

**THE CONSTITUTION
OF
ANGLICARE SA LTD**

(ACN 169 715 762)

A Public Company Limited by Guarantee Incorporated under the Corporations Act 2001 (Cth)

THIS CONSTITUTION WAS APPROVED ON 19 OCTOBER 2019

TABLE OF CONTENTS

1.	PREAMBLE.....	3
2.	NAME.....	3
3.	DEFINITIONS.....	3
4.	INTERPRETATION.....	4
5.	OBJECTS OF ANGLICARE SA.....	4
6.	FUNCTIONS	5
7.	POWERS	5
8.	QUALIFICATION FOR MEMBERSHIP.....	5
9.	RECOMMENDATIONS TO THE BOARD	6
10.	REGISTER OF MEMBERS.....	6
11.	ANNUAL GENERAL MEETING	7
12.	GENERAL MEETINGS convened by directors.....	8
13.	GENERAL MEETINGS CONVENED BY MEMBERS	8
14.	NOTICE OF MEETING	8
15.	PROCEEDINGS OF MEETINGS.....	9
16.	VOTING	9
17.	THE BOARD.....	10
18.	POWERS OF THE BOARD	10
19.	MEMBERSHIP OF THE BOARD	10
20.	OFFICERS OF THE BOARD.....	10
21.	APPOINTMENT AND ELECTION OF THE BOARD	10
22.	PROCEEDINGS OF THE BOARD	11
23.	COMMITTEES	12
24.	PECUNIARY INTERESTS	12
25.	CHIEF EXECUTIVE.....	13
26.	PROPERTY AND INCOME OF ANGLICARE SA.....	13
27.	ACCOUNTS OF ANGLICARE SA.....	13
28.	RULES OF ANGLICARE SA	14
29.	INDEMNITY.....	14
30.	AMENDMENT OF THE CONSTITUTION	14
31.	WINDING UP OR DISSOLUTION.....	14
32.	NOTICES	15
33.	ELECTRONIC MEETINGS OF DIRECTORS.....	15
34.	CIRCULATING RESOLUTIONS OF DIRECTORS	16
35.	THE VISITOR	16
36.	TRANSITIONAL ARRANGEMENTS	16

1. PREAMBLE

- 1.1 Anglicare SA Inc was incorporated pursuant to the Associations Incorporation Act 1985 (SA) on 24 June 2000 in order to:
- (a) incorporate separately Anglican Community Services, which since 1997 had been otherwise known as Anglicare SA, and which was established in 1991 under an Ordinance of the Synod to initiate, develop, encourage and manage social welfare and community services on behalf of the Synod; and
 - (b) assume the continuing activities of the Anglican Community Services Children's Care Fund Inc., which itself was comprised of the following four institutions, which were formerly known as:
 - (i) The Orphan Home which was founded in 1860 and later became known as the Orphan Home Adelaide Incorporated.
 - (ii) The Children's Home which was founded at Walkerville in 1886 and later became known as the Church of England Boys Home Incorporated.
 - (iii) St Mary's Mission of Hope which was founded in 1929 and later became known as St Mary's Home for Children Incorporated.
 - (iv) Wanslea Incorporated which was founded in 1948 to provide a temporary home for children in need.
- 1.2 The registration of this Company proceeds from the desire to convert Anglicare SA Inc to a company limited by guarantee under the Corporations Act 2001 (Cth).

2. NAME

The name of the Company is **Anglicare SA** ("Anglicare SA").

3. DEFINITIONS

- 3.1 The replaceable rules contained in the Act do not apply to this Company.
- 3.2 In this Constitution:
- "**ACNC Act**" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended or substituted from time to time;
 - "**Act**" means the Corporations Act 2001 (Cth) as amended or substituted from time to time;
 - "**Alternate Lay Member of Synod**" has the same meaning as set out in clause 15A of The Election of Members of the Synod Ordinance 1985 as amended or substituted from time to time;
 - "**Bishop**" means the Bishop of the Diocese of Adelaide and includes a person for the time being administering the affairs of the Diocese;
 - "**Board**" means the Company's Board of Directors;
 - "**Chair**" means the Chair of the Board and includes a person acting as Chair;
 - "**Company**" means Anglicare SA;
 - "**Diocesan Council**" means the Diocesan Council of the Synod of the Diocese of Adelaide;
 - "**Diocese**" means a diocese of the Anglican Church of Australia;
 - "**Director**" means a director of the Company. Members of the Board are Directors;
 - "**financial year**" means a year ending on 30 June;
 - "**Member**" means a member of the Company;
 - "**ordinary resolution**" in relation to the Board or the Members means a resolution passed by simple majority;

"**Provincial Council**" means the Provincial Council of the Anglican Province of South Australia;

"**Rules**" means the Rules of the Company made under clause 28;

"**Secretary**" means the secretary for the time being of the Company and, if there are joint secretaries, any one or more of such joint secretaries;

"**special resolution**" in relation to the Board or the Members means a resolution passed at a meeting by not less than 75% of the Directors/Members present and voting;

"**subsidiary**" has the same meaning as in the Corporations Act 2001 (Cth);

"**Synod**" means the Synod of the Diocese of Adelaide of The Anglican Church of Australia Incorporated;

"**the Constitution**" means this Constitution, as and if amended and in force from time to time.

4. INTERPRETATION

Words and expressions used in the Constitution have, unless the contrary intention appears, the same respective meanings as the word or expression would have if used in the Act.

5. OBJECTS OF ANGLICARE SA

5.1 The Company is a Christian organisation which seeks to express God's love and care for the needs of individuals, families and communities by:

- (a) the relief of poverty;
- (b) the care and welfare of children, young people and adults who are financially, emotionally or socially disadvantaged, with a primary focus on families;
- (c) care for the aged;
- (d) the undertaking, carrying on or carrying out of charitable work or charitable purposes;
- (e) the support and development of theological reflection and ministerial formation.

5.2 In support of these objects, the Company will:

- (a) initiate, develop and manage social welfare and community services;
- (b) assist and encourage parishes or other Anglican agencies to provide social welfare and community services;
- (c) assist and encourage other organisations which are affiliated with the Anglican Church or supportive of its ethos to provide social welfare and community services or by otherwise promoting specific social welfare and community service projects in conjunction with those organisations;
- (d) work in cooperation with other Anglican agencies and Dioceses within South Australia for the delivery of social welfare and community services throughout South Australia;
- (e) determine policies and authorise development projects for the effective delivery of social welfare and community services;
- (f) initiate and participate in programs to assist unemployed people;
- (g) liaise with statutory authorities and with other social welfare and community agencies;
- (h) raise and administer funds for the delivery of social welfare and community services;
- (i) provide integrated services that support and care for elderly people both in residential facilities and in the community;

- (j) pursue such other functions and activities as are consistent with or incidental to these objects.

6. FUNCTIONS

The functions of the Company are:

- 6.1 to provide, co-ordinate, arrange or lobby for the provision of resources and services for the carrying out of its objects;
- 6.2 to undertake programs of education, training, research and planning;
- 6.3 to publish and disseminate information resulting from those programs;
- 6.4 to raise funds by any lawful means and to invest, apply and disburse such funds by or for any lawful means or purpose in a manner consistent with its objects;
- 6.5 to acquire and/or manage property, including real property, which was formerly vested in the Synod for the purposes of social welfare and community services;
- 6.6 to acquire and/or manage such further property, including real property, for the purposes of social welfare and community services;
- 6.7 to acquire and/or manage any legacies and bequests, or any property, including real property, formerly vested in Anglican Community Services Children's Care Fund Incorporated.

7. POWERS

The Powers of the Company are:

- 7.1 to acquire, receive, hold, lease, deal with and/or dispose of any real or personal property, together with the income derived therefrom;
- 7.2 to establish and/or maintain premises, including residential premises, for the purposes of the provision of its services;
- 7.3 to receive donations, legacies and bequests together with all or any income derived therefrom;
- 7.4 to act as trustee;
- 7.5 to obtain financial accommodation and make investments;
- 7.6 to enter into agreements, arrangements, partnerships and joint ventures;
- 7.7 to receive and administer grants for charitable purposes connected with its objects;
- 7.8 to make grants for charitable purposes connected with its objects;
- 7.9 to employ staff;
- 7.10 to do all things necessary or convenient to be done for or in connection with the carrying out of its functions;
- 7.11 to exercise any of the powers conferred by the Act.

8. QUALIFICATION FOR MEMBERSHIP

- 8.1 All members of the Board will be Members of the Company notwithstanding that they may not be a member of the Synod.
- 8.2 Those persons who from time to time are members of Synod (including Alternate Lay Members of Synod at such time or times as they are entitled to attend a meeting of the Synod) and who have applied to be members of the Company shall be accepted as members of the Company.

- 8.3 Every applicant for membership of the Company will execute and deliver to the Company an application for membership in such form as the Board from time to time determines.
- 8.4 When an applicant has been accepted for membership of the Company, the Secretary will forthwith send to the applicant written notice of the applicant's acceptance and will enter the applicant's name in the register of Members.
- 8.5 No Member is to confer, speak, broadcast, write or publish on behalf of, or otherwise represent or purport to represent the Company in any way unless authorised in writing by the Board.
- 8.6 The rights of a Member of the Company are:
- (a) to attend, participate in and vote at any General Meeting;
 - (b) to join in a requisition of Members, to convene a General Meeting pursuant to sub-clause 12.2 and to convene a General Meeting in accordance with and subject to the provisions of sub-clause 13.1;
 - (c) to give notice of business to be brought before a General Meeting pursuant to sub-clause 14.3;
- 8.7 The rights of any Member are not transferable.
- 8.8 The Board may create and dissolve such additional categories of membership as the Board may from time to time determine but, subject to a right to attend and speak at a General Meeting, the members of such categories may not exercise the rights referred to in sub-clause 8.6.

9. RECOMMENDATIONS TO THE BOARD

In addition to their other functions and powers under the Constitution, the Members may by ordinary resolution make recommendations to the Board.

10. REGISTER OF MEMBERS

- 10.1 The Board will cause to be kept and maintained a register of Members which register may be kept in conjunction with the register of members of the Synod in accordance with any arrangement made to that effect with the secretary of the Synod. The Register of Members will be available for inspection by Members at the address of the registered office of the Company.
- 10.2 The address of a Member in the register of Members will be the address of the Member for the purpose of service of any notices to Members. It is the responsibility of each Member to advise the Secretary of his or her current postal and electronic addresses for the service of notices, and of his or her current means of contact by telephone, facsimile, email or other electronic means.
- 10.3 A Member's membership of the Company will cease:
- (a) if a person who became a Member of the Company by virtue of his or her membership of Synod ceases to be a member of Synod and such cessation of membership of the Company will be effective from the date of receipt by the Secretary of a notice from the public officer of Synod which so informs the Secretary;
 - (b) if a person who became a Member of the Company by virtue of his or her membership of the Board ceases to be a member of the Board and such cessation of membership of the Company will be effective from the date that the person stopped being a member of the Board;

- (c) if the Member resigns that membership by giving notice in writing to the Secretary and such resignation will be effective from the date of receipt of the notice by the Secretary;
 - (d) if the membership of the Member is terminated under sub-clause 10.5 and such termination will be effective from the date of the resolution of the Directors;
 - (e) if the Member dies.
- 10.4 The termination of a Member's membership (whether by resignation, expulsion or otherwise) will not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member whether they:
- (a) arise under this Constitution or otherwise; and
 - (b) are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 10.5 If any Member:
- (a) wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - (b) engages in conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company or its objects as set out in clause 5,
- the Board may by resolution censure, suspend or expel the Member from the Company.
- 10.6 Any Member who is proposed to be censured, suspended or expelled:
- (a) will be given at least one week's notice of the meeting of the Directors at which such a resolution is to be put which will state the nature of the allegations against the Member and the intended resolution; and
 - (b) will have the opportunity of giving orally or in writing any explanation or defence the Member may think fit at such meeting, before the passing of any resolution for censure, suspension or expulsion.
- 10.7 Any person who for any reason ceases to be a Member of the Company must no longer represent themselves in any manner as being a Member.

11. ANNUAL GENERAL MEETING

- 11.1 The Company will no later than 30 November in each year convene an Annual General Meeting of its Members.
- 11.2 The Annual General Meeting will be, as far as possible, convened at a time to coincide as conveniently as possible with a meeting of the Synod.
- 11.3 The Annual General Meeting will be specified as such in the notice of meeting.
- 11.4 The ordinary business of the Annual General Meeting will be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Board reports on the operation of services and on the transactions of the Company during the last preceding financial year;
 - (c) to receive the report from the auditor;
 - (d) to appoint an auditor as required. The auditor may only be removed by ordinary resolution of the Members at a General Meeting of which notice has been given;
 - (e) to consider making recommendations to the Board pursuant to clause 9.
- 11.5 The ordinary business of the Annual General Meeting does not need to be specified in the notice of meeting.

- 11.6 The Annual General Meeting may transact special business of which notice is given in accordance with the Constitution.
- 11.7 The Annual General Meeting will be in addition to any General Meetings of the Company that may be held in the same year, and which have been called pursuant to clause 12 or 13.

12. GENERAL MEETINGS CONVENED BY DIRECTORS

- 12.1 A majority of the Directors may, whenever they think fit, convene a General Meeting of the Company in accordance with sub-clause 12.3.
- 12.2 The Board will, on the requisition in writing of Members representing not less than five per cent (5%) of Members, convene a General Meeting of the Company. The Board 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.
- 12.3 A requisition for a General Meeting will state the objects of the meeting and will be signed by the Directors/Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Directors/Members making the requisition.

13. GENERAL MEETINGS CONVENED BY MEMBERS

- 13.1 If the Board does not call a General Meeting within 21 days after the date on which the requisition referred to in sub-clause 12.2 is sent to the address of the Secretary, 50% or more of the Members making the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- 13.2 A General Meeting convened by the Members pursuant to clause 13.1 will be convened in the same manner as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting will be refunded by the Company to the persons incurring the expenses.

14. NOTICE OF MEETING

- 14.1 The Secretary will, at least twenty one (21) days before the date fixed for holding a General Meeting, cause to be given or sent to each Member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting including the full text of any special resolution to be considered at the meeting.
- 14.2 No business other than that set out in the notice convening the General Meeting, or in the case of an Annual General Meeting, the ordinary business of that Annual General Meeting (as set out in sub-clause 11.4), will be transacted at the General Meeting.
- 14.3 A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary not less than thirty (30) days prior to the date scheduled for the next General Meeting and the Secretary after the receipt of the notice will include that business in the notice calling the next General Meeting.

15. PROCEEDINGS OF MEETINGS

- 15.1 No item of business will be transacted at a General Meeting unless a quorum of Members is present in person during the time when the meeting is considering that item.
- 15.2 Twenty five percent (25%) of the Members of the Company (being Members entitled under the Constitution to vote at a General Meeting) must be present in person to constitute a quorum for the transaction of the business of a General Meeting.
- 15.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting if convened on the requisition of Members will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present in person (being not less than fifteen (15)) will be a quorum.
- 15.4 The Chair, or in his or her absence, the Deputy Chair, will preside as Chair at each General Meeting.
- 15.5 If the Chair and the Deputy Chair are absent from a General Meeting, the Members present will elect one of their number to preside as Chair at the General Meeting.
- 15.6 The Chair of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned General Meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.7 Where a General Meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned General Meeting will be given as in the case of the General Meeting.
- 15.8 Except as provided in sub-clause 15.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

16. VOTING

- 16.1 Members will each have one vote only on any question arising at a General Meeting.
- 16.2 Only Members present may vote.
- 16.3 A question arising at a General Meeting will be determined on a show of hands and unless, before or on the declaration of the show of hands, a poll is demanded in accordance with sub-clause 16.4, a declaration by the Chair that a resolution on a show of hands has been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 16.4 If at a General Meeting a poll on any question is demanded by the Chair or by not less than five (5) Members present it will be taken at that General Meeting in such manner as the Chair may direct and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.
- 16.5 A poll that is demanded on the election of a Chair or on a question of an adjournment will be taken immediately and a poll that is demanded on any other question will be taken at such time before the close of the General Meeting as the Chair may direct.

17. THE BOARD

The affairs of the Company will be managed by the Board.

18. POWERS OF THE BOARD

Subject to this Constitution and the Act, but without otherwise limiting the authority conferred by clause 17 hereof, the Board may:

- 18.1 exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by the Constitution to be exercised by General Meetings of the Members or by the Synod;
- 18.2 perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Company.

19. MEMBERSHIP OF THE BOARD

19.1 The Directors will be:

- (a) one person appointed by the Bishop;
- (b) three (3) persons, who need not be Members of the Company and of whom not more than two (2) will be clergy, elected by the Members of the Company;
- (c) three (3) persons, who need not be members of the Provincial Council, elected by the Provincial Council; and
- (d) three (3) persons elected by the Board.

20. OFFICERS OF THE BOARD

20.1 The officers of the Board will be:

- (a) the Chair;
- (b) the Deputy Chair; and
- (c) the Secretary

20.2 The Board will appoint from their number a Chair who will hold office for the current term of their appointment to the Board, provided that no such appointment shall take effect unless approved by the Bishop.

20.3 The Board will elect from their number a Deputy Chair who will hold office for the current term of their appointment to the Board.

20.4 The Board will appoint a Secretary pursuant the Act.

20.5 The Secretary will be responsible for keeping company records and registers and otherwise administering the affairs of the Company and the business of the Board.

21. APPOINTMENT AND ELECTION OF THE BOARD

21.1 The person appointed to be a Director by the Bishop will be appointed as soon as practicable after the Annual General Meeting of the Company held in 2019, and every three years thereafter.

21.2 The Directors elected by the Members of the Company will be elected at the Annual General Meeting of the Company held in 2019, and every three years thereafter.

21.3 The Directors elected by the Provincial Council will be appointed at the first meeting of the Provincial Council held after the Annual General Meeting of the Company held in 2020, and every three years thereafter.

21.4 The Directors elected by the Board will be elected at the first meeting of the Board held

after the Annual General Meeting of the Company held 2021, and every three years thereafter.

- 21.5 Subject to clauses 21.6 and 21.10, Directors are appointed or elected for a three (3) year term and will be eligible for re- appointment or re-election as the case may be for a maximum of three (3) consecutive terms of three (3) full years however occurring. All Directors will hold office until their successors are appointed or elected.
- 21.6 In exceptional circumstances, or to allow the Chair to serve at least two consecutive terms, a Director holding the office of Chair may be eligible for re-appointment for a fourth term of three (3) years.
- 21.7 Subject to clause 21.8, any vacancy in the membership or office of the Board will be filled in the same manner as the previous occupant was appointed or elected and by the same authority, with any such appointment being for the balance of the previous occupant's term.
- 21.8 The Board will have the power to fill a vacancy in respect of any Director elected in accordance with clause 21.2, with such appointment being valid until the next Annual General Meeting, at which time the Members of the Company will fill the vacancy, with such appointment being for the balance of the previous occupant's term.
- 21.9 No employee of the Company will be eligible for election to the Board.
- 21.10 The office of a Director will become vacant in any of the following circumstances:
- (a) if the Director dies;
 - (b) if the Director ceases to be entitled to be a Director by virtue of the provisions of any statute;
 - (c) if the Director becomes a bankrupt or makes an arrangement or composition with his or her creditors generally;
 - (d) if the Director 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;
 - (e) if the Director is convicted of an indictable offence, or of an offence which, if committed in South Australia would be an indictable offence;
 - (f) if the Director resigns from office by notice in writing to the Board delivered to the Chair;
 - (g) if the Director is absent from three or more consecutive meetings of the Board without the permission of the Board;
 - (h) if the term of office expires and the Director is not re-elected in the manner provided in the Constitution; or
 - (i) if the Director becomes an employee of the Company.

22. PROCEEDINGS OF THE BOARD

- 22.1 The Board will meet at least six (6) times each financial year at such places and at such times as the Board may determine.
- 22.2 Additional meetings of the Board may be convened by the Chair or by three (3) Directors.
- 22.3 Seven (7) days written notice will be given to Directors of any additional meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting, provided always that the Directors may by ordinary resolution agree retrospectively to accept a shorter period of notice.
- 22.4 Fifty per cent (50%) of the number of Directors constitute a quorum for the transaction

of the business of a meeting of the Board.

- 22.5 No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day of the same week in the following month unless the meeting was a special meeting in which case it lapses.
- 22.6 At meetings of the Board:
- (a) the Chair, or in his or her absence, the Deputy Chair will preside; or
 - (b) if the Chair and the Deputy Chair are absent, such one of the remaining Directors as may be chosen by the Directors present will preside.
- 22.7 Questions arising at a meeting of the Board or of any committee appointed by the Board will be determined on a show of hands.
- 22.8 Each Director or member of a committee present at a meeting of either the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 22.9 Notice of each Board meeting will be served on each Director by delivering it to that Director personally, by sending it by pre-paid post addressed to that Director at his/her usual or last known place of abode or electronically to an email address or facsimile number provided by the Director for the purposes of sending such notices.
- 22.10 Subject to sub-clause 22.4, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any Director.
- 22.11 The Secretary will arrange for minutes of the resolutions and proceedings at each General Meeting and each Board Meeting to be kept in books provided for that purpose together with a record of the names of persons present at such meetings.

23. COMMITTEES

- 23.1 Subject to the Act, the Constitution and the Rules, the Board may from time to time establish such committees as it thinks fit to exercise powers delegated by the Board, to advise the Board or for any other purpose.
- 23.2 A committee will consist of:
- (a) such Directors as the Board determines; and
 - (b) such other persons (if any) as the Board determines.
- 23.3 The Board may determine the number of members of a committee who are Directors who must be present when a question is determined by a committee.
- 23.4 Subject to the Act, the Constitution and the Rules, the proceedings of a committee are in its discretion.
- 23.5 The Board may at any time dissolve a committee established under this clause.

24. PECUNIARY INTERESTS

- 24.1 A Director or a member of a committee established under clause 23 who has a pecuniary interest in a matter being considered, or about to be considered, by the Board or committee must, as soon as practicable after the relevant facts have come to the Director's or member's knowledge, declare the nature of that interest at the meeting of the Board or committee.
- 24.2 The chair of a meeting at which a declaration is made under this clause must cause a record of the declaration to be made in the minutes of the meeting.
- 24.3 Unless the Board or committee otherwise resolves, a Director or a member of a

committee who has made a declaration under sub-clause 24.1 must not be present during any deliberation with respect to, or vote on, the matter in respect of which the declaration is made.

25. CHIEF EXECUTIVE

- 25.1 The Board may appoint a person as the Chief Executive of the Company, provided that no such appointment shall take effect unless approved by the Bishop.
- 25.2 Except at the discretion of the Bishop, a person who is not a communicant member of the Anglican Church of Australia is not eligible to be appointed as the Chief Executive.
- 25.3 The Chief Executive holds office on such terms and conditions as are determined by the Board.
- 25.4 The Board may remove the Chief Executive from office.
- 25.5 Subject to the Directors resolving to exclude the Chief Executive from a meeting or from consideration of a particular item, the Chief Executive is expected to attend all Board and committee meetings.

26. PROPERTY AND INCOME OF ANGLICARE SA

- 26.1 Subject to this clause, the property and income vested in, or acquired by, the Company, however derived, except insofar as it is subject to a trust, must be held and applied solely towards the objects of the Company as set out in the Constitution.
- 26.2 Property and income of the Company must not be paid or transferred directly or indirectly by way of profit to a Director, Member or an employee of the Company.
- 26.3 Nothing in this Constitution prevents the payment in good faith of remuneration to any officer, employee or Member of the Company (including any firm or corporation in which any officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from any Member, or reasonable and proper rent for premises let by any Member to the Company.
- 26.4 The Company will not cause to be incorporated or otherwise acquire a subsidiary unless:
 - (a) the objects of that subsidiary are the same as or are limited to a purpose that falls within the objects of the Company; and
 - (b) the constitution of that subsidiary provides that:
 - (i) the appointment of every director of that subsidiary must be approved by the Company, via resolution of its Board, prior to appointment;
 - (ii) a majority of directors of that subsidiary shall be appointed by the Board; and
 - (iii) the chair of the board of the subsidiary shall be appointed by the Board.

27. ACCOUNTS OF ANGLICARE SA

- 27.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of the Company and such other records as sufficiently explain the financial operations and financial position of the Company.
- 27.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is

maintained over the assets of the Company and over the incurring of liabilities by the Company.

- 27.3 The Board must cause the accounts of the Company to be audited annually by a registered company auditor appointed by the Annual General Meeting.
- 27.4 The Board must cause the audited accounts and an annual report on the operations of the Company to be presented to the Annual General Meeting.
- 27.5 The Board will make available to each annual or special session of the Synod its most recently audited accounts and annual report on the operations of the Company.

28. RULES OF ANGLICARE SA

The Board may, in accordance with the Constitution, make rules not inconsistent with the Act, the ACNC Act or the Constitution.

29. INDEMNITY

- 29.1 A Director or a Member of the Company or a member of a committee of the Board and each employee of the Company is entitled to be indemnified out of the assets of the Company against:
- (a) all or any loss or liability incurred by him or her in carrying out duties as such Director, Member, member of a committee or employee, not being a loss or liability in respect of any wilful act or omission amounting to negligence, default, breach of duty or breach of trust on his or her part; and
 - (b) all or any liability incurred as such by a Director, Member, member of a committee or employee in defending any proceedings whether civil or criminal in which judgment is given in his or her favour, or in which he or she is acquitted.
- 29.2 The Company may apply such assets of the Company as are necessary for the purposes of this clause.

30. AMENDMENT OF THE CONSTITUTION

- 30.1 Subject to clause 30.2, the Constitution will not be altered except by special resolution of the Members of the Company present and voting at a General Meeting of the Company.
- 30.2 The Constitution will not be altered in such a way that removes or otherwise substantially alters provisions relating to the Synod, its members or its Diocesan Council, except by special resolution of the Members of the Company present and voting at a General Meeting of the Company, and confirmed by resolution of the Synod.

31. WINDING UP OR DISSOLUTION

- 31.1 The Company may be wound up upon the adoption by Members of a special resolution to that effect passed at a General Meeting held in conjunction with the annual or any special session of the Synod.
- 31.2 On the winding up of the Company, if there are any assets remaining after satisfaction of the liabilities of the Company, the assets must be paid or transferred as determined by the Members to an organisation the objects of which are or include charitable objects similar to those of the Company and which is connected with the Anglican Church of Australia within the State of South Australia or, if there is no such organisation approved by the Members, to an organisation the objects of which are or include charitable objects for the relief of poverty and which is connected with another

Christian denomination.

- 31.3 Each Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a Member or within one (1) year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Twenty Dollars (\$20.00).

32. NOTICES

- 32.1 A notice may be served by or on behalf of the Company on any Member either personally or by sending it by pre-paid post to the Member at the Member's address shown in the Register of Members or electronically to an email address or facsimile number provided by the Member to the Company for the purposes of sending such notices.
- 32.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 32.3 Where a notice or other document is properly addressed and sent to a Member's email address or facsimile number provided by the Member to the Company for such purposes, the document will, unless the contrary is proved, be deemed to have been given to the person on the day following the day on which it was transmitted.

33. ELECTRONIC MEETINGS OF DIRECTORS

- 33.1 For the purposes of this Constitution, the contemporaneous linking together by telephone or other electronic means of instantaneous communication device of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the conditions which follow are met.
- (a) All the Directors for the time being entitled to receive notice of the meeting of Directors will be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous communication device or in any other manner permitted by this Constitution.
 - (b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.
 - (c) At the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.
- 33.2 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chair of the meeting of his or her intention to leave the meeting and a Director will be conclusively presumed to have been present and to have

formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.

- 33.3 A minute of the proceedings at meetings held by an instantaneous communication device will be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.
- 33.4 For the purpose of this Constitution “instantaneous communication device” will include telephone, computer, television or any other audio and/or visual device which permits instantaneous communication individually or in combination.
- 33.5 The provisions contained in this clause will also apply to committees of the Board with the necessary alteration of the words “committee member” or “committee members” where the words “Director” or “Directors” appear in this clause.

34. CIRCULATING RESOLUTIONS OF DIRECTORS

- 34.1 If a requisite majority of Directors have signed a document containing statement that they are in favour of a resolution in the terms set out in the document and reasonable notice of the proposed resolution has been given to all Directors, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and time at which the document was last signed and at the time at which the document was last signed by one of the majority of Directors. Such a document will be deemed to constitute a minute of that Board meeting.
- 34.2 Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the day on which they signed the separate documents.

35. THE VISITOR

- 35.1 The Bishop shall be the Visitor.
- 35.2 The Visitor shall be entitled to execute all the rights, privileges, powers and duties vested in or appertaining to visitors.

36. TRANSITIONAL ARRANGEMENTS

- 36.1 Notwithstanding clause 21.5, in order to facilitate a smooth transition, and taking into account the terms already served, the Directors at the time of adoption of this Constitution, may be eligible for appointment or election for up to one additional term of three (3) years.