

THE AUSTRALIAN NAVIGATORS LIMITED

ACN 001 294 677
ABN 26 001 294 677

**A PUBLIC COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

CONSTITUTION

PART 1 – Preliminary

1. The name of the company is The Australian Navigators Limited ('the company').
2. The company is a not-for-profit public company limited by guarantee.
3. The liability of members is limited to the amount of the guarantee in clause 4.
4. Each member must contribute an amount not more than \$50.00 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:
 - (a) debts and liabilities of the company incurred before the member stopped being a member, or
 - (b) costs of winding up.
5. In this constitution, words and phrases have the meaning set out in Part 6 – Definitions.
6. This constitution replaces the company's constitution in force immediately before this constitution was adopted by the company.
7. Any person who was a member immediately before the adoption of this constitution will continue to be a member upon this constitution being adopted by the company, but subject to this constitution.
8. Any person who was a director immediately before the adoption of this constitution will continue to be a director upon this constitution being adopted by the company, but subject to this constitution.
9. The term of all other directors shall continue to be taken as having commenced at the time of the Annual General Meeting at which they were elected or at the time they were otherwise appointed.

PART 2 – Objects and Statement of Belief

10. The company's objects are to advance the Gospel of Jesus Christ in accordance with the Statement of Beliefs set out in clause 11.
11. Statement of Beliefs:
 - 11.1 A whole hearted acceptance of the revelation of God given in the Scriptures of the Old and New Testaments.
 - 11.2 A confession of the faith set out and summarised in such historic statements of the Christian Church as the Apostles' and Nicene Creeds.

11.3 In particular, the assertion of doctrines, summarily stated as follows:

- (a) One God eternally existent in three persons, the Father, the Son and the Holy Spirit.
- (b) The Deity and perfect humanity of Jesus Christ, His virgin birth, His atoning death, His bodily resurrection, His ascension to heaven, His mediatory work, intercession and reign, and His personal return in power and glory as judge of all mankind.
- (c) The universal sinfulness of human nature, in consequence of the Fall, making man subject to God's wrath and condemnation.
- (d) Redemption from the guilt and power of sin through the sacrificial death of Jesus Christ as our representative and substitution and the justification of the sinner by grace through faith alone.
- (e) The necessity of the work of the Holy Spirit in the regeneration of the sinner and sanctification of the believer.
- (f) The unity of the Holy Spirit in all true believers in the Church which is the body of Christ.
- (g) The divine inspiration of all Holy Scripture, its trustworthiness and its supreme authority and sufficiency in all matters of faith and conduct.

PART 3 – Membership

12. Membership Qualification

12.1 A person is qualified to be a Member if that person;

- (a) is 18 years old or more;
- (b) is a Staff Member;
- (c) adheres to the objects and Statement of Beliefs set out in Part 2.

12.2 In any enquiry as to whether a person is, or in the case of a Member, continues to be, qualified to be a Member, the decision of the Board shall be final.

12.3 Becoming a Member

12.4 Only a person qualified to be a Member may become a Member.

- 12.5 Any person who is qualified to be a Member and who is not a Member may apply to become a Member. That application must:
- (a) be in writing;
 - (b) set out the applicant's full name, address and date of birth;
 - (c) confirm the applicant's commitment to adherence to this constitution, including the objects and Statement of Beliefs;
 - (d) be signed by the applicant;
 - (e) be dated; and
 - (f) be delivered to the Registered Office.
- 12.6 The Board must consider all applications for membership at the first meeting of the Board which is at least 28 days after the application is received at the Registered Office.
- 12.7 A person applying to become a Member does not become a Member unless the Board resolves to approve that person as a Member.
- 12.8 The Board must not approve any person as a Member unless that person is qualified to be a Member.
- 12.9 The Board may refuse to approve any person applying to become a Member. The Board is not required to give any reason for failing to approve any person as a Member.
13. **Ceasing to be a Member**
- 13.1 A person ceases to be a Member if that person:
- (a) dies, becomes bankrupt or has his or her person or estate appointed to be managed by another person under laws relating to mental health;
 - (b) ceases to be qualified as a Member;
 - (c) resigns his or her membership in accordance with this constitution; or
 - (d) has his or her membership terminated by the Board in accordance with this constitution.
14. **Resignation of Member**
- 14.1 A Member may resign his or her membership but to do so a Member's resignation must:

- (a) be in writing;
- (b) set out in the resigning Member's full name;
- (c) be signed by the resigning Member;
- (d) be dated;
- (e) be delivered to the Registered Office and upon receipt of that resignation the Member's resignation shall be deemed effective, unless the resignation states a later time.

15. Termination of Membership

15.1 If, but only if, the Board considers a Member may have:

- (a) neglected or refused to comply with this constitution; or
- (b) engaged in any conduct which is prejudicial to the interests of the company;
- (c) then the Board may, subject to this constitution, terminate the Member's membership.

15.2 Before terminating any Member's membership, the Board must:

- (a) give written notice to the Member of the Board's intention to terminate the Member's membership;
- (b) give that notice to the Member at least one week before the meeting of the Board at which the termination of the Member's membership is to be considered;
- (c) include in that notice the time and place of that Board Meeting and a brief statement of the grounds and alleged facts upon which the Board intends to terminate the Member's membership;
- (d) include in that notice an invitation to the Member to provide an explanation to, or at, that meeting of the Board, either orally or by using any reasonably convenient medium;
- (e) provide a reasonable opportunity to the Member, at that meeting of the Board, to provide an explanation; and
- (f) consider any explanation given by the Member.

15.3 If the Board terminates any Member's membership then that decision shall be:

- (a) final and conclusive;
- (b) effective from the close of that meeting of the Board or any later time specified by the Board;
- (c) promptly notified to the Member by giving a written notice to the Member.

16. Register of Members

16.1 The Secretary will keep a Register of Members.

16.2 The Register of Members will include:

- (a) each Member's full names;
- (b) each Member's address;
- (c) the date each Member was entered on the register;

16.3 Each Member shall bear the onus of providing updated and corrected information to the Secretary for the purposes of maintaining the Register of Members. Each Member must do so promptly.

16.4 The Secretary must, on reasonable terms, make the register of Members available to any Member upon reasonable request.

16.5 Information collected under this Part can only be used in a manner relevant to the interests or rights of Members.

PART 4 – GENERAL MEMBERS' MEETINGS

17. Annual General meeting – Convening and Business

17.1 The Board must convene an Annual General meeting of the Members once in each calendar year and which must take place within five months after the end of the company's financial year (with appropriate adjustments if the company alters its financial year).

17.2 The Annual General meeting shall be convened on a day and at a place determined by the Board.

17.3 Each Annual General meeting must conduct the following items of business:

- (a) if necessary, elect a chairperson of the Annual General meeting;
- (b) confirm the Minutes of the last preceding Annual General meeting and any other general meeting held since that meeting;

- (c) consider the Annual Financial Report, Directors' report and Auditor's report;
 - (d) elect the Board of Directors or those positions falling vacant;
 - (e) appoint an Auditor; and
 - (f) conduct any other business which is required by this constitution, the ACNC Act or the general law to be conducted at an Annual General meeting of the company.
- 17.4 In addition, other business may be conducted at the Annual General meeting and that business shall be special business.
- 17.5 Before or at the Annual General meeting, the directors must give information to the Members on the company's activities and finances during the period since the last annual general meeting.
- 17.6 The chairperson of the Annual General meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.
- 18. General meetings of Members called by directors**
- 18.1 The directors may call a general meeting.
- 18.2 If Members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
- (a) within 21 days of the Members' request, give all Members notice of a general meeting, and
 - (b) hold the general meeting within 2 months of the Members' request.
- 18.3 The percentage of votes that Members have (in clause 18.2) is to be worked out as at midnight before the Members request the meeting.
- 18.4 The Members who make the request for a general meeting must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the company.
- 18.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

19. **General meetings called by Members**

19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.

19.2 To call and hold a meeting under clause 19.1 the Member must:

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

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

20. **General meetings – Notice**

20.1 Notice of a general meeting must be given to:

- (a) each Member entitled to vote at the meeting
- (b) each director, and
- (c) the auditor (if any).

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

20.3 Subject to clause 20.2, notice of a meeting may be provided less than 21 days before the meeting if:

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

20.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director
- (b) appoint a director in order to replace a director who was removed, or
- (c) remove an auditor.

20.5 Notice of a general meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- (b) the general nature of the meeting's business
- (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution.

20.6 If a general meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

21. **Quorum at general meetings**

21.1 For a general meeting to be held, at least 5 Members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.

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

21.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place at the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

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

22. **Proceedings at general meetings**

22.1 Only a Member may vote at a general meeting. No other person is entitled to attend or speak at a general meeting unless that general meeting resolves to allow that person to do so.

- 22.2 If the chairperson of the Board is a Member, is present at the general meeting and consents to being the chairperson of the general meeting, then the chairperson of the Board shall be the chairperson of the general meeting.
- 22.3 If no person is determined to be the chairperson of a general meeting under any other part of this constitution, then the general meeting must elect a consenting Member to be the chairperson of the general meeting.
- 22.4 The chairperson of any general meeting at which a quorum is present, may, with the consent of the majority of Members present at the general meeting, adjourn the general meeting from time to time and from place to place, but no business shall be conducted at the adjourned general meeting other than the business left unfinished at the general meeting at which the adjournment took place.
- 22.5 When a meeting is adjourned for 45 days or more (but not otherwise), notice of the adjourned meeting must be given as in the case of an original general meeting. It shall not be necessary, in that notice, to state the business to be conducted at the adjourned general meeting but that notice must state that the general meeting is an adjourned general meeting.
23. **Voting at a general meeting**
- 23.1 Each Member present at a general meeting shall be entitled to one vote.
- 23.2 Each Member shall be entitled to appoint another Member as a proxy for that first Member. That appointment of a proxy must, to be valid;
- (a) be in writing;
 - (b) be signed by the Member appointing the proxy;
 - (c) be dated;
 - (d) clearly identify the Member appointed as the proxy;
 - (e) be delivered to the Registered Office at least 24 hours before the time appointed for the general meeting or, if applying to an adjournment 24 hours before the reconvening of the adjourned general meeting.
- 23.3 A Member appointing a proxy may specify how the Member appointed as the proxy should vote in relation to any resolution. If so, the vote may only be exercised in that manner.
- 23.4 A proxy may be withdrawn in the same manner and within the same time constraints applying to the appointment of a proxy. A proxy may also be withdrawn at the general meeting if the person appointing the proxy attends the general meeting in person and makes a statement withdrawing the appointment of the proxy.

- 23.5 Any Member who is appointed as a proxy for another Member at any general meeting or adjourned general meeting shall be permitted to do, in the name of the appointing Member, anything at that general meeting that this constitution would not prohibit the appointing Member from doing, other than appoint a sub-proxy.
- 23.6 A Member who has been appointed a proxy by another Member (or other Members) shall be entitled to vote for him or herself and for each Member for whom that Member has been appointed a proxy.
- 23.7 A vote given in accordance with the terms of appointment of a proxy shall be valid even if at the time the vote was cast the Member appointing the proxy had died, become bankrupt, had his or her person or estate appointed to be managed by another under laws relating to mental health, unless, prior to that general meeting (or reconvened general meeting if a general meeting had been adjourned) information had been received at the Registered Office of any of those events.
- 23.8 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of a result of the show of hands) demanded:
- (a) by the chairperson of that general meeting; or
 - (b) by at least 3 Members.
- 23.9 Any demand for a poll may be withdrawn.
- 23.10 If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the Minutes of the company, shall be conclusive evidence of the fact that without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 23.11 If a poll is validly demanded and it relates to a resolution concerning the election of a chairperson for the general meeting or on the question of an adjournment of the general meeting, then the poll shall be taken immediately. If a poll is validly demanded in respect of any other resolution or business then the poll shall be taken in a manner and either immediately or after an interval or adjournment or as the chairperson otherwise directs.
- 23.12 The result of a poll shall be the resolution of the meeting with respect to the matter or business the subject of the poll.
- 23.13 The chairperson shall be permitted to vote on any resolution before a general meeting.
- 23.14 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the general meeting shall be entitled to a second or casting vote.

24. **General meeting resolutions**

25. Any matter to be resolved by a general meeting shall be resolved by a simple majority unless a greater majority is required by this constitution, the ACNC Act or the general law.

PART 5 – BOARD OF DIRECTORS

26. **Powers of the Board**

26.1 Subject to this constitution, the ACNC Act, the general law or any lawful resolution of any general meeting, the Board:

- (a) shall control and manage the affairs of the company;
- (b) may exercise all of the powers and functions of the company that are not required to be exercised by the general meeting; and
- (c) has the power to perform acts and to do all other things that are necessary or desirable for the proper management of the company.

26.2 Without limiting any other interpretation of the powers of Directors, the Directors may exercise all the powers of the company to borrow money and, to secure those borrowings, may mortgage or charge the company's assets and issue debentures or any other securities.

27. **The Board**

27.1 There must be at least three Directors but, subject to this constitution, not more than nine Directors.

27.2 The Directors shall be from the following categories, up to any maximum specified in any category:

- (a) the National Director but only while National Director;
- (b) up to four Directors who are Members ("Member Directors"); and
- (c) up to four Directors who are not Members but each of whom are qualified to be a Director ("Non Member Directors").

27.3 The Board may resolve, provided it does so at least 45 days before any Annual General meeting, that the maximum number of Directors shall be, from that Annual General meeting, 11 Directors. If the Board passes that resolution then the maximum number of Directors shall remain at 11 until both the number of Directors falls to or below 9 Directors and the Board has not resolved, in accordance with this Rule, to again increase

the maximum number of Directors to, or maintain the maximum number of Directors at, 11.

27.4 For as long as the maximum number of Directors is increased to 11, then the maximum of Member Directors and Non-Member Directors shall each be increased to five.

28. **Qualification of a Non Member Director**

28.1 For a Non-Member Director to be qualified to be a Director:

- (a) that person must, before being elected or appointed to a casual vacancy as a Director (whether by a general meeting or the Board), sign a declaration that he or she adheres to the objects and adheres to the Statement of Beliefs, and
- (b) not be ineligible to be a Director under the ACNC Act.

29. **Duties of Directors**

29.1 The Directors must comply with their duties as directors under legislation and common law and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the company;
- (b) to act in good faith in the best interests of the company and to further the objects of the company set out in clause 11;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 30;
- (f) to ensure that the financial affairs of the company are managed responsibly; and
- (g) not to allow the company to operate while it is insolvent.

30. **Conflicts of interest**

30.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or

- (b) if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 30.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 30.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 30.4:
 - (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 30.4 A Director may still be present and vote if:
 - (a) their interest arises because they are a member of the company, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the Director incurs as a director of the company
 - (c) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
 - (d) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

31. Election of Directors

- 31.1 Where there is, or will be in the year after the next Annual General meeting, a vacancy for any Member Director or Non-Member Director, the Secretary must deliver to each Member and Non Member Director a notice:
 - (a) indicating the number of vacancies in each category;
 - (b) briefly explaining the categories and the respective criteria;
 - (c) calling for nominations in each category;

- (d) stating nominations must be received by the Secretary within 14 days after the date on the notice (being the date it was sent by the Secretary);
 - (e) stating that nominations must be seconded by another Member or Non Member Director and accepted by the nominee, each by signatures; and
 - (f) enclosing a nomination form.
- 31.2 The signatures of the nominator, seconder and nominee need not be on the same nomination form, and it need not be clear which Member or Non Member Director is the nominator and seconder, provided that the Secretary is satisfied that the intentions of this constitutions is satisfied.
- 31.3 The Secretary shall, in the Secretary's sole discretion, determine the nominator and the seconder, if it is not clear.
- 31.4 The Secretary shall declare candidates for Member Directors and Non Member Directors provided the Secretary is reasonably satisfied:
- (a) each has been nominated and seconded by Members, by signature, within the time constraints set out in this constitution;
 - (b) each has accepted the nomination, by signature, within those same time constraints; and
 - (c) each fulfils the relevant criteria.
- 31.5 If a candidate has been nominated and seconded more than once, the Secretary shall, in the Secretary's sole discretion, determine one of those nominations as the nomination of any particular candidate.
- 31.6 At least 10 days before the Annual General meeting, the Secretary must give to each Member and Non Member Director lists of candidates for Member Directors and Non Member Directors together with the name of the Members or Non Member Directors who nominated and seconded each candidate.
- 31.7 If the number of candidates for Member Directors or Non Member Directors does not exceed the number of vacancies for that category, then each candidate or each of the candidates for that category, or each category, shall be separately made the subject of a motion at the Annual General meeting to be elected as a Director. If that motion is passed then that candidate shall be declared elected as a Director from that Annual General meeting or later time that the position is to become vacant. The chairperson shall decide in the chairperson's absolute discretion which candidate is standing for each vacant position.
- 31.8 If the number of candidates for Member Directors or Non Member Directors exceeds the number of vacancies for that category, then:

- (a) the chairperson at the Annual General meeting shall arrange a ballot (for that category or for each category) in which each Member shall be entitled to the number of votes equal to the number of vacancies in that category. However, in any vote a Member cannot vote for the same candidate more than once.
- (b) in any election for Directors, the candidate polling the highest number of votes shall be declared elected as a Director in that category and, if necessary, the candidate polling the next highest number of votes shall be declared elected as a Director in that category, and so on until every vacancy has been filled. The positions in each category shall be deemed to be filled in order of the dates the positions become vacant.
- (c) if in any election for Directors or Directors to fill a remaining or single vacancy in that category, two or more candidates poll the same number of votes, then the Chairperson shall immediately arrange a further ballot between those two or more candidates at which each Member shall be entitled to exercise one vote, and the candidate polling the highest number of votes shall be declared elected as a Director. In the case of continued deadlock, the Chairperson shall have the casting vote.

32. **Term of Directors**

- 32.1 Subject to this constitution, each Director and each Director will hold office until the commencement of the election of Directors at the third Annual General Meeting after that Director was elected a Director. At that time, the Director's position becomes vacant.

33. **Ceasing to be a Director**

- 33.1 A Director's term automatically ceases, and that Director's position becomes vacant, if the Director:
- (a) ceases to hold the qualification necessary for that Director's appointment or election as a Director in the particular category in which that Director became a Director;
 - (b) resigns as a Director and gives that resignation to the Secretary;
 - (c) dies, becomes bankrupt or has his or her person or estate appointed to be managed by another under laws relating to mental health;
 - (d) is removed in accordance with this constitution;
 - (e) ceases to be, or becomes prohibited from being, a Director pursuant to the ACNC Act or the general law; or

- (f) is absent from more than two consecutive meetings of the Board, without permission from the Board.

34. Removal of a Director

- 34.1 A Director, other than the National Director, may be removed as a Director by resolution passed at a general meeting.
- 34.2 If a Director is removed as a Director then the same general meeting may, by resolution, appoint a person to replace that removed Director provided that person has consented in writing and by signature and is qualified to be a Director in the same category as the removed Director. If so, the removed Director's position is not vacant. A Director appointed under this clause shall hold office only until the commencement of the Election of Directors at the third Annual General meeting after the general meeting at which the Director was appointed.
- 34.3 If a Director is removed but not replaced at the same general meeting then that Director's position becomes vacant.

35. Casual Directors' Vacancies

- 35.1 If a Director's position becomes vacant then the Board may fill that vacancy by appointing another person who has consented in writing and by signature and who is qualified to be a Director in that category. The Board may before the next Annual General Meeting, fill that vacancy by resolution at any Board Meeting but to take effect only after the vacancy occurs.
- 35.2 Any Director appointed to fill a vacancy under this clause shall hold that position only until the commencement of the election of Directors at the next Annual General Meeting.
- 35.3 Any Director appointed to fill a vacancy under this clause shall be deemed to be a candidate for election as a Director in the relevant category, at the next Annual General Meeting, without the need for any other formality otherwise required by this constitution, unless that person:
 - (a) is no longer qualified to be elected as a Director in that category or would immediately cease to be a Director; or
 - (b) by written notice, given to the chairperson or secretary before the commencement of the Annual General Meeting, states he or she is not a candidate.

36. Proceedings at Board Meetings

- 36.1 Only a Director or the Secretary may attend a Board Meeting unless the Directors attending that Board Meeting resolve to allow any other person to attend.

- 36.2 No business shall be conducted at a Board Meeting unless a quorum is present.
- 36.3 A quorum at a Board Meeting shall be three Directors, at least two of whom must also be Members.
- 36.4 The Directors must meet at least once between each Annual General Meeting. The Secretary must convene that Meeting.
- 36.5 Board Meetings may be requested at any time by a Director. The Secretary must convene a Board Meeting promptly after receiving any request.
- 36.6 Reasonable written or oral notice must be given to each Director of each Board Meeting. The Secretary must give that notice, including details of the time and place of the Board Meeting.
- 36.7 If at the time appointed for a Board Meeting a quorum is not present, then the commencement of that Board Meeting shall be delayed until a quorum is present but any delay must not exceed 30 minutes. If, by the end of the 30 minutes after the appointed time for a Board Meeting a quorum is not present then the Board Meeting is dissolved.

37. Chairperson for Directors' meetings

- 37.1 At the first Board Meeting after each Annual General meeting the Board shall elect a Chairperson.
- 37.2 The elected Chairperson is entitled to chair directors' meetings.
- 37.3 The Chairperson shall hold office until the earlier of:
- (a) the election for that position after the next Annual General Meeting;
 - (b) the chairperson ceasing to be a Director;
 - (c) a resolution being passed at a Board Meeting or a general meeting removing a person from the position; or
 - (d) the person resigning from the position.
- 37.4 If the position of Chairperson is vacated before the next election for that position, then the Board must at the next Board Meeting, elect a Chairperson to fill the position until the first Board Meeting after the next Annual General meeting.
- 37.5 The continuing Directors may continue to act although there is a vacancy on the Board except where the number of Directors falls below a quorum. In that case, the continuing Directors or Directors may act but only for the purpose of increasing the number of Directors to be equal to the number required for a quorum.

- 37.6 The Chairperson shall preside at all Board Meetings but if the Chairperson is not present then the Directors present must elect a person present to chair that Board Meeting.
- 37.7 Any question arising at a Board Meeting shall be decided by a majority of votes. The person who chairs a Board Meeting shall have a casting or second vote.
- 37.8 The Directors may regulate Board Meetings as the Directors determine.
- 37.9 A written resolution signed by a majority of Directors shall be deemed to be a valid resolution of the Board (even though the Board did not physically meet to pass the resolution) and shall be deemed to have been resolved at the time the Director creating the majority signed the resolution. It is not necessary for all of those signatures to be on the same piece of paper provided the paper states the same resolution. Facsimiles and emails reasonably attested to by the Directors shall satisfy these requirements.
- 37.10 A Board Meeting may be validly held if the meeting is facilitated by use of telephone or video camera with audio (or in a similar way) provided all Directors can communicate with all other Directors in substantially the same way if all Directors were present at the same place. That meeting of Directors shall be deemed to take place where the Chairperson was located.
- 37.11 Any resolution passed at any Board Meeting or any act done by any person acting as a Director shall be valid even if later it is discovered that there was some defect in the appointment of that (or any) Director or that they were at the time disqualified to act as a Director.
38. **Reimbursement of Directors' expenses**
- 38.1 Each Director may be reimbursed any travelling or other expense properly incurred in attending Board Meetings, or otherwise in connection with the Company.
39. **Secretary**
- 39.1 The National Administrator shall be the Secretary of the Company (as recognised under the ACNC Act) as long as that person holds that position.
- 39.2 If there is no person filling the position of National Administrator or if that person is unwilling to act as Secretary or if the position of Secretary otherwise becomes vacant, then the Board must immediately elect one of the Directors to be the Secretary.
- 39.3 The Secretary must cause minutes to be made of all:
- (a) appointments and changes to the positions of Directors and Secretary;
 - (b) the names of all persons attending Board Meetings and general meetings; and

(c) proceedings at Board Meetings and general meetings.

39.4 The Secretary must submit minutes of all meetings for approval at the next meeting of that type.

39.5 The Secretary must ensure the company complies with all formal and procedural notifications including with respect to all authorities under the ACNC Act.

40. **Financial transactions**

40.1 All financial payments are to be approved by two persons authorised by the National Director for that purpose, unless the Board otherwise resolves.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by any two persons, being persons authorised to do so by the National Director, unless the Board otherwise resolves.

41. **Financial and related records**

41.1 The company shall keep accounting records that comply with the ACNC Act.

41.2 The Board must:

- (a) cause a statement of accounts to be prepared in respect of each Financial Year in accordance with the ACNC Act,
- (b) upon request, give to Members an audited statement of accounts and any associated reports as required by the ACNC Act, and
- (c) upon request, make available copies of the audited statement of account and reports for perusal by Members,
- (d) keep financial and related records for a period of 7 years from the date of creation.

42. **Notices**

42.1 Any notice, request or required written communication, may be given or delivered to a Member or other person by either:

- (a) serving it personally on the Member or other person;
- (b) delivering it to, or sending it by prepaid post to the Member at his or her address shown in the Register of Members or for other persons, at their last known address; or

- (c) by sending it to the email address of the Member given by the Member or other person to the company for the purpose of service of notices.

42.2 Any notice, request or required written communication, may be given or delivered by a Member to the company by either:

- (a) serving it personally on the Secretary; or
- (b) by delivering it to, or sending it by prepaid post to the Registered Office; or
- (c) by sending it to the email address of the company notified by the Secretary for the purpose of service of notices, or that particular category of notices.

42.3 Any notice given or delivered:

- (a) personally, shall be deemed delivered when given to the person;
- (b) by prepaid post, shall be deemed delivered the day being two working days after posting;
- (c) by email, shall be deemed delivered when it is, on the balance of probabilities, shown that the email was opened by or for the recipient.

43. **Company income, company assets, winding up and limited liability**

43.1 The income and assets of the company shall be applied solely in pursuit of its objects, and no portion shall be distributed directly or indirectly to the Members except as bona fide remuneration for services rendered or expenses incurred on behalf of the company.

43.2 If the company is wound up or dissolved, the amount which remains after winding up or dissolution and the satisfaction of all debts and liabilities, shall be handed over to an organisation which the Board considers has objects similar to the objects and the Statement of Beliefs set out in this constitution.

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

44. **Amending this Constitution**

44.1 This constitution may only be amended in accordance with the requirements of the *Corporations Act 2001* and the ACNC Act, which require a special resolution of 75% of voting members at an Annual General meeting to adopt any amendments to, or replacement of, the constitution, or in accordance with such other requirements as may subsequently be enacted from time to time under those laws.

PART 6 – DEFINITIONS

In this constitution the following terms have the following respective meanings:

“ACNC Act” means the *Australian Charities and Not-for-profit Commission Act 2012* and includes any subsequent or replacement legislation.

“Non Member Director” means a director who is not a Member but is qualified to be a Director under clause 28.

“Board” means the board of Directors of the company.

“Board Meeting” means a meeting of the Board.

“company” means the Australian Navigators Limited.

“dated” means a document bears, or should bear, the date upon which it was signed.

“Member Director” means a Director who is a Member.

“Financial Year” means the year generally forming the company’s financial accounting period, as determined by the Board.

“General meeting” includes an Annual General Meeting and a general meeting (these terms are defined in the part of this constitution dealing with (General) Members Meetings).

“Member” means a member of the company.

“National Director” means the person appointed by the Board to be the chief executive officer of the company in the pursuit of the Objects.

“National Administrator” means the person appointed by the Board as the chief administrative officer of the company.

“Objects” means the objects set out in this constitution.

“present” includes present in person or by validly appointed proxy.

“Registered Office” means the registered office of the company as notified to the relevant authorities.

“Register of Members” is the register of members of the company kept by the Secretary in accordance with this constitution.

“Secretary” means Secretary of the company.

“simple majority” means more than fifty percent of the votes entitled to be cast.

“Staff Member” means the National Director, the National Administrator and any person while they continue in a position of a paid or unpaid staff position appointed as evidenced in writing signed by a National Director.

“Statement of Beliefs” means the statement of beliefs set out in this constitution.

Constitution of the Australian Navigators Limited

PROXY FORM

I, _____

of _____

being a member of the Australian Navigators Limited ABN 26 001 294 677 hereby appoint

of _____

or failing him/her _____

of _____

As my proxy to vote for me on my behalf at the Annual/Extraordinary General meeting of the company to be held on the _____ day of _____ 20____ and at any adjournment of that meeting.

(Signed)

Dated this _____ day of _____ 20____

This proxy must be used to vote in the following manner:

Note: Unless otherwise instructed, the proxy may vote as he or she thinks fit.