**CONSTITUTION**

**OF**

**THE MISSIONARIES OF ST ANDREW ANGLICAN AID ABROAD**

Australian Business Number (ABN) 29626 3171152

An Unincorporated Association

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## Preliminary

1. **Name of the Association**

The name of the Association is The Missionaries of St Andrew Anglican Aid Abroad (the Association).

1. **Legal Structure**

The Association is a not-for-profit unincorporated association which is established to be, and to continue as, a Registered Charity.

1. **Definitions**

In this Constitution, words and phrases have the meaning set out in clauses 86 and 87.

1. **Effect of the Constitution**

This Constitution shall have effect as a covenant:

* + 1. between a Member (regardless of class) and each Director and Secretary of the Association;
		2. between a Member and each other Member (regardless of class),

pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

## Charitable Objects and Powers

1. **Charitable Objects**
	1. The Association’s Charitable Object is to operate a public fund declared by the Minister of Foreign Affairs to be a developing country relief fund under section 30-85 of the *Income Tax Assessment Act 1997* (Cth) pursuant to Item 9.1.1 of section 30-80(1) of the *Income Tax Assessment Act 1997* (Cth) and in that context to collect and forward funds for the relief of hunger and illness and for the provision of housing and education and the promotion of self-help in developing countries as certified from time to time by the Minister of Foreign Affairs.
	2. The Association may pursue such Charitable Objects either directly or otherwise in partnership or conjunction with other charities located in Australia or elsewhere.
	3. The Association may pursue such other incidental objects as may be deemed reasonably necessary or incidental to the carrying out of the Charitable Objects.
2. **Powers**
	1. The Association may do all things that help it to achieve the Charitable Objects, in accordance with this Constitution.
	2. The Association must operate consistently with legal requirements for Registered Charities.
3. **Not-for-Profit**

* 1. The Association must not distribute any income or assets directly or indirectly to its Directors or Members or to any former Director or Member, except as provided in clauses 7.2, 44.2 and 73.
	2. Clause 7.1 does not stop the Association from doing the following things, provided they are done in good faith:
		1. paying a Director or Member for goods or services they have provided, or expenses they have properly incurred, at fair and reasonable rates or rates more favourable to the Association; or
		2. making a payment to a Member in carrying out the Association’s Charitable Objects.
1. **Amending the Constitution**
	1. Subject to clause 8.2, the Members may amend this Constitution by passing a Special Resolution.

* 1. The Members must not pass a Special Resolution that amends this Constitution if passing such a Special Resolution causes the Association to cease to be a Registered Charity.

## Members

1. **Unlimited Members**

Unless otherwise set out in this Constitution, the number of Members of the Association must be not less than one (1) and there is no upper limit.

1. **Certificates**
	1. A certificate of membership may be issued by the Association to any Member.
	2. Any certificate issued will remain the property of the Association and must be returned to the Association on written demand by the Secretary.
2. **Classes of Members**
	1. Without limiting clause 11.3, the Association has the following classes of membership:
3. Ordinary Members; and
4. Life Members.
	1. For the purposes of clauses 11 to 17, ‘person’ means an individual or incorporated body.
	2. The Directors may, from time to time, determine:
5. the various classes of membership of the Association over and above those set out in clause 11.1 above;
6. any restriction in the number of Members or the number of Members within each such class;
7. the qualifications for admission to each such class; and
8. the rights attached to being a Member in each class (including, but not limited to, voting rights).
9. **Ordinary Members and Membership Rights**
	1. The Board may invite into membership as an Ordinary Member any person who satisfies all criteria (if any) set by the Board of the Association from time to time and who, in the Board’s discretion, is a person who has demonstrated, with distinction, a commitment to the Charitable Objects of the Association.
	2. For the avoidance of doubt, a person may become an Ordinary Member of the Association by invitation from the Board only.
	3. Unless and until the Directors or Members resolve to the contrary, no entrance fee is or shall be payable by Ordinary Members.
	4. Ordinary Members are entitled to receive notice of, attend and vote at any and all general, annual general or special general meetings of the Association.
	5. Ordinary Members are entitled to be nominated, elected and/or appointed as a Director of the Association.
	6. Each Ordinary Member has one (1) vote.
10. **Life Members and Membership Rights**
	1. The Board may invite any Ordinary Member who has made, in the opinion of the Board at its absolute discretion, a significant contribution in time and/or effort to the Association.
	2. For the avoidance of doubt, a person may become a Life Member of the Association by invitation from the Board only.
	3. Unless and until the Directors or Members resolve to the contrary, no entrance fee is or shall be payable by Life Members.
	4. Life Members have all the same right and duties as Ordinary Members under this Constitution.
11. **Varying Members’ Rights**
	1. If the membership of the Association is divided into different classes of Members, the rights attached to any class of membership may be varied only with the written consent of seventy-five per cent (75%) of the Members in that class or with the sanction of a Special Resolution passed at a meeting of the Members of that class.
	2. The right to vary membership rights in Clause 14.1 may be exercised unless otherwise provided by the terms of acceptance of the Members of that class and whether or not the Association is being wound up.
12. **Membership and Register of Members**
	1. The Members of the Association are:
		1. the Initial Members; and
		2. any other person or persons that the Directors admit as a Member of the Association, in accordance with this Constitution.
	2. The Association must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:
		1. for each current Member:
13. name;
14. address;
15. any alternative address nominated by the member for the service of notices;
16. date the Member was entered on to the Register of Members; and
17. the class of Membership to which they are admitted; and
	* 1. for each person who stopped being a Member in the last seven (7) years:
18. name;
19. address;
20. any alternative address nominated by the Member for the service of notices;
21. dates the membership started and ended; and
22. the class of Membership to which they were admitted.
	1. The Association may only give current Members access to the Register of Members if permitted under this Constitution or if legally required to do so.
	2. Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members and in accordance with the purposes for which it was obtained.
23. **When a Person becomes a Member**

Other than Initial Members, an applicant will become a Member of the Association when their name is entered on the Register of Members.

1. **When a Person stops being a Member**

A person immediately stops being a Member if they:

1. die;
2. are wound up or otherwise dissolved or deregistered (for an incorporated Member);
3. the become of unsound mind within the meaning of the *Mental Health Act 2016* (Qld);
4. resign, by writing to the Secretary;
5. have, in the opinion of the Directors, engaged in conduct which is prejudicial to the interests of the Association;
6. are expelled under clause 19; or
7. have not responded within three (3) months to a written request from the Secretary that they confirm in writing that they want to remain a Member.

## Dispute Resolution and Disciplinary Procedures

1. **Dispute Resolution**
	1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Director and:
		1. one (1) or more Members;
		2. one (1) or more Directors; or
		3. the Association as a whole.
	2. A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until that disciplinary procedure is undertaken and completed.
	3. Those involved in the dispute must attempt to resolve the dispute between themselves within 14 days of becoming aware of the dispute.
	4. If those involved in the dispute do not resolve it under clause 18.3, they must within ten (10) days:
		1. tell the Directors about the dispute in writing;
		2. agree or request that a mediator be appointed; and
		3. attempt in good faith to settle the dispute by mediation.
	5. The mediator must:
		1. be chosen by agreement of those involved; or
		2. where those involved do not agree:
2. for disputes between Members, a person chosen by the Directors; or
3. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission (ACNC) or the president of the law institute or society in the state or territory in which the Association has its Registered Office.
	1. A mediator chosen by the Directors under clause 18.5(b)(i):
		1. may be a Member or former Member of the Association;
		2. must not have a personal interest in the dispute; and
		3. must not be biased towards or against anyone involved in the dispute.
	2. When conducting the mediation, the mediator must:
		1. allow those involved a reasonable chance to be heard;
		2. allow those involved a reasonable chance to review any written statements;
		3. ensure that those involved are given natural justice; and
		4. not make a decision on the dispute.
4. **Disciplining Members**

* 1. In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member from the Association if the Directors, in their sole and absolute discretion, consider that:
		1. the Member has breached this Constitution; or
		2. the Member’s behaviour is causing, has caused, or is likely to cause harm to the Association.
	2. At least 14 days before the Directors’ meeting at which a resolution under clause 19.1 will be considered, the Secretary must notify the Member in writing:
		1. that the Directors are considering a resolution to warn, suspend or expel the Member;
		2. that this resolution will be considered at a Directors’ meeting and the time, date and location of that meeting;
		3. what the Member is said to have done or not done;
		4. the nature of the resolution that has been proposed; and
		5. that the Member may provide an oral or written explanation to the Directors at or before the proposed meeting, and details of how to do so.
	3. Before the Directors pass any resolution under clause 19.1, the Member must be given a chance to explain or defend themselves by:
		1. sending the Directors a written explanation before that Directors’ meeting; and/or
		2. speaking at the meeting.
	4. After considering any explanation under clause 19.3, the Directors may:
		1. take no further action;
		2. warn the Member;
		3. suspend the Member’s rights as a Member for a period of no more than twelve (12) months;
		4. expel the Member;
		5. refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
		6. require the matter to be determined at a General Meeting.
	5. The Directors cannot fine a Member.
	6. The Secretary must give written notice to the Member of the decision under clause 19.4 as soon as possible thereafter.
	7. Disciplinary procedures must be completed as soon as reasonably practicable.
	8. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

## General Meetings of Members

1. **General Meetings called by Directors**
	1. The Directors may call a General Meeting.
	2. If Members with at least five percent (5%) of the votes that may be cast at a General Meeting make a written request to the Association for a General Meeting to be held, the Directors must:
		1. within 21 days of the Members’ request, give all Members notice of a General Meeting; and
		2. hold the General Meeting within two (2) months of the Members’ request.
	3. The percentage of votes that Members have (in clause 20.2) is to be worked out as at midnight before the Members request the meeting.
	4. The Members who make the request for a General Meeting must:
		1. state in the request any resolution to be proposed at the meeting;
		2. sign the request; and
		3. give the request to the Association.
	5. Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.
2. **General Meetings called by Members**

* 1. If the Directors do not call the meeting within 21 days of being requested under clause 20.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
	2. To call and hold a meeting under clause 21.1 the Members must:
		1. as far as possible, follow the procedures for General Meetings set out in this Constitution;
		2. call the meeting using the list of Members on the Association’s Register of Members, which the Association must provide to the Members making the request at no cost; and
		3. hold the General Meeting within three (3) months after the request was given to the Association.
	3. The Association must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.
1. **Annual General Meeting**
	1. A General Meeting, called the Annual General Meeting, must be held in accordance with the provisions of the ACNC Act and the Governance Standards.
	2. Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
		1. a review of the Association’s activities;
		2. a review of the Association’s finances;
		3. any auditor’s report;
		4. the election of Directors;
		5. the appointment and remuneration of auditors, if any; and
		6. any other business of which proper notice has been given.
	3. Before or at the Annual General Meeting, the Directors must give information to the Members on the Association’s activities and finances during the period since the last Annual General Meeting.
	4. The Chairperson of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Association.
2. **Notice of General Meetings**
	1. Notice of a General Meeting must be given to:
		1. each Member entitled to vote at the General Meeting or receive notice thereof;
		2. each Director; and
		3. the auditor (if any).
	2. Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
	3. Subject to clause 23.4, notice of a meeting may be provided less than 21 days before the meeting if:
		1. for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
		2. for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
	4. Notice of a General Meeting cannot be provided less than 21 days before the General Meeting if a resolution will be moved to:
		1. remove a Director;
		2. appoint a Director in order to replace a Director who was removed; or
		3. remove an auditor.
	5. Notice of a General Meeting must include:
		1. the place, date and time for the meeting (and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
		2. the general nature of the meeting’s business; and
		3. if applicable, that a Special Resolution is to be proposed and the proposed wording thereof.
	6. If a General Meeting is adjourned (put off) for one (1) month or more, the Members must be given new notice of the resumed meeting.
3. **Quorum at General Meetings**

* 1. For a General Meeting to be held, the number of Members who must be present (in person) to constitute a quorum must be twice the number of persons on the board plus one (1). When determining whether a quorum is present, a person may only be counted once (even if that person is a representative of more than one (1) Member).
	2. A quorum must be present for the entirety of the meeting.
	3. No business may be conducted at a General Meeting if a quorum is not present.
	4. If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one (1) or more of those things, the meeting is adjourned to:
		1. if the date is not specified – the same day in the next week;
		2. if the time is not specified – the same time; and
		3. if the place is not specified – the same place.
	5. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
1. **Auditor's Right to Attend Meetings**
	1. The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
	2. The Association must give the auditor (if any) any communications relating to the General Meeting that a Member of the Association is entitled to receive.
2. **Representatives of Members**
	1. An incorporated Member may appoint as a representative:
		1. one (1) individual to represent the Member at meetings and to sign circular resolutions under clause 33; and
		2. the same individual or another individual for the purpose of being appointed or elected as a Director.
	2. The appointment of a representative by a Member must:
		1. be in writing;
		2. include the name of the representative;
		3. be signed on behalf of the Member; and
		4. be given to the Association or, for representation at a meeting, be given to the Chairperson before the meeting starts.
	3. A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.
	4. The appointment may be standing (ongoing).
3. **Using Technology to hold Meetings**
	1. The Association may hold a General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including a reasonable opportunity to hear and be heard.
	2. Anyone using this technology is taken to be present in person at the meeting.
4. **Chairperson for General Meetings**
	1. The Elected Chairperson is entitled to chair General Meetings.
	2. The Members present and entitled to vote at a General Meeting may choose a Director or Member to be the Chairperson for a particular meeting if:
		1. there is no Elected Chairperson;
		2. the Elected Chairperson is not present within 30 minutes after the starting time set for the meeting; or
		3. the Elected Chairperson is present but says they do not wish to act as the Chairperson of the meeting.

1. **Role of the Chairperson**
	1. The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
	2. At any General Meeting, the Chairperson does not have a casting vote; accordingly, where there is an equality of votes, the resolution shall be passed in the negative.
2. **Adjournment of Meetings**
	1. If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the Chairperson to adjourn it.
	2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Members’ Resolutions and Statements

1. **Members' Resolutions and Statements**

* 1. Members with at least five percent (5%) of the votes that may be cast on a resolution may give:
		1. written notice to the Association of a resolution they propose to move at a General Meeting (Members’ Resolution); and/or
		2. a written request to the Association that the Association give all of its Members a statement about a proposed Members’ Resolution or any other matter that may properly be considered at a General Meeting (Members’ Statement).
	2. A notice of a Members’ Resolution must set out the wording of the proposed Members’ Resolution and be signed by the Members proposing the resolution.
	3. A request to distribute a Members’ Statement must set out the statement to be distributed and be signed by the Members making the request.
	4. Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
	5. The percentage of votes that members have (as described in clause 31.1) is to be worked out as at midnight before the request or notice is given to the Association.
	6. If the Association has been given notice of a Members' Resolution under clause 31.1(a), the resolution must be considered at the next General Meeting held more than two (2) months after the notice is given.
	7. This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.
1. **Association must give Notice of Proposed Resolution or distribute Statement**
	1. If the Association has been given a notice or request under clause 31:
		1. in time to send the notice of proposed Members’ Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Association’s cost; or
		2. too late to send the notice of proposed Members’ Resolution or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Association in giving Members notice of the proposed Members’ Resolution or a copy of the Members' Statement. However, at a General Meeting, the Members may pass a resolution that the Association will pay these expenses.
	2. The Association does not need to send the notice of a proposed Members’ Resolution or a copy of the Members' Statement to members if:
		1. either the proposed Members’ Resolution and/or Members’ Statement is more than 1,000 words long;
		2. the Directors consider the proposed Members’ Resolution and/or the Members’ Statement may be defamatory;
		3. clause 32.1(b) applies, and the Members who proposed the Members’ Resolution or made the request have not paid the Association enough money to cover the cost of sending the notice of the proposed Members’ Resolution or a copy of the Members' Statement to Members; or
		4. in the case of a proposed Members’ Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.
2. **Circular Resolutions of Members**
	1. Subject to clause 33.3, the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a Circular Resolution).
	2. The Directors must notify the auditor (if any) as soon as possible that a Circular Resolution has or will be put to Members, and set out the wording thereof.
	3. Circular Resolutions cannot be used:
		1. to remove an auditor, appoint a Director or remove a Director;
		2. in the case of a Special Resolution; or
		3. where this Constitution or the law more generally requires an actual meeting to be held.
	4. A Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in clause 33.5 or clause 33.6.
	5. Members may sign:
		1. a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
		2. separate copies of that document, as long as the wording is the same in each copy.
	6. The Association may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at General Meetings

1. **Challenge to Member’s Right to Vote**

* 1. A Member or the Chairperson may only challenge a person’s right to vote at a General Meeting at that meeting.
	2. If a challenge is made under clause 34.1, the Chairperson must decide whether or not the person may vote. The Chairperson’s decision is final.
1. **How Voting is Carried Out**

* 1. Voting must be conducted and decided by:
		1. a show of hands;
		2. a vote in writing; or
		3. another method chosen by the Chairperson that is fair and reasonable in the circumstances.
	2. Questions arising at a General Meeting will be decided by a majority of votes cast, unless this Constitution or the law more generally requires a special majority.
	3. On a show of hands, the Chairperson’s decision is conclusive evidence of the result of the vote.
	4. The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
1. **When and How a Vote in Writing must be Held**

* 1. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
		1. at least five (5) Members Present;
		2. Members Present with at least five percent (5%) of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
		3. the Chairperson.
	2. A vote in writing must be taken when and how the Chairperson directs, unless clause 36.3 applies.
	3. A vote in writing must be held immediately if it is demanded under clause 36.1:
		1. for the election of a Chairperson under clause 28; or
		2. to decide whether to adjourn the meeting.
	4. A demand for a vote in writing may be withdrawn at any time prior to being taken.
1. **Voting by Proxy Not Permitted**

A Member is not entitled to appoint a proxy to attend and vote at a General Meeting on his, her or its behalf.

## Directors

1. **Number of Directors**

The Association must have at least three (3) Directors or such greater number as resolved by the Members from time to time.

1. **Election and Appointment of Directors**

* 1. Apart from Directors appointed under clause 39.4, the Members may elect a Director by a resolution passed in a General Meeting.
	2. Each of the Directors must be appointed by a separate resolution, unless:
		1. the Members Present have first passed a resolution that the appointments may be voted on together; and
		2. no votes were cast against that resolution.
	3. A person is eligible for election as a Director of the Association if they:
		1. are a Member of the Association, or a representative of a Member of the Association (appointed under clause 26);
		2. are nominated by two (2) Members or representatives of Members entitled to vote (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting);
		3. give the Association their signed consent to act as a Director of the Association; and
		4. are not ineligible to be a Director under the ACNC Act.
	4. The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
		1. is an Ordinary Member or Life Member of the Association, or a representative of an Ordinary Member or Life Member of the Association (appointed under clause 26);
		2. gives the Association their signed consent to act as a Director of the Association; and
		3. is not ineligible to be a Director under the ACNC Act,

and such person holds office until the next General Meeting at which point they must retire but shall be eligible for renomination in accordance with this clause 39.

* 1. If the number of Directors is reduced to fewer than three (3) or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (3) (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.
1. **Term of Office**

* 1. At each Annual General Meeting:
		1. any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire; and
		2. at least one-half of the remaining Directors must retire.
	2. The Directors who must retire at each Annual General Meeting under clause 40.1(b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
	3. Other than a Director appointed under clause 39.4, a Director’s term of office starts at the end of the Annual General Meeting at which they are elected and ends at the conclusion of the Annual General Meeting at which they retire.
	4. Each Director must retire at least once every two (2) years.
	5. A Director who retires under clause 40.1 may nominate for election or re-election.
1. **When a Director stops being a Director**

A Director stops being a director if they:

* + 1. give written notice of his or her resignation as a Director to the Association or the Secretary;
		2. are convicted of an indictable offence;
		3. die;
		4. become mentally incapacitated or their estate is liable to be dealt with under a law relating to mental health;
		5. become bankrupt or make any arrangement or composition with creditors;
		6. are removed as a Director by a resolution of the Members in accordance with the provisions of this Constitution;
		7. stop being a Member of the Association;
		8. are a representative of a Member, and that Member stops being a Member of the Association;
		9. are a representative of a Member, and the Member notifies the Association that the Director is no longer a representative;
		10. are absent for three (3) consecutive Directors’ meetings without approval from the Directors; or
		11. become ineligible to be a Director of the Association under the ACNC Act.

## Powers of Directors

1. **Powers of Directors**
	1. The Directors are responsible for managing and directing the activities of the Association to achieve the Charitable Objects set out in clause 5.
	2. The Directors may exercise any and all the powers of the Association except for powers that, under this Constitution or the law more generally, may only be exercised by Members.
	3. The Directors must decide on the responsible financial management of the Association including:
		1. any suitable written delegations of power under clause 43; and
		2. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
	4. The Directors cannot remove a Director or Auditor. Directors and auditors may only be removed by a Members’ Resolution at a General Meeting.
2. **Delegation of Directors’ Powers**
	1. The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Association (such as a chief executive officer) or any other person, as they consider appropriate.
	2. Any subcommittee so formed shall conform to any rules or by-laws that might be imposed by the Board and shall have power to co-opt such persons as it thinks fit.
	3. The delegation must be recorded in the Association’s minute book.
	4. The Directors may revoke a delegation.
	5. The Directors may specify the terms of a particular delegation, including any terms and conditions associated therewith.
3. **Payments to Directors**

* 1. The Association must not pay fees to a Director for acting as a Director.
	2. The Association may:
		1. pay a Director for work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
		2. reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Association.
	3. Any payment made under clause 44.2 must be approved by the Directors.
	4. The Association may pay premiums for insurance indemnifying Directors, as allowed for by law and this Constitution.
1. **Execution of Documents**
	1. The Association may use a common seal. If the seal is affixed to a document, the seal is to be witnessed by:
		1. two (2) Directors of the Association; or
		2. one (1) Director and one (1) Secretary of the Association.
	2. The Association may execute a document without using a common seal if the document is signed by:
		1. two (2) Directors of the Association; or
		2. one (1) Director and one (1) Secretary of the Association.

## Duties of Directors

1. **Duties of Directors**

The Directors must comply with any and all duties imposed on them by law including all duties under the ACNC Act and Governance Standard 5.

1. **Conflicts of Interest**
	1. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution):
		1. to the other Directors; or
		2. if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
	2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
	3. Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution) must not, except as provided under clauses 47.4:
		1. be present at the meeting while the matter is being discussed; or
		2. vote on the matter.
	4. A Director may still be present and vote if:
		1. their interest arises because they are a Member of the Association, and the other Members have the same interest;
		2. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Association (see clause 70);
		3. their interest relates to a payment by the Association under clause 69 (indemnity), or any contract relating to an indemnity that is allowed under this Constitution and the law more generally; or
		4. the Directors who do not have a material personal interest in the matter pass a resolution that:
2. identifies the Director, the nature and extent of the Director’s interest in the matter and how it relates to the affairs of the Association; and
3. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.
	1. A general notice that a Director is a Director or Member of any specified company or firm and is to be regarded as interested in all subsequent transactions with such company or firm shall be sufficient disclosure under this Constitution in relation to any contract, proposed contract or arrangement so made by such company or firm.
	2. A Director may hold any other office or place of profit, except that of auditor, in the Association in conjunction with his or her directorship and may be appointed upon such terms as to remuneration, tenure of office or otherwise as the Board decides.

## Directors’ Meetings

1. **When the Directors Meet**

The Directors may decide how often, where and when they meet but must meet at least once in any two-month period.

1. **Calling Directors’ Meetings**
	1. A Director may call a Directors’ meeting by giving reasonable notice to all of the other Directors.
	2. Any Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.
2. **Chairperson for Directors’ meetings**
	1. The Elected Chairperson is entitled to chair all Directors’ meetings.
	2. The Directors at a Directors’ meeting may choose a Director to be the Chairperson for that meeting if the Elected Chairperson is:
		1. not present within 30 minutes after the starting time set for the meeting; or
		2. present but does not want to act as Chairperson of the meeting.
3. **Quorum at Directors’ Meetings**
	1. Unless the Directors determine otherwise, the quorum for a Directors’ meeting is a majority (more than 50%) of all Directors plus one (1).
	2. A quorum must be present for the whole Directors’ meeting.
4. **Validity of Acts of Board**

All acts done by any meeting of the Board or by any person acting as a Director will be valid even though it subsequently becomes known:

* + 1. that there was some defect in the appointment of a person to be a Director; or
		2. that a person appointed was disqualified.
1. **Using Technology to hold Directors’ Meetings**
	1. The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
	2. The Directors’ agreement may be a standing (ongoing) one.
	3. A Director may only withdraw their consent within a reasonable period before the meeting.
2. **Passing Directors’ Resolutions**
	1. A meeting of the Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under this Constitution.
	2. A Directors’ Resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution. Such a decision is for all purposes a decision of the Board.
	3. In the case where the votes cast on a resolution are equal, the Elected Chairperson may exercise a casting vote in addition to any deliberative vote he may have as a Director.
3. **Circular Resolutions of Directors**
	1. The Directors may pass a Circular Resolution without a Directors’ meeting being held.
	2. A Circular Resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
	3. Each Director may sign:
		1. a single document setting out the resolution and containing a statement that they agree to the resolution; or
		2. separate copies of that document, as long as the wording of the resolution is the same in each copy.
	4. The Association may send a Circular Resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
	5. A Circular Resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

## Secretary

1. **Appointment and Role of Secretary**
	1. The Association must have at least one (1) Secretary, who may also be a Director.
	2. A Secretary must be appointed by the Directors (after giving the Association their signed consent to act as Secretary of the Association) and may be removed by the Directors.
	3. The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
	4. For the avoidance of doubt, the Secretary has no right to vote at a meeting of the Directors unless they are also a Director and has no right to vote at a General Meeting of the Members unless they are also a Member.
	5. The role of the Secretary includes:
		1. maintaining the Association’s Register of Members; and
		2. maintaining the minutes and other records of General Meetings (including notices of meetings), Directors’ meetings and Circular Resolutions.

## Minutes and Records

1. **Minutes and Records**

* 1. The Association must, within one (1) month, make and keep the following records:
		1. minutes of proceedings and resolutions of General Meetings;
		2. minutes of Circular Resolutions of Members;
		3. a copy of a notice of each General Meeting; and
		4. a copy of a Members’ Statement distributed to Members in accordance with clause 32.
	2. The Association must, within one (1) month, make and keep the following records:
		1. minutes of proceedings and resolutions of Directors’ meetings (including meetings of any committees); and
		2. minutes of Circular Resolutions of Directors.
	3. To allow Members to inspect the Association’s records:
		1. the Association must give a Member access to the records set out in clause 57.1; and
		2. the Directors may authorise a Member to inspect other records of the Association, including records referred to in clause 57.2 and clause 58.1.
	4. The Directors must ensure that minutes of a General Meeting or a Directors’ meeting are signed within a reasonable time after the meeting by:
		1. the Chairperson of the meeting; or
		2. the Chairperson of the next meeting.
	5. The Directors must ensure that minutes of the passing of a Circular Resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.
1. **Financial and Related Records**

* 1. The Association must make and keep written financial records that:
		1. correctly record and explain its transactions and financial position and performance; and
		2. enable true and fair financial statements to be prepared and to be audited if required under the ACNC Act.
	2. The Association must also keep written records that correctly record its operations.
	3. The Association must retain its records for at least seven (7) years or such longer time as required by law or by resolution of the Members.
	4. The Directors must take reasonable steps to ensure that the Association’s records are kept safe.
1. **Annual Financial Reporting to Members**

The Association must report to Members for a financial year by either:

* + 1. sending Members copies of:
1. the financial report for the year;
2. the Directors’ report for the year; and
3. the Auditor’s report on the financial report; or
	* 1. sending Members a concise report for the year that complies with the Law,

using any of the methods referred to in clause 64.

1. **General Bank Account**
	1. The Board shall cause to be opened with such bank as the Board selects a bank account in the name of the Association into which all moneys received shall be paid as soon as possible after receipt thereof.
	2. The Board shall be responsible for ensuring that all receipts and payments are processed as required by Law and good management practices but may, subject to the approval of the Association’s Auditor, adopt such methods of receipts, payments and practices as it sees fit.

## By-laws

1. **By-laws**
	1. The Directors may pass a resolution to make by-laws to give effect to this Constitution and revoke, alter or vary such by-laws from time to time as they see fit.
	2. Members and Directors must comply with any such by-laws as if they were part of this Constitution.

## Notice

1. **What is Notice**

Anything written to or from the Association under any clause in this Constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.

1. **Notice to the Association**

Written notice or any communication under this Constitution may be given to the Association, the Directors or the Secretary by:

* + 1. delivering it to the Association’s Registered Office;
		2. posting it to the Association’s Registered Office or to another address chosen by the Association for notice to be provided;
		3. sending it to an email address or other electronic address notified by the Association to the Members as the Association’s email address or other electronic address; or
		4. sending it to the fax number notified by the Association to the Members as the Association’s fax number.
1. **Notice to Members**
	1. Written notice or any communication under this Constitution may be given to a Member:
		1. in person;
		2. by posting it to, or leaving it at the address of, the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
		3. sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
		4. sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or
		5. if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
	2. If the Association does not have an address for the Member, the Association is not required to give notice in person.
2. **When Notice is taken to be Given**

A notice:

* + 1. delivered in person, or left at at the recipient’s address, is taken to be given on the day it is delivered;
		2. sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
		3. sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
		4. given under clauses 63(c), 63(d) or 64.1(e) is taken to be given on the business day after the notification that the notice is available is sent.
1. **Irregularity May Not Invalidate Meeting**

The accidental omission to give notice of the meeting or the non-receipt by a Member of a notice of meeting shall not invalidate the proceedings at any meeting of the Association.

## Financial Year

1. **Association’s Financial Year**

The Association’s financial year is from 1 May to 30 April, unless the Directors pass a resolution to change the financial year.

## External Conduct Standards

1. **Compliance with the External Conduct Standards**

The Association must comply with the External Conduct Standards to the extent that it operates outside of Australia.

## Indemnity, Insurance and Access

1. **Indemnity**
	1. To the extent permitted by the ACNC Act, the Association indemnifies each Officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer of the Association.
	2. In this clause, ‘Officer’ means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
	3. In this clause, ‘to the relevant extent’ means:
		1. to the extent that the Association is not precluded by law or the ACNC Act from doing so; and
		2. for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
	4. The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Association.
2. **Insurance**

To the extent permitted by law, and if the Directors consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Association against any liability incurred by the person as an Officer of the Association.

1. **Directors’ Access to Documents**
	1. A Director has a right of access to the financial records of the Association at all reasonable times.
	2. If the Directors agree, the Association must give a Director or former Director access to:
		1. certain documents, including documents provided for or available to the Directors; and
		2. any other documents referred to in those documents.

## Winding up and Amalgamation

1. **Surplus Assets not to be Distributed to Members**

If the Association is wound up, any Surplus Assets must not be distributed to any Director, Member, former Director or former Member of the Association, unless that Director, Member, former Director or former Member is a Registered Charity described in clause 73.

1. **Distribution of Surplus Assets**

* 1. Subject to any court order and the law more generally, any Surplus Assets that remain after the Association is wound up must be distributed to one or more Registered Charities:
		1. selected by the Members of the Association at or before the dissolution of the Association;
		2. with Charitable Objects similar to, or inclusive of, the Charitable Objects of the Association set out in clause 5; and
		3. which also prohibit the distribution of any Surplus Assets to its Directors and Members to at least the same extent as the Association.
	2. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision or pass such a Special Resolution, the Association may apply to the Supreme Court to make this decision.
1. **DGR Status**
	1. If the Association is endorsed as a deductible gift recipient (DGR), and it is wound up or its endorsement is revoked, the following must be transferred to another charitable organisation to which income tax deductible gifts can be made – any surplus:
		1. gifts of money or property for the Charitable Objects of the Association;
		2. contributions made in relation to an eligible fundraising event held for the Charitable Objects of the Association; and
		3. money received by the Association because of such gift and contributions.
	2. Any assets which are not caught by clause 74.1 above may be retained by the Association, but must continue to be used and applied only as permitted by clauses 7, 72 and 73.
2. **Amalgamation**

In furtherance of the objects of the Association, the Association may incorporate or amalgamate with any one or more organisations having Charitable Objects similar to those of the Association and which shall prohibit the distribution of its income and property amongst its members to at least the extent required under this Constitution.

## Establishment of Public Fund

1. **Permission to Establish Public Fund**

If the Directors of the Association resolve to establish a public fund, then clauses 76 to 85 will apply.

1. **Establishment of a Public Fund**
	1. The Association may establish and maintain a public fund to be known as The Missionaries of St Andrew Anglican Aid Abroad Public Fund (‘the Public Fund’), which meets the requirements of item 9.1.1 of section 30-80 of the *Income Tax Assessment Act 1997* (Cth).
	2. The Public Fund is to be governed under this document but will be an entity distinct from the Association.
2. **Use of the Public Fund**
	1. The Public Fund will be established and maintained to collect and forward funds for the relief of hunger and illness and for the provision of housing and education and the promotion of self-help in developing countries as certified from time to time by the Minister of Foreign Affairs.
	2. All gifts made to the Public Fund, and any money received because of such gifts, must only be used for the principal purpose of the Public Fund stated in sub-clause 78.1.
	3. The Committee has the unfettered discretion as to how a particular gift will be used in accordance with the Charitable Object of the Association and the principal purpose of the Public Fund. While a donor may state a preference as to how their gift might be used in relation to the project priorities of the Association and the Public Fund, the Committee must not guarantee to a donor that a donation will be used in a particular way.
3. **Contribution**
	1. It is the intention of the founders of the Association that:
4. the public will contribute to the Public Fund;
5. the public or a significant part of the public does in fact contribute to the Public Fund; and
6. the Public Fund will be administered or controlled by persons or institutions who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.
	1. Any gift received by the Public Fund must be given voluntarily without the donor receiving any material advantage or benefit in return.
7. **Administration of the Public Fund**
	1. At the first meeting of the Directors of the Association following the establishment of the Public Fund, the Directors shall establish a committee to be known as The Missionaries of St Andrew Anglican Aid Abroad Public Fund Committee (“the Committee”).
	2. The Committee shall be responsible for the administration, oversight and management of The Missionaries of St Andrew Anglican Aid Abroad Public Fund in accordance with the law and any legal requirements of the Australian Taxation Office concerning public funds. The Committee must, at a minimum, report back to the Board at least quarterly or as otherwise determined by the Board.
	3. The establishment of the Committee must be recorded in the minutes of the meeting referred to in sub-clause 80.1.
	4. The Public Fund shall be administered by the Committee, of which the majority of members, because of their tenure of some public office or their professional standing, shall have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association and the Public Fund.
	5. Without limiting the operation of sub-clause 80.4, the majority of members of the Committee should be selected from within the following categories of responsible persons:
	6. Justices of the Peace;
	7. Members of the clergy;
	8. Church authorities;
	9. Trustees or board members of a non-profit school or college;
	10. Judges/Magistrates;
	11. Solicitors;
	12. Accountants who are CPA, ASA, NIA or ICA registered;
	13. Directors or Senior Executives of large companies, which must be listed on the Australian Stock Exchange;
	14. Medical practitioners and other professional persons who belong to a professional body, which has a professional code of ethics and rules of conduct;
	15. Teachers in senior positions, namely:
8. school principals; or
9. senior academics, such as professors, deans, principal lecturers or people appointed by chancellors;
	1. Persons holding Public or Elected office, namely:
10. Mayors;
11. Town Clerks;
12. Councillors; or
13. Members of Parliament;
	1. People who hold (or who have held) other public positions (such as appointments made by Government Ministers); and
	2. People with honours (for example, an officer of the Order of Australia (AO), a member of the Order of Australia (AM) and an officer of the Order of the British Empire (OBE)).
	3. The Committee shall be comprised of not less than three (3) members who shall hold office indefinitely and at the discretion of the Board.
	4. For the avoidance of doubt, a person shall cease to hold office as a member of the Committee if they:
		1. die;
		2. resign by providing written notice to the Board;
		3. were appointed in accordance with the requirement of clause 80.5 and no longer fulfil such requirements; or
		4. are removed from office at the discretion of the Board.
	5. Subject to this Constitution, decisions made by the Committee shall be decided by a majority of votes.
	6. A determination by a majority of the Committee members shall, for all purposes, be deemed to be a determination of the Committee.
	7. A vote for the purposes of this section may be conveyed electronically if the vote is communicated in writing.
14. **Maintaining the Public Fund**
	1. A separate bank account (‘the Public Fund Bank Account’) must be established to be used only to attain the principal object of the Public Fund as set out in sub-clause 78.1.
	2. In maintaining the Public Fund, the Committee must ensure that:
	3. gifts and deductible contributions to the Public Fund are deposited to the Public Fund Bank Account and kept separate from any other funds of the Association;
	4. all gifts and deductible contributions and interest accruing thereon are credited to and kept in the Public Fund;
	5. the Public Fund does not receive any other money or property; and
	6. the Public Fund complies with Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth).
	7. The Public Fund Bank Account must be subject to an independent annual audit.
	8. Only members of the Committee may be signatories to the Public Fund Bank Account.
	9. Signatories to the Public Fund bank account must be Australian residents.
15. **Receipts**
	1. Receipts for donations made to the Public Fund must be issued in the name of ‘The Missionaries of St Andrew Anglican Aid Abroad Public Fund’.
	2. To ensure tax deductibility of the donation, receipts should contain the following elements:
	3. the receipt number;
	4. the date the donation was received;
	5. the name of the Association;
	6. the Australian Business Number (ABN) of the Association;
	7. the name of the Public Fund;
	8. a statement that the receipt is for a gift made to the Public Fund;
	9. signature of a person authorised to act on behalf of the Public Fund;
	10. the name of the donor;
	11. the type of donation (money or property) and value; and
	12. any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997* (Cth).
16. **Distribution of funds**

No capital or income in the Public Fund shall be distributed to Members, Directors or office bearers of the Association, or any member of the Committee, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.

1. **Notification of Department**

The Board of Directors of the Association must notify the Australian Taxation Office of any alternations made to clauses 76 to 85 to assess the effect of any amendments on the Public Fund’s continuing Deductible Gift Recipient status.

1. **Winding Up or Dissolution of the Public Fund**

If upon the winding-up or dissolution of the Public Fund, or the revocation of the Public Fund’s deductible gift recipient status, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the principal purpose of the Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-80, of the *Income Tax Assessment Act 1997* (Cth).

## Definitions and interpretation

1. **Definitions**

In this Constitution:

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

**“Association”** means the Association referred to in clause 1;

**“Audit”** includes a review if permitted by the ACNC Act;

**“Auditor”** includes a reviewer if permitted by the ACNC Act;

**“Board”** means the Board of Directors of the Association;

**“Charitable Objects”** means the Charitable Objects of the Association set out in clause 5 of this Constitution;

**“the Committee”** means the Committee appointed to govern and oversee the Public Fund established pursuant to clause 80 of this Constitution;

**“Constitution”** means those rules for the operation of the Association set forth in this Constitution and as amended, modified or supplemented from time to time;

**“Director”** means a person named as a Director upon incorporation or a person who is thereafter elected or re-elected to the Board;

**“Elected Chairperson”** means a person elected by the Directors to be the Association’s Chairperson in accordance with the terms of the Constitution;

**“External Conduct Standards”** means the External Conduct Standards set out in Division 50 of Part 2.2 of the *Australian Charities and Not-for-Profits Commission Regulation 2013* (Cth);

**“General Meeting”** means a meeting of Members and includes the Annual General Meeting, under clause 1.1;

**“Governance Standards”** means the Governance Standards set out in Division 45 of Part 2.2 of the *Australian Charities and Not-for-Profits Commission Regulation 2013* (Cth);

**“Governance Standard 5”** means Governance Standard 5 set out in regulation 45.25 of the *Australian Charities and Not-for-Profits Commission Regulation 2013* (Cth);

**“Initial Member”** means a person who is a Member (regardless of class) of the Association at the date of the adoption of this Constitution;

**“Member”** means each Initial Member and any person who is admitted as a Member of the Association (regardless of class) in accordance with the provisions of this Constitution;

**“Member Present”** means, in connection with a General Meeting, a Member Present (in person) at the venue or venues for the meeting where that Member is also entitled to vote and, for the avoidance of doubt, excludes a person who is a member of a class of Members which is not entitled to vote;

**“the Public Fund”** means The Missionaries of St Andrew Anglican Aid Abroad Public Fund established or to be established by the Association in accordance with the laws in Australia and to be conducted in accordance with the provisions of clauses 76 to 85 of this Constitution;

**“the Public Fund Bank Account”** means the bank account established pursuant to sub-clause 81.1 of this Constitution.

**“Registered Charity”** means a charity that is registered with the Australian Charities and Not-for-Profits Commission Register in accordance with the provisions of the ACNC Act;

**“Secretary”** means a person appointed as a Secretary of the Association in accordance with clause 56 of this Constitution;

**“Special Resolution”** means a resolution:

* + 1. of which notice has been given under clause 23.5(c); and
		2. that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution; and

**“Surplus Assets”** means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up.

1. **Interpretation**

In this Constitution:

* + 1. words importing any gender include the other genders;
		2. singular words include the plural and vice versa;
		3. an expression used in a particular part or division of the law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
		4. headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution;
		5. a reference to dollars ($) shall mean a reference to Australian dollars, unless otherwise expressly intended;
		6. the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
		7. reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).