CONSTITUTION
OF
The Ethics Centre

Australian Business Number (ABN) 83 637 740 533

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is The Ethics Centre Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than $10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

(a) debts and liabilities of the **company** incurred before the member stopped being a member, or

(b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 72 and 74.

Charitable purposes and powers

6. Preamble

6.1 The ethical climate of society has a direct bearing on the well-being of individuals and the community generally. Many people suffer distress when affected by the unethical behaviour of others or when placed in circumstances in which their personal values are threatened with compromise. For some people this distress is experienced daily in the foreground of their lives. For many others, it is an unsettling element in the background to contemporary life.

The plight of those who suffer physical deprivation is easily recognised. The ethical environment is a less familiar terrain and its casualties often lie mute and unobserved, the language of complaint being lost to them.

Ethical issues in business, government and the professions can be complex, particularly in conditions of strong competition and under pressure from a variety of interested parties. Dilemmas are frequent. Regulation by law is important but cannot replace the benefits derived from building and sustaining an ethical society in which individuals and organisations act in accordance with core values and principles.

The Ethics Centre offers ongoing practical assistance to individuals, organisations and wider society in their search for ethical direction. It draws upon multidisciplinary traditions and resources and the experience of people of goodwill to help advance its work in key sectors of Australian society.

The Ethics Centre contributes to and helps to shape public discussion of the ethical dimension of life – whether for individuals, organisations or society as a whole.

The Ethics Centre will operate as an independent and not-for-profit organisation.

7. Object

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

(a) to prevent and relieve distress suffered by people who encounter demands that are contrary to settled ethical dispositions,

(b) to prevent and relieve distress caused as a result of ethical failure,

(c) to provide a neutral, confidential setting in which ethical questions can be explored openly and dilemmas can be resolved,

(d) to convene and curate events (both public and private) at which the ethical dimension of life can be examined,

(e) to commission, curate and publish content that examines ethical issues arising in the lives of individuals and society,

(f) to develop and provide services that encourage and support the integration of ethical considerations into the strategic thinking of government, business and the professions,

(g) to develop, present and promote programs that develop ethical leadership,

(h) to facilitate the definition, communication and implementation of ethical frameworks within organisations,

(i) to influence the ethical framework of society,

(j) to create and support new initiatives that promote and sustain ethics in sections of government, business and the professions,

(k) to develop initiatives that promote the integration of ethics into education for children, adults and within government, business and the professions,

(l) to commission, fund or undertake research into issues of applied ethics,

(m) to facilitate or carry out any other activities in the field of applied ethics.

8. Powers

Subject to clause 9, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

(a) the powers of an individual, and

(b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

9. Not-for-profit

9.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 71.

9.2 Clause 9.1 does not stop the **company** from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or

(b) making a payment to a member in carrying out the **company**'s charitable purpose(s).

10. Amending the constitution

10.1 Subject to clause 10.2, the members may amend this constitution by passing a **special resolution**.

10.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

10.3 The directors must notify the Australian Taxation Office of any alterations made to the **company's** object or to this constitution.

Members

11. Membership and register of members

11.1 The members of the **company** are:

(a) **Initial members** of the **company**, and

(b) any other person that the directors allow to be a member, in accordance with this constitution.

11.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

(a) for each current member:

i. name

ii. address

iii. any alternative address nominated by the member for the service of notices, and

iv. date the member was entered on to the register.

(b) for each person who stopped being a member in the last 7 years:

i. name

ii. address

iii. any alternative address nominated by the member for the service of notices, and

iv. dates the membership started and ended.

11.3 The **company** must give current members access to the register of members.

11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who can be a member

12.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 13.

12.2 In this clause, 'person' means an individual or incorporated body.

13. How to apply to become a member

A person (as defined in clause 12.2) may apply to become a member of the **company** by writing to the secretary stating that they:

(a) want to become a member

(b) support the purpose(s) of the **company**, and

(c) agree to comply with the **company**'s constitution, including paying the guarantee under clause 4 if required.

14. Directors decide whether to approve membership

14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

14.2 If the directors approve an application, the secretary must as soon as possible:

(a) enter the new member on the register of members, and

(b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).

14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

14.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 13(a), 13(b) or 13(c). In that case, by applying to be a member, the applicant agrees to those three matters.

15. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

16. When a person stops being a member

A person immediately stops being a member if they:

(a) fail to pay any membership fee approved by the directors
(b) die
(c) are wound up or otherwise dissolved or deregistered (for an incorporated member)
(d) resign, by writing to the secretary
(e) are expelled under clause 18, or
(f) have not responded within three 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

17. Dispute resolution

17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
(a) one or more members
(b) one or more directors, or
(c) the **company**.

17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:
(a) tell the directors about the dispute in writing
(b) agree or request that a mediator be appointed, and
(c) attempt in good faith to settle the dispute by mediation.

17.5 The mediator must:
(a) be chosen by agreement of those involved, or
(b) where those involved do not agree:
i. for disputes between members, a person chosen by the directors, or
ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.

17.6 A mediator chosen by the directors under clause 17.5(b)(i):
(a) may be a member or former member of the **company**
(b) must not have a personal interest in the dispute, and
(c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:
(a) allow those involved a reasonable chance to be heard
(b) allow those involved a reasonable chance to review any written statements
(c) ensure that those involved are given natural justice, and
(d) not make a decision on the dispute.

18. Disciplining members

18.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
(a) the member has breached this constitution, or
(b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.

18.2 At least 14 days before the directors' meeting at which a resolution under clause 18.1 will be considered, the secretary must notify the member in writing:
(a) that the directors are considering a resolution to warn, suspend or expel the member
(b) that this resolution will be considered at a directors' meeting and the date of that meeting
(c) what the member is said to have done or not done
(d) the nature of the resolution that has been proposed, and
(e) that the member may provide an explanation to the directors, and details of how to do so.

18.3 Before the directors pass any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:
(a) sending the directors a written explanation before that directors' meeting, and/or
(b) speaking at the meeting.

18.4 After considering any explanation under clause 18.3, the directors may:
(a) take no further action
(b) warn the member
(c) suspend the member's rights as a member for a period of no more than 12 months
(d) expel the member
(e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
(f) require the matter to be determined at a **general meeting**.

18.5 The directors cannot fine a member.

18.6 The secretary must give written notice to the member of the decision under clause 18.4 as soon as possible.

18.7 Disciplinary procedures must be completed as soon as reasonably practical.

18.8 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

19. General meetings called by directors

19.1 The directors may call a **general meeting**.

19.2 If members with at least 10% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
(a) within 21 days of the members' request, give all members notice of a **general meeting**, and
(b) hold the **general meeting** within 2 months of the members' request.

19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.

19.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
- (b) sign the request, and
- (c) give the request to the **company**.

19.5 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.

20. General meetings called by members

20.1 If the directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

20.2 To call and hold a meeting under clause 20.1 the members must:
- (a) as far as possible, follow the procedures for **general meeting**s set out in this constitution
- (b) call the meeting using the list of members on the **company**'s member register, which the **company** must provide to the members making the request at no cost, and
- (c) hold the **general meeting** within three months after the request was given to the **company**.

20.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

21.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
- (b) after the first annual **general meeting**, at least once in every calendar year.

21.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company**'s activities
- (b) a review of the **company**'s finances
- (c) any auditor's report
- (d) the election of directors, and
- (e) the appointment and payment of auditors, if any.

21.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company**'s activities and finances during the period since the last annual **general meeting**.

21.4 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 **company**.

22. Notice of general meetings

22.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
- (b) each director, and
- (c) the auditor (if any).

22.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:

(a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
(b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
(a) remove a director
(b) appoint a director in order to replace a director who was removed, or
(c) remove an auditor.

22.5 Notice of a **general meeting** must include:
(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
(b) the general nature of the meeting's business
(c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
i. the proxy does not need to be a member of the **company**
ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.

22.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

23.1 For a **general meeting** to be held, at least 5 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

23.2 No business may be conducted at a **general meeting** if a quorum is not present.

23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
(a) if the date is not specified – the same day in the next week
(b) if the time is not specified – the same time, and
(c) if the place is not specified – the same place.

23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

24. Auditor's right to attend meetings

24.1 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.

24.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

25. Representatives of members

25.1 An incorporated member may appoint as a representative:
(a) one individual to represent the member at meetings and to sign circular resolutions under clause 32, and

(b) the same individual or another individual for the purpose of being appointed or elected as a director.

25.2 The appointment of a representative by a member must:
(a) be in writing
(b) include the name of the representative
(c) be signed on behalf of the member, and
(d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.

25.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

25.4 The appointment may be standing (ongoing).

26. Using technology to hold meetings

26.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

26.2 Anyone using this technology is taken to be present in person at the meeting.

27. Chairperson for general meetings

27.1 The **elected chairperson** is entitled to chair **general meetings**.

27.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
(a) there is no **elected chairperson**, or
(b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
(c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

28. Role of the chairperson

28.1 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)).

28.2 The chairperson does not have a casting vote.

29. Adjournment of meetings

29.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.

29.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members’ resolutions and statements

30. Members' resolutions and statements

30.1 Members with at least 10% of the votes that may be cast on a resolution may give:
(a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members’ resolution), and/or
(b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members’ statement).

30.2 A notice of a members’ resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

30.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

30.4 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.

30.5 The percentage of votes that members have (as described in clause 30.1) is to be worked out as at midnight before the request or notice is given to the **company**.

30.6 If the **company** has been given notice of a members' resolution under clause 30.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.

30.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

31. Company must give notice of proposed resolution or distribute statement

31.1 If the **company** has been given a notice or request under clause 30:

(a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company**'s cost, or

(b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

31.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

(a) it is more than 1 000 words long

(b) the directors consider it may be defamatory

(c) clause 31.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or

(d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

32. Circular resolutions of members

32.1 Subject to clause 32.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

32.2 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 of the resolution.

32.3 Circular resolutions cannot be used:

(a) for a resolution to remove an auditor, appoint a director or remove a director

(b) for passing a **special resolution**, or

(c) where the **Corporations Act** or this constitution requires a meeting to be held.

32.4 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 32.5 or clause 32.6.

32.5 Members may sign:

(a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or

(b) separate copies of that document, as long as the wording is the same in each copy.

32.6 The **company** 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

33. How many votes a member has

Each member has one vote.

34. Challenge to member's right to vote

34.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

34.2 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.

35. How voting is carried out

35.1 Voting must be conducted and decided by:
- (a) a show of hands
- (b) a vote in writing, or
- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

35.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

35.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

35.4 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.

36. When and how a vote in writing must be held

36.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
- (b) **members present** with at least 10% 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
- (c) the chairperson.

36.2 A vote in writing must be taken when and how the chairperson directs, unless clause 36.3 applies.

36.3 A vote in writing must be held immediately if it is demanded under clause 36.1:
- (a) for the election of a chairperson under clause 27.2, or
- (b) to decide whether to adjourn the meeting.

36.4 A demand for a vote in writing may be withdrawn.

37. Appointment of proxy

37.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.

37.2 A proxy does not need to be a member.

37.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting

(b) vote in a vote in writing (but only to the extent allowed by the appointment), and
(c) join in to demand a vote in writing under clause 36.1.

37.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
(a) the member's name and address
(b) the **company**'s name
(c) the proxy's name or the name of the office held by the proxy, and
(d) the meeting(s) at which the appointment may be used.

37.5 A proxy appointment may be standing (ongoing).

37.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 22.5(d) or at the **company**'s registered address at least 48 hours before a meeting.

37.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

37.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
(a) dies
(b) is mentally incapacitated
(c) revokes the proxy's appointment, or
(d) revokes the authority of a representative or agent who appointed the proxy.

37.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

38. Voting by proxy

38.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

38.2 When a vote in writing is held, a proxy:
(a) does not need to vote, unless the proxy appointment specifies the way they must vote
(b) if the way they must vote is specified on the proxy form, must vote that way, and
(c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

39. Number of directors

The **company** must have at least three and no more than twelve directors.

40. Election and appointment of directors

40.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.

40.2 Apart from the initial directors and directors appointed under clause 40.5, the members may elect a director by a resolution passed in a **general meeting**.

40.3 Each of the directors must be appointed by a separate resolution, unless:
(a) the members present have first passed a resolution that the appointments may be voted on together, and
(b) no votes were cast against that resolution.

40.4 A person is eligible for election as a director of the **company** if they:
(a) are a member of the **company**, or a representative of a member of the **company** (appointed under clause 25)

(b) are nominated by two 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),
(c) give the **company** their signed consent to act as a director of the **company**,
(d) are approved as a nominee for election by a majority of the existing directors, and
(e) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

40.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
(a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 25)
(b) gives the **company** their signed consent to act as a director of the **company**, and
(c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

40.6 If the number of directors is reduced to fewer than three 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 (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

41. Election of chairperson

The directors must elect a director as the **company**'s **elected chairperson**.

42. Term of office

42.1 At each annual **general meeting**:
(a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
(b) at least one-third of the remaining directors must retire.

42.2 The directors who must retire at each annual **general meeting** under clause 42.1(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.

42.3 Other than a director appointed under clause 40.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

42.4 Each director must retire at least once every three years.

42.5 A director who retires under clause 42.1 may nominate for election or re-election, subject to clause 42.6.

42.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

43. When a director stops being a director

A director stops being a director if they:
(a) give written notice of resignation as a director to the **company**
(b) die
(c) are removed as a director by a resolution of the members
(d) stop being a member of the **company**
(e) are a representative of a member, and that member stops being a member
(f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative

(g) are absent for 3 consecutive directors' meetings without approval from the directors, or
(h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

44. Powers of directors

44.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause **Error! Reference source not found.**.

44.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

44.3 The directors must decide on the responsible financial management of the **company** including:
(a) any suitable written delegations of power under clause 45, and
(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

44.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

45. Delegation of directors' powers

45.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.

45.2 The delegation must be recorded in the **company**'s minute book.

46. Payment, etc. of Directors

46.1 A Director shall not be appointed to any salaried office of the **company** or any office of the **company** paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the **company** to any Director except:

(a) repayment of out-of-pocket expenses;

(b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the **company's** bankers for money lent to the **company**; and

(c) reasonable and proper rent for premises let to the **company**.

46.2 Any payment made under clause **Error! Reference source not found.** must be approved by the directors.

46.3 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:
(a) two directors of the **company**, or
(b) a director and the secretary.

Duties of directors

48. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
(b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause **Error! Reference source not found.**
(c) not to misuse their position as a director
(d) not to misuse information they gain in their role as a director
(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 49
(f) to ensure that the financial affairs of the **company** are managed responsibly, and
(g) not to allow the **company** to operate while it is insolvent.

49. Conflicts of interest

49.1 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):

(a) to the other directors, or
(b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

49.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

49.3 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 49.4:

(a) be present at the meeting while the matter is being discussed, or
(b) vote on the matter.

49.4 A director may still be present and vote if:

(a) their interest arises because they are a member of the **company**, and the other members have the same interest
(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 67)
(c) their interest relates to a payment by the **company** under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
(e) the directors who do not have a material personal interest in the matter pass a resolution that:
    (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
    (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

50. When the directors meet

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

Calling directors' meetings

50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.

50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors' meetings

51.1 The **elected chairperson** is entitled to chair directors' meetings.

51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

(a) not present within 30 minutes after the starting time set for the meeting, or

(b) present but does not want to act as chairperson of the meeting.

52. Quorum at directors' meetings

52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is 30% or more of directors.

52.2 A quorum must be present for the whole directors' meeting.

53. Using technology to hold directors' meetings

53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

53.2 The directors' agreement may be a standing (ongoing) one.

53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing directors' resolutions

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

55. Circular resolutions of directors

55.1 The directors may pass a circular resolution without a directors' meeting being held.

55.2 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.

55.3 Each director may sign:

(a) a single document setting out the resolution and containing a statement that they agree to the resolution, or

(b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

55.4 The **company** 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.

55.5 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

56. Appointment and role of secretary

56.1 The **company** must have at least one secretary, who may also be a director.

56.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.

56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

56.4 The role of the secretary includes:

(a) maintaining a register of the **company**'s members, and

(b) maintaining the minutes and other records of **general meeting**s (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

57. Minutes and records

57.1 The **company** must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of **general meetings**

(b) minutes of circular resolutions of members

(c) a copy of a notice of each **general meeting**, and

(d) a copy of a members' statement distributed to members under clause 31.

57.2 The **company** must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and

(b) minutes of circular resolutions of directors.

57.3 To allow members to inspect the **company**'s records:

(a) the **company** must give a member access to the records set out in clause 57.1, and

(b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 57.2 and clause 58.1.

57.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:

(a) the chairperson of the meeting, or

(b) the chairperson of the next meeting.

57.5 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.

58. Financial and related records

58.1 The **company** must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance, and

(b) enable true and fair financial statements to be prepared and to be audited.

58.2 The **company** must also keep written records that correctly record its operations.

58.3 The **company** must retain its records for at least 7 years.

58.4 The directors must take reasonable steps to ensure that the **company**'s records are kept safe.

By-laws

59. By-laws

59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.

59.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

60. What is notice

60.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.

60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause37.6.

61. Notice to the company

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

(a) delivering it to the **company**'s registered office

(b) posting it to the **company**'s registered office or to another address chosen by the **company** for notice to be provided

(c) sending it to an email address or other electronic address notified by the **company** to the members as the **company**'s email address or other electronic address, or

(d) sending it to the fax number notified by the **company** to the members as the **company**'s fax number.

62. Notice to members

62.1 Written notice or any communication under this constitution may be given to a member:

(a) in person

(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)

(d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

(e) 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).

62.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

63. When notice is taken to be given

A notice:

(a) delivered in person, or left at at the recipient's address, is taken to be given on the day it is delivered

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

(c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

(d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

64. Company's financial year

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

Funds – public fund (tax-deductible gifts)

65. The Ethics Centre Public Fund

65.1 The **company** shall establish a Public Fund, to be known as "The Ethics Centre Public Fund" for the purpose of receiving all tax-deductible gifts.

65.2 The general public will be invited to make gifts to the Public Fund for the sole purpose of carrying out the object of the **company**.

65.3 A separate account, "The Ethics Centre Public Fund Account," will be established to receive all gifts received by the Public Fund. This account must only include any money or property which is a gift to the Public Fund or which is received because of such gifts including, without limitation, interest received on any monies in the account.

65.4 The Public Fund Account shall be operated according to clear accounting procedures.

65.5 All receipts for gifts received must be issued in the name of "The Ethics Centre Public Fund".

65.6 The assets and income of the Public Fund shall be applied solely in furtherance of the object of the **company** and no portion shall be distributed directly or indirectly to any individual except as *bona fide* compensation for services rendered or expenses incurred on behalf of the **company**.

65.7 The Public Fund is to be managed by a sub-committee of the Board of the **company**. The Directors of the company must ensure that a majority of the sub-committee is made up of persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

65.8 In the event of the **company** being wound up, or if the endorsement of the **company** as a deductible gift recipient is revoked, any surplus assets remaining after the payment of liabilities of the **company** shall be transferred to another company, organisation or fund with similar purposes to which income tax deductible gifts can be made.

Indemnity, insurance and access

66. Indemnity

66.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

66.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

66.3 In this clause, 'to the relevant extent' means:

(a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and

(b) 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).

66.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

67. Insurance

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

68. Directors' access to documents

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

68.2 If the directors agree, the **company** must give a director or former director access to:

(a) certain documents, including documents provided for or available to the directors, and

any other documents referred to in those documents.

Non-distribution of profits

69. Non-distribution of profits

69.1 The income and property of the **company**, however derived, shall, subject to any relevant obligations under charitable trust law or any other relevant legal or statutory requirements, be used and applied solely in the promotion of the **company's** objects and in the exercise of powers conferred upon it by this constitution.

69.2 No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the **company**.

69.3 The requirement contained in 70.2 shall not, however, prevent the payment in good faith of:

(a) interest (provided that it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the **company**, or otherwise owing by the **company** to the member; or

(b) any remuneration to any officers or servants of the **company** or any other person in return for any services genuinely rendered to the **company**.

Winding up

70. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 71.1.

71. Distribution of surplus assets

71.1 Subject to the **Corporations Act**, any other applicable Act and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more fund, authority or institution:

(a) with charitable purposes similar to, or inclusive of, the purposes in clause **Error! Reference source not found.**, and

(b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**, and

(c) is a fund, authority or institution to which tax deductible gifts can be made.

71.2 The decision as to the fund, authority or institution to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the relevant Court to make this decision.

Definitions and interpretation

72. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)
company means the **company** referred to in clause 1
Corporations Act means the *Corporations Act 2001* (Cth)
elected chairperson means a person elected by the directors to be the **company**'s chairperson under clause 41
general meeting means a meeting of members and includes the annual **general meeting**, under clause 21.1
initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**
member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting
parish Council means the Parish Council of St James' Church;
parishioner of St James' Church means a person who is entitled to vote at the Annual Vestry Meeting of St James Church;
registered charity means a charity that is registered under the **ACNC Act**
special resolution means a resolution:

i. of which notice has been given under clause 22.5(c), and
ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

St James' Church means the St James' Anglican Church, King Street, Sydney;
surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

73. Reading this constitution with the Corporations Act

73.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
73.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
73.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
73.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

74. Interpretation

In this constitution:

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