

Draft 28.11.20

Constitution

Australian Association of the Order of Malta Limited
ABN 37 142 209 121

draft

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Preliminary

1. Preamble

- 1.1 For over nine centuries the Sovereign Military and Hospitaller Order of Saint John of Jerusalem, of Rhodes, and of Malta (**Order**) has existed as a pontifical lay religious institution of the Roman Catholic Church for the purpose of the promotion of the glory of God through sanctification of its members by providing services to the Supreme Pontiff and assistance to one's neighbours in accordance with its ancient traditions.
- 1.2 True to the divine precepts and to the admonitions of our Lord Jesus Christ, guided by the teachings of the Church, the Order affirms and propagates the Christian virtues of charity and brotherhood. In countries where it exists, the Order carries out charitable works for the sick, the needy and refugees without distinction of religion, race, origin and age.
- 1.3 The fundamental legislative documents of the Order are the Constitutional Charter (**Constitutional Charter**) and Code (**Code**) which concern the exercise of rights of office and impose on the membership universal rules and norms of action. These documents vest supreme authority in the administration of the governance of the Order in the Grand Master (**Grand Master**) exercised in consultation with the Sovereign Council.
- 1.4 In countries where it conducts activities, members of the Order are formed into national associations to fulfil its institutional tasks which are to function under the authority of the Grand Master.
- 1.5 In 1974 the Grand Master approved National Statutes to form in Australia, as an unincorporated association, a National Association of members of the Order resident there, including those assigned to it, to be known as the Australian National Association of the Sovereign Order of St John of Jerusalem, of Rhodes and Malta (**Australian Association**).
- 1.6 With the approval of the Grand Master in 2021 the Australian Association resolved that it be incorporated as the Company, that the constitution that follows be the Constitution of the Company, that it be the successor in all respects of the Australian Association (including successor to all assets and liabilities of the Australian Association) and that the membership of the Company at that time and in the future solely comprise members of the Order.
- 1.7 The purpose of the Constitution is not to replace the faith, grace, charisms and the charity of the Order, or its members. Rather it looks towards the achievement of proper order and oversight in the management of the activities and charitable works of the Australian Association.

2. Application of the Corporations Act

- 2.1 The provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Company.
- 2.2 For the purposes of this Constitution, if the provisions of the Corporations Act or the ACNC Act conflict with the terms of this Constitution on the same matter, the provisions of the relevant Act prevail to the extent of the conflict.

Objects and powers

3. Objects

The Company is formed as a National Association of Members of the Order in Australia to propagate the Christian virtues of charity and brotherhood in the performance of works of mercy, particularly by aiding the sick, migrants, refugees and exiles, abandoned children and the poor and generally to exercise the charisms of the Order in the performance of such works of mercy.

4. Powers

The Company may only exercise the powers granted in section 124(1) of the Corporations Act to:

- (a) carry out the objects set out in Article 3; and
- (b) do all things incidental or convenient in relation to the exercise of power under Article 4(a).

Income and property of the Company

5. Income and property of the Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the Company's objects set out in Article 3 and the Company will not be carried on for the profit or gain of the Members, neither while it is operating nor on a winding up.
- 5.2 No income or property will be paid, distributed or transferred directly or indirectly to any Member except for payment to a Member:
 - (a) as reimbursement of expenses incurred on behalf of the Company and as approved by the Executive Council; or
 - (b) of other such payments, distributions or transfers as may be permitted by the Applicable Not-for-profit Laws.

Membership

6. Membership of the Company

- 6.1 The Members of the Company are the members of the Order who agree in writing to become a member of the Company and who:
 - (a) are citizens of, or permanently resident in, Australia, New Zealand or related Territories (unless belonging to another National Association or Priory); or
 - (b) are from time to time attached to the Company by decision of the Sovereign Council, and whose names are entered on the Register.
- 6.2 There shall be the following categories of membership:
 - (a) Ordinary Members, who have voting rights under this Constitution, being those Members who are citizens of, or permanently resident in Australia, New Zealand or related Territories; and

- (b) Attached Members, who do not have voting rights under this Constitution, being those Members who are not citizens of, or permanently resident in, Australia, New Zealand or related Territories.
- 6.3 Members of the Order belonging to another National Association or Priory can be affiliated with the Company and may, with the concurrence of the other National Associations, apply for transfer to membership of the Company as an Ordinary Member.
- 6.4 An Ordinary Member who is a citizen of Australia, New Zealand or a related Territory may retain their Ordinary Membership of the Company notwithstanding their residence in another Territory.
- 6.5 The Executive Council may create categories of relationship (other than membership) for those persons who are not Members or members of the Order so as to recognise the contribution of such persons to the works of the Order in Australia. Any such category of relationship and the role of such persons shall be described in regulations to be made for that purpose by the Executive Council.

7. Rights of Members

- 7.1 All Members who have paid their annual dues shall be entitled to take part in the proceedings of the Members, provided however that only Ordinary Members:
 - (a) are entitled to vote at such proceedings; and
 - (b) shall be eligible (subject to possession of the qualifications otherwise prescribed) for appointment to all offices of the Company.
- 7.2 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

8. Annual dues

- 8.1 Subject to this Article 8, all Members must pay the compulsory annual dues the amount of which shall, on the recommendation of the Executive Committee, be fixed for each category of membership from time to time by the Executive Council.
- 8.2 The Executive Council may from time to time determine that the annual dues otherwise payable by a Member or group of Members are to be:
 - (a) deferred;
 - (b) payable in instalments; or
 - (c) waived (wholly or in part).
- 8.3 The date for payment of annual dues shall be 2 months from the date of issue of the invoice for such dues. If payment is not made on or before the end of the following month, the Treasurer shall notify the Members in default of such default.
- 8.4 If default continues for more than two years after the date on which such notice was given, the Treasurer shall immediately advise the Executive Council and the defaulter may, if the Executive Council so determines, be submitted to disciplinary procedure. The Executive Council in an appropriate case may decide that payment of such dues be made by instalments or that the amount due be reduced or foregone.

9. Ceasing to be a Member

9.1 A Member's membership of the Company will cease if the Member:

- (a) gives the Company written notice of resignation from membership of the Company, with effect from the later of:
 - (i) the date of receipt of the notice by the Company or any later date specified in the notice for the resignation to take effect; and
 - (ii) acceptance by the Grand Master and Sovereign Council of the Member's cessation of membership of the Order;
- (b) ceases to meet the requirements for eligibility for membership set out in Article 6.1; or
- (c) dies.

9.2 The Secretary must record a cessation of membership in the Register.

9.3 Subject to the power of the Executive Council to determine otherwise, any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of any annual dues; and
- (b) will remain liable for and will pay to the Company all annual dues which were due to the Company at the date of ceasing to be a Member.

10. Powers of attorney

10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.

10.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

10.3 The Company may ask for whatever evidence it thinks appropriate to confirm that the power of attorney is effective and continues to be in force.

General Meetings

11. General Assembly

11.1 The Company must take reasonable steps to ensure that:

- (a) it is accountable to Members; and
- (b) Members have an adequate opportunity to raise concerns about the Company's governance.

11.2 A General Assembly must be held every two calendar years, if possible on the Feast Day of St John the Patron Saint of the Order or on some other day, shortly before or shortly after that day. The Executive Council shall fix the date of a General Assembly and decide on the agenda.

11.3 While the Company is a Registered Entity, the Meeting Chair must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about and make comments on the management of the Company.

- 11.4 A General Assembly shall be convened by the President or the Executive Council.
- 11.5 The business of any General Assembly may include any of the following, even if not referred to in the notice of meeting:
- (a) to receive and consider the Company's accounts;
 - (b) to receive and consider the Auditor's report;
 - (c) to receive and consider reports on the activities of the Company
 - (d) to consider any proposed amendment of this Constitution;
 - (e) to consider the proposed creation of By-Laws;
 - (f) to appoint an Auditor (subject to the Corporations Act);
 - (g) to fix the remuneration of the Auditor; and
 - (h) to transact such other business as is provided for in this Constitution.

12. Extraordinary General Meetings

- 12.1 Extraordinary General Meetings:
- (a) may be called by the President or by the Executive Council; and
 - (b) shall be called by the President upon receipt of a written request signed by at least 10 percent of the Members.
- 12.2 The business of an Extraordinary General Meeting will be:
- (a) if it was called under Article 12.1(a), as determined by the Executive Council; and
 - (b) if it was called under Article 12.1(b), the business specified in the Member's request or notice of meeting.

13. Notice of General Meetings

- 13.1 General Meetings may be called by notice in writing (which shall specify the agenda) sent by the President or the Chancellor addressed to each person entitled to receive notice under Article 71 at least 21 days before the date of the General Meeting.
- 13.2 In any case which is in the opinion of the President one of urgency, or where a written request for an Extraordinary General Meeting has been made pursuant to Article 12.1(b), the President may convene a General Meeting upon such shorter notice as the President shall specify which however may not be of less than 10 days.
- 13.3 A notice calling a General Meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) if a special resolution is to be proposed at the meeting, must specify an intention to propose the special resolution and state the resolution.
- 13.4 A General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

- 13.5 The failure or accidental omission to send a notice of a General Meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

Proceedings at General Meetings

14. Member

In Articles 15, 18 and 20, **Member** includes a Member present in person or by proxy or attorney.

15. Quorum

- 15.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- 15.2 A quorum of Members is 25 Ordinary Members. If a quorum is not present within 60 minutes after the time appointed for a General Meeting it is automatically dissolved.

16. Meeting Chair

- 16.1 The Meeting Chair will be the chairperson at every General Meeting.
- 16.2 If there is a dispute at a General Meeting about a question of procedure, the Meeting Chair may determine the question.
- 16.3 The Meeting Chair may refuse a person admission to, or require a person to leave and not return to, a General Meeting if the Meeting Chair considers it necessary to preserve the order of the meeting and to ensure the meeting is conducted in an orderly and proper manner.

17. Postponement, cancellation and adjournment

- 17.1 The Executive Council may postpone or cancel any General Meeting whenever it thinks fit (other than a meeting called as the result of a request under Article).
- 17.2 The Executive Council must give notice of the postponement or cancellation of a General Meeting to each person entitled to receive notice under Article 71.
- 17.3 The Meeting Chair of a General Meeting at which a quorum is present:
- (a) may in his or her discretion adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting (by resolution) directs him or her to do so.
- 17.4 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 17.5 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 17.6 If a General Meeting has been adjourned for more than 30 days, notice of the adjourned G General Meeting must be given to each person entitled to receive notice under Article 71 in accordance with Article 13.1.

18. Decision on questions

- 18.1 Subject to Article 20 and the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a General Meeting is decided on a show of hands unless, before or on the declaration of the result, a poll is demanded by:
- (a) at least five Members entitled to vote on the resolution;
 - (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (c) the Meeting Chair.
- 18.3 Unless a poll is demanded:
- (a) a declaration by the Meeting Chair that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect 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 resolution.
- 18.4 The demand for a poll may be withdrawn.
- 18.5 To the extent permitted by law, a decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so unless by reason of that person's vote a decision, resolution or determination of the meeting would or would not have been passed.

19. Taking a poll

- 19.1 If a poll is duly demanded under Article 18.2, a poll will be taken when and in the manner that the Meeting Chair directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The Meeting Chair may determine any dispute about the admission or rejection of a vote. The Meeting Chair's determination will be final and conclusive.
- 19.4 A poll demanded on the adjournment of a General Meeting must be taken immediately.
- 19.5 After a poll has been demanded at a General Meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

Votes of Members

20. Entitlement to vote

- 20.1 Subject to Article 20.2, every Ordinary Member may vote at any General Meeting.
- 20.2 An Ordinary Member is not entitled to vote at a General Meeting if the annual dues payable by that Member under Article 8 are overdue.
- 20.3 On a show of hands and on a poll, every Ordinary Member entitled to vote has one vote.

21. Casting vote of Meeting Chair

21.1 The Meeting Chair has a casting vote in addition to their votes as a Member, proxy or attorney.

22. Objections

22.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter seeks to vote.

22.2 An objection must be referred to the Meeting Chair, whose decision is final.

22.3 A vote which the Meeting Chair allows over an objection is valid for all purposes.

23. Votes by proxy or attorney

23.1 If an Ordinary Member appoints a proxy or an attorney, the proxy or attorney:

- (a) must not vote on a show of hands; and
- (b) may demand or join in demanding a poll, and vote on a poll.

23.2 A proxy must be an Ordinary Member.

23.3 A proxy may vote or abstain as the proxy chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes, the proxy will be deemed to have voted as directed.

23.4 A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, mental incapacitation or revocation was received by the Company before the relevant General Meeting or adjourned General Meeting.

24. Appointment of proxy

24.1 Subject to Article 24.6, an appointment of proxy is valid if it is signed by the Ordinary Member making the appointment and contains the following information:

- (a) the Ordinary 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 meetings at which the appointment may be used.

24.2 The Executive Council may determine that an appointment of proxy is valid even if it only contains some of the information required by Article 24.1.

24.3 A proxy's appointment is valid at an adjourned General Meeting.

24.4 A proxy may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.

- 24.5 Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to adjourn the General Meeting, even though the appointment may specify the way the proxy is to vote on a particular resolution; and
 - (b) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- 24.6 If a proxy appointment is signed by the Ordinary Member but does not name the proxy in whose favour it is given, the Meeting Chair will be the proxy.
- 24.7 Subject to Article 24.8, the written appointment of a proxy must be received by the Company at least 48 hours (unless otherwise specified in the notice of meeting to which the appointment relates) before:
- (a) the General Meeting (or the resumption of an adjourned General Meeting) at which the appointee is proposes to attend and vote; or
 - (b) the taking of a poll on which the appointee proposed to vote.
- 24.8 If the appointment purports to be executed under a power of attorney, the original power of attorney or a certified copy of the power of attorney must be received by the Company at least 48 hours before the General Meeting (or the resumption of an adjourned General Meeting).
- 24.9 The Company receives an appointment of a proxy or power of attorney under which it was executed when they are received at:
- (a) the Company's registered office; or
 - (b) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Written resolutions of Members

- 25.1 Subject to the Corporations Act, the Company may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs the document.
- 25.2 For the purposes of Article 25.1, separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 25.3 Any document referred to in this Article 25 may be in the form of an electronic transmission.
- 25.4 For the purposes of Article 25.1, a document will be taken to be signed by a Member if it:
- (a) includes or is accompanied by a personal identification code allocated by the Company to the Member; or
 - (b) has been authorised by the Member in another manner approved by the Directors.

Executive Council and Officers

26. Officers are Directors

Each Officer is a Director.

27. Eligibility and term of Officers

27.1 The Executive Council is composed of the Officers.

27.2 Each Officer shall be an Ordinary Member ordinarily resident within the Commonwealth of Australia, or, in the case of the Regional Hospitaller of New Zealand, the Dominion of New Zealand.

27.3 Subject to Article 27.4 the Officers shall be elected by the Ordinary Members in accordance with the procedure prescribed in Articles 28 and 29.

27.4 Subject to this Constitution, each Officer in office on the date this Constitution is adopted by the Company continues in office and shall retire from office at the time specified for the Officer in Schedule A.

27.5 Officers who are elected to office under Article 29, retire from office at the conclusion of the fourth General Assembly held after they were so elected.

27.6 To avoid doubt, it is intended that the period of office for the President, Hospitaller and Treasurer shall not be coordinate with the period of office of the Vice-President and Chancellor, but shall be staggered with respect to the other.

27.7 No Member may serve more than two consecutive terms in the same office of the Company.

27.8 No Member may at the same time hold more than one office, and no Member who is an Officer (other than a Regional Hospitaller) may concurrently be an officeholder in a Region.

27.9 Solely as required under this Constitution for the governance of the Company, the seniority of the Officers shall be as follows:

- (a) President;
- (b) Vice-President;
- (c) Chancellor;
- (d) Hospitaller;
- (e) Treasurer; and
- (f) Regional Hospitallers in decreasing order of seniority, such seniority to be determined by period of membership of the Executive Council.

27.10 Seniority of the Officers is relevant only for purposes provided for under this Constitution and the presumption shall otherwise be that, where a vote is required in the deliberations of the Officers, each vote shall be of equal weight.

28. Nominations for office

28.1 The Chancellor shall, at least 90 days before each General Assembly, invite Ordinary Members to nominate candidates for election to those offices of the Company for which there is to be an

election in that year, provided that a candidate for the office of Regional Hospitalier of a Region must belong to the Region.

- 28.2 A candidate for election to any such office shall be nominated in writing by two Ordinary Members eligible to vote for the said office and such nomination, signed by way of consent by the candidate, shall be delivered to the Chancellor, or in the Chancellor's absence to the substitute appointed by the Nominations Committee if constituted (or otherwise by the Executive Committee), not later than 60 days prior to the date of the General Assembly.
- 28.3 The Chancellor or appointed substitute shall, in the case of each nominated candidate, confirm with the Nominations Committee if constituted (or otherwise with the Executive Committee) that the circumstances of the candidate comply with the requirements under this Constitution for appointment to the office for which the candidate has been nominated and, if not, the nomination shall be deemed invalid.
- 28.4 At the close of nominations the Chancellor shall inform the Returning Officer (appointed pursuant to Article 29) of the said valid nominations received.
- 28.5 The Chancellor (or their appointed substitute, as applicable) must perform all actions contemplated by this Article 28, subject to the control and direction of the Nominations Committee if constituted (or otherwise, of the Executive Committee).

29. Election of Officers

- 29.1 The ballot for each office shall be supervised and directed in accordance with this Article by an Ordinary Member (who is not a candidate for election or a current Officer) to be appointed from time to time by the Executive Council ('**Returning Officer**').
- 29.2 The Returning Officer shall, upon receipt of the nominations for office:
- (a) specify a date, being no later than 14 days prior to the next General Assembly, to be the electoral date by which all votes are to be received; and
 - (b) cause the Ordinary Members to be notified of the respective candidate's names, the office nominated, the date of the election, and such other matters as are necessary or convenient for the effective conduct of the election.
- 29.3 Voting shall:
- (a) be personal and be conducted by postal ballot or by such technological means as determined by the Executive Council from time to time, provided that voting is to be concluded no later than 14 days prior to the General Assembly; and
 - (b) be by secret ballot, save to the extent that the Returning Officer is required to identify the Ordinary member casting the vote in order to mark the roll of Members.
- 29.4 At 5pm Australian Eastern Standard time on the electoral date, those votes received by the Returning Officer shall be counted and the Chancellor informed of the result. No vote received thereafter shall be considered.
- 29.5 If only one nomination is received by the Returning Officer for a given office within the prescribed time, the ballot may be dispensed with at the discretion of the Returning Officer.
- 29.6 Votes received for a given office shall, upon the declaration of the new appointee, be destroyed.

- 29.7 An Ordinary Member is not entitled to vote in the election of an office if the annual dues payable by that member under Article 8 are overdue.
- 29.8 The candidate for any office for which an election is conducted under this Article who receives:
- (a) a simple majority of votes from eligible Ordinary Members; or
 - (b) in circumstances where no candidate receives a simple majority of votes from eligible Members, the most votes cast by eligible Ordinary Members; or
 - (c) in circumstances where each candidate receives the same number of votes from eligible Members, the recipient of a casting vote from:
 - (i) in the case of an election to the office of President, the most senior Officer after the President (as set out in Article 27.9); and
 - (ii) in the case of an election to any other office, the President,
- shall be successful and declared as such by the Returning Officer.
- 29.9 An individual elected to office under this Article 29 is taken to have been elected with effect immediately following the conclusion of the next General Assembly that follows the election.

30. Vacation of office

The office of an Officer (including, for the avoidance of doubt, the office of Director of the Company) immediately becomes vacant if the Officer:

- (a) becomes ineligible to be a director of the Company under the ACNC Act;
- (b) ceases to be a Director by operation of the Corporations Act;
- (c) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (d) is prohibited from holding or is removed from the office of Director by an order made under the Corporations Act;
- (e) becomes of unsound mind (as certified by a medical professional) or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (f) within a reasonable period of being requested to do so by the Executive Council, fails to undergo a mental health assessment by a medical professional or to provide to the Executive Council the results of any such mental health assessment;
- (g) receives notice in writing that the Grand Master has determined not to confirm their appointment to office in accordance with the Constitutional Charter;
- (h) ceases to be an Officer under Article 49;
- (i) resigns by written notice to the Company, from the date of receipt of that notice by the Secretary, or on a later date specified in the notice;
- (j) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (k) is or becomes a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW) or similar legislation;
- (l) ceases to be a Member of the Company;

- (m) dies; or
- (n) is removed by a resolution of the Company.

31. Casual vacancies on the Executive Council

- 31.1 The Executive Council may act even if there are vacancies on it. If the number of Officers is not sufficient to constitute a quorum at a meeting of the Executive Council, the Officers may act only to:
- (a) appoint a Director; or
 - (b) call a General Meeting.
- 31.2 If for any reason the President shall cease to hold office, whether by resignation, removal, incapacity or any other cause, before the end of the President's then current term of office:
- (a) the next senior Officer, determined in accordance with Article 27.9, shall assume the office of President, subject to confirmation pursuant to the Constitutional Charter;
 - (b) the Officer assuming the position of President, in consultation with the Executive Council, shall appoint as an acting officer a suitable Ordinary Member to temporarily occupy the office vacated by the new President, and so on as required; and
 - (c) prior to the next General Assembly, there shall be an election in accordance with Articles 28 and 29 for the positions of President and any such other offices as have fallen vacant by reason of the former President's departure from office, whether or not there was otherwise to be an election prior to the General Assembly for these positions.
- 31.3 If for any reason an Officer other than the President or Regional Hospitaller shall cease to hold office, whether by resignation, removal, incapacity or any other cause, before the end of the Officer's current term of office:
- (a) the President, in consultation with the Executive Council, shall appoint as an acting officer a suitable Ordinary Member to occupy and discharge the duties of that office; and
 - (b) prior to the next General Assembly, there shall be an election in accordance with Articles 28 and 29 for that office and such other offices as have fallen vacant by reason of the former Officer's departure from office, whether or not there was otherwise to be an election prior to that General Assembly for those offices.
- 31.4 If for any reason an Officer who is a Regional Hospitaller shall cease to hold office, whether by resignation, removal, incapacity or any other cause, before the end of the Officer's current term of office:
- (a) the President, in consultation with the Executive Council and the relevant Regional Council, shall appoint as an acting officer a suitable Ordinary Member belonging to the relevant Region to occupy and discharge the duties of that office; and
 - (b) prior to the next General Assembly, there shall be an election in accordance with Articles 28 and 29 for that office and such other offices as have fallen vacant by reason of the former Officer's departure from office, whether or not there was otherwise to be an election prior to that General Assembly for those offices.
- 31.5 Where an Officer has been elected pursuant to Article 31.2(c), Article 31.3(b) or Article 31.4(b), the Officer so elected shall hold office for the remainder of the period for which the Officer being

replaced would have held office had that Officer not ceased to hold office prematurely, subject to the provisions of this Constitution.

- 31.6 Where a person has been elected to an office under Article 31.2(c), Article 31.3(b) or Article 31.4(b), service in that office for the period referred to in Article 31.4 shall be regarded as service for one term for the purposes of Article 27.7.

32. Honorary offices and Payments to Officers

32.1 Subject to this Constitution, the offices of President, Vice-President, Chancellor, Hospitaller, Treasurer, Communications Officer and other offices or appointments contemplated by this Constitution (other than the offices of director or secretary of the Company) are honorary.

32.2 No payment will be made to any Officer other than payment:

- (a) of out of pocket expenses properly incurred by the Officer in the performance of any duty as an Officer where the amount payable does not exceed an amount previously approved by the Executive Council;
- (b) of any salary or wage due to the Officer as an employee of the Company where the terms of employment have been approved by the Executive Council; and
- (c) relating to an indemnity in favour of the Officer and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

32.3 Notwithstanding anything else in this Constitution, a payment of any kind which is permitted to be paid to an Officer by this Constitution can be made by the Company to an Officer only if that payment is approved by the Executive Council.

Role, powers and duties of the Executive Council and the Officers

33. Executive Council

33.1 The business of the Company is managed by the Executive Council who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

33.2 Without limiting the generality of Article 33.1, the Executive Council may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company;
- (c) give any other security for a debt, liability or obligation of the Company or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

33.3 The role of the Executive Council is to:

- (a) give effect to the resolutions of the Members passed in General Meeting, the objects of the Company, and a fortiori the Constitutional Charter and Code, by identifying and defining the national objectives of the Company;
- (b) oversee the performance by the Executive Committee of its role and provide such direction to the Executive Committee as is necessary for its efficient operation;
- (c) provide assured representation for each Region in the governance of the Company;
- (d) correspond and negotiate with other organs of the Order, including ambassadors and sub-organisations, and enter into any memoranda of understanding with those organs as deemed necessary or appropriate;
- (e) make such regulations as may be appropriate for the carrying into effect of this Constitution and for ensuring compliance with the Constitutional Charter and Code;
- (f) exercise any express powers conferred on the Executive Council by this Constitution;
- (g) supervise, monitor and receive reports from the Executive Committee and other bodies formed to carry out the works of the Company;
- (h) coordinate the activities of the Regions;
- (i) control the resources of the Company and authorise expenditure by the Company on the projects of the Company;
- (j) appoint, direct and supervise the activities of any committees appointed by the Executive Council pursuant to Article 45;
- (k) regulate the number, form, composition and structure of the Regions;
- (l) liaise and cooperate with the officers of each Region as required in relation to the above functions;
- (m) attend to such correspondence with external persons, associations, committees and Regions necessary to effect the above functions not otherwise attended to by the Executive Committee;
- (n) report as required to Sovereign Council; and
- (o) delegate such tasks or functions to the Executive Committee, a Sub-committee or a Region as the Executive Council considers appropriate, provided that such tasks or functions shall not include matters expressly reserved to the Executive Council by this Article.

34. Officers generally

At all times while the Company is a Registered Entity, each Officer is subject to, and must comply with, the following duties:

- (a) to exercise the Officer's powers and discharge the Officer's 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 Company's best interests, and to further the purposes of the Company;
- (c) not to misuse the Officer's position;

- (d) not to misuse information obtained in the performance of the Officer's duties as an Officer;
- (e) to disclose perceived or actual material conflicts of interest of the Officer;
- (f) to ensure that the Company's financial affairs are managed in a responsible manner; and
- (g) not to allow the Company to operate while insolvent.

35. President

35.1 The President may:

- (a) in consultation with the Executive Council, act on behalf of the Company; and
- (b) convene and preside at meetings of the General Assembly, the Executive Council and the Executive Committee.

35.2 The President may present to the Grand Magistracy a proposal for the conferment of honours pro merito melitensi or other awards of the Order referred to in the Code.

35.3 In case of the absence or incapacity of the President:

- (a) at a General Meeting, the most senior Officer, as determined by Article 27.9, may act in the President's place; and
- (b) at a meeting of the Executive Council or Executive Committee, the Vice-President or the Chancellor, may act in the President's place.

36. Vice President

36.1 The Vice President shall supervise the Company's relationships with:

- (a) organisations of the Order which do not operate in Australia; and
- (b) Attached Members who reside in the Asia-Pacific region.

37. Chancellor

37.1 The Chancellor shall:

- (a) on behalf of and subject to the Executive Council and Executive Committee, be responsible for the ordinary general administration of the affairs of the Company;
- (b) prepare and forward to the relevant Members such documents and minutes of meetings as may be proper to be prepared and forwarded;
- (c) convene at appropriate times meetings of the Executive Council and the Executive Committee, and General Assemblies, and shall keep minutes of each such meeting;
- (d) prepare and keep up-to-date the Register and once each year forward a copy of the Register to the Grand Magistracy;
- (e) examine proposals for preferment in the Order and for the conferment of distinctions and decorations, and provide advice to the Executive Council in respect thereto;
- (f) provide such authentication as may be necessary from time to time of the acts and transactions of the Company and of the documents held by it;

- (g) attend to any registrations or notifications reasonably necessary to:
 - (i) protect the Order's intellectual property;
 - (ii) comply with the Company's reporting obligations under any Commonwealth or State legislation.
- (h) provide, or superintend the provision of, legal advice to the Executive Council and Executive Committee;
- (i) as required, liaise with each Regional Hospitaller, or Regional Hospitaller's appointee, in order to perform the above functions;
- (j) liaise with the Grand Magistracy on administrative matters affecting the Order in Australia and New Zealand or in those countries where members of the Order not resident in Australia have been attached under Article 6.1(b) to the Company by decision of Sovereign Council; and
- (k) exercise such other powers and functions as may be conferred on the Chancellor by this Constitution.

37.2 The Chancellor is, unless the Executive Council otherwise determines, a Secretary and must perform the duties and functions of a secretary of a company.

38. Hospitaller

38.1 The Hospitaller shall:

- (a) promote, coordinate and supervise the charitable works of the Company and the Regions in accordance with the dispositions of the Code and this Constitution;
- (b) encourage and coordinate the participation of Members in the charitable works of the Company;
- (c) inspect the proper functioning of the charitable works undertaken by the Company and the Regions;
- (d) report to the Executive Council and Executive Committee upon the charitable works of the Company;
- (e) provide advice and recommendations to the Executive Council concerning the establishment of national objectives of the Company and charitable works;
- (f) liaise with other Officers and the Executive Council concerning matters relevant to the proper administration of the charitable works of the Company including matters of funding and resourcing; and
- (g) coordinate and if necessary direct the charitable works of the Regions.

39. Treasurer

39.1 The Treasurer shall:

- (a) be the Officer responsible for the custody and administration of the property of the Company and all its funds;

- (b) on behalf of the Executive Council, keep and cause to be prepared annually as at 31 December each year such financial accounts of the Company and any of its bodies as may be appropriate to show the financial position of the Company;
- (c) on behalf of the Executive Council, cause the financial accounts of the Company to be audited or reviewed (as applicable) each year by an Auditor approved by the Members;
- (d) upon completion of the audit or review (as applicable) of the annual financial accounts of the Company, cause a copy of the accounts, plus any other documentation required to be prepared pursuant to applicable law, to be delivered or made available, electronically or otherwise, to each Member; and
- (e) as required, liaise with each Regional Hospitaller, or Regional Hospitaller's appointee, in order to perform the above functions.

Proceedings of the Executive Council

40. Meetings

- 40.1 The Executive Council shall meet as frequently as good governance and administration of the Company requires, but in any event at intervals not greater than three months.
- 40.2 Ordinary meetings of the Executive Council shall be called by the President (or, at the President's direction, the Chancellor) by notice to all persons entitled to notice under Article 70 at least 14 days prior to the date of such meeting, provided that in a case of urgency the President may give or direct such shorter notice as the President may deem appropriate.
- 40.3 Three or more Officers may at any time call for a special meeting of the Executive Council by delivering to the Chancellor a written request signed by those Officers, and the Chancellor shall in that case as soon as practicably provide notice of the special meeting to all persons entitled to notice under Article 70 at least 14 days prior to the date fixed for the meeting.
- 40.4 Notice of a meeting of the Executive Council may be given in writing or in person, or the meeting may be otherwise called by email, telephone or any other technology consented to by the Officers from time to time.
- 40.5 A notice of a meeting of the Executive Council shall include the agenda of the meeting provided that the Executive Council may, if it so determines, deal with any matter not included in such agenda.
- 40.6 By attending a meeting of the Executive Council, a person entitled to notice under Article 70 waives any objection he or she may have had in relation to the notice of meeting.
- 40.7 An accidental omission to give notice of a meeting of the Executive Council to any persons entitled to notice under Article 70 or the non-receipt of such notice by any persons entitled to notice under Article 70 does not invalidate the proceedings at or any resolution passed at the meeting.
- 40.8 Meetings of the Executive Council may be conducted in person, telephonically or by such other means that the Meeting Chair shall in the Meeting Chair's discretion consider appropriate, save that to be considered present at the meeting the attending Officers must be able to simultaneously hear each other and participate in the Executive Council's deliberations.
- 40.9 The Officers need not all be physically present in the same place for an Executive Council meeting to be held.

- 40.10 An Officer who participates in a meeting held in accordance with Article 40.8 is taken to be present and entitled to vote at the meeting.
- 40.11 A meeting of the Executive Council shall be presided over by the Meeting Chair.
- 40.12 Without prejudice to Article 44, the Meeting Chair (unless the Executive Council otherwise determines) may allow individuals to attend and observe meetings of the Executive Council and to speak on relevant matters at such meetings. Such individuals do not have any right to vote at the meeting.

41. Quorum

At a meeting of the Executive Council, a quorum is the President and four other Officers.

42. Decision on questions

- 42.1 Decisions of the Executive Council shall be taken by a majority of the voters present and in the case of equality of votes the vote of the President or, in the President's absence, the Vice-President or Chancellor (as the case may be) shall be decisive
- 42.2 Subject to this Constitution and the Corporations Act, each Officer has one vote.

43. Officers' interests

- 43.1 As required by the Corporations Act, an Officer must give the Executive Council notice of any material personal interest of the Officer in a matter that relates to the affairs of the Company.
- 43.2 No contract made by an Officer with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Officer may be in any way interested is avoided or rendered voidable merely because of the Officer holding office as a director or because of the fiduciary obligations arising out of that office.
- 43.3 No Officer contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Officer holding office as a director or because of the fiduciary obligations arising out of that office.
- 43.4 An Officer is not disqualified merely because of being an Officer from contracting with the Company in any respect.
- 43.5 An Officer or a body or entity in which an Officer has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Officer or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 43.6 An Officer who has a material personal interest in a matter that is being considered at a meeting of the Executive Council:

- (a) shall not be counted in determining whether or not a quorum is present at the meeting of the Executive Council considering that matter; and
- (b) must not be present when the matter is discussed or voted on, and must not vote in respect of the matter.

43.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

44. Advisory roles of the Principal Chaplain, Regent and Communications Officer

The Principal Chaplain, the Regent and the Communications Officer may attend meetings of Executive Council as non-voting observers, and in particular:

- (a) the Regent and Principal Chaplain may attend meetings of the Executive Council for the purpose of advising the Executive Council on matters relevant to their respective roles; and
- (b) the Communications Officer shall, as required by the Executive Council, attend meetings of the Executive Council to advise it on matters relevant to the Communication Officer's office and to take cognisance of the Executive Council's deliberations as they relate to the proper discharge of the Communication Officer's office.

45. Committees

45.1 Except in relation to matters concerning the Disciplinary Commission, the Executive Council may delegate to a committee any of their powers or functions, other than those which by law must be dealt with by the Executive Council as a board.

45.2 The Executive Council may at any time revoke any delegation to a committee of any power or function.

45.3 The Executive Council shall in respect of each committee formed under this Article 45 so far as it shall think necessary specify its functions, its competence and its duration and define its powers. If no such powers or functions are specified in the delegation, then the committee has only such powers and functions as allow the committee to make a recommendation to the Executive Council.

45.4 The members of a committee:

- (a) shall comprise:
 - (iii) at least two members of the Executive Council; and
 - (iv) such other Officers and employees of the Company, as the Executive Council may determine from time to time; and
- (b) may in special circumstances include, up to a number specified by the Executive Council, persons who are not Members, but are appointed to the committee by:
 - (i) the Executive Council; or

- (ii) other members of the committee who are authorised by the Executive Council to do so.
- 45.5 Each member of a committee has one vote unless the Executive Council determines that certain members of the committee have only an advisory role in which case such members will not have a vote.
- 45.6 Each member of the Executive Council shall be entitled to be present at any meeting of any committee formed under this Article 45.
- 45.7 The members of a committee may elect a chairperson of their meetings.
- 45.8 In the case of an equality of votes at a meeting of a committee or sub-committee, the matter will be submitted to the Executive Council for determination.
- 45.9 A committee must exercise its powers in accordance with any directions of the Executive Council and a power exercised in that way is taken to have been exercised by the Executive Council.
- 45.10 All committees, standing or ad hoc, shall cease to exist upon the Executive Council ceasing for any reason to exist.
- 45.11 Without limiting any other provision of this Article 45, the Executive Council may form one or more committees with functions and powers relating to:
 - (a) audit and risk matters; and
 - (b) nominations of candidates for offices of the Company. The functions and powers of such a committee must include:
 - (i) coordinating the activities undertaken by the Chancellor under, and performing functions required by, Article 28; and
 - (ii) a duty to consult with Members of a Region with a view to identifying suitable candidates for the office of Regional Hospitalier of the Region,

(Nominations Committee).

46. Written resolutions

- 46.1 Subject to Article 46.2, the Executive Council may pass a resolution without a meeting being held if:
 - (a) each Officer is provided by the President, or Chancellor acting at the request of the President, with written notice addressed to the Officer at the Officer's address as appearing in the records of the Company specifying the business to be transacted; and
 - (b) not less than one half plus one of the Officers entitled to vote cast their vote in favour of the resolution within the time limited in the notice for votes to be recorded.
- 46.2 If any five Officers in writing require the Chancellor within the time allowed for a vote to be taken that a question referred for decision in accordance with Article 46.1 be reserved for decision by the Executive Council in meeting assembled the matter shall be so reserved and any votes cast other than at a meeting shall be disregarded.
- 46.3 For the purposes of this Article 46:

- (a) such notice may be sent by letter, facsimile or email and shall afford not less than seven days for the votes of Officers to be exercised by letter, facsimile or email returned to the address specified in the notice;
- (b) separate copies of a document may be used for signing by Officers if the wording of the resolution and statement is identical in each copy; and
- (c) any document referred to in this Article may be in the form of a facsimile or electronic transmission.

46.4 This Article applies to meetings of committees of the Executive Council as if all members of the committee were Officers.

47. Validity of acts of Officers

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Officer or member of a committee of the Executive Council; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Executive Council or any committee of the Executive Council (as the case may be) before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

48. Minutes

48.1 The Executive Council must cause or require minutes to be made of:

- (a) the names of the Officers present at all Executive Council meetings;
- (b) the names of all members of an Executive Council committee present at a meeting of that committee;
- (c) all proceedings and resolutions of General Meetings, Executive Council meetings and meetings of committees of the Executive Council;
- (d) all resolutions passed by the Executive Council and committees of the Executive Council in accordance with Article 46; and
- (e) all disclosures of interests made under Article 43.

48.2 Minutes must be signed by the Meeting Chair of the meeting or by the Meeting Chair of the next meeting of the relevant body, and if so signed will be evidence of the matters stated in such minutes.

49. Obligation of attendance

- (a) Every Officer who, having been duly notified, fails to attend a meeting of the Executive Council on more than three occasions (whether or not in succession) during any term of office and has not a valid reason for such non-attendance acknowledged as such by the Executive Council shall cease to be an Officer unless the Officer's absence is excused by the Executive Council.

- (b) An individual who ceases to be a member of the Executive Committee under Article 53 shall also cease to be an Officer, unless otherwise resolved by the Executive Council.

50. Communication of the Executive Council's deliberations

Within 30 days of each meeting of the Executive Council the Chancellor shall cause to be forwarded to each Regional Hospitaller (for distribution to their respective Regional Council) a copy of the draft record of the said meeting.

Executive Committee

51. Role of the Executive Committee

51.1 The role of the Executive Committee is to superintend and facilitate the day-to-day functioning of the Company and, to those ends, to:

- (a) do all such things as may be appropriate and necessary to advance, administer and execute the national objectives of the Company as determined under Article 33.3(a);
- (b) carry out the ordinary administration of the property of the Company and deal with all matters related thereto;
- (c) deal with all matters relating to the employees of the Company;
- (d) ensure the application of proper financial controls, risk and compliance management and auditing protocols for each of the Company's projects;
- (e) ensure compliance with all applicable Commonwealth and State legislative requirements relevant to the activities of the Company;
- (f) liaise and cooperate with the officers of each Region as required in relation to the above functions;
- (g) attend to such formal correspondence with Regions, external persons, associations and committees necessary to carry out its functions and not otherwise requiring the deliberations of the Executive Council;
- (h) provide advice, or refer matters beyond its jurisdiction, to the Executive Council as required;
- (i) exercise any express power conferred on the Executive Committee by this Constitution;
- (j) report on the activities of the Executive Committee in discharge of the above functions to the Executive Council at each meeting of the Executive Council, with such report:
 - (i) to be in writing;
 - (ii) to include a copy of each of the minutes of the meetings of the Executive Committee held since the last meeting of the Executive Council;
 - (iii) to be circulated to the members of the Executive Council no later than 14 days before the Executive Council meeting; and
 - (iv) to be tabled at the Executive Council meeting.

51.2 The Executive Committee is not to establish or determine matters of policy or strategic direction for the Company or its organs and shall be subject to the direction and supervision of the Executive Council in respect of all such matters.

52. Executive Committee meetings

52.1 The Executive Committee shall meet as frequently as good governance and administration of the Company requires, but in any event at intervals of not greater than six weeks.

52.2 A quorum for a meeting of the Executive Committee shall consist of the President and two other Executive Committee members.

52.3 The following provisions of this Constitution apply to meetings of the Executive Committee as if references to the Executive Council were references to the Executive Committee:

- (a) Article 40 (other than Article 40.2); and
- (b) Article 42.

52.4 As required by the Executive Committee, the Communications Officer shall attend the meetings of the Executive Committee to advise it on matters relevant to the Communications Officer's functions and to take cognisance of the Executive Committee's deliberations as they relate to the proper discharge of that office.

52.5 A record shall be kept of the deliberations and discussions of the Executive Committee, to be called 'Minutes of the Meetings of the Executive Committee'. At each meeting of the Executive Committee the minutes of the preceding meeting made under this Article shall be read. Such minutes, if approved, shall be signed by the Meeting Chair or by the Meeting Chair of the next meeting of the Executive Committee.

53. Obligation of attendance at Executive Committee meetings

Every member of the Executive Committee who, having been duly notified, fails to attend a meeting of the Executive Committee on more than three occasions (whether or not in succession) during any term of office and has not a valid reason for such non-attendance acknowledged as such by the Executive Committee shall cease to be a member of the Executive Committee thereof unless the member's absence is excused by the Executive Committee.

Principal Chaplain and Communications Officer

54. Principal Chaplain

54.1 The Principal Chaplain shall give spiritual assistance to the Members and coordinate and develop pastoral and liturgical activities and further cooperation among all Chaplains.

54.2 In circumstances where the Principal Chaplain is unable to attend a meeting of the Executive Council he may appoint from among the Chaplains of the Order a suitable delegate to attend and participate at the meeting on his behalf.

55. Communications Officer

55.1 The Communications Officer shall be appointed by the Executive Council for a term not exceeding four years, with re-appointment at the Executive Council's discretion.

- 55.2 The Communications Officer shall, subject to the direction and control of the Executive Council:
- (a) oversee the preparation, distribution and coordination of communications with the public, such as media releases and correspondence;
 - (b) provide advice to the Executive Council and Executive Committee regarding mechanisms for promoting knowledge and awareness of the Order and its works in Australia;
 - (c) ensure effective communications strategies between the Company, the Regions, and the Members;
 - (d) oversee the publication of the Company's newsletter or any other regular publication for the information of members;
 - (e) monitor the standard of the Company's written communications and provide advice as necessary;
 - (f) superintend the Website and ensure the accuracy and currency of its content;
 - (g) in cooperation with the Treasurer, superintend any electronic payment systems reliant upon the operation of the Website;
 - (h) as required, liaise with each Regional Hospitaller, or Regional Hospitaller's appointee, in order to perform the above functions;
 - (i) ensure that the standard Guidelines for Order Emblems provided by the Grand Magistracy are applied as required by such Guidelines;
 - (j) maintain regular contact with the Communications Officer of the Grand Magistracy.

56. Secretary

56.1 In accordance with the Corporations Act there must be at least one Secretary who ordinarily resides in Australia.

56.2 The Executive Council may:

- (a) appoint another Secretary in place of, or in addition to, the Chancellor; and
- (b) subject to the terms of such a Secretary's employment contract (if any), suspend, remove or dismiss the Secretary.

Regions as organs of the Company

57. Regions

57.1 The Company has the following Regions:

- (a) the South Eastern Region, composed of those Members ordinarily resident in the States of Victoria and Tasmania;
- (b) the Central Eastern Region, composed of those Members ordinarily resident in the State of New South Wales, which for this purpose shall be taken to include the Australian Capital Territory;
- (c) the North Eastern Region, composed of those Members ordinarily resident in the State of Queensland;

- (d) the Southern Central Region, composed of those Members ordinarily resident in the States of South Australia and Western Australia;
- (e) the Northern Central Region, composed of those Members ordinarily resident in the Northern Territory;
- (f) the New Zealand Region, composed of those Members ordinarily resident in New Zealand;
- (g) such additional or other Regions as may be recognised and authorised by resolution of the Executive Council,

in each case subject to Article 57.8.

57.2 Each Region established pursuant to this Article 57 shall be and have the character of a delegation pursuant to the Constitutional Charter and the Code and:

- (a) each shall be subject to the juridical rights and obligations arising under the said provisions; and
- (b) the Regional Hospitaller of each such Region shall (subject to any approvals required under the Constitutional Charter and Code) be the delegate of each such delegation.

57.3 Members resident in a State or Territory of Australia not part of a Region referred to in Article 57.1 by resolution of the Executive Council, may be treated as members of a Region specified in such resolution.

57.4 The South Eastern Region, the Central Eastern Region, the North Eastern Region, the Southern Central Region and the Northern Central Region are permanent and integral organs of the Company.

57.5 If a New Zealand Association is established by decree of the Grand Master pursuant to the Constitutional Charter then, on the making of that decree:

- (a) the New Zealand Region shall cease to be a Region;
- (b) the Regional Hospitaller of New Zealand shall cease to be an Officer of the Company; and
- (c) Members permanently resident in New Zealand shall cease to be Members of the Company.

57.6 All Regions, save as expressly provided in this Constitution, are subject to the direction and authority of the Executive Council.

57.7 Subject to Article 57.8, for determining whether a Member belongs to a particular Region, a Member shall be deemed to ordinarily reside at the address of the Member contained in the Register.

57.8 Notwithstanding anything in this Constitution:

- (a) a Member who ordinarily resides near a border between Regions may, with the agreement of each relevant Regional Hospitaller, elect to belong to the Region adjacent to the Region in which the Member ordinarily resides; and
- (b) if the Regional Hospitallers do not agree, the issue of the Region to which the Member shall belong may be determined by the Executive Council.

58. Regional Statutes

The Regional Statutes are the rules applicable to each Region.

59. Role of Regions

59.1 Each Region is a permanent and integral organ of the Company to facilitate that the Members there, organise and associate to perfect their commitment to the fulfillment of the objects of the Company as directed by the Executive Council.

59.2 Each Region shall be responsible for:

- (a) the identification of suitable potential charitable works within the geographical area of the Region;
- (b) the administration and conduct of the works of the Order within the geographical area of the Region, subject to the approval and oversight of any such works by the Executive Council;
- (c) those activities or responsibilities which the Executive Council has requested the Region to perform including the preparation, maintenance and provision to the Executive Council of such budget plans and other financial information it may require; and
- (d) the support of members in their fulfilment of the objectives of the Company;
- (e) compliance with any local or State laws applicable to the activities of the Region; and
- (f) such further or other responsibilities, duties and obligations as may be provided for in this Constitution or the Regional Statutes.

59.3 Should it be expedient that a Region form an entity to better represent the Order in the achievement of its objects in the Region, then (subject to Article 59.4) at the direction of the Executive Council and in a form that the Executive Council determines, a subsidiary shall be incorporated with the Company being its sole member, with an appointed board of directors comprising Members of the Company, being the elected Regional Council of the Region, or such others nominated by the Executive Council.

59.4 The direction of the Executive Council under Article 59.3 is not required in respect of the conversion by the South Eastern Region of Order of Malta Hospice Home Care (Vic) Incorporated into a public company limited by guarantee (under the Corporations Act) that is a wholly owned subsidiary of the Company (**OMHHC CLG**), provided that the upon conversion OMHHC CLG otherwise satisfies the requirements in this Constitution that apply to the Company's subsidiaries, including the composition of its board of directors (under Article 59.3) and control of its activities (under Article 62.2).

Disciplinary Commission

60. Constitution and procedure

There shall be a permanent Disciplinary Commission constituted by the President for the purposes of exercising the disciplinary procedures of the Order as set out in the Code.

Confidentiality

61. Obligations of confidentiality

All members of the Executive Council, the Executive Committee and all Members serving upon committees or other bodies established by the Company or Executive Council, and all those who attend meetings of the Executive Council or its committees shall be under the obligation of confidentiality as to the discussions forming part of its deliberations.

Subordinate bodies, By-Laws, additional provisions and amendment of the Constitution

62. Subordinate Bodies

- 62.1 The Executive Council may cause to be established such bodies, whether incorporated or unincorporated, as it may think necessary or desirable to carry out such works of the Company in any part of Australia or New Zealand or in those countries where resident members of the Order have been attached to the Company by decision of Sovereign Council as the Executive Council thinks fit.
- 62.2 The terms of establishment of any such body shall ensure that the Executive Council, to the extent provided for by law, is able to control the activities of that body.

63. By-Laws

In addition to regulations contemplated by specific provisions of this Constitution, the Executive Council may promulgate such by-laws to be approved by the Members in General Meeting as may be appropriate for carrying into effect the provisions of the Constitution and in particular for matters concerning the religious ceremonies, the organisation of social and hospitaller assistance, the functions of the Order and Officers, the bookkeeping and administration of the property of the Company and the position of employees of the Company. The Executive Council may include in the By-Laws provisions of the Code and the Constitutional Charter.

64. Amendment of the Constitution

This Constitution may be amended by special resolution of the Members provided that the amendment is approved by the Grand Master and the Sovereign Council.

Seals and execution of documents

65. Common Seal

If the Company has a Seal:

- (a) the Executive Council must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Executive Council or a committee of the Executive Council authorised to use the Seal.

66. Reports and information

At least every year the President shall prepare and forward a report on the situation and activities of the Company to the Grand Magistry and shall as soon as practicable furnish such further information as may be required by the Grand Magistry from time to time.

67. Maintenance and inspection of records

- 67.1 The Executive Council shall keep records of all requests and proposals for admission as a Member of the Company and any material in support, including that relating to the applicant's merits towards the Catholic Church, the Order and humanity.
- 67.2 Except as otherwise required by the Corporations Act, the archives of the Company shall be held at such place and under such conditions as to privacy, security and consent of the Members affected as the Executive Council may from time to time determine.
- 67.3 Except as otherwise required by law, the Officers 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 Officers.
- 67.4 Except as otherwise required by law, a Member other than an Officer does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Executive Council.

Notices

68. Notices to Members and other persons

- 68.1 Any notice, information or document which is to be given by the Company to any Member or person under this Constitution may be given:
- (a) personally;
 - (b) by sending it by post to the Member or person at the Member's or person's address shown in the Register or the address supplied by the Member or person to the Company for sending notices to the Member or person; or
 - (c) by facsimile transmission, electronic notification or other electronic means suitable for the transmission of information to the Member or person at the Member's or person's address shown in the Register or the address supplied by the Member or person to the Company for sending notices to the Member or person, unless in the case of a Member, the Member has informed the Company that the Member does not consent to receipt of communications by that means.
- 68.2 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.

69. Service of notices

- 69.1 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.

- 69.2 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 69.3 A certificate in writing signed by an Officer, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 69.4 The postmark on a notice or letter or on the mailing receipt in respect of a notice or letter is conclusive evidence of the date of the posting of the notice or letter (as the case may be).
- 69.5 All notices sent by post outside Australia must be sent by prepaid airmail post.

70. Persons entitled to notice of Executive Council meetings

- 70.1 Notice of every Executive Council meeting must be given to:
- (a) every Officer;
 - (b) the Principal Chaplain;
 - (c) the Regent; and
 - (d) the Communications Officer.
- 70.2 No other person is entitled to receive notice of an Executive Council meeting.

71. Persons entitled to notice of General Meetings

- 71.1 Notice of every General Meeting must be given to:
- (a) every Member;
 - (b) every Officer; and
 - (c) the Auditor.
- 71.2 No other person is entitled to receive notice of a General Meeting.

Winding up

72. Winding up

- 72.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding 12 months, undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to paragraph (b) of this Article, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$50.00 (and otherwise has no liability for the payment of debts and liabilities of the Company nor obligation to contribute to the property of the Company).

72.2 If the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the earlier of the winding up or revocation of endorsement of the Company any surplus of the following assets, namely:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that principal purpose; and
- (c) money received by the Company because of such gifts or contributions,

will, as required by the Tax Act, be given or transferred to another fund, authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution or governing rules, is:

- (d) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
- (e) required to apply its income in promoting its charitable purposes; and
- (f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Executive Council with the approval of the Grand Master and the Sovereign Council, and in default, by application to the Supreme Court of New South Wales for determination.

72.3 Subject to Article 72.2, on the winding up of the Company, any surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed among Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution or governing rules, is:

- (a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
- (b) required to apply its income in promoting its charitable purposes; and
- (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such corporation or body to be determined by the Executive Council with the approval of the Grand Master and the Sovereign Council, and in default, by application to the Supreme Court of New South Wales for determination.

Indemnity, insurance and access

73. Indemnity, insurance and access

73.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act and any other applicable statutory restrictions, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any and all liabilities (other than for legal costs) incurred by that person as 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);
 - (b) any and all reasonable legal costs incurred by that person as an officer of the Company (including 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); and
 - (c) any and all reasonable legal costs incurred by that person in defending an action for a liability incurred by that person as an officer of the Company (including 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).
- 73.2 To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may, and may agree (by deed or otherwise) to:
- (a) enter into a contract insuring a person who is or has been an officer of the Company against liabilities incurred by the person as an officer of the Company; and
 - (b) pay the premium under any such contract.
- 73.3 Subject to the Corporations Act and any other applicable statutory or regulatory restriction, the Company may advance, and may agree (by deed or otherwise) to advance, to a person who is or has been an officer of the Company an amount that it might become liable to pay to the person under Article 73.1(c) on such terms and conditions as the Executive Council decides, before the outcome of any claim or proceedings to which the amount relates (and whether the Company is in fact liable to indemnify the person under Article 73.1(c) in respect of the amount) is known. If, after the Company makes any such advance, the Executive Council forms the view that the Company is not liable to indemnify the person for the relevant amount, the Executive Council may recover any such advance from the person as a debt due by the person to the Company.
- 73.4 Subject to the Corporations Act and without limiting a person's rights under this Article 73, the Company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the Company to give effect to the rights of the person under this Article 73, or to the exercise of a discretion under this Article 73, on any terms and conditions that the Executive Council decides. Any such agreement may also give the person rights to inspect and obtain copies of the books of the Company for the purposes, and on such other terms and conditions, as the Executive Council decides.
- 73.5 For the avoidance of doubt, the Executive Council may authorise the Company to enter into any agreement (including a deed) permitted by this Article 73.
- 73.6 The amount of any indemnity payable under Article 73.1(c) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 73.7 If, for any reason and by any means, any tax is or would be imposed on a person in respect of any sum paid or payable to a person under this Article 73 (**Indemnity Payment**), then the amount of any indemnity payable under this Article 73 will include any additional amount required to ensure that the total amount retained by the person (after allowing for the amount of such tax and after taking into account any tax deduction or tax benefit available to the person, at any time, that

is attributable to the liability or legal costs to which the Indemnity Payment relates) is equal to the amount that would have been retained by the person if such tax was not imposed in respect of the Indemnity Payment. Payment of any such additional amount is conditional on the person providing the Company with all information and assistance reasonably required to enable the Company to calculate and verify the amount.

73.8 For the purposes of this Article 73, 'officer' means:

- (a) a Director; or
- (b) a Secretary.

74. Defined terms

74.1 In this Constitution, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or national education body or otherwise for the not-for-profit sector, and includes:

- (a) any regulations made under that Act or any other such legislation; and
- (b) any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

Applicable Not-for-profit Law means any law relating to the regulation of charities or not-for-profit entities applicable to the Company, including the ACNC Act, the *Charities Act 2013* (Cth), the Tax Act, section 150 of the Corporations Act and any laws regulating charitable fundraising such as the *Charitable Fundraising Act 1991* (NSW).

Attached Member means a Member of the Company admitted to membership as an Attached Member in accordance with Article 6.2(b).

Australian Association has the meaning given in Article 1.5.

Auditor means the Company's auditor or Reviewer.

By-Laws means any by-laws promulgated by the Executive Council and approved by the Members under Article 63.

Chancellor means the Director holding the office of 'Chancellor' of the Company under Article 27 or elected to the office of 'Chancellor' of the Company under Article 29 (as the case may be).

Chaplains means the chaplains of the Order as referred to in the Code.

Code has the meaning given in Article 1.3.

Communications Officer means the person holding, or appointed to, the office of 'Communications Officer' of the Company under Article 55.

Company means Australian Association of the Order of Malta Limited ACN 142 209 121.

Constitution means the constitution of the Company as amended from time to time.

Constitutional Charter has the meaning given in Article 1.3.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a person occupying the office of director of the Company.

Executive Committee means the committee composed of the President, Vice-President, Chancellor, Hospitaller and Treasurer, and having the role set out in Article 51.

Executive Council means all or some of:

- (a) the members of the Executive Committee; and
- (b) each Regional Hospitaller,

acting as the board of Directors of the Company.

Extraordinary General Meeting means a general meeting of the Members other than a General Assembly.

General Assembly means a general meeting of the Members held in accordance with Article 11.2.

General Meeting means a General Assembly or an Extraordinary General Meeting.

Grand Magistry means the Grand Magistry of the Order.

Grand Master has the meaning given in Article 1.3.

Hospitaller means the Director holding the office of 'Hospitaller' of the Company under Article 27 or elected to the office of 'Hospitaller' of the Company under Article 29 (as the case may be).

Meeting Chair means, in relation to a meeting, the President or, in the absence or incapacity of the President, the other person acting in place of the President under Article 35.3 (as the case may be).

Member means a member of the Company under Article 6.1, whose membership has not ceased.

Nominations Committee has the meaning given in Article 45.11(b).

Officers means the President, Vice-President, Chancellor, Hospitaller, Treasurer and Regional Hospitallers.

Order has the meaning given in Article 1.1.

Ordinary Member means a Member of the Company admitted to membership as an Ordinary Member in accordance with Article 6.2(a).

President means the Director holding the office of 'President' of the Company under Article 27 or elected to the office of 'President' of the Company under Article 29 (as the case may be).

Principal Chaplain means the person holding, or appointed to, the office of 'Principal Chaplain' of the Company from time to time by the Prelate of the Order.

Regent means Regent of the Subpriory Of The Immaculate Conception, a subpriory of the Order in Australia.

Region means a region of the Company described in, or established under, Article 57.

Regional AGM means, in respect of a Region, an annual general meeting of the financial members of that Region.

Regional Chaplain means, in respect of a Region, the person appointed to the position of 'Chaplain' of that Region under the Regional Statutes.

Regional Council has the meaning given to it in the Regional Statutes.

Regional Hospitaller means, in respect of a Region, the Director who holds the office of 'Regional Hospitaller' of that Region under Article 27.

Regional Statutes means the statutes set out in Schedule B.

Register means the register of Members of the Company.

Registered Entity means a body corporate registered under the ACNC Act.

Seal means the Company's common seal (if any).

Secretary means a secretary of the Company.

Sovereign Council means the juridical body established for the governance of the Order under the Constitutional Charter as that body may be constituted at any specific time.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company.

Treasurer means the Director holding the office of 'Treasurer' of the Company under Article 27 or elected to the office of 'Treasurer' of the Company under Article 29 (as the case may be).

Vice-President means the Director holding the office of 'Vice-President' of the Company under Article 27 or elected to the office of 'Vice-President' of the Company under Article 29 (as the case may be).

Website means any website maintained for the Company or the Australian Association.

74.2 In this Constitution, except where the context otherwise requires:

- (a) a word or expression in an Article of this Constitution that is defined in or given meaning by the Constitutional Charter or the Code has the same meaning as in the Constitutional Charter or the Code, as the case may be; and
- (b) a word or expression in an Article of this Constitution has the same meaning as in the Corporations Act. Where the word or expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as the relevant Article of this Constitution, that word or expression has the same meaning as in that provision.

75. Interpretation

75.1 In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) words importing natural persons include corporations, bodies corporate, trustees, partnerships, joint ventures, associations and public authorities;
- (d) a reference to this Constitution includes any Schedule;
- (e) a reference to an Article or a Schedule is to an Article of, or Schedule to, this Constitution;
- (f) a reference in a Schedule to an Article is to an Article of that Schedule;

- (g) a reference to the office of an Officer is a reference to both the person's honorary office of the Company and office as a director of the Company;
- (h) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (j) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (k) where a notice or document is required by this Constitution to be signed, that notice or document may be authenticated by any other manner permitted by the Corporations Act or any other law, instead of being signed; and
- (l) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

75.2 Headings are for ease of reference only and do not affect interpretation of this Constitution.

75.3 Notes provide background information and do not affect the construction of this Constitution.

Schedule A – Officers

| | Name | Retirement |
|----|---|--|
| 1. | [Names of Officers to be inserted] | At the conclusion of the first General Assembly held after the date this Constitution is adopted. |
| 2. | [Names of Officers to be inserted] | At the conclusion of the second General Assembly held after the date this Constitution is adopted. |

draft

Schedule B – Regional Statutes

1. Title

1.1 The title of the Region shall be:

'Australian Association of the Sovereign Military Hospitaller Order of St John of Jerusalem of Rhodes and of Malta (name of Region)'.

1.2 The Region may use such abbreviated titles as the Executive Council may from time to time approve.

2. Purpose

2.1 The purpose of a Region is to provide facilities to the members of the Company in the Region to associate to fulfil their obligations as members of the Order to practise their faith and to practise charity to their neighbours and otherwise perfect the objectives of the Company.

3. Members

3.1 The members of the Region are the members of the Company whose names appear in its Register of Members that reside in the Region.

4. General Meetings

4.1 A Region must hold a Regional AGM at least once a year. In a year in which a General Assembly of the Company is to be held, the Regional AGM must be held at least one month before the scheduled date of the General Assembly. If a General Assembly is not to be held in any one year, the Regional AGM shall be held, if possible, on the Feast Day of St John the Patron Saint of the Order or on some other day, either shortly before, or shortly after that day.

4.2 An Extraordinary General Meeting of the Region may be called by the Regional Hospitaller or by the Regional Council, and by the Regional Hospitaller upon receipt of a written request signed by at least 10 percent of the members of the Region.

4.3 The business of a Regional General Meeting shall include:

- (a) reports on the activities of the Region;
- (b) the conduct of elections;
- (c) if called by a request of membership of the Region, the details of the request; and
- (d) any other business agreed to by the Regional Council.

4.4 General meetings must be called by notice in writing sent to the members of the Region and given one month before the meeting date specifying time, place and/or technology to be used and the details of business proposed.

4.5 A quorum for any meeting of the Region shall be 10 percent of members of the Region.

- 4.6 Questions to be decided at a General Meeting shall be determined by a majority vote in favour of a matter put to the meeting.
- 4.7 The Chair shall decide the procedure for the conduct of all General Meeting.
- 4.8 Every member of the Region is entitled to vote on a matter put to a General Meeting.

5. Regional Council

- 5.1 Subject to the directions of the Executive Council and in consultation with the Regional Hospitaller, the Regional Council shall superintend and facilitate the day-to-day functioning of the Region.
- 5.2 The Regional Council shall consist of the Regional Hospitaller and no fewer than four or more than eight members of the Region elected by the members of the Region.
- 5.3 The term of office of elected members of the Regional Council other than the first Regional Council of the Region shall be four years.
- 5.4 The terms of office of the elected members of the first Regional Council shall be two years for one half of them and the remainder four years determined by their agreement and failing their agreement, determined by lot, conducted among them supervised by the Regional Hospitaller.
- 5.5 The timing of the election of members of the first Regional Council of each Region will be determined by the Executive Council, except that the inaugural Regional Council of the South Eastern Region will comprise those persons who are the directors of Order of Malta Hospice Home Care (Vic) Incorporated as at the date this Constitution is adopted by the Company, which persons will continue to be the Regional Council for the South Eastern Region upon conversion of Order of Malta Hospice Home Care (Vic) Incorporated into a company limited by guarantee that is a wholly owned subsidiary of the Company.
- 5.6 Elected members of the Regional Council can serve multiple terms.

6. Regional Hospitaller

- 6.1 The Regional Hospitaller is elected to office by the members of the Company according to the Constitution of the Company and is responsible for:
 - (a) the ordinary administration of the Region;
 - (b) collaboration with the President regarding prospective members of the Order from the Region;
 - (c) all liaison with the Executive Council;
 - (d) the conduct of the pious practises and charitable works of the Order in the Region; and
 - (e) to act as the Chair at General Meetings of the Region and at meetings of the Regional Council.

7. Regional Chaplains

- 7.1 Following consultations by the Regional Hospitaller with the Principal Chaplain of the Order and the President and advice regarding that given to the Regional Council, the President shall endorse the appointment of one or more priests in the Region as Regional Chaplains appointed in accordance with the Constitutional Charter and Code.
- 7.2 Each Regional Chaplain shall give spiritual assistance to the members of the Region as would seem fit.

8. Termination of Office

- 8.1 In the event of a termination of office of any person serving on the Regional Council for any reason the following shall apply:
- (a) in the case of a Regional Hospitaller, Article 31.4 shall apply; and
 - (b) in the case of an elected member of the Regional Council, other than a Regional Hospitaller, the Regional Council shall appoint a member of the Company in the Region to serve out the unexpired term of the retiring elected member.

9. Nominations for office

- 9.1 At least forty-five days prior to a General Meeting at which it is intended that an elected member be elected to the Regional Council, the Regional Hospitaller must cause that a notice convening the meeting be forwarded to the membership of the Region seeking the nomination of candidates from the membership of the Company in the Region to contest the election.
- 9.2 Nominations must be in writing signed by the candidate, countersigned by two other members of the Region and received, as directed by the Regional Hospitaller, fourteen days prior to the date of the General Meeting.

10. Elections

- 10.1 All ballots shall be conducted at a General Meeting of the Region according to procedures determined by the Regional Council and supervised by an Ordinary Member (who is not a candidate for election or a current Officer) to be appointed from time to time by the Executive Council (**'Regional Returning Officer'**).
- 10.2 A candidate nominated to be an elected member on the Regional Council who receives a simple majority of votes from the members present at a ballot conducted at a General Meeting shall be declared by the Regional Returning Officer to have been elected to the Regional Council.
- 10.3 The determination of the Regional Returning Officer in all matters relating to an election shall be final.

11. Regional Council meetings

- 11.1 The Regional Council shall meet as frequently as good governance and administration of the Region requires, but in any event at intervals of not greater than two months.
- 11.2 Meetings of the Regional Council are to be called by the Regional Hospitaller by notice in writing given to its members at least fourteen days before the meeting date specifying the time, place and/or the technology to be used and the details of the business to be transacted.
- 11.3 A quorum shall be one half of the members of the Regional Council which must include the Regional Hospitaller,
- 11.4 Decisions of the Regional Council shall be taken by a majority of its membership present and voting in support and in the case of equality of votes, the Regional Hospitaller's vote shall be decisive.
- 11.5 A record shall be kept of the deliberations and discussions of the Regional Council, to be called 'Minutes of the Meetings of the Regional Council'. At each meeting of the Regional Council the minutes of the preceding meeting shall be read. Such minutes, if approved, shall be signed by the Regional Hospitaller or, in the Regional Hospitaller's absence, the person acting as chair of the meeting.

12. Other matters

- 12.1 Any notification, information or document which is to be provided to a member of a Region under these Regional Statutes, whether by ordinary post, registered post or otherwise, may alternatively be transmitted to the member by email, facsimile or other electronic means suitable for the transmission of the documents, unless the member being notified has indicated that the member does not consent to receipt of communications by that means.
- 12.2 Every member of the Regional Council who, having been duly notified, fails to attend a meeting of the Regional Council on more than 3 occasions (whether or not in succession) during any term of office and has not a valid reason for such non-attendance acknowledged as such by the Regional Council shall cease to be a member thereof unless the member's absence is excused by the Regional Council.