

## **Constitution**

**IJM Australia Ltd ACN 164 514 694**

*The Corporations Act 2001 (Cth)*  
A public company limited by guarantee

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# Constitution

## 1. Definitions and Interpretation

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### 1.1 Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the Directors for the time being of IJM Australia;

**Business Day** means a day on which banks are open for business in Sydney excluding a Saturday, Sunday or public holiday in that city;

**Chairperson** means the person elected to that office in accordance with Rule 10.2;

**Commissioner** means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the Tax Act;

**Constitution** means this constitution as amended from time to time;

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

**Director** means a person appointed or elected to the office of director of IJM Australia in accordance with this Constitution;

**DGR** means Deductible Gift Recipient endorsed or otherwise specially listed under subdivision 30-B of the Tax Act.

**General Manager** means a person appointed by the Board as general manager of IJM Australia pursuant to Rule 12;

**Gift** means any gift as described in item 1 of the table in section 30-15 of the Tax Act and/or contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the purpose of the Overseas Aid Fund.

**IJM Australia** means IJM Australia Ltd ACN 164 514 694;

**IJM** means International Justice Mission, a not-for-profit corporation incorporated in the State of Virginia, United States of America;

**Initial Member** means a person who consents to the adoption, on registration of IJM Australia, of this constitution as the constitution of IJM Australia in accordance with section 136(1) of the Corporations Act;

**Member** means any person who is admitted to the general membership of IJM Australia and registered as a member of IJM Australia;

**Member Present** means, in connection with a meeting, a Member present at the venue or venues for the meeting in person or by proxy, by attorney or, where the Member is a body corporate, by representative;

**Nominations Committee** means the committee appointed by the Board in accordance with Rule 11.10(e) to propose nominations for membership to IJM Australia and nomination for membership to the Board and in the absence of a Nominations Committee, it shall mean the Board;

**Overseas Aid Fund** means the Relief Fund established by IJM Australia and named IJM Australia's Overseas Aid Fund which is governed by the rules set out in Rules 19 and 20.

**Prescribed Rate** means the standard base rate charged by IJM Australia's principal banker to corporate customers from time to time for overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days;

**Public Fund Committee Member** means a person appointed by the Directors to serve on the Overseas Aid Fund Management Committee;

**Overseas Aid Fund Management Committee** means a committee established under Rule 20;

**Relief Fund** means a public fund declared by the Treasurer to be a relief fund pursuant to Section 30-85 of the Tax Act.

**Responsible Persons** means an individual who is considered to have a degree of responsibility to the community as a whole and is known to a broad section of the community, including an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Securities Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner of Taxation;

**Registered Address** means a Member's address as notified to IJM Australia by the Member and recorded in the IJM Australia's records;

**Rules** means the rules set out in this Constitution, as amended from time to time;

**Seal** means any common seal or duplicate common seal of IJM Australia;

**Tax Act** means the *Income Tax Assessment Act 1997 (Cth)*; and

**Treasurer** means the person elected to that office in accordance with Rule 10.2.

### 1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a Rule, party, annexure, exhibit or schedule is a reference to a Rule of, and a party, annexure, exhibit and schedule to, this Constitution and a reference to this Constitution includes any Rule, annexure, exhibit and schedule.
- (e) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the Rule or paragraph, respectively, in which the reference appears.

- (f) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (g) All expressions in this Constitution shall have the same meaning as in the Corporations Act unless otherwise stated or defined.
- (h) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (i) A reference to a person or persons includes an organisation as well as to an individual or body corporate.

## **2. The provisions of this Constitution and the Corporations Act**

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- (a) Where the Corporations Act authorises or permits a company to do any matter or thing if so authorised by its constitution, IJM Australia is and will be taken by this Rule to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.
- (b) While IJM Australia is a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth):
  - (i) subject to Rule 2(b)(ii), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply as if s 111L(1) of the Corporations Act was not enacted; and
  - (ii) where a particular provision of the Corporations Act referred to in s 111L(1) includes reference to ASIC including a reference to lodge any document with, or seek consent or approval from ASIC, that particular provision does not apply to IJM Australia to the extent that s 111(L) of the Corporations Act is in force.

## **3. Objectives**

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IJM Australia is established to work from a basis of Christian belief and values for the charitable purpose of providing relief to people suffering from poverty, distress and helplessness within countries declared by the Minister for Foreign Affairs to be developing countries under section 30-85 of the Tax Act, including by:

- (a) assisting and empowering victims experiencing violent human rights abuse to access justice through national legal frameworks;
- (b) facilitating the holistic restoration of victims of violent human rights abuse in partnership with local community organisations and through assisting and empowering victims to access locally available benefits and services;
- (c) contributing to the development of rule of law and increasing access to justice to protect local communities vulnerable to violent human rights abuse; and
- (d) educating stakeholders and the general public about human rights and situations of violent abuse in order to improve understanding and response to violent injustice.

## **4. Application of Income and Property**

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- (a) The profits (if any) or other income and property of IJM Australia shall be applied solely towards the promotion of the objects of IJM Australia as set forth in this Constitution and no portion shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member of IJM Australia.

- (b) Nothing in Rule 4(a) prevents any payment in good faith by IJM Australia of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied in the ordinary and usual course of business to IJM Australia;
  - (ii) out-of-pocket expenses incurred by a Member on behalf of IJM Australia where the amount payable does not exceed an amount previously approved by the Board;
  - (iii) interest to any Member at a rate not exceeding the Prescribed Rate on money borrowed from the Member;
  - (iv) reasonable and proper rent for premises let or demised by any Member to IJM Australia; or
  - (v) moneys to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service.

### **5. Contributions by Members upon winding up**

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- (a) The liability of Members is limited.
- (b) Each Member undertakes to contribute to the property of IJM Australia if IJM Australia is wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for payment of IJM Australia's debts and liabilities (contracted before he ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

### **6. Distribution of surplus property upon winding up**

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- (a) Subject to Rules 6(b) and 6(c), if upon winding up or dissolution of IJM Australia there remains, after satisfaction of all its debts and liabilities, any property whatsoever (excluding any property in the Overseas Aid Fund), the property must not be paid to or distributed amongst the Members but must be given or transferred to some other organisation or organisations:
  - (i) having purposes similar to the purposes of IJM Australia set out in Rule 3;
  - (ii) which is not carried on for the profit or gain of its individual Members; and
  - (iii) which by its constitution is required to apply its profits (if any) or other income in promoting its purposes and is prohibited from paying any dividend to its Members,such organisation or organisations to be determined by the Members before the time of dissolution or in default thereof by application to the Supreme Court of New South Wales for determination.
- (b) Subject to Rule 6(c), where IJM Australia is endorsed as a DGR, then where its endorsement as a DGR under Subdivision 30-BA of the Tax Act is revoked or IJM Australia is wound up, any surplus:
  - (i) gifts of money or property for the principal purpose of IJM Australia; and



- (ii) 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 purpose; and
- (iii) money received by IJM Australia because of such gifts or contributions,  
must be transferred to another fund or entity that satisfies Rule 6(a) and is a DGR.
- (c) In the event of winding up of IJM Australia or revocation of endorsement of the Overseas Aid Fund, the distribution of property in the Overseas Aid Fund is to be in accordance with Rule 19.7.
- (d) Subject to Rule 6(c), if IJM Australia operates more than one fund for which it is a DGR and its endorsement under Subdivision 30-BA of the Tax Act is revoked only in relation to one of these gift funds, then it may transfer any surplus assets of that fund after payment of all liabilities to any other gift fund for which it is endorsed as a deductible gift recipient.

## **7. Amendments to this Constitution**

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### **7.1 Amendments**

- (a) This Constitution may only be amended by a special resolution of Members Present and the Members Present at the meeting at which the resolution is put must constitute 75% or more of Members.
- (b) Rules 3, 4, 5, 6 and 10.7 of this Constitution contain conditions upon which approval may be granted by the Australian Securities and Investments Commission to IJM Australia to allow IJM Australia to register without including "Limited" in its name as set out in section 150 of the Corporations Act. The Members shall not amend Rules 3, 4, 5, 6 and 10.7 in any manner which would result in IJM Australia removing or not complying with any of those requirements or prohibitions.

### **7.2 Notification**

In addition to any notification required under the Corporations Act, the company must notify the Commissioner if:

- (a) a special resolution is passed materially altering Rules 3; or
- (b) IJM Australia is no longer eligible to be endorsed as a charity as a result of a change in its constitution or activities or otherwise.

## **8. Members**

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### **8.1 General Membership**

- (a) The Members of IJM Australia will be:
  - (i) the Initial Members; and
  - (ii) those persons the Members appointed to the membership of IJM Australia who are eligible to be Members, and who have consented in writing to be a Member.
- (b) To qualify for admission to membership a person will be required to sign a written undertaking to comply with certain codes of conduct, core values of IJM Australia and other documents reflecting the philosophy and purpose of IJM Australia as outlined by the Board and amended from time to time.

### 8.2 Nomination

- (a) New members can be nominated by any Member in the form prescribed by the Board.
- (b) Upon receipt of the nomination for membership, the Nominations Committee must decide whether or not to endorse the nomination in its absolute discretion. The Nominations Committee is not required to give any reason for rejecting a nomination.
- (c) A nominee will be approved for admission to membership when a majority of Members Present at a General Meeting convened by the Directors under Rule 9.1(a) resolve to admit the nominee to membership. Upon the Members approving the admission of a person as a Member under this Rule, the nominee must immediately be registered in IJM Australia's register of Members and will become a Member upon registration.

### 8.3 Resignation

A Member may at any time, by giving written notice to the Secretary, resign as a Member of IJM Australia. The resignation will be effective from the date of receipt of the written notice by the Secretary, at which time that Member's name must be removed from the register of Members.

### 8.4 Misconduct of a Member

- (a) If any Member:
  - (i) is in breach of the provisions of this Constitution;
  - (ii) is in breach of any undertaking referred to in Rule 8.1(b); or
  - (iii) is guilty of any act or omission which, in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of IJM Australia, the Board may expel the Member from IJM Australia and remove the Member's name from the register of Members.
- (b) At least 21 days before the Board holds a meeting to expel a Member the Board must send a notice to the Member which states:
  - (i) the allegations against the Member;
  - (ii) the proposed resolution for the Member's expulsion; and
  - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing.
- (c) IJM Australia must expel a Member and remove the Member's name from the Register where:
  - (i) a general meeting is held to expel a Member; and
  - (ii) a resolution is passed at the meeting for the expulsion of the Member by a majority of two-thirds of those present and voting (such voting will be by ballot).
- (d) A Member expelled from IJM Australia does not have any claim, monetary or otherwise upon IJM Australia, its funds or property.

### 8.5 Cessation of membership

A Member's membership of IJM Australia shall automatically cease:

- (a) in the case of a Member who is a natural person:
  - (i) on the date that the Member dies;
  - (ii) if the Member becomes of an unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
  - (iii) if the Member becomes, in the opinion of the Board, an untraceable member because the person has ceased to reside at, attend or otherwise communicate through his or her Registered Address;
  - (iv) if the Member is an authorised representative of a Member that is an unincorporated association or organisation and that association or organisation ceases to exist; or
  - (v) if the Member is convicted of an indictable offence,
- (b) in a case of a Member which is a body corporate, on the date that:
  - (i) a liquidator is appointed in connection with the winding up of the Member; or
  - (ii) an order is made by a court for the winding up or deregistration of the Member.

### 8.6 Fees on cessation of membership

A Member who resigns from IJM Australia, or whose membership otherwise ceases or terminates in accordance with this Constitution, shall remain liable for:

- (a) any sum not exceeding \$10.00 for which that Member is liable to pay under Rule 5(b); and
- (b) all other monies due by that Member to IJM Australia at the date of ceasing to be a Member.

## 9. General Meetings

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### 9.1 Power of directors to convene

- (a) The majority of Directors in office may convene a general meeting whenever the Directors think fit.
- (b) The Directors convening a general meeting may cancel that general meeting by notice in writing to all persons entitled to receive notice of that meeting, except that a meeting convened on the requisition of a Member or Members must not be cancelled without the consent of the relevant Member or Members.
- (c) The Directors may postpone a general meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the meeting. The meeting is taken to be duly convened under the first notice.

### 9.2 Meetings by technology

- (a) For the purposes of the Corporations Act, each Member consents to the use of the following technology for calling or holding of a general meeting:

- (i) video;
- (ii) telephone;
- (iii) any other technology which permits each Member to communicate with every other Members; or
- (iv) any combination of the technologies described in the above paragraphs.

A Member may withdraw the consent given under this Rule.

- (b) Where the Members are not all in attendance at one place and are holding a meeting using technology and each Member can communicate with the other Members:
  - (i) the participating Members are, for the purpose of every provision of this Constitution concerning general meetings, taken to be assembled together at a meeting and to be present at that meeting;
  - (ii) the meeting is taken as held at the place decided by the chair of the meeting; and
  - (iii) all proceedings of those Members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

### 9.3 Annual General Meeting

- (a) IJM Australia must hold its first annual general meeting within 18 months of its registration date.
- (b) After the first annual general meeting, an annual general meeting must be held by IJM Australia within five months of the end of IJM Australia's financial year.

### 9.4 Notice of general meetings

- (a) Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, at least 21 days' notice (exclusive of the day on which notice is given) shall be given of a general meeting. The notice shall:
  - (i) specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting;
  - (ii) specify the place, fax number or electronic address for the receipt of proxies; and
  - (iii) include all other information required by the Corporations Act.
- (b) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at that meeting.
- (c) A notice of general meeting must specify the technology to be utilised in holding the meeting and, if so, specify the form of such technology and the venues at which Members may participate.

### 9.5 Business of general meetings

Unless all Members are present as Members Present and agree otherwise, the only business to be transacted at a general meeting will be that as set out in the notice of meeting.

### 9.6 Quorum

- (a) Business must not be transacted at any general meeting unless a quorum of Members is present at the venue or venues of the meeting at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, either 20 members or a majority of Members, whichever is the lesser number, present in person or by proxy, constitute a quorum.

### 9.7 If quorum not present

If a quorum is not present within 30 minutes after the time appointed for the meeting:

- (a) where the meeting is convened on the requisition of Members, the proposed meeting is automatically dissolved (subject to Rule 9.10(a)); and
- (b) in any other case:
  - (i) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no such decision is made, to the same day in the next week at the same time and place; and
  - (ii) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

### 9.8 Signed document passing a resolution of Members

- (a) IJM Australia may pass a resolution without a general meeting being held if all 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.
- (b) 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. An electronically transmitted copy of a document, the original of which in the opinion of the Secretary has been apparently signed by a Member, is deemed to be a document signed by that Member for these purposes.
- (c) A resolution is signed by a Member, where a Member is a body corporate, if the resolution is signed by the Member's representative.
- (d) Any document that is attached to a resolution signed in accordance with this Rule 10.7 is deemed to have been laid before IJM Australia in general meeting.
- (e) The resolution is passed when the last Member signs.
- (f) The passage of a resolution in accordance with this Rule 10.7 satisfies any requirement that the resolution be passed at a general meeting.

### 9.9 Chair of meetings

- (a) Subject to paragraph (b), the Chairperson will preside as the chair at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no chair; or

- (ii) the chair is not present within 10 minutes after the time appointed for the holding of the meeting, or the chair does not wish to act as chair of the meeting,

the Directors present may choose one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be chair of the meeting.

### 9.10 **Adjournments**

- (a) The chair may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by paragraph (c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### 9.11 **Voting at general meetings**

- (a) Any resolution to be considered at a meeting must be decided on a show of hands unless a poll is demanded.
- (b) If a meeting is conducted at more than one venue then a person at each venue must be appointed by the chair to act as returning officer and to report the results of the voting conducted at the respective venue.
- (c) A declaration by the chair that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (d) Despite the Corporations Act, a poll for a resolution may be demanded by at least two Members Present and entitled to vote on the resolution or by the chair.

### 9.12 **Procedure for polls**

- (a) A poll on the election of a chair or on a resolution for adjournment must be taken immediately.
- (b) A poll demanded on any other question shall be taken in the manner and at the time the chair directs.
- (c) The result of the poll is a resolution of the meeting at which the poll was demanded.
- (d) Subject to paragraph (a), if a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

### 9.13 **Chair has no casting vote**

- (a) The chair does not have a casting vote.
- (b) If an equal number of votes is cast for and against a resolution at a meeting of members, the resolution is not carried.

**9.14 Representation and voting of members**

Subject to this Constitution:

- (a) at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy, or attorney and where the Member is a body corporate, by representative;
- (b) on a show of hands to decide a resolution, each person attending and entitled to vote has one vote; and
- (c) on a poll, each Member Present has one vote.

**9.15 Entitlement to vote**

A Member is not entitled to vote on a resolution proposing to appoint him or her as Director of IJM Australia.

**9.16 Objections to qualification to vote**

- (a) An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- (b) Any objection must be referred to the chair of the meeting, whose decision is final.
- (c) A vote allowed after an objection is valid for all purposes.

**9.17 Number of proxies**

- (a) A Member may appoint one proxy.
- (b) A proxy must be a Member.

**9.18 Form of proxy**

- (a) An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.
- (b) An instrument appointing a proxy may specify the manner in which a proxy is to vote in respect of a particular resolution and the proxy is not entitled to vote except as specified in the instrument. Unless otherwise instructed a proxy may vote as the proxy thinks fit.
- (c) An instrument appointing a proxy may be in the following form, or another form which the Board may accept or stipulate:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of IJM Australia hereby appoint \_\_\_\_\_ or failing him/her the chair as my proxy to vote for me on my behalf at the \*Annual General Meeting/ \*General Meeting of IJM Australia to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/ \*against the resolution(s).

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\*delete as appropriate.

NOTE: In the event of a member desiring to vote for or against any resolution he/she shall instruct his/her proxy accordingly. Unless otherwise instructed the proxy may vote as he/she thinks fit.

- (d) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is:
  - (i) deposited at the registered office, received at a fax number at the registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or a shorter period as is specified in the notice convening the meeting or as the Directors permit; or
  - (ii) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (iii) in the case of a poll, produced when the poll is taken.
- (e) The Board may waive all or any of the requirements of Rules 9.18(a), (b), (c) and (d), and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, accept:
  - (i) an oral appointment of a proxy;
  - (ii) an instrument appointing a proxy and the power of attorney or other authority, which is not signed in the manner required by Rule 9.18(a); and
  - (iii) a copy of the power of attorney or other authority under which the instrument appointing a proxy is signed, including a copy sent by a facsimile or electronic message.

### 9.19 Validity of proxies

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
  - (i) the previous death or unsoundness of mind of the principal; or
  - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation has been received by IJM Australia at its registered office not less than 24 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

### 9.20 Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:
  - (i) the address of the appointor or of a proxy;
  - (ii) the proxy's name or the name of the office held by the proxy; or
  - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.



- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.

### 9.21 Right of secretary and others to attend general meeting

- (a) A secretary who is not a Member is entitled to be present and, at the request of the chair, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting is entitled to be present and, at the request of the chair, to speak at that general meeting.

## 10. Board of Directors

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### 10.1 Directors

- (a) The number of Directors of IJM Australia shall be at least five and not more than ten.
- (b) The first Directors are those named as directors in the application for registration of the company.
- (c) Directors other than the Directors under Rule 10.1(b) will be nominated by the Nominations Committee in its sole discretion.
- (d) Subject to Rule 10.1(a), any individual nominated by the Nominations Committee may be appointed as Director:
  - (i) by resolution of the Board; and/or
  - (ii) the resolution of the Members.
- (e) A Director will serve for a three year term unless otherwise agreed between the Director and the Board. Directors can be re-elected in accordance with Rule 10.2 but must not serve as a Director for more than nine years in total.
- (f) A Director must be a Member.
- (g) A Member can be nominated to be a Director by the Nominations Committee or at an annual general meeting or general meeting provided the nominee consents in writing to that nomination at least 28 days before the meeting (unless the Board permits a shorter time).
- (h) All nominees must comply with any police checks (or similar) requested by the Board regarding the nominee's criminal history.
- (i) All Directors shall:
  - (i) sign an undertaking to be bound to the objects set out in Rule 4;
  - (ii) sign an undertaking to adhere to Board policies (as amended from time to time) including, but not limited to, policies relating to conflicts of interest of Directors;
  - (iii) be committed to IJM's core operational values as defined by the Board;
  - (iv) be of good moral character;
  - (v) have no legal impediment to serve as a director;
  - (vi) have satisfied any police check requested by the Board;

- (vii) comply with any additional criteria established by resolution of the Board.
- (j) A Director agrees, while he or she is on the Board, to disclose to the Board if they are charged with a criminal offence of any nature in any jurisdiction.
- (k) A majority of the Directors at all times must be persons who are not employed by, or an officer of, government, local government, or a government department or authority.
- (l) In the event that it is required under a law, regulation or guideline applicable to IJM Australia, IJM Australia shall ensure that a majority of Directors are Responsible Persons<sup>1</sup>.
- (m) If, at any time, the requirement in Rule 10.1(j) is not met, the Directors must not exercise any discretion or power until the requirement is met, except:
  - (i) for the purpose of appointing an additional director;
  - (ii) to protect the assets of IJM Australia; or
  - (iii) in the case of urgency.

### 10.2 Time of retirement

A Director's retirement takes effect at the end of the relevant annual general meeting unless the Director is re elected at that meeting.

### 10.3 Chairperson and Treasurer

The Board will elect by a show of hands a Chairperson and Treasurer from their number.

### 10.4 Powers

- (a) Subject to the Corporations Act and this Constitution, the business of IJM Australia is managed by the Board, which may exercise all powers of IJM Australia which are not, by the Corporations Act or this Constitution, required to be exercised by IJM Australia at general meeting.
- (b) Without limiting the generality of paragraph (a), the Directors may exercise all the powers of IJM Australia:
  - (i) to borrow money, to charge any property or business of IJM Australia; or
  - (ii) to issue debentures or give any other security for a debt, liability or obligation of IJM Australia or of any other person.
- (c) The Directors may delegate any of their powers in accordance with the Corporations Act.

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<sup>1</sup> Such as where IJM Australia applies for approval as an Approved Organisation through AusAid under the OAGDS Guidelines or for endorsement of IJM Australia or its public fund as a deductible gift recipient and this is a condition of such endorsement.

### 10.5 Vacation of office

The office of Director shall become vacant if the Director:

- (a) is removed from office by the Members in accordance with this Constitution and the Corporations Act;
- (b) is prohibited from being a Director of IJM Australia by reason of any order made under the Corporations Act;
- (c) resigns his or her office by notice in writing given to IJM Australia;
- (d) becomes bankrupt or makes any arrangement or composition with her or his creditors generally or becomes of unsound mind or a person whose estate is liable to be dealt with under the law relating to mental health;
- (e) is convicted of an indictable offence;
- (f) holds any office of profit under IJM Australia unless approved by the Minister responsible for administering the *Charitable Fundraising Act 1991* (NSW) and any other approval required under any equivalent State or Territory legislation is granted;
- (g) dies;
- (h) applies for any executive position within IJM Australia; or
- (i) fails to attend three consecutive Board meetings without leave of absence as determined by the Board at its discretion.

### 10.6 Casual Vacancy

- (a) If at any time the office of Director becomes vacant, subject to Rule 10, the Board may appoint a person to fill the vacancy. The person appointed to fill such vacancy will hold office until the next annual general meeting at which time he or she must retire but will be eligible for re-election.

### 10.7 Remuneration of Directors

- (a) Each Director must act on a voluntary basis and is not entitled to be paid a fee for his or her service as a Director.
- (b) No remuneration or other benefit shall be paid or given to any Director except for:
  - (i) out-of-pocket expenses incurred by a Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board;
  - (ii) moneys to any Director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (iii) an insurance premium in respect of a contract of insuring a Director of liability incurred as an officer of IJM Australia where the Board has approved the payment of the premium; or
  - (iv) any amount to a Director in respect of the indemnity given under Rule 18 where such payment has been approved by the Board.

- (c) Any amount paid under Rule 10.8(b) or otherwise to a Director must be approved by the Board.

### 10.8 Appointment of attorneys

- (a) The Board may, by power of attorney, appoint any person to be the attorney of IJM Australia for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as they think fit.
- (b) Any appointment under paragraph (a) may be made on terms for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

### 10.9 Negotiable instruments

All negotiable instruments of IJM Australia must be executed by the persons and in the manner the Board decides from time to time.

## 11. Proceedings of the Board

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### 11.1 Proceedings

- (a) The Board must meet a minimum of four times a calendar year.
- (b) Subject to Rule 11.1(a) the Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
- (c) Any Director may request at any time (and, on the request of those Directors, a secretary must convene) a meeting of the Board.
- (d) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Board. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

### 11.2 Meetings by technology

- (a) For the purposes of the Corporations Act, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding of a meeting of the Board:
  - (i) video;
  - (ii) telephone;
  - (iii) any other technology which permits each Director to communicate with every other Director; or
  - (iv) any combination of the technologies described in the above paragraphs.

A Director may withdraw the consent given under this Rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
  - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and

- (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

### 11.3 Quorum at meetings

At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is the majority of Directors entitled to vote. No business may be conducted unless a quorum is present at the time the business is being considered.

### 11.4 Chairperson of the Board

- (a) The Directors may elect one of their number as their Chairperson.
- (b) The Chairperson will hold office for a term of one year and may nominate himself or herself for re-election the following year.
- (c) The Chairperson must not hold that office for more than six consecutive years.
- (d) Where a meeting of the Board is held and:
  - (i) a Chairperson has not been elected as provided by paragraph (a); or
  - (ii) the Chairperson is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

the Directors present may elect one of their number to be a chair of the meeting.

### 11.5 Chairperson has no casting vote

- (a) The Chairperson does not have a casting vote.
- (b) If an equal number of votes is cast for and against a resolution at a meeting of the Board, the resolution is not carried.

### 11.6 Proceedings at meetings

- (a) Subject to this Constitution, questions arising at a meeting of the Board are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Board.

### 11.7 Conflicts of Interest

- (a) A Director is not disqualified from contracting with IJM Australia in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
  - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity; and
  - (ii) the Director will not be liable to account to IJM Australia for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (c) A contract or arrangement made by IJM Australia or any related body corporate with a Director may not be voided merely because the Director is a party to the contract or arrangement or otherwise interested in it.

### 11.8 Material Personal Interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of IJM Australia must give the other Directors notice of his or her interest in accordance with the Corporations Act.
- (b) A Director with a material personal interest in a matter that relates to the affairs of IJM Australia is not required to give notice in the following circumstances:
  - (i) if all of the following conditions are met:
    - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of IJM Australia;
    - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
    - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
  - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
  - (iii) as otherwise permitted under the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act.
- (d) Nothing in this Rule affects the duty of a Director:
  - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Directors' duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
  - (ii) to comply with the Corporations Act or any other law.
- (e) A material personal interest, for the purposes of this Rule 11.8, includes but is not limited to any conflict of interest or any affiliation a person may have with an actual or potential supplier of goods or services, recipient of grant funds or organisation with competing or conflicting objectives.

### 11.9 Circular Resolutions

- (a) If a document:
  - (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
  - (ii) contains a statement that the signatories to it are in favour of that resolution;
  - (iii) the terms of the resolution are set out or identified in the document; and

- (iv) has been signed by a majority of the Board entitled to vote on that resolution, a resolution in those terms is passed on the day on which and at the time at which the document was signed of the by a majority Board and the document has effect as a minute of the resolution.
- (b) For the purposes of paragraph (a):
  - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute one document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
  - (ii) a fax or electronic message which is received by IJM Australia or an agent of IJM Australia and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the fax or the electronic message by IJM Australia or its agent in legible form.

### 11.10 Committees

- (a) The Board may appoint one or more committees consisting of Directors and such other persons as the Board thinks fit.
- (b) Rules 11.1, 11.2 and 11.4 apply to any committee as if each reference in those Rules to the Board was a reference to the members of the committee and each reference to a meeting of the Board was to a meeting of the committee.
- (c) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Board and, if not so determined, is two. Unless the Board determines otherwise, the quorum need be present only at the time when the meeting proceeds to business.
- (d) The minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act to be made, entered and signed.
- (e) The Board shall appoint a Nominations Committee that will propose nominations for Directors and Members of IJM Australia. The Nominations Committee may consist of Directors and such other persons as the Board thinks fit.

### 11.11 Defects in appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

## 12. General Manager

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### 12.1 Power to appoint a General Manager

The Board may appoint a General Manager for the period and on the terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Board may at any time terminate the employment of a General Manager. The General Manager shall not be a Director but may be required to be a Member as determined by the Board.

### 12.2 Remuneration

A General Manager may, subject to the Corporations Act and the terms of any agreement between the General Manager and IJM Australia, receive remuneration as the Board decides.

### 12.3 Delegation of powers to General Manager

- (a) The Board may, on the terms and conditions and with any restrictions as they think fit, confer on a General Manager any of the powers exercisable by them.
- (b) Any powers so conferred may be concurrent with the powers of the Board.
- (c) The Board may at any time withdraw or vary any of the powers conferred on a General Manager.

## 13. Secretaries and other officers

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### 13.1 Secretaries

- (a) A secretary of IJM Australia holds office on the terms and conditions, as to remuneration and otherwise, as the Board decides.
- (b) The Board may at any time terminate the appointment of a secretary.

### 13.2 Other officers

- (a) The Board may from time to time:
  - (i) create any other position or positions in IJM Australia with the powers and responsibilities as the Board may from time to time confer; and
  - (ii) appoint any person, whether or not a Director, to any position or positions created under sub-paragraph (i).
- (b) The Board at any time may terminate the appointment of a person holding a position created under paragraph (a) and may abolish the position.

## 14. Notices generally

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- (a) Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of IJM Australia may be served or sent is not entitled to receive any notice.
- (b) A notice may be given by IJM Australia to any Member by:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to IJM Australia for the giving of notices;
  - (iii) serving it in any manner contemplated in this Rule (b) on a Member's attorney as specified by the Member in a notice given under Rule (c);
  - (iv) fax to the fax number supplied by the Member to IJM Australia for the giving of notices; or
  - (v) transmitting it electronically to the electronic mail address given by the Member to IJM Australia for giving notices.



- (c) A Member may, by written notice to the secretary left at or sent to the registered office, require that all notices to be given by IJM Australia or the Directors be served on the Member's attorney at an address specified in the notice.
- (d) Notice to a Member whose address for notices is outside Australia must be sent by airmail, fax or electronic mail.
- (e) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
  - (i) in the case of a notice of a meeting, on the day after the date of its posting; and
  - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (f) Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

### **15. Notices of general meeting**

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Notice of every general meeting must be given:

- (a) pursuant to Rule 9.4;
- (b) to every Member and to each Director; and
- (c) to the auditor to IJM Australia (if any).

No other person is entitled to receive notice of general meetings.

### **16. Audit and accounts**

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- (a) The Directors must cause IJM Australia to maintain financial records and prepare financial reports in accordance with the requirements of the law.
- (b) The Directors must cause the financial records of IJM Australia to be audited in accordance with the requirements of the law.
- (c) The Directors, or IJM Australia (by an ordinary resolution passed at a general meeting), may authorise a member to inspect the books of IJM Australia.

### **17. Indemnity of officers**

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- (a) IJM Australia is to indemnify each officer of IJM Australia out of the assets of IJM Australia to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of IJM Australia or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, IJM Australia may execute a documentary indemnity in any form in favour of any officer of IJM Australia.
- (c) Where the Directors consider it appropriate, IJM Australia may:
  - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of IJM Australia against any liability incurred by the officer in or arising out of the conduct of the business of

- IJM Australia or in or arising out of the discharge of the duties of the officer; and
- (ii) bind itself in any contract or deed with any officer of IJM Australia to make the payments.
- (d) Where the Directors consider it appropriate, IJM Australia may:
  - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
  - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this Rule 17:
  - (i) "officer" means:
    - (A) a Director, General Manager or secretary; or
    - (B) a person appointed as a trustee by, or acting as a trustee at the request of, IJM Australia,and includes a former officer. "duties of the officer" includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by IJM Australia or, where applicable, the subsidiary of IJM Australia to any other corporation.
  - (ii) "to the relevant extent" means:
    - (A) to the extent IJM Australia is not precluded by law from doing so;
    - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
    - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
  - (iii) "liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

### **18. Seal**

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- (a) IJM Australia may have a common seal. If IJM Australia has a common seal it may also have a duplicate common seal.
- (b) A Seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed must be signed by:
  - (i) 2 Directors; or

- (ii) a Director and a secretary (or another person appointed by the Board to countersign that document or a class of documents in which that document is included).
- (c) This Rule does not limit the ways in which IJM Australia may execute a document.

## **19. Overseas Aid Fund Rules**

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### **19.1 Application of Overseas Aid Fund Rules**

This Rule 19 and Rule 20 constitute the Overseas Aid Fund Rules and apply to the Relief Fund established by IJM Australia..

### **19.2 Name**

The name of the Relief Fund established by IJM Australia is IJM Australia's Overseas Aid Fund.<sup>2</sup>

### **19.3 Object**

- (a) The objects of the Overseas Aid Fund are: to solicit and receive Gifts from the public to be used exclusively for providing relief to people suffering from poverty, distress and helplessness within countries declared by the Minister for Foreign Affairs to be developing countries under section 30-85 of the Tax Act, including by:
  - (i) assisting and empowering victims experiencing violent human rights abuse to access justice through national legal frameworks;
  - (ii) facilitating the holistic restoration of victims of violent human rights abuse in partnership with local community organisations and through assisting and empowering victims to access locally available benefits and services;
  - (iii) contributing to the development of rule of law and increasing access to justice to protect local communities vulnerable to violent human rights abuse; and
  - (iv) educating stakeholders and the general public about human rights and situations of violent abuse in order to improve understanding and response to violent injustice (**Overseas Aid Fund Purposes**); and
- (b) to receive, acquire, hold and invest Gifts and apply moneys from the Overseas Aid Fund for such Overseas Aid Fund Purposes as are determined by the Overseas Aid Fund Management Committee.

### **19.4 Public Fund**

- (a) The Overseas Aid Fund is a public fund to which members of the public are invited to contribute.
- (b) The Overseas Aid Fund is established solely for the purpose of carrying out the Overseas Aid Fund Purposes, and shall be operated as follows:
  - (i) the Overseas Aid Fund must be managed and controlled by the Overseas Aid Fund Management Committee that is constituted and must exercise its duties in accordance with Rule 20;
  - (ii) all Gifts (whether subject to special trust or not) received by the Overseas Aid Fund for any one or more objects of the Overseas Aid Fund and any other

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<sup>2</sup> Referred to as Overseas Aid Fund in this Constitution.

- money received by the Overseas Aid Fund because of the Gifts will be placed in a separate bank account; and
- (iii) the Overseas Aid Fund Management Committee may refuse to accept any Gift to the Overseas Aid Fund and shall not be required to give any reason for so doing;
  - (iv) the Overseas Aid Fund Management Committee must only accept Gifts and must not receive any other money or property;
  - (v) no Gifts other than Gifts for one or more of the objects of the Overseas Aid Fund shall be received by the Overseas Aid Fund;
  - (vi) receipts shall be issued in the name of the Overseas Aid Fund and will state:
    - (A) the Australian Business Number of IJM Australia;
    - (B) the name of the Overseas Aid Fund to which the gift has been credited;
    - (C) the fact that the receipt is for a gift; and
    - (D) any other information which is required under the Tax Act;
  - (vii) all Gifts made to the Overseas Aid Fund must be separately identified and kept separately from any other funds of IJM Australia;
  - (viii) any moneys in the Overseas Aid Fund not immediately required to be distributed may be invested in such a manner as may be permitted under any ruling or determination in relation to public funds issued by the Australian Taxation Office for the investment of such funds and any income generated by the investment of such moneys must be credited to the Overseas Aid Fund;
  - (ix) the Overseas Aid Fund must be established and operated in Australia; and
  - (x) the Overseas Aid Fund must satisfy all requirements of a gift fund, as required by the Australian Taxation Office, from time to time.

### 19.5 Non Profit

- (a) The Overseas Aid Fund must operate on a non-profit basis and money must not be distributed directly or indirectly to Public Fund Committee Members, or IJM Australia except as:
  - (i) reimbursement for out-of-pocket expenses incurred on behalf of the Overseas Aid Fund;
  - (ii) payment in good faith of bona-fide remuneration to any employee in return for services actually rendered to the Overseas Aid Fund; or
  - (iii) for goods supplied in the ordinary and usual course of business as an arm's length transaction.

### 19.6 Accounting

- (a) IJM Australia must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Overseas Aid Fund.
- (b) IJM Australia must ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Overseas Aid Fund.

- (c) The Overseas Aid Fund Management Committee must prepare and submit to the Board a proper set of annual financial statements.
- (d) Accounts of the Overseas Aid Fund must be audited at the same time as the accounts of IJM Australia.

### 19.7 Winding Up

If:

- (a) the Overseas Aid Fund is wound up;
- (b) the endorsement of IJM Australia as an Approved Organisation is revoked by the Department of Foreign Affairs;
- (c) the endorsement of the Overseas Aid Fund as a Relief Fund is revoked by the Treasurer; or
- (d) the Overseas Aid Fund, after being endorsed as a DGR, has its DGR status revoked,

then any surplus assets of the Overseas Aid Fund remaining after the satisfaction of all debts and liabilities attributable to it, shall be transferred to another Relief Fund to which income tax deductible gifts can be made.

### 19.8 Amendments to the Overseas Aid Fund

Any amendment whatsoever to the terms of the Overseas Aid Fund as prescribed in the Constitution, must be advised to the Australian Taxation Office.

## 20. Overseas Aid Fund Management Committee

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### 20.1 General

IJM Australia must establish and permit the operation of the Overseas Aid Fund Management Committee at all times during which IJM Australia is required to maintain a public gift fund.

### 20.2 Role

The Overseas Aid Fund Management Committee shall be responsible for the overall management of the Overseas Aid Fund. In the course of managing the Overseas Aid Fund, the Overseas Aid Fund Management Committee is responsible for:

- (a) the conduct of fundraising for the Overseas Aid Fund;
- (b) the investment and disbursement of the proceeds of the Overseas Aid Fund; and
- (c) any other matters that materially affect the operation of the Overseas Aid Fund,

and the Directors shall receive, consider and be guided by the advice of the Overseas Aid Fund Management Committee (but only to the extent that such advice does not conflict with the Directors' obligations under the Corporations Act). Subject thereto, the management and control of the Overseas Aid Fund shall be vested in the Directors.

### 20.3 Members

The composition of the Overseas Aid Fund Management Committee will be as follows:

- (a) The Directors must appoint persons to the Overseas Aid Fund Management Committee from time to time and must ensure that the Overseas Aid Fund Management Committee

at all times comprises no less than three persons, a majority of whom must be Responsible Persons.

- (b) If, at any time, the Overseas Aid Fund Management Committee does not comprise a majority of persons that are Responsible Persons, then the Overseas Aid Fund Management Committee must not exercise any discretion or power until this requirement is satisfied, except to protect the property of the Overseas Aid Fund.

### 20.4 **Term**

The term of Public Fund Committee Members will be determined as follows:

- (a) Each Public Fund Committee Member appointed in accordance with the provisions of this Rule 20 shall serve a term of two years from the date of appointment, at the end of which period such Public Fund Committee Member shall retire from office but shall be eligible for reappointment by the Directors.
- (b) Any Public Fund Committee Member may resign from office prior to the expiration of their two year term by giving to the Directors written notice of resignation. The resignation will take effect 21 Business Days after the date of the notice.
- (c) A person appointed to fill the office of a Public Fund Committee Member shall hold office only for the balance of the term for which the Public Fund Committee Member being replaced was appointed, after which period the Public Fund Committee Member appointed shall retire from office but shall be eligible for reappointment by the Directors.

### 20.5 **Appointment of a chairman and vice-chairman**

Appointments to the Overseas Aid Fund Management Committee will be in accordance with the following provisions:

- (a) The Overseas Aid Fund Management Committee shall have a chairman and a vice-chairman who shall be appointed annually by the Directors. The chairman must be a Responsible Person and must not be a Director at any time during his or her tenure as chairman.
- (b) If the chairman or vice-chairman ceases for any reason to hold office as a Public Fund Committee Member or resigns his or her office of chairman or vice-chairman before completing their term as chairman or vice-chairman, the office of chairman or vice-chairman shall fall vacant and the Directors must appoint one of the Public Fund Committee Members to fill the vacancy and the Public Fund Committee Member so appointed shall hold the office of chairman or vice-chairman for the balance of the term for which the chairman or vice-chairman vacating the office was appointed.

### 20.6 **Meetings**

The meetings of the Overseas Aid Fund Management Committee will be conducted in accordance with the following provisions:

- (a) The Overseas Aid Fund Management Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- (b) The chairman shall chair all meetings of the Overseas Aid Fund Management Committee provided that if the chairman is not present or if the office is vacant, then the vice chairman shall chair the meeting. If neither the chair nor vice-chair is present those Public Fund Committee Members present at a meeting may choose one of their number to chair the meeting.
- (c) Questions arising at any meeting of the Overseas Aid Fund Management Committee shall be decided by a majority of votes and a decision by a majority of those Public Fund Committee Members present shall for all purposes be deemed to be a decision

of the Overseas Aid Fund Management Committee. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

- (d) The quorum necessary for the transaction of the business of the Overseas Aid Fund Management Committee shall be at least two thirds of Public Fund Committee Members appointed.
- (e) The Overseas Aid Fund Management Committee must cause minutes to be kept of all persons present at any of its meetings and of all proceedings at any such meetings. Such minutes shall be verified by the signature of the chairman of the meeting at which the proceedings were held or the signature of the chairman of the next succeeding meeting.
- (f) At least 14 days' notice of meetings of the Overseas Aid Fund Management Committee shall be provided to Public Fund Committee Members and such notice must be given in the manner described in Rule 14.

### 20.7 Indemnity of Members

Public Fund Committee Members are indemnified by IJM Australia as if they were Directors, but only for the purposes of Rule 17.

## 21. Inspection of records

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- (a) The Directors may authorise a Member to inspect books of IJM Australia to the extent, at the time and places and under the conditions, the Board considers appropriate.
- (b) A Member (other than a Director) does not have the right to inspect any document of IJM Australia except as provided by law or as authorised by the Board.