

# **Lutheran Education Australia Ltd**

## **CONSTITUTION**

<b>Table of Contents</b>	<b>2</b>
1. Name and Definitions	3
2. Confession	3
3. Relationship to the Church	4
4. Objects	4
5. Income and Property of Company	4
6. Liability of Members	5
7. Payment to Directors	5
8. Membership	5
9. Ceasing to be a Member	5
10. Calling a General Meeting of Members	6
11. Notice of a General Meeting	6
12. Quorum	7
13. Chairperson of a General Meeting	7
14. Adjournment	7
15. Voting at Meetings	8
16. Offensive Material	8
17. Objections	8
18. The Directors	8
19. Appointment and Removal of Directors	9
20. Casual Vacancies	9
21. Vacation of Office	9
22. Officers	9
23. Powers and Duties of Directors	10
24. Board Meetings	10
25. Decision on Questions	10
26. Remaining Directors	10
27. Chairperson of the Board	11
28. Delegation	11
29. Written Resolutions	11
30. Validity of Acts of Directors	11
31. Minutes and Registers	11
32. Common Seal	12
33. Inspection of Records	12
34. Service of Notices	12
35. Persons Entitled to Notice	12
36. Audit and Accounts	12
37. Winding Up	13
38. Indemnity	13
39. Alteration of this Constitution	13

# Constitution

## Lutheran Education Australia Ltd

### 1. Name and Definitions

- 1.1 The name of this company shall be LUTHERAN EDUCATION AUSTRALIA LTD.
- 1.2 In this Constitution, unless the contrary intention appears:
- 1.2.1 '**Act**' means the *Corporations Act 2001* and any legislation passed in substitute for that Act;
  - 1.2.2 '**Auditor**' means the Auditor of the Company;
  - 1.2.3 '**Board**' means the Board of the Company;
  - 1.2.4 '**Church**' means the Lutheran Church of Australia Incorporated.;
  - 1.2.5 '**Company**' means Lutheran Education Australia Ltd;
  - 1.2.6 '**Constitution**' means the constitution of the Company as amended from time to time;
  - 1.2.7 '**Director**' includes any person occupying the position of Director of the Company;
  - 1.2.8 '**General Church Council**' means the General Church Council of the Church;
  - 1.2.9 '**Member**' means a Member under clause 8;
  - 1.2.10 '**Office**' means the registered office of the Company;
  - 1.2.11 '**Register**' means the register of the Members of the Company;
  - 1.2.12 '**Registered address**' means the last known address of a Member as noted in the Register;
  - 1.2.13 '**School**' means any school or early childhood education and care service of the Church;
  - 1.2.14 '**Seal**' means the common Seal (if any) of the Company;
  - 1.2.15 '**Secretary**' means any person appointed by the Directors to perform any of the duties of a secretary of the Company;
  - 1.2.16 the singular includes the plural and vice versa and words importing a gender include other genders;
  - 1.2.17 words importing natural persons include corporations;
  - 1.2.18 words and expressions defined in the Act have the same meaning in this Constitution;
  - 1.2.19 headings are for ease of reference only and do not affect the construction of this Constitution;
  - 1.2.20 a reference to the Corporations Law is a reference to the Act as modified or amended from time to time;
  - 1.2.21 an expression in a clause of this Constitution has the same meaning as in a provision of the Act; and
  - 1.2.22 to the extent permitted by law, the replaceable rules in the Act do not apply to the Company.

### 2. Confession

- 2.1 The Company declares that it
- 2.1.1 accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God and as the only infallible source and norm for all matters of faith, doctrine and life.
  - 2.1.2 acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely, the three ecumenical creeds: the Apostles' Creed, the Nicene Creed and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord
- 2.2 All who teach in and administer the affairs of the Company shall be bound to carry out their duties according to this Confession.

### **3. Relationship to the Church**

- 3.1 The Company declares that all its activities and programs shall always be consistent with and in conformity to the Constitution of the Church.

### **4. Objects**

- 4.1 The principal object of the Company is to set strategic direction and establish the overall policy environment for the schools of the church and as such it shall
- 4.1.1 promote Lutheran schools as agencies of Christian education;
  - 4.1.2 uphold and safeguard the confessional teachings of the Church, especially as these relate to the nature, purpose and program of schools;
  - 4.1.3 provide strategic leadership and support for the schools of the Church in those matters designated as national areas of responsibility as agreed from time to time;
  - 4.1.4 formulate national policy that gives direction to Lutheran schools as agencies of Christian education of the Church;
  - 4.1.5 promote, support and ensure the implementation of approved policy and associated procedures in the schools, working through regional structures;
  - 4.1.6 work in close co-operation with the Church, in particular with the regional organisational arms of Lutheran education and other appropriate departments of the Church;
  - 4.1.7 represent Lutheran schools and regions nationally to the Church, its departments, committees and auxiliaries, and to Australian Lutheran College;
  - 4.1.8 research, make approaches, represent and act on behalf of regions and schools in relation to the Commonwealth government, its departments and government authorities and political parties, respond to Commonwealth government directives and initiatives relating to education and associated matters, and provide representation to national educational bodies where strategic and appropriate;
  - 4.1.9 develop co-operative working relationships with other sectors of education at national level;
  - 4.1.10 approve the establishment of new schools and change in function of existing Lutheran schools in consultation with the regions;
  - 4.1.11 develop, coordinate and evaluate the national curriculum in Christian Studies for Lutheran schools, develop resources for, and promote and support the implementation of the Christian Studies curriculum in schools through regional authorities and/or officers;
  - 4.1.12 ensure that recruitment and staffing strategies, and leadership development programs are in place to meet the needs of Lutheran schools, that accreditation requirements in accordance with policies of the Church are implemented, and that a staff database is maintained and national conferences convened to promote the welfare of those who work in Lutheran schools;
  - 4.1.13 ensure income for the operation of the Company by means of annual levies or other means from Lutheran schools;
  - 4.1.14 undertake, develop and maintain key relationships with international Lutheran schools and education systems, considering compatibility with the Church's international relationships and programs, and the global focus of Lutheran schools; and
  - 4.1.15 undertake other activities related to those matters designated as national areas of responsibility or as agreed with the regions.
- 4.2 The Company has all of the capacities and powers conferred by Section 124 of the Act.

### **5. Income and Property of Company**

- 5.1. The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.

- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company.

## **6. Liability of Members**

Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while such person is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before such person ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$10:00 and the liability of the Members is limited accordingly.

## **7. Payment to Directors**

No payment will be made to any Director of the Company other than payment

- 7.1 of reasonable out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company;
- 7.2 for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service and the amount payable has the prior approval of the Board of the Company; and
- 7.3 relating to an indemnity in favour of the Director and permitted by Section 199A of the Act or a contract of insurance permitted by Section 199B.

## **8. Membership**

- 8.1 The number of Members with which the Company proposes to be registered is unlimited.
- 8.2 The first Members of the Company will be
- 8.2.1 those persons whose names are set out in Schedule A to this constitution; and
- 8.2.2 the persons who consented to become Members in the Company's application for registration; and
- 8.2.3 any other persons, corporations or organisations whom or which the Board admits to membership in accordance with this Constitution.
- 8.3 A person cannot be admitted to membership unless that person has been approved by resolution of the General Church Council.
- 8.4 The Board may decide from time to time on the form and contents of the application for membership, and on appropriate classes of membership.
- 8.5 Applications for membership of the Company will be in writing, signed by the applicant, and in the case of a corporation, by a nominated representative.

## **9. Ceasing to be a Member**

- 9.1 Membership of the Company will cease
- 9.1.1 on the date that the Secretary receives written notice of resignation; or
- 9.1.2 if the Board resolves by a majority of three-quarters of the Board to terminate the membership of a Member whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least twenty one [21] days notice of the proposed motion and must be given the opportunity to be heard at the meeting at which the motion is proposed; or

- 9.1.3 if the Member
  - 9.1.3.1 dies; or
  - 9.1.3.2 becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
  - 9.1.3.3 is convicted of a serious criminal offence; or
- 9.1.4 if the General Church Council so resolves.

## **10. Calling a General Meeting of Members**

- 10.1 The Chairperson or any two Directors may, at any time, call a general meeting.
- 10.2 The Chairperson must call and arrange to hold a general meeting on the request of two [2] Members of the Company. The request must be in writing and state any motion to be proposed at the meeting. The request must be signed by the Members making the request and be given to the Company.
- 10.3 The Board must call the meeting requested pursuant to clause 10.2 hereof within twenty-one [21] days after the request is given to the Company. The meeting must be held not later than two [2] months after the request is given to the Company.
- 10.4 If the Board fails to call and arrange to hold a general meeting of the Company within twenty-one [21] days of a request pursuant to clause 10.2 hereof, the Members may call and arrange to hold a general meeting in the same way, so far as is possible, in which general meetings of the Company may be called. The meeting must be held not later than three [3] months after the request is given to the Company. The notice of a general meeting must comply with clause 11.2 hereof and may be given in accordance with clause 34. hereof.

## **11. Notice of a General Meeting**

- 11.1 Subject to the provisions of the Act allowing general meetings to be held with shorter notice, at least fourteen [14] days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 11.2 A notice calling a general meeting must
  - 11.2.1 specify the place, date and time of the meeting; and
  - 11.2.2 state the nature of the business to be transacted at the meeting.
- 11.3 The business of the annual general meeting shall include
  - 11.3.1 the confirmation of the minutes of the previous annual general meeting and any other general meeting held in the meantime;
  - 11.3.2 the receipt of the statements of account for the Company;
  - 11.3.3 the receipt of the report of the Board and the report of the Auditor;
  - 11.3.4 the election of the required number of Members to the Board; and
  - 11.3.5 the appointment of an auditor.
- 11.4 The Board
  - 11.4.1 may postpone or cancel any general meeting; and
  - 11.4.2 must give notice of the postponement or cancellation to all the Members in the manner provided in clause 34. hereof.
- 11.5 A Member may only vote at a general meeting of the Company if the Member is present in person.

## 12. Quorum

- 12.1 No business may be transacted at a general meeting unless a quorum of Members is present in person when the meeting proceeds to business.
- 12.2 A quorum is three [3] of the Members of the Company present in person.
- 12.3 If a quorum is not present within thirty [30] minutes after the time appointed for a general meeting
  - 12.3.1 if the general meeting was called on the requisition of Members, it is automatically dissolved; or
  - 12.3.2 in any other case
    - 12.3.2.1 it will stand adjourned to the same time and place seven [7] days after the meeting, or to another day, time and place determined by the Board (of which all Members must be notified); and
    - 12.3.2.2 if at the adjourned general meeting a quorum is not present within thirty [30] minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

## 13. Chairperson of a General Meeting

- 13.1 Subject to clause 13.2, the Chairperson, or in the Chairperson's absence the Vice-Chairperson, of Board meetings will be the chairperson at every meeting of Members.
- 13.2 If
  - 13.2.1 there is no Chairperson or Vice-Chairperson; or
  - 13.2.2 neither the Chairperson nor Vice-Chairperson is present within fifteen [15] minutes after the time appointed for holding the general meeting; or
  - 13.2.3 the Chairperson and Vice-Chairperson are unable or unwilling to act as the chairperson of the general meeting,the Directors present may elect a chairperson of the general meeting of the Members.
- 13.3 If no election is made under clause 13.2, then
  - 13.3.1 the Members may elect one of the Directors present to act as the chairperson; or
  - 13.3.2 if no Director is present or able and willing to act as the chairperson, the Members may elect one of the Members present to act as the chairperson.
- 13.4 If there is a dispute at a general meeting about a question of procedure, the person chairing the meeting may determine the question.

## 14. Adjournment

- 14.1 The chairperson of a general meeting
  - 14.1.1 shall have the discretion to adjourn the general meeting with the meeting's consent; and
  - 14.1.2 must adjourn the general meeting if the meeting so directs.
- 14.2 An adjourned general meeting may take place at a different venue from the initial general meeting.
- 14.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 14.4 Notice of an adjourned general meeting need only be given in accordance with clause 11.1 if a general meeting has been adjourned for more than twenty one [21] days.

## **15. Voting at Meetings**

- 15.1 Subject to the Act, any motion shall require a majority of those voting in favour of the motion.
- 15.2 A motion shall be decided by a show of hands unless a ballot is required by the Chairperson or demanded by a Member and granted by resolution of the meeting.
- 15.3 A declaration by the Chairperson that a motion has been carried, carried by a specified majority, or lost and an entry to that effect has been included in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the motion.
- 15.4 A resolution of a general meeting may not be impugned or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 15.5 The Chairperson does not have a casting vote in addition to the Chairperson's vote as a Member.
- 15.6 Each Member has only one vote.

## **16. Offensive Material**

A person may be refused admission to, or required to leave and not return to a meeting if the person

- 16.1 refuses to permit examination of any article in the person's possession; or
- 16.2 is in possession of any
  - 16.2.1 electronic or recording device; or
  - 16.2.2 placard or banner; or
  - 16.2.3 other articlewhich the Chairperson considers to be dangerous, offensive or liable to cause disruption.

## **17. Objections**

- 17.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered his or her vote.
- 17.2 An objection must be referred to the Chairperson of the general meeting, whose decision is final.
- 17.3 A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

## **18. The Directors**

- 18.1 Until the Company resolves otherwise the maximum number of Directors shall be eight [8]. The Company must have at least three [3] Directors.
- 18.2 From the date of incorporation of the Company the persons named in Schedule B to this Constitution will comprise the Directors and Officers of the Company.
- 18.3 Any person named as a Director in Schedule B to this Constitution will continue to hold office as a Director of the Company until removed in accordance with clause 19. hereof.
- 18.4 The Company may by resolution passed in a general meeting, increase or reduce the number of Directors.
- 18.5 The Directors must be natural persons all of whom must
  - 18.5.1 ordinarily reside in Australia; and
  - 18.5.2 be members of the Church.

## **19. Appointment and Removal of Directors**

- 19.1 Directors will be appointed from time to time by resolution of the General Church Council.
- 19.2 Directors may be removed from time to time by resolution of the General Church Council.
- 19.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the Company, a majority of the Board at a meeting of the Board specifically called for that purpose may suspend that Director.
- 19.4 Following the suspension the Board must report to the next meeting of the General Church Council at which the General Church Council may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.

## **20. Casual Vacancies**

- 20.1 Subject to clause 18.5 the Directors may appoint any person as a Director to fill a casual vacancy.
- 20.2 A Director appointed under clause 20.1 will hold office until the next meeting of the General Church Council at which the appointment of the Director to fill the casual vacancy may be confirmed or revoked.

## **21. Vacation of Office**

The office of a Director immediately becomes vacant if the Director

- 21.1 is prohibited by the Act from holding office or continuing as a Director; or
- 21.2 is removed by resolution of the General Church Council; or
- 21.3 is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer his or her affairs, and becomes in the opinion of the Board incapable of performing his or her duties; or
- 21.4 resigns by notice in writing to the Company; or
- 21.5 is absent from Board meetings for three consecutive meetings without leave of absence from the Board; or
- 21.6 is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

## **22. Officers**

- 22.1 The officers of the Company are the
  - 22.1.1 Chairperson;
  - 22.1.2 Vice-Chairperson; and
  - 22.1.3 Secretary.
- 22.2 At the first meeting of the Board after the annual general meeting, the Board must appoint three [3] of their number to hold the offices of Chairperson, Vice-Chairperson and Secretary of the Company. Each will hold office for a one [1] year term.
- 22.3 If the term of the holder of an office ceases for any reason, the Board must appoint another Director to hold that office.

### **23. Powers and Duties of the Board**

The business of the Company is managed by the Board which may exercise all powers of the Company that this Constitution and the Corporations Law do not require to be exercised by the Company in a general meeting.

### **24. Board Meetings**

- 24.1 The Chairperson shall be responsible
- 24.1.1 for calling meetings of the Board;
  - 24.1.2 for calling a meeting of the Board upon the request of any three Directors provided that written notice is given to the Chairperson requesting that a meeting be called and providing particulars of the purpose of the meeting.
- 24.2 A Board meeting must be called upon at least 48 hours notice of a meeting to each Director.
- 24.3 It is not necessary to give notice of a Board meeting to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 24.4 Subject to the Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 24.5 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 24.6 A Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 24.7 Clause 24.4 also applies to meetings of committees of the Board as if all committee members were Directors.
- 24.8 The Board may meet together, adjourn and regulate its meetings as it thinks fit.
- 24.9 A quorum is a majority of Directors in office at the date of the meeting.
- 24.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, the Chairperson may call a general meeting of Members to deal with the matter.
- 24.11 Notice of a meeting of the Board may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

### **25. Decision on Questions**

- 25.1 Subject to this Constitution, questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and each Director has one vote.
- 25.2 The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

### **26. Remaining Directors**

The Directors may act even if there are vacancies on the Board.

## **27. Chairperson of the Board**

- 27.1 The Chairperson is entitled to chair the meetings of the Board.
- 27.2 If the Chairperson is not present at any Board meeting within ten [10] minutes after the time appointed for the meeting to begin, the Vice-Chairperson may chair the meeting but if the Vice-Chairperson is not present within ten [10] minutes of the time appointed for the meeting to begin the Directors present must elect a Director to be Chairperson of the meeting.
- 27.3 The Vice-Chairperson may act as the Chairperson in the absence of the Chairperson.

## **28. Delegation**

- 28.1 The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to a person or a committee or committees and may at any time revoke any delegation.
- 28.2 Subject to any direction by the Board, a committee may regulate its proceedings as it sees fit.

## **29. Written Resolutions**

- 29.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the motion sign a document containing a statement that they are in favour of the motion set out in the document. The motion is passed when the last Director signs.
- 29.2 Separate copies of a document may be used for signing by Directors and may be in the form of a facsimile or electronic transmission.

## **30. Validity of Acts of Directors**

If it is discovered that

- 30.1 there was a defect in the appointment of a person as a Director, or as a member of a committee of the Board; or
- 30.2 a person appointed to one of those positions was disqualified,
- all acts of the Directors or the committee of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## **31. Minutes and Registers**

- 31.1 The Board must cause minutes to be made of
- 31.1.1 the names of the Directors present at all Board meetings and meetings of committees of the Board;
  - 31.1.2 all proceedings and resolutions of general meetings, Board meetings and meetings of committees of the Board;
  - 31.1.3 all resolutions passed by the Board in accordance with clause 29.;
  - 31.1.4 all appointments of officers;
  - 31.1.5 all orders made by the Board and committees of the Board; and
  - 31.1.6 all disclosures of interests made under the Act.
- 31.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

## **32. Common Seal**

If the Company has a Seal

- 32.1 the Board must provide for the safe custody of the Seal;
- 32.2 the Seal must not be used without the authority of the Board or a committee of the Board authorised to use the Seal;
- 32.3 every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

## **33. Inspection of Records**

- 33.1 Except as otherwise required by the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 33.2 The minutes of each meeting of the Company, the Board or a committee of the Board (as the case may be) shall be submitted to the chairperson of the next meeting of the relevant body and if approved by a majority of those members present shall be signed by the chairperson and accepted as a correct record of the meeting to which the minutes relate.
- 33.3 The accepted minutes, financial records and other documents shall be made available to the General Church Council as and when required by the Church.

## **34. Service of Notices**

- 34.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution
  - 34.1.1 by serving it on the person; or
  - 34.1.2 by sending it by post to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 34.2 A notice sent by post is taken to be served
  - 34.2.1 by properly addressing, prepaying and posting a letter containing the notice; and
  - 34.2.2 two days after the day on which it was posted.

## **35. Persons Entitled to Notice**

- 35.1 Notice of every general meeting must be given to
  - 35.1.1 the Members;
  - 35.1.2 every Director; and
  - 35.1.3 any auditor.
- 35.2 No other person is entitled to receive notice of a general meeting.

## **36. Audit and Accounts**

- 36.1 The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Act.
- 36.2 The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Act.

### **37. Winding Up**

- 37.1 The Company shall not be wound up unless a special resolution has been passed by the Members at a special meeting of the Company of which at least twenty-one [21] days written notice of the meeting and the motion to be put to that meeting has been given. The special resolution shall be passed if three quarters of the Members present at the meeting vote in favour of the resolution.
- 37.2 A motion to wind up the Company shall only be put to a special meeting of the Company after the Church has been consulted. It shall not become operative until the approval of the Church has been obtained.
- 37.3 If the Company is wound up
- 37.3.1 each Member; and
  - 37.3.2 each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the
  - 37.3.3 payment of debts and liabilities of the Company (in relation to a person who has ceased to be a Member, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
  - 37.3.4 adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10:00.
- 37.4 In the event of the company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar objects which is not carried on for the profit or gain of its individual members.
- 37.5 In the event of the company being dissolved, it shall transfer the residue of any funds set up for the receipt of tax deductible donations to such other fund, authority, or institution as shall be determined by the General Synod or the General Church Council, subject however to such approval by the Commissioner of Taxation as may be required through any concessions granted to such fund under income tax law.

### **38. Indemnity**

- 38.1 To the extent permitted by law and subject to the restrictions in the Act, the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 38.2 To the extent permitted by law and subject to the restrictions in the Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 38.3 For the purposes of this clause 38, 'officer' means a Director.

### **39. Alteration of this Constitution**

- 39.1 This Constitution may be altered in accordance with this rule and the Act and new rules may be made in addition to or in substitution for this Constitution.
- 39.2 Any amendment to this Constitution must first be approved by the Board but shall not be effective until it is approved by the General Church Council.

## Schedule A

### Members of the Company

Ann Mitchell  
Stephen Rudolph  
Anthony Mueller  
Mark Greenthaner  
Tim McInnes  
Tania Nelson  
Michael Paech  
Adrienne Jericho

## Schedule B

### Directors of the Company:

Ann Mitchell  
Stephen Rudolph  
Anthony Mueller  
Mark Greenthaner  
Tim McInnes  
Tania Nelson  
Michael Paech  
Adrienne Jericho (Executive Director, Non Voting)