

Constitution
Abbotsford Convent
Foundation

Adopted 17th March 2014

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Abbotsford Convent Foundation

A company limited by guarantee

Constitution

1 Company's name

The name of the company is **Abbotsford Convent Foundation**.

2 Company's objects

The objects of the company are to promote for the public benefit the arts, education, culture, heritage, and all or any of health and wellbeing, the environment and the community, by, without limitation:

- a) Creating an arts, cultural, wellbeing and learning site at the Abbotsford Convent as a welcoming and lively place that encourages collaboration and interaction between groups occupying the site as well as with the public;
- b) Providing information in relation to the heritage assets of the Convent and their historical context, and preserving, maintaining or enhancing, the assets (where reasonably practicable);
- c) Acting as trustee of the Abbotsford Convent Foundation Arts Trust for the promotion of the arts and culture at the site;
- d) Encouraging, supporting, and assisting all or any of the arts, education, culture, heritage, health, wellbeing, the environment and community more generally, including at different sites.

For the purpose of paying or applying the income or capital of the company, the directors may:

- (1) have regard, so far as they think fit, to any recommendations of any Advisory Committee;
 - (2) formulate policies for the payment or application;
 - (3) make rules in connection with any policy; and
 - (4) revoke or amend any policy or rules and formulate others.
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3 Company's powers

Solely for the purpose of carrying out the company's objects, the company may:

- (a) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), loans and deposits from any person;
- (b) provide funds or other material benefits by way of grant or otherwise to further the company's objects;

- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the company's objects. However, if the company takes or holds any property which is subject to a trust, the company may only deal with that property in the manner allowed by law having regard to that trust;
- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (h) construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;
- (i) appoint a person as the company's attorney or agent with the powers (including the power to sub-delegate) and on the terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- (j) enter into any arrangement with any government or authority that seems conducive to the company's objects, obtain from any government or authority any right, privilege or concession that the company thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
- (k) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (l) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
- (m) spend money and do all other things that it considers desirable to promote the company's objects;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (p) accept any gift of property, whether subject to any special trust or not, for the company's objects, but subject to the provisions in rule 3(e) relating to trusts (if applicable);
- (q) take any steps by personal or written appeals, public meetings or otherwise, that the company considers expedient to procure contributions to the company's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships or otherwise;
- (r) appoint patrons of the company;
- (s) make donations for charitable purposes;
- (t) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (u) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (v) do all other things that are incidental or conducive to attaining the company's objects.

4 Additional powers

The company has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the company's objects.

5 Income and property

The company's income and property must be applied solely towards promoting the company's objects. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or directors. However, this rule 5 does not prohibit making a payment approved by the directors for:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- (b) a service rendered to the company by a director in a professional or technical capacity, other than in the capacity as a director of the company, where:
 - (1) the provision of the service has the prior approval of the directors; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

- (c) in good faith to any member for goods supplied in the ordinary and usual course of business;
- (d) of reasonable and proper interest on money borrowed from a member; or

- (e) of reasonable and proper rent for premises let by any member to the company,
- or indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

6 Liability of members

The liability of the members is limited.

7 Guarantee by members

Every member undertakes to contribute an amount not more than \$100 to the property of the company if it is wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member;
- (b) the costs, charges and expenses of winding up; and
- (c) the adjustment of the rights of the contributories among themselves.

8 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5.
- (b) The identity of the fund, authority or institution referred to in rule 8(a) must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the State.

9 Membership

- (a) The members are the directors and any other persons the directors admit to membership in accordance with this constitution.
- (b) Every applicant for membership of the company (except the directors) must apply in the form and manner decided by the directors.
- (c) At the next meeting of the directors after the receipt of an application for membership, the directors must consider the application and decide

whether to admit or reject the admission of the applicant. The directors need not give any reason for rejecting an application.

10 When membership ceases

10.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the company;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) ceases to be a director;
- (f) is expelled under rule 10.2; or
- (g) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her registered address.

10.2 Expulsion

- (a) The directors may by resolution expel a member from the company if, in their absolute discretion, they decide it is not in the interests of the company for the person to remain a member.
- (b) If the directors intend to propose a resolution under rule 10.2(a), at least one week before the meeting at which the resolution is to be proposed, they must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

11 General meetings

11.1 Calling general meetings

- (a) The directors may call and arrange to hold a general meeting whenever they think fit.
- (b) A general meeting may be called and arranged to be held as provided by this rule 11.1.

11.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner decided by the directors.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting; and
 - (2) state the nature of the business to be transacted at the meeting.
- (c) A person may waive notice of a general meeting by written notice to the company.

11.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 3 members entitled to vote present at the meeting in person, by proxy or by attorney.

11.4 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (c) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (d) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (e) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

11.5 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least 2 members present and with the right to vote on the resolution.
- (d) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (e) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (f) If the company has only one member, the company may pass a resolution by the member recording it and signing the record.

11.6 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (1) in person;
 - (2) by proxy; or
 - (3) by attorney.

12 Directors

12.1 Appointing and removing directors

- (a) There must be:
 - (1) at least **3** directors; and
 - (2) subject to rule 12.1(c), not more than **12** directors.
- (b) The first directors are the persons who have consented to act as proposed directors and who are named as proposed directors in the application for registration of the company.
- (c) The company may by resolution:
 - (1) increase or reduce the minimum or maximum number of directors; and
 - (2) appoint or remove a director.
- (d) The directors may appoint any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, but the total

number of directors must not at any time exceed the maximum number allowed under this constitution.

- (e) Subject to rule 12.2 and to the terms of any agreement entered into between the company and the relevant director, a director holds office until he or she dies or is removed from office under rule 12.1(c)(2).

12.2 When office of director becomes vacant

In addition to the circumstances prescribed by the Act, the office of a director becomes vacant if the director:

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as applicable) to the office of director; or
- (d) resigns by written notice to the company.

12.3 Interested directors

- (a) Subject to rule 5, a director may hold another position (except as auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that position on terms as to remuneration, tenure and otherwise that the directors think fit.
- (b) A director:
 - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise; and
 - (2) is not accountable to the company for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.
- (d) A director is not disqualified merely because he or she is a director from contracting with the company in any respect including, but not limited to:
 - (1) selling property to, or purchasing property from, the company;
 - (2) lending money to the company with or without interest or security;
 - (3) guaranteeing the repayment of money borrowed by the company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise, for a commission or profit; or

- (5) being employed by the company or acting in any professional capacity (except as auditor) on behalf of the company.
- (e) A contract made by a director with the company and a contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is not avoided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (f) A director contracting with or being interested in any arrangement involving the company is not liable to account to the company for any profit realised by or under that contract or arrangement merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (g) Unless section 195 of the Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (h) The directors may make a policy requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any policy made under this constitution binds all directors.

12.4 Powers and duties of directors

- (a) The directors are responsible for managing the company's business and affairs and may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by this constitution, to be exercised by the company in general meeting.
- (b) Without limiting rule 12.4(a), the directors may exercise all the company's powers to:
 - (1) borrow or otherwise raise money;
 - (2) charge any property or business of the company; and
 - (3) issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The directors may:
 - (1) appoint or employ a person to be an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for the period and on the conditions they think fit;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

- (d) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

12.5 Proceedings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.

12.6 Convening meetings of directors

- (a) A director may convene a meeting of the directors whenever he or she thinks fit.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

12.7 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting;
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the director:

- (A) has waived or waives notice of that meeting under rule 12.7(c); or
 - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
- (3) the director attended the meeting.

12.8 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the directors have fixed a number for the quorum, that number of directors; and
 - (2) in any other case, 3 directors,
 present at the meeting of directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 12.8(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to:
 - (1) increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution;
 - (2) convene a general meeting of the company for that purpose, or
 - (3) appoint additional directors,
 and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.9 Chairperson of directors

- (a) The directors may elect one of the directors as chairperson of directors and may decide the period for which that director is to be the chairperson.
- (b) The chairperson of directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of directors.
- (c) If at a meeting of directors:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 10 minutes after the time appointed for the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,
 the directors present must elect one of the directors as chairperson of the meeting.

12.10 Decisions of directors

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

12.11 Written resolutions

- (a) If:
 - (1) a majority of the directors assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is taken as done at or passed by a meeting of the directors.
- (b) For the purposes of rule 12.11(a):
 - (1) the meeting is taken as held:
 - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to; or
 - (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to;
 - (2) 2 or more separate documents in identical terms, each of which is assented to by one or more directors, are taken as constituting one document; and
 - (3) a director may signify assent to a document by signing the document or by notifying the company of the director's assent in person or by post, telephone, fax or other electronic means.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must as confirmation sign the document at the next meeting of the directors that director attends, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

12.12 Sub-committees

- (a) The directors may delegate any of their powers to one or more sub-committees consisting of the number of directors and other persons as they think fit.
- (b) A sub-committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.
- (c) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a sub-committee of directors.

12.13 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

12.14 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done.

13 Executive officers**13.1 Executive director**

- (a) The directors may appoint one of the directors as executive director.
- (b) An executive director's appointment as executive director automatically terminates if he or she ceases to be a director.

13.2 Secretaries

- (a) The directors must appoint at least one secretary and may appoint additional secretaries.
- (b) The directors may appoint one or more assistant secretaries.

13.3 Provisions that apply to all executive officers

- (a) A reference in this rule 13.3 to an executive officer is a reference to an executive director, secretary or assistant secretary appointed under this rule 13.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.

- (c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
 - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An executive officer need not be a member to qualify for appointment.
- (f) An act done by a person acting as an executive officer is not invalidated merely because of:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer,
 if that circumstance was not known by the person when the act was done.

14 Advisory committees

14.1 Establishment and termination

- (a) The directors may:
 - (1) establish one or more advisory committees; and
 - (2) appoint and remove, or make provision for the appointment and removal of, members of the advisory committees.
- (b) Each advisory committee will consist of a single individual or the number of individuals that the directors decide.
- (c) The directors may terminate an advisory committee at any time.

14.2 Functions

- (a) The functions of each advisory committee will be decided by the directors and, subject to any such decision, will be to recommend to the directors how payments or applications of income and capital should be made under rule 2.
- (b) The directors may specify:
 - (1) the manner in which proceedings of each advisory committee are to be conducted;
 - (2) the matters which the advisory committee must consider in carrying out its functions; and
 - (3) any other matters concerning the advisory committee or its functions that the directors decide.

15 Indemnity and insurance

15.1 Persons to whom rules 15.2 and 15.4 apply

Rules 15.2 and 15.4 apply to:

- (a) each person who is or has been a director, alternate director or executive officer (within the meaning of rule 13.3(a)) of the company; and
- (b) any other officers or former officers of the company or of its related bodies corporate that the directors decide in each case.

15.2 Indemnity

The company must

- (a) indemnify; and
- (b) if requested by a person to whom this rule 15.2 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 15.2 applies for all losses or liabilities incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person.

15.3 Extent of indemnity

The indemnity in rule 15.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 15.2 applies even though that person has ceased to be an officer of the company or of a related body corporate; and
- (b) operates only to the extent that the loss or liability is not covered by insurance.

15.4 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 15.4 applies against any liability incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

15.5 Savings

Nothing in rules 15.2 or 15.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the company to indemnify or provide insurance for any person to whom those rules do not apply.

16. Auditor

The company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act.

17. Notices

17.1 How notices may be given

A notice may be given by the company to a member by:

- (c) delivering it to the member personally;
- (d) sending it to the member's fax number or electronic address, if the member has nominated one to the company for receipt of notices); or
- (e) posting it by prepaid post to the member's registered address.

17.2 When taken as given

A notice is taken as given by the company and received by the member:

- (f) if delivered, at the time of delivery;
- (g) if faxed, when the company receives a confirmation report that all pages of the fax have been transmitted to the member's fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
- (h) if sent electronically, on the next business day; and
- (i) if posted, on the second business day after it was posted.

18 Definitions and interpretation

18.1 Definitions

In this constitution:

Act means the *Corporations Act 2001*;

auditor means the auditor of the company;

business day means a day on which the major trading banks are open for business in Melbourne, except a Saturday, Sunday or public holiday;

company means Abbotsford Convent Foundation;

company's office means the company's registered office;

directors means the company's board of directors;

ITAA 97 means the *Income Tax Assessment Act 1997*;

member means a member of the company;

registered address means a member's address as notified to the company by the member and recorded in the company's records;

secretary means a person appointed to perform the duties of a secretary of the company and includes an honorary secretary; and

State means Victoria.

18.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;
- (b) a reference to any legislation includes any amendment to that legislation, any consolidation or replacement of that legislation and any subordinate legislation made under it;
- (c) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (d) the singular (including defined terms) includes the plural and the plural includes the singular.

18.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

19 Application of the Act

19.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 19.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

19.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.
- (b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.