# SEVENTH-DAY ADVENTIST CHURCH
# (NORTH NEW SOUTH WALES CONFERENCE) LTD
# CONSTITUTION

### *General*

1. The name of the Company is **Seventh-day Adventist Church (North New South Wales Conference) Limited** and in this Constitution, “the Company” means Seventh-day Adventist Church (North New South Wales Conference) Limited.

2. The registered office of the Company will be situated in the State of New South Wales in the Commonwealth of Australia.

3. In this Constitution, unless there is something in the subject or context of any regulation inconsistent therewith:
“ACA” means Australasian Conference Association Ltd;
“The Australian Union Conference” means that part of the Church with geographical territory as defined from time to time but including the territory of the North New South Wales Conference;
“The Board” means the members for the time being of the Board of directors of the Company;
“The Church” means the Seventh-day Adventist Church;
“Executive Committee” means the Executive Committee of the North New South Wales Conference;
“for cause” when used in connection with removal from an elected or appointed position shall include incompetence and/or conduct which in the opinion of the members at general meeting or of the Board as the case may be amounts to, but is not limited to persistent failure to co-operate with duly constituted authority in substantive matters and with relevant employment and Church principles, and/or actions which may be susceptible to discipline within the Church in accordance with Church principles at the relevant time;
"Law" means the Corporations Act 2001 as amended from time to time;
“Local Churches” means those church congregations organised within the territory of the North New South Wales Conference from time to time as recognised from time to time by the North New South Wales Conference in Session;
"Month" means the calendar month;
“Officer” when used in this Constitution, means “a director” or “secretary” or “chief executive officer” of the Company;
"Regulations" means the regulations in this Constitution and all supplementary substituted or amended regulation for the time being in force;
“Session” in relation to the North New South Wales Conference means the meeting of delegates appointed by the Local Churches held in accordance with the North New South Wales Conference Constitution;
“The South Pacific Division” is a division of the Church with geographical territory as defined by the Church from time to time but which includes Australia and certain nations located in the South Pacific Ocean;
“Special Session” means a Session or Sessions of the North New South Wales Conference which is or are not Regular Sessions, as defined by the North New South Wales Conference Constitution;
“South Pacific Division Working Policy” means those policies, amended from time to time, set out as such by the South Pacific Division;
“Term” means the period of approximately three years from one North New South Wales Conference Session until the next Session;
“The Termination Notice” means the written notification or notice referred to in Rule 12.1.2(c and (d);

"The North New South Wales Conference" is a part of the Church with geographical territory as defined by the Church from time to time;
"Writing" shall include printing and other modes of reproducing words in visible form;
Words importing the singular number only include the plural, and vice versa;
Words importing persons include corporations;
Words importing masculine gender only shall include females;
The word "secretary" (of the Company) shall include the secretary, an assistant/associate secretary (if applicable) and the acting secretary for the time being of the Company.

### ***Objects & Powers***

4.1 The Company is established by the North New South Wales Conference of the Church for the purposes of exercising and assuming, as the case may be, the duties, liabilities, responsibilities, powers, rights and entitlements of the Executive Committee from time to time save for those retained by the Executive Committee and recorded by written instrument by the Executive Committee as so retained.

4.2 The principal object of the Company is to aid and forward, principally in the North New South Wales Conference, the object of the Church of proclaiming to all nations the everlasting gospel of our Lord and Saviour, Jesus Christ, and encouraging people to become His disciples and responsible members of the Church. This objective is to be effected in the North New South Wales Conference by the Company, while working in harmony with the principles of the Church and the South Pacific Division's Working Policy.

4.3.1 Without limiting the generality of 4.2, the Company may pursue the principal object through supplementary objects that may include the following: -

(a) To advance the personal development of church and community members through the operation of the Local Churches and or in conjunction with other programs;

(b) To assist the Local Churches and other companies of church members in the building and maintenance of churches;

(c) To advance the educational outcomes and experiences of members of the Church and other members of the community;

(d) To promote and foster the Biblical scholarship and research of the Church and the Local Churches;

(e) To promote good health, abstinence from drugs and other harmful substances, a vegetarian lifestyle and nutritional understanding in the Church, the Local Churches and in the community;

(f) To promote and foster strong and nurturing families and family relationships within the Church, the Local Churches and in the community;

(g) To ensure the thorough preparation and on-going assistance, evaluation and training of ministers, teachers and others, whether employee or volunteer, so that they are equipped to carry out the objects of the Church;

(h) To promote the dissemination of the Bible and Biblically related publications through publishing, distribution and sale networks of the Church;

(i) To develop programs that communicate effectively to Church members and those in the wider community in harmony with the principles of the Church and the South Pacific Division's Working Policy;

(j) To promote the evangelical and family principles espoused by the Church both within the Church and in the community;

(k) To promote and advocate religious freedom;

(l) To assist those who have suffered from natural disasters;

(m) To assist the Local Churches and other companies of church members in the building and maintenance of health, educational, aged care, welfare and other physical facilities incidental to the objects of the Church;

(n) To assist those who suffer from disadvantage and need of any form;

(o) To assist the special needs of children, young persons, disabled persons, women and the elderly;

(p) To develop programs which promote the objects of the Church among the Aboriginal and Torres Strait Islander communities and any other minority community;

(q) To assist the Executive Committee in developing policies and procedures appropriate to the needs of the Church in the North New South Wales Conference;

(r) Do all such other things as are or may be incidental or conducive to the attainment of any of the above objects.

5.1 In pursuance of the foregoing, the Company has the powers set out in s.124 of the Law.

5.2 Without limiting the generality of 5.1, the Company may, in harmony with the South Pacific Division's Working Policy,

(a) Carry on religious charitable and educational work;

(b) Make donations gifts or appropriations to persons companies institutions organisations and enterprises of or affiliated with the Church;

(c) Acquire take and hold real and personal property including shares;

(d) Prepare print publish and circulate religious moral educational and other similar tracts pamphlets periodicals newspapers books literature, web-sites, electronic publications and works of art;

(e) Make appointments or terminate or vary any such appointment or remove for cause any person appointed by the Company;

(f) Acquire any rights or privileges that the Company may regard as necessary desirable or expedient for the primary objects hereof or for promoting its interests or those of the Church;

(g) Purchase take on lease or exchange hire or otherwise acquire any real or personal property and maintain erect or alter any buildings or works necessary or convenient for the carrying out of any or all of the objects of the Company;

(h) Sell improve lease or otherwise deal with all or any part of the property of the Company;

(i) Invest any moneys of the Company not immediately required by the Company upon such securities as may from time to time be determined;

(j) Receive income from trusts donations legacies and bequests under wills or otherwise and raise money required for the Company in such manner as the Company shall think fit;

(k) Borrow money or receive money on deposit either without security or secured by debentures debenture stock (perpetual or terminal) legal or equitable mortgage or other security charged on the undertaking of all or any of the assets of the Company including the moneys due on the winding-up and give such guarantees and indemnities either unsecured or secured as may be deemed necessary or desirable;

(l) Lend money for such purposes as may be germane to the objects of the Company and on such terms as may seem expedient;

(m) Make by-laws and regulations and do all such other things as may be incidental or conducive to the attainment of the objects of the Company or any of them or which may be incidental or conducive to the government and maintenance of the Company;

(n) Sell or dispose of the assets of the Company or any part thereof for such consideration as the Company may think fit and in particular for debentures or securities of any other company or association having similar objects and activities;

(o) Do all such other things as are or may be incidental or conducive to the attainment of any of the above.

### ***Company Name***

6.1 The use of the expression "Seventh-day Adventist Church" by the Company in the company name and the use of that name or any other trade or business names registered to ACA is subject to a separate licence agreement being entered into by the Company and ACA. The continuing use of the expression "Seventh-day Adventist Church" (or any derivative) by the Company in the company name is subject to compliance by the Company with that licence agreement.

6.2 Subject to part 5B.3 of the Law any change to the company name by the Company itself requires a resolution of members which:–

(a) has first been approved in writing by the Australian Union Conference Executive Committee, and

(b) must be passed by not less than a two-third majority of the members of the Company.

7. If the licence to use the expression "Seventh-day Adventist Church" in the Company name is to be withdrawn or cancelled or otherwise terminated by ACA, then the remaining members of the Company shall, if requested by ACA, (and in addition to the obligations imposed by 12.1.2(c)) also call an extraordinary general meeting at which the name of the company shall be changed so that it does not use the expression "Seventh-day Adventist Church" or any derivative thereof.

8. The income and property of the Company shall (subject to any specific trusts affecting the same) be held and applied solely for the purposes of the Company and of the North New South Wales Conference and of the Church and no portion of such income or property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever called by way of profit to the persons who at any time or times are or have been members of the Company or any of them or to any person claiming through any of them PROVIDED THAT nothing herein contained shall prevent the payment in good faith of specified remuneration, wages, and/or allowances to any officers or servants of the Company or to any member thereof or other person in return for any services actually rendered to the Company or be deemed to exclude any member of the Company from the benefit of any grant made in furtherance of any of the objects of the Company or shall prevent the bona fide relieving or assisting of persons or the wives widows families or relations of members of the Church who have become poor and necessitous or are deceased or prevent the payment of interest at the current rate for the time being on any money borrowed from any member of the Church for any of the purposes of the Company or the North New South Wales Conference or the Church or be deemed to exclude any member of the Company or the North New South Wales Conference or the Church from the benefit of any grant made under or in furtherance of any of the objects of the Company or North New South Wales Conference or the Church.

9. In addition to any requirements imposed by the Law, any resolution to place the Company into voluntary liquidation must first be approved in writing by not less than a two-third majority of the Australian Union Conference Executive Committee.

10. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that the person is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before the time at which the person ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars.

11. If the Company should at any time by reason of statutory proceedings or from any other cause whatsoever be placed in liquidation or in the course of winding up and if upon the winding-up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property and assets whatsoever the same should not be paid to or distributed amongst the then members of the Company but shall be paid given or transferred to or to trustees for and to be nominated by or on behalf of an income tax-exempt legal entity as recommended by not less than a two-third majority of the Australian Union Conference Executive Committee for the objects of the Church in North New South Wales; and in default of any such recommendation by the Supreme Court having jurisdiction in the matter.

### ***Members of the Company***

12.1 The qualification of a member of the Company shall be that that the person:-

(a) not be convicted of an indictable offence or any other criminal offence,
(b) is a member of the Church in regular standing, and
(c) is a member for the time being of one of the two categories described in 12.1.1 or 12.1.2.

12.1.1 ***Ex-officio Members***:

(a) the President of the South Pacific Division;
(b) the Secretary of the South Pacific Division;
(c) the Treasurer of the South Pacific Division;
(d) the Corporate Services Secretary of the South Pacific Division;
(e) the President of the Australian Union Conference;
(f) the Secretary of the Australian Union Conference;
(g) the Treasurer of the Australian Union Conference;
(h) the President of the North New South Wales Conference;
(i) the Secretary of the North New South Wales Conference;
(j) the Treasurer of the North New South Wales Conference.

Provided that where one person holds any two of the positions named above, that person shall have the rights and responsibilities of a single ex-officio member only.

12.1.2 ***Elected Members***:

(a) Subject to paragraph 12.1.2(b), elected members shall be elected by the North New South Wales Conference at its Session held pursuant to the North New South Wales Conference constitution and must comprise members of the Executive Committee who are not ex-officio members of the company for a Term extending to the next Session.
(b) Between Sessions of the North New South Wales Conference, the Executive Committee may fill by appointment any vacancies in the Elected Members category whether such vacancies are created by resignation or removal or loss of qualification or other reason and the period of membership of any such appointees shall expire at the end of the Term in which they were appointed or earlier in accordance with this constitution. Such appointment shall be by resolution passed at a meeting of the Executive Committee and shall be made from the same group (as set out in (a) above) in which the vacancy occurred.
(c) Notwithstanding 12.1.2(a) and 12.1.2(b), if written notification is received by the Company from ACA that the licence to use the expression “Seventh-day Adventist Church” in the Company name is to be withdrawn or cancelled or otherwise terminated by ACA, then the membership positions filled by elected members (“the Retiring Elected Members”) shall be automatically declared vacant and the Australian Union Conference shall cause to be called a Special Session of the North New South Wales Conference as soon as practicable, chaired by the Australian Union Conference President, to appoint persons to fill the vacancies thus created from within the Elected members.
(d) The meeting referred to in (c) hereof shall take place as soon as practicable after receipt of the Termination Notice by the Company but in any event not less than 14 days prior to the intended termination date of the said licence. Forthwith upon appointment of a new membership to the Elected Members category in accordance with (c), the Company shall notify ACA and invite ACA to withdraw the Termination Notice.
(e) The period of membership of Members appointed by the special Session under (c) hereof shall expire at the end of the Term in which they were appointed or earlier in accordance with this constitution.

12.2 When any person holding such qualification as aforesaid agrees to be admitted to membership of the Company the person must sign and deliver to the Secretary of the Company an application for admission in the terms following, that is to say:

"To Seventh-day Adventist Church (North New South Wales Conference) Limited: I, ................................................................................................ of ............................................................................................ being a member of the Church in regular standing, hereby request you to enter my name in the register of members of the Company subject to your Constitution, the obligations of which I hereby accept. I declare that, in all respects, I conform to the qualifications required by rule 12.1.

Dated this ………………………………….. 20……"

12.3 The Board upon receiving any such application as is mentioned in the last preceding sub-rule and upon being satisfied that the applicant is qualified for membership shall enter the name of such applicant in the register of the members of the Company.

12.4 Members may serve for more than one Term and may serve in consecutive Terms.

13. The rights of a member as such shall be personal, and shall not be transferable, and shall cease at death or on loss of Church membership.

14.1 Between Sessions of the North New South Wales Conference, a member of the Elected Members category shall cease to be a member of that category if a two-thirds majority of those present and voting at a meeting of the Executive Committee, after consideration of the recommendation (if any) of the Board of the Company, so determine. Any such determination may be made only "for cause" and / or if the member ceases to be a member of the Church in regular standing.

14.2 (a) Any elected member who ceases to be a member of the Elected Members category, and

(b) Any ex-officio member who ceases to hold the relevant office

ipso facto loses qualification for membership of the Company.

15. In case any member shall lose qualification for membership, the person shall thereupon ipso facto cease to be a member of the Company.

16. Any member may withdraw from the Company by giving one month's notice in writing to the Board of his/her intention so to do, and upon the expiration of such notice the person shall cease to be a member.

17. Any person:-

(a) who has ceased to be a member of the Church in regular standing, or;
(b) who has become mentally incapacitated, or;
(c) who is convicted of an indictable offence or any other criminal offence, or;
(d) who is or becomes or has become disqualified from managing corporations under Part 2D.6 of the Law (or under any similar or corresponding provision in any amending legislation)

ceases to be qualified for membership of the Company.

### *Board of Directors*

18.1 The management of the business and affairs of the Company shall be vested in a Board of directors.

18.2 The qualification of a director of the Company shall be that the person:-

(a) has not been convicted of an indictable offence or any other criminal offence, and,
(b) be a member of the Church in regular standing, and
(c) be a member of either category set out in rule 20.

19.1 The directors of the Company shall be composed of Ex Officio Directors as set out in 20.1 hereof and Appointed Directors as set out in 20.2 provided that two thirds of the directors are Australian residents.

19.2 No director, whether Ex Officio or Appointed, shall be appointed as a director unless the person has first given the Company a written consent to act as director. Such consent must include a declaration attesting that the person conforms to the qualifications required by rule 18.2.

20.1 The Ex Officio Directors shall be the following six persons:-

(a) the President of the North New South Wales Conference;
(b) the Secretary of the North New South Wales Conference;
(c) the Treasurer of the North New South Wales Conference.
(d) the President of the Australian Union Conference;
(e) the Secretary of the Australian Union Conference;
(f) the Treasurer of the Australian Union Conference.

Provided that where one person holds any two of the positions named above, it shall be only that person who has the rights and responsibilities of a single ex-officio director.

20.2 The Appointed Directors shall be recommended by a majority of persons at a regular or special Session of the North New South Wales Conference and then confirmed by resolution passed by the members of the Company at the first members' meeting immediately following the North New South Wales Conference Session or at such other times as the members of the Company determine.

20.3 All Directors of the Company must also be members of the Company.

21. Between Sessions of the North New South Wales Conference, the members of the Company may fill by appointment any vacancy or vacancies in the Appointed Directors category whether such vacancies are created by resignation, removal, by the failure to appoint at the first members' meeting immediately following the North New South Wales Conference Session or other reason and the period of appointment of any such appointees shall expire at the end of the Term in which they were appointed, or earlier in accordance with this Constitution. Such appointment shall be by resolution passed at a general meeting of members. If two or more persons are proposed for appointment as directors, a separate resolution is required in respect of each.

22. Directors may serve for more than one Term and may serve in consecutive Terms.

23. A director shall vacate office if the person:-

(a) ceases to be a member of the Church;
(b) has attained the age of 72 years, in which case the person shall vacate office at the next directors' meeting after he has attained the age of 72 years provided that a reappointment may be made pursuant to Section 201C of the Law;
(c) cannot manage the Company because of mental incapacity;
(d) becomes an insolvent under administration;
(e) is or becomes or has become disqualified from managing corporations under Part 2D.6 of the Law (or under any similar or corresponding provision in any amending legislation);
(f) is convicted of an indictable or any other criminal offence.

24. Any director who, being an ex-officio director, ceases to hold the relevant office shall vacate the office of director.

25.1 A director of the Company may resign as a director by giving a written notice of resignation to the Company at its registered office.

25.2 If any director who is also a member of the Company resigns from the office of director, then the person ceases to be a member of the Company from the effective date of the resignation and the Board shall remove his/her name from the register of the members of the Company.

26. The members of the Company may, by ordinary resolution, remove a director before the end of the director's period of office, in accordance with the procedure set down in the Law.

27 No vacancy or vacancies in the office of a member of the Board shall affect the authority or powers of the Board and subject to the provisions as to a quorum such authority and powers may be exercised by the members for the time being holding office.

## *General Meetings*

28.1 General meetings shall be held once in every year at such time and place (or places in accordance with sub-rule 28.3) either in or outside North New South Wales as may be prescribed by the Company in general meeting and if no time or place is so prescribed such time and place either in or outside of North New South Wales may be determined upon by the Board. The abovementioned general meetings shall be called "ordinary meetings" and all other meetings shall be called "extraordinary meetings".

28.2 In addition to the ordinary meetings referred to in 28.1, the Board may call a meeting of the Company's members at any time and for any purpose connected with Company business.

28.3 The Company may hold a meeting of its members (in accordance with s.249S of the Law) at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

29. Meetings shall be held on requisition of any of the members in accordance with the provisions of Section 249D of the Law.

30. Not less than thirty days' notice (if given by advertisement) or less than twenty-one days' notice (if given otherwise than by advertisement) of any general meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day of the meeting) specifying those matters required to be specified by s.249L of the Law, including the day, hour, and place or places of the meeting, and in case of special business the general nature of the business to be transacted, shall be given in manner hereinafter mentioned or in such other manner as may from time to time be prescribed by the Company in general meeting; but the accidental omission to give notice of any meeting to or the non-receipt of such notice by any of the members shall not invalidate any resolution passed at any general meeting. A general meeting may be convened at shorter notice in accordance with s.249H of the Law.

### *Proceedings at General Meetings*

31. The business of an ordinary meeting shall be to receive and consider the financial statements, and the reports of the Board and the auditors; to elect members of the Board in the place of retiring directors; and to transact any other business which under this Constitution ought to be transacted at an ordinary meeting.

32. All other business transacted at any ordinary meeting and all business transacted at an extraordinary meeting shall be deemed special.

33.1 No business shall be transacted at a general meeting unless a quorum of members is present at the time for the meeting to proceed to business, and such quorum shall be ascertained as set out in sub-rule 33.2.

33.2 If the members of the Company at the time of the meeting do not exceed twenty in number the quorum shall be eight; if they exceed twenty and do not exceed forty the quorum shall be ten; if they exceed forty and do not exceed sixty the quorum shall be twelve, and thereafter one shall be added to the quorum for every twenty additional members.

33.3 A quorum must be present at all times during the meeting.

34. If within one hour after the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Chairman of the meeting may then appoint; and if at such adjourned meeting a quorum is not present, it shall be adjourned, sine die, but no notice of any such adjournment shall be required to be given to the members and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

35. <u>This Rule replaces replaceable rule s.249U of the Law</u>.

35.1 The President of the North New South Wales Conference shall be entitled to preside as Chairman at every general meeting of the Company.

35.2 If at any general meeting the President of the North New South Wales Conference be not present or be present but before or during the meeting elect not to act as Chairman the Secretary of the Conference, if present, shall be the Chairman. If both the President and the Secretary be absent or elect not to act as Chairman the Treasurer of the Conference shall chair the meeting.

35.3 If all of the President, Secretary and Treasurer are absent or elect not to chair the meeting, the President must choose a member present to act as Chairman during such absence.

36. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

37.1 A resolution is carried by a majority of votes of those entitled to vote at the meeting, save where otherwise stipulated by this Constitution or the Law.

37.2 At any general meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried on a show of hands and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

37.3 If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in general meeting.

### ***Votes of Members***

38.1 Subject to sub-rule 38.2, every member shall have one vote, and no more, both on a show of hands and a poll.

38.2 The Chairman has a casting vote both on a show of hands and a poll.

39. A member may appoint in writing another person who must also be

(a) a member, and
(b) approved by the Board as a proxy prior to the meeting,

as proxy or attorney to attend and vote instead of the member at the meeting, save that a proxy is not entitled to vote on a show of hands.

40. A challenge to a right to vote at a meeting of the Company's members:

(a) may only be made at the meeting; and
(b) must be determined by the Chairman at the meeting, and the Chairman's decision is final.

### ***Proceedings of the Board of Directors***

41. <u>This Rule replaces replaceable rules s.248F and s.248G of the Law</u>

The members of the Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. The quorum of members of the Board necessary for the transaction of business shall be seven. Questions arising at any meeting of the Board shall be decided by a majority of votes of those entitled to vote on the resolution, and each member of the Board shall have one vote only; and in case of an equality of votes the Chairman shall have a second or casting vote.

42. This Rule replaces replaceable rule s.248E of the Law

The President of the North New South Wales Conference shall chair directors' meetings. In the absence of the President, the Secretary of the Conference shall chair the meeting and in the absence of both President and Secretary, the Treasurer of the Conference shall chair the meeting of directors.

If neither the President nor Secretary nor Treasurer is able to attend a meeting of directors, the President must delegate a director present to chair the meeting.

Where the meeting is held by means of a technology consented to by all of the directors of the Company as allowed by s.248D of the Law, and neither the President nor Secretary nor Treasurer for the time being of the Conference is available to chair the meeting, the President must delegate a director taking part to chair the meeting.

43. This Rule replaces replaceable rule s.248C of the Law

The Chairman or any *seven members of the Board may at any time (and the secretary shall upon the request in writing of said seven members of the Board) convene a meeting of the Board. The meetings of the Board shall ordinarily be held in such place or places in the State of North New South Wales as the Board shall from time to time determine, but any of such meetings may be held in any other place in the Commonwealth of Australia or elsewhere which the Board may from time to time determine upon.

44. This Rule replaces replaceable rule s.236A of the Law

Subject to rule 8 above, the directors of a company are to be paid the remuneration that the Company determines by resolution. The Company may also pay the directors' travelling and other expenses that they properly incur:

(a) in attending directors' meetings or any meetings of committees of directors; and
(b) in attending any general meetings of the Company; and
(c) in connection with the Company's business.

45. The replaceable rule contained in s.226D of the Law shall not apply to the Company

The Board may delegate any of their powers to committees consisting of such member or members as they think fit and such delegation must be recorded in the Company's minute book, and any committee so formed:-

(a) shall include (but not be limited to) a member or members of the Board;
(b) shall in exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board (and the effect of the committee exercising a power in this way is the same as if the directors had exercised the power);
(c) may obtain and consider the advice of a person or persons with relevant expertise (as determined by the Board on reasonable grounds), whether or not such persons are members of the Board, at any meeting(s) of the said committee.
(d) shall, in considering the advice referred to in (c), make by the individual directors constituting the committee, an independent assessment of the information or advice.

46. A committee shall have as Chairman of its meetings such person as is designated by the Board as Chairman of the committee, and if no such Chairman is designated or if the person is not present at the time appointed for the holding of a committee meeting, the committee meeting shall be adjourned.

47. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

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

49. <u>This Rule replaces replaceable rule s.248A of the Law</u>

A resolution in writing (other than a resolution modifying or repealing any rule or sub-rule of this Constitution and other than a resolution reserved for the determination of members at a general meeting) signed by two-thirds of the members of the Board and containing a statement that they are in favour of the resolution set out in the document shall be as valid as if it had been passed at a meeting of the Board duly-called and constituted.

For this purpose, separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

50. The secretary shall cause minutes to be entered:-

(a) of all appointments of officers;
(b) of the delegation of any of the Board's powers to a committee of the Board;
(c) of the names of the members of the Board present at each meeting of the Board and of any committee of members of the Board;
(d) of all orders made by the Board and committees of members of the Board;
(e) of all resolutions and proceedings of general meetings of the Board and committees and any such minutes of any such meetings of the Board or of any committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be received as prima facie evidence of the matters stated in such minutes.

51. A member of the Board shall not be disqualified from holding any office or place of profit with the Company (other than that of auditor) but at any meeting of the Board the member shall not vote on any question relating to his/her appointment or tenure of such office or place of profit.

### *Alteration of this Constitution*

52. A resolution altering or repealing any rule or sub-rule of this constitution (including this rule) shall, in the first instance, be subject to:

(a) approval of not less than 75% of the members entitled to vote on the resolution at a general meeting of the Company, and then
(b) upon the recommendation of the Executive Committee, and then

(c) when, in the opinion of the members of the Company, the amendment may have legal implications and involvements, shall be referred to the Solicitors for the Conference for their opinion, and then
(d) receipt of a written report from the Executive Committee of the Australian Union Conference to the proposed amendment, and then

must be approved by a vote of not less than two thirds of the delegates present and voting at a Special Session.

### *Indemnity*

53.1 In rule 53:

"legal action" means any legal proceeding or action whatsoever, and, without limiting the generality of the above, includes a threatened or prospective legal action, a quasi-judicial proceeding and investigative or disciplinary proceeding conducted by a Government authority or pursuant to statute against an officer of the Company, but does not include a legal proceeding to which:-

(a) the Company itself, or a related body corporate, is or is proposed to be a party, or

(b) the South Pacific Division or any of its institutions, affiliated entities, agencies or services is or is proposed to be a party;

having an interest adverse to that of the officer.

"liabilities" include, but are not limited to, expenses, awards of damages and compensation, amounts paid in settlement, fines, penalties, interest, legal costs (on a solicitor and client basis) and disbursements, but "liabilities" do not include a liability to the Company itself or to a related body corporate, other than a liability for costs and expenses incurred by the officer:-

(a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the officer or in which the officer is acquitted; or

(b) in connection with an application, in relation to such proceedings, in which the Court grants relief to the officer under the Law.

"performance of duties" includes an attempt to perform duties and a failure to perform duties.

53.2 Subject to sub-rule 53.3 and to s.241 of the Law, the Company shall indemnify an officer against all liabilities incurred in consequence of any legal action to which the officer is a party or to which it is proposed that the officer be a party arising out of or in connection with the officer's performance of his/her duties as an officer.

53.3 The indemnity granted by sub-rule 53.2 does not extend to liabilities incurred as a result of:

(a) legal action initiated or threatened by the officer without the prior written consent of the Board, unless the Board in its absolute discretion, otherwise determines;

(b) the deliberate commission of a tort or other civil wrong, or dishonest or malicious conduct by the officer;

(c) the commission of a criminal offence by the officer:-
unless the officer did not intentionally commit the acts or omissions constituting the offence; or,
where the liability is to the Company itself or to a related body corporate, unless the liability is for costs and expenses incurred by the officer:-
- in defending proceedings, whether civil or criminal, in which judgment is given in favour of the officer or in which the officer is acquitted; or
- in connection with an application, in relation to such proceedings, in which the Court grants relief to the officer under the Law;

(d) conduct (including omissions) of the officer, where he or she fails to satisfy the Board that he or she held an honest and reasonable belief that the conduct would further the legitimate interests of the Company;

(e) liabilities (other than those imposed by a court or other public authority without the consent of the officer) incurred by the officer without the prior written consent of the Board, such consent not to be unreasonably withheld, unless the Board, in its absolute discretion, otherwise determines.

53.4 No indemnity shall be granted under sub-rule 53.2 unless the officer gives notice in writing to the Board as soon as is reasonably practicable after becoming aware of any occurrence which may result in an indemnity being sought under sub-rule 53.2, unless the Board, in its absolute discretion, otherwise determines.

53.5 It is a condition of the grant of an indemnity under sub-rule 53.2 that the Company or its nominee shall be entitled to take over and conduct in the name of the officer the conduct and settlement of the legal proceeding (other than the defence to a criminal prosecution), and that the officer shall not admit any civil liability or settle any claim against him without the consent of the Board.

53.6 (a) Where the officer is not eligible for an indemnity under sub-rule 53.2, the Board may, in its absolute discretion but subject to s.241 of the Law, pay all or part of the legal costs (on a solicitor and client basis) of an officer who is in name or substance a defendant to any legal action, whether civil or criminal, where the Board considers, in its absolute discretion, that the reasons the officer has been made a defendant include the fact that he or she is an officer, and that it would be just and proper for this Company to make the payment;

(b) The Board shall be under no legal obligation to make a payment authorised by paragraph (a) or to consider whether a payment should be made in any individual case;

(c) The Board may impose such conditions as in its absolute discretion it sees fit on the making of a payment under paragraph (a).

53.7 Nothing in rule 53 is intended to prevent ratification by the members in a general meeting of an officer’s abuse of power or an officer’s exceeding power, where such ratification does not offend s.241 of the Law.

### ***Powers of the Board***

54. The management of the business and the control of the Company shall be vested in the Board, who, in addition to the powers and authorities by this Constitution expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to any regulations from time to time made by the Company in general meeting. Provided that no regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board may without any further authority carry out all or any of the objects of the Company contained in this Constitution and do all other acts and things in relation thereto as they shall deem expedient.

55. Without prejudice to the general powers conferred by the last preceding rule and of the other powers conferred by this Constitution, the Board may:

    (a) From time to time make, vary, and repeal by-laws for the regulation of the business of the Company, its officers, servants, and agents;

    (b) Determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and all other documents and deeds;

    (c) Make and give receipts, releases, and other discharges for money payable to the Company and for the claims and demands of the Company;

    (d) Enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to the purposes of the Company;

    (e) Adopt all such other measures and do all such acts as they may consider advisable for the purposes of the Company;

56. The Board may from time to time entrust to and confer upon the President and/or Secretary and/or Treasurer of the North New South Wales Conference for the time being, being members of the Board, such of the powers exercisable by the Board as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions (if any) as they think expedient, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

57.1 The Board may establish branch offices and agencies at places in or out of North New South Wales and appoint any person or persons to be representatives or agents local Boards or members of such local Boards in any country or place out of the said state with such powers and authorities upon such terms and with such remuneration as the Board shall think fit and from time to time delegate to such representatives agents local Boards of advice or members of such local Boards all or any of the powers authorities and discretions of the Board.

57.2 The Board may at any time and from time to time by power of attorney under the Company's seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board; and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Board may think fit.

57.3 Any such delegates or attorneys as aforesaid may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.

57.4 The Company may have for use in place of its common seal outside the State or Territory where its common seal is kept, one or more official seals, each of which shall be a facsimile of the common seal of the Company with the addition on its face of the name of every place where it is to be used.

### ***The Seal***

58. The Board may provide a common seal of the Company and such seal shall be kept by such person and in such place and in such manner as the Board may think fit, and the Board shall have power to use such seal in the execution of all or any of the powers hereby vested in them; but it shall not be affixed to any document except pursuant to a resolution of the Board. The affixing of the seal shall be attested by at least two persons of whom at least one must be an ex-officio director and the other must be either a director or the secretary of the Board, and such attestation shall be sufficient evidence of the authority to affix the seal.

### ***Accounts***

59. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of all the property, assets, credits, and liabilities of the Company.

60. The books of accounts shall be kept at the registered office of the Company, or at such other office or offices as the Board may from time to time think fit.

61. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members.

62. The Board shall lay before the Company at each annual general meeting the financial statements for the period since the previous balance date to a balance date not earlier than six months before the date of the meeting.

63. There shall be attached to the financial statements of the Company statements made and signed in accordance with the provisions of Section 295 of the Law.

64. The financial statements, any other statements and reports required by the Law shall lie for inspection of the members of the Company at the office of the Company for a period of seven days prior to the meeting to which they are to be submitted and all financial statements of the Company required by the Law or by this Constitution to be laid before the Company at each annual general meeting accompanied by copies of the statements and of the reports referred to in Section 314 of the Law shall, not less

than twenty-one days before each annual general meeting after the end of the financial year or four months after the end of the financial year (whichever is the earlier), be sent to all persons entitled to receive notice of general meetings of the Company.

### *Annual Returns*

65. The Company shall make an annual return in accordance with the Law.

### *Audit*

66. The Company shall appoint an auditor or auditors in harmony with the South Pacific Division's Working Policy and the Law, and their qualification, appointment remuneration rights and duties shall be regulated by of the Law.

### *Notices*

67. Subject to any provisions herein contained as to notices a notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his/her last-known place of business or residence, or (where the member's last-known place of business or residence was in Australia or New Zealand) by advertisement in any newspaper published by or under the auspices of the Seventh-day Adventist Church having at least a monthly issue and circulating among Seventh-day Adventists throughout the Commonwealth of Australia and the Dominion of New Zealand.

68. Any notice if served by post shall be deemed to have been served at ten of the clock in the morning of the third day after the day when the letter containing the notice was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into a post office in North New South Wales. Any notice if served by fax or by other electronic means is taken to be given on the business day after it is sent and in proving such service it is sufficient to prove the transmission of the notice and produce the transmission record.