the **Brotherhood of St Laurence** is no longer in existence, or if the **Brotherhood of St Laurence** fails to determine an eligible organisation pursuant to rule 68.3(b), then the recipient or transferee of the property shall be determined pursuant to rule 68.2.
- 68.4 Rule 68.3 shall only be altered with the prior written consent of the Board of the **Brotherhood of St Laurence**.

## By-Laws

### 69. Power to make by-laws

- 69.1 The directors may from time to time make such **by-laws** as are in the directors' opinion necessary and desirable for the proper control, administration and management of the **company's** affairs, operations, finances, interests, effects, governance and property and to amend and repeal those **by-laws** from time to time.

- 69.2 A **by-law** shall be subject to this constitution and shall not be inconsistent with any provision contained in this constitution.
- 69.3 When in force, a **by-law** is binding on all **members** and has the same effect as this constitution.
- 69.4 The directors will adopt such measures as the directors deem appropriate to bring to the notice of members all **by-laws**, amendments and repeals.
- 69.5 The directors will provide members with reasonable notice of any proposed changes to the **by-laws** impacting on membership rights before the changes are implemented.

## Definitions and interpretation

### 70. Definitions

In this constitution:

**Auditor** means the auditor of the company appointed pursuant to the *Corporations Act*

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**business day** means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the **company's** registered office is located.

**Brotherhood of St Laurence** means the Brotherhood of St Laurence (ABN 24 603 467 024) incorporated under the Brotherhood of St. Laurence (Incorporation) Act 1971 (Vic).

**by-laws** means the by-laws made by the directors in respect of the **company**.

**community member** means a member of the **company** who has an interest in and supports the **objects**.

**company** means the company referred to in rule 1.

**consumer member** means a person who:

- i. has an interest in and support the **objects**; and
- ii. is in receipt of a service from the **company** or an advocate for such person.

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

**chairperson** means a person elected by the directors to be the **company's** chairperson under rule 54.1(a).

**company secretary** means the person appointed under rule 55.

**deputy-chairperson** means a person elected by the directors to be the **company's** deputy chairperson under rule 54.1(b).

**disability client/immediate family member** means a natural person who:

- i. is a client with disability and/or an immediate family member of a client with disability receiving Services from the **company** and may include:
  - A. the spouse;
  - B. a parent;
  - C. an adult child;
  - D. a sibling;
  - E. a step-parent;
  - F. a step-sibling;
  - G. a guardian or financial administrator as appointed by a government authority;
  - H. a court appointed decision maker or a participant appointed decision-maker; or
  - I. a plan nominee as prescribed in Parts 4 and 5 of the National Disability Insurance Scheme Act 2013 (Commonwealth); and
- ii. has an interest in and supports the **objects**.

**general meeting** means a meeting of members.

**life member** means a member appointed under rule 12.6.

**member charter** means, a charter established by the directors governing the conduct of members in respect of the **company** and its employees and/or representatives.

**members present** means, in connection with a **general meeting**, the member presents in person or via any technology (made available by the **company** that gives the members as a whole a reasonable opportunity to participate including to hear and be heard), by representative or by proxy at the meeting.

**office bearer** means a person holding any of the offices specified in rule 54.

**registered charity** means a charity that is registered under the **ACNC Act**.

**skills matrix** means the skills, expertise and experience of each director that best aligns with the desired collective skillsets of the Board from time to time.

**special resolution** means a resolution:

- i. of which notice has been given under rule 21.5(d); and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

**surplus assets** means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

**virtual meeting platform** means any technology that allows members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

## **71. Interpretation**

In this constitution:

- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

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