

AUSTRALIAN SECURITIES COMMISSION

A Company Limited by Guarantee

Not Having a Share Capital

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CROSSLINK CHRISTIAN NETWORK

AUSTRALIA LIMITED

Corporations Law

Company Limited by Guarantee
And not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
CROSSLINK CHRISTIAN NETWORK AUSTRALIA LIMITED

1. NAME

1.1 The name of the company is “CROSSLINK CHRISTIAN NETWORK AUSTRALIA LIMITED (“the Crosslink Network”).

2. OBJECTS AND POWERS

2.1 The objects for which the Crosslink Network is established are:

Fundamental Goals

2.1.1 ***Relationship***

To provide a relationship between leaders and churches that reflects Biblical and Spirit-filled identity in an Australian ministry context.

2.1.2 ***Accountability***

To achieve a quality of relationship that involves practical and genuine accountability.

2.1.3 ***Resources***

To make available resources such as legal structures, credentialing, insurance that will help groups of Christians to establish dynamic local churches in accordance with their own God-given vision.

2.1.4. ***Gatherings***

To gather together for fellowship, worship, prayer and ministry so that together the members can hear from God; be encouraged through the ministry of Godly leaders and be open to every further work of God.

2.1.5 ***Support***

For personal and material resources from individual affiliated churches to be made available to any church upon their request in order to encourage their ministry, provide specialist teaching and training and resolve conflicts and difficulties.

2.1.6 ***Finances***

To collect and accept funds, gifts and other subscriptions and use them for purposes determined by the membership.

2.1.7 ***Cooperation***

To cooperate together in missionary activities where a united effort is considered desirable.

2.1.8 ***Unity***

To promote a level of relationship with other churches on a local, national and international level that would see the fulfilment of Jesus' prayer for unity (John 17:21-23)

2.1.9 ***Discipleship***

To fully proclaim the gospel of Jesus Christ and to promote, distribute, teach and practise the precepts and doctrines of the Bible so that men, women and young people will become mature disciples of Jesus Christ.

2.1.10 ***Church Planting***

To facilitate and encourage the planting of new churches.

3.0 STATEMENT OF VALUES

The Crosslink Network is committed to the fundamental confessions of the Christian faith (the final authority of Scripture, the Apostles and Nicene Creeds). In addition, our vision and values express the truths restored to the church through the renewal movements of the Holy Spirit during the twentieth century. The following represents our core values:

3.1 *The Lordship of Jesus Christ*

We value our relationship with the Father through Jesus Christ as our primary commitment and seek to serve Jesus as Lord through the whole of our lives (Acts 2:36).

3.2 *The Authority of Scripture*

We value the Bible as the full revelation of Jesus Christ and seek to approve all things according to the Word of God. We are committed to believing God to fulfil every promise contained in Scripture (2 Timothy 3:16).

3.3 *The Power of the Holy Spirit*

We value the empowering of the Holy Spirit, an essential enablement for ministry that would bear witness in Jesus. We seek to develop in the operation of all the gifts and graces of the Spirit given by God as supernatural equipment for the ongoing ministry of Jesus (Acts 1:8).

3.4 *The Command of Jesus to Make Disciples*

We value a commitment to fulfil the great commission given by Jesus to the church, to preach the gospel to every person, seeking to draw them to become His disciples. We will seek to multiply this ministry through planting churches (Matthew 28:18-20).

3.5 *The Uniqueness of the Local Church*

We value the ministry of the Spirit through the local church and seek to express our faith by belonging to a local church and to exercise our ministry by the power of the Spirit as part of that body (Ephesians 1:22,23; Acts 2:40-47).

3.6 *The Unity of the Spirit*

As local churches, we seek the unity of the Spirit with every believer; and with all churches that confess faith in Jesus Christ (John 17:21; Ephesians 4:3).

3.7 *The Centrality of Worship*

We value worship, as we seek to respond to God's desire for a people who worship Him in spirit and in truth (John 4:23, 24).

3.8 *The Pursuit of Holiness*

We are committed to becoming like Jesus. We desire that our personal lives and our relationships generally will reflect more and more of His character (1 Peter 1:16).

3.9 *Care for the Poor*

We want to fulfil the command of Christ to care for those special people in God's sight whom the Bible refers to as "the poor" (Matthew 11:15).

3:10 *We value God's gift of marriage.*

We value marriage as a unique relationship and the gift of God. This relationship is defined by the words of Jesus in Matthew 19 and is supported by other Biblical references. We confirm that, from the beginning, humans were created by God as male and female. We regard a marriage as the union of a man and a woman, to the exclusion of all others, voluntarily entered into and joined by God for life.

4. For the purpose of fulfilling the main objects, the Crosslink Network shall have the further following objects and powers:

4.10 To produce and distribute religious, gospel and other literature in connection with services or otherwise.

4.11 To establish and operate a religious bookshop, film agency and audio and video tape ministry.

4.12 To train members or any other person so that they are equipped to minister effectively in local and wider church ministries.

- 4.13 To purchase, take on lease (including any building), exchange hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for the purposes of the Crosslink Network.
- 4.14 To construct, maintain and alter any houses, buildings or other structures, and to carry out in connection therewith any works necessary or convenient for the purposes of the Crosslink Network.
- 4.15 To take and accept any gift, devise or bequest, whether monetary or property both real and personal and whether or not subject to any special trust for any one or more of the objects of the Crosslink Network.
- 4.16 To conduct such written or personal appeals, public meetings or otherwise as may from time to time be considered expedient for the purpose of procuring contributions, donations and/or subscriptions to the funds of the Crosslink Network for any one or all of its objects.
- 4.17 To print and publish any appropriate newspapers, periodicals, books or leaflets.
- 4.18 To sell, manage, lease, dispose of or otherwise deal with all or any part of the property of the Christian Network.
- 4.19 To cooperate with any other company association, person in any manner calculated to assist or facilitate the fulfilment of the objects of the Crosslink Network.
- 4.20 To enter into such arrangement or arrangements as may be necessary or desirable to obtain financial or other support or sponsorship for the Crosslink Network in regard to capital assistance.
- 4.21 To accept and take any gift of real and personal property whether subject to any special trust or for any one or more of the object of the Crosslink Network.
- 4.22 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Crosslink Network in the shape of donations, annual subscriptions or otherwise.

- 4.23 In furtherance of the objects of the Crosslink Network, to print and publish any periodicals, books or leaflets that the Crosslink Network may think desirable and to likewise use the media.
- 4.24 In furtherance of the objects of the Crosslink Network, to amalgamate with any corporation, institution, association or other body corporate having objects altogether or in part similar to those of the Crosslink Network and to likewise purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the entities aforesaid.
- 4.25 To engage such ministers, principals, teachers, instructors, managers, accountants and others as shall be required and found necessary from time to time for the proper working of the Crosslink Network.
- 4.26 To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Crosslink Network or the acquisition of which may seem calculated directly or indirectly to benefit the Crosslink Network and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- 4.27 Subject to the Articles of Association of the Crosslink Network, to impose and collect from any member, subscriptions, funds, levies or other monies required for the purpose of carrying on or furthering the objects of the Crosslink Network and to apply the same for such purposes.
- 4.28 To take legal action or otherwise against any member or other person who may be acting in any way contrary to the interests of the Crosslink Network.
- 4.29 To purchase, take on lease or in exchange, hire or otherwise acquire and deal with any real and/or personal property and in particular, any lands, buildings, easements, machinery plant or equipment which may be necessary or convenient for implementing, achieving or furthering any of the objects of the Crosslink Network.
- 4.30 To sell, manage, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property rights, privileges, assets or funds of the Crosslink Network.

- 4.31 To borrow or raise or secure the payment of money in such manner as the Crosslink Network may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Crosslink Network in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Crosslink Network's property (both present and future) and to purchase, redeem or pay off any such securities.
- 4.32 To invest and deal with the funds of the Crosslink Network not immediately required in such manner as may from time to time be thought fit.
- 4.33 To draw, accept and negotiate bills of exchange, promissory notes or other negotiable instruments.
- 4.34 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Crosslink Network and the wives, widows, families and dependents of any such persons and also to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Crosslink Network or of its predecessors in business or the dependents or connections of any such persons and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- 4.35 To lend and advance money or give credit to any person or the Crosslink Network to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or the Crosslink Network to secure or undertake in any way the repayment of moneys lent or advances to or the liabilities incurred by any person or company and otherwise to assist any person or company.
- 4.36 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or other securities of the company or in or about the organisation formation or promotion of the Crosslink Network or the conduct of its business.

- 4.37 To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter licence, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other public body may be empowered to grant and to pay for aid in and contribute towards carrying the same into effect and to appropriate any of the Crosslink Network's debentures or other securities and assets to defray the necessary costs, charges and expenses thereof.
- 4.38 To apply for, promote and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Crosslink Network and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Crosslink Network's interests.
- 4.39 To enter into any arrangement which any government or authority, supreme, municipal or otherwise, that may seem conducive to the Crosslink Network's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Crosslink Network may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.40 To procure the Crosslink Network to be registered or recognised in any country or place outside Australia.
- 4.41 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Crosslink Network's property of whatsoever kind sold by the Crosslink Network or any money due to the Crosslink Network from purchasers and others.
- 4.42 To join, become a member of, subscribe to, support and take part in the functions of any association, company or society formed or to be formed for the promotion or advancement of the interests of other associations or companies who have objects similar to the Crosslink Network.

- 4.43 To insure with any person or company against losses, damages, risks and liabilities of all kinds which may affect the Crosslink Network either wholly or partly and to insure any employee of the Crosslink Network against accident in the course of his employment and to insure the lives of any directors and other employees of the Crosslink Network for the benefit of the Crosslink Network and to effect insurances for the purpose of indemnifying the Crosslink Network in respect of loss of profits and claims involving allegations of negligence or breach of duty on the part of the Crosslink Network or any of its employees and to pay the premiums in respect of all such insurances.
- 4.44 To carry out all or any of the objects of the Crosslink Network, and do all or any of the above things in any part of the world and either as principal agent, contractor or trustee or otherwise and by or through trustees or agents or otherwise and either with others and not do all such things as are incident or conducive to the attainment of the objects of the exercise of the powers of the Crosslink Network.
- 4.45 Either alone or with any other incorporation or person to guarantee or become liable for the payment of money with or without interest thereon (including money payable or to become payable under a fluctuating overdraft) or for the performance of any obligations by any corporation or person whatsoever or whomsoever and for the purpose of securing the payment of money (including any such moneys as aforesaid) or the performance of any obligations for which the Crosslink Network has become or may become liable under or by virtue of any guarantee or other contract now or hereafter entered into by the Crosslink Network to mortgage charge the whole part of the assets of the Crosslink Network present and future.
- 4.46 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Crosslink Network.
- 4.47 To subscribe to any local or other charities and to grant donations for any public purpose and to provide a superannuation fund for the members and/or otherwise to assist the family of a member.
- 4.48 To do all OR any lawful thing, act or deed, as may be incidental or conducive to the attainment of the above objects.
- 4.49 To take over the funds and other assets of the present unincorporated association known as Crosslink Christian Network Australia solely for the purpose of carrying out the aforesaid objects and values and not otherwise.

5. The liability of the members is limited by Guarantee.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up, while he/she is a member or within one year after he/she ceases to be a member for payment of debts and liabilities incurred while still a member of the Association and the costs, charges and expenses of winding up for such amount not exceeding twenty dollars (\$20.00).
7. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid, distributed or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.
8. Noting herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate (if any) for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any members of the Association or reasonable and proper rent for the premises demised or let by any member of the Association.
9. ***Winding-up***
 - 9.1 If upon the winding up or dissolution of the Crosslink Network there remains, after satisfaction of all of its debts and liabilities, any property whatsoever that property must not be paid to or distributed among the members of the Crosslink Network but must be given or transferred to some other institution or institutions to be determined by the members of the Crosslink Network at or before the time of dissolution.
 - 9.2 If the members do not make the necessary determination under clause 9.1 within the required time, the Crosslink Network may apply to the Supreme Court to determine the institution or institutions.
 - 9.3 No institution is eligible to receive property under clause 9.1 unless:
 - (1) it has objects similar to the objects of the Crosslink Christian Network Australia;

- (2) its memorandum of association or constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Crosslink Network under clause 7 hereof; and
- (3) it has approval from the Commissioner of Taxation under section 78(4) of the *Income Tax Assessment Act 1936*.

Corporations Law

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

CROSSLINK CHRISTIAN NETWORK AUSTRALIA LIMITED

INTRODUCTION

1. *Definitions*

1.1 In these articles unless the context otherwise requires:

- (1) “*Company*” means CROSSLINK CHRISTIAN NETWORK AUSTRALIA Limited or alternatively referred to as the “Crosslink Network”;
- (2) “*Corporate member*” means a member which is a body corporate;
- (3) “*Directors*” means the directors for the time being of the Company or the directors assembled as a board;
- (4) “*Law*” means the Corporations Law and includes any amendment or re-enactment of the same or any legislation passed in substitution;
- (5) “*Register*” means the register of members kept in accordance with article 14;
- (6) “*Seal*” means the common seal of the Company and includes any official seal of the Company.
- (7) “*Secretary*” means any person appointed to perform the duties of a secretary of the Company and includes an Honorary Secretary; and
- (8) “*Member*” means a person or organisation within the categories of Clause 6, 7 and 8;

- (9) “*Church*” means fellowships of believes in localities who have a common vision, identity and ministry ethos and who are affiliated with Crosslink Christian Network Australia;
- (10) “*Pastor*” means a person appointed by a local church to provide oversight of the fellowship;
- (11) “*Member*” means pastors or others who have been approved by the Crosslink Christian Network.
- (12)
- (13) “*Credential*” means approval by the Attorney-General’s Department for a member to act as a registered Marriage Celebrant.
- (14) “*Annual membership levy*” means an amount of money that each member will pay to the Crosslink Network to enable the Network to carry out its stated goals and objectives.
- (15) “*Executive Council*” means a leadership body appointed by the members to conduct the business of the Crosslink Christian Network on behalf of the office bearers and members;
- (16) “*Chairman*” means facilitating leader appointed by the members to oversee the meetings and general life of the Crosslink Christian Network.
- (17) “*Affiliated church*” means any church whose conviction under God leads them to apply and receive approval as being identified with the goals and objectives of the Crosslink Christian Network (see also Article 1 in the Articles of Association).
- (18) “*Poll*” means a secret ballot.
- (19) “*marriage*” is the union of a man and a woman, to the exclusion of all others, voluntarily entered into and joined by God for life.

2. Interpretation

2.1 Except so far as the contrary intention appears in these articles:

- (1) an expression has in these articles the same meaning as in the Law; and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of these articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

2.2 Headings are for convenience only and do not affect the interpretation of these articles.

2.3 Reference to:

- (1) One gender includes each other gender;
- (2) The singular includes the plural and the plural includes the singular; and
- (3) A “person” includes a body corporate.

3. Objects

3.1 The Company has the objects and values set out in the Memorandum of Association.

MEMBERSHIP

4. Number of Members

4.1 The number of members of the Company is five (5), but the directors may from time to time register an increase in the number of members.

5. Membership

5.1 The members of the Company will include such other persons the directors admit to membership in accordance with these articles.

6. *Categories of Membership*

6.1 The categories of membership are:

6.11 Ordinary members;

6.12 Affiliate members;

6.2 Additional categories of members. If recommended by the directors, may be created from time to time by the members in general meeting.

7. *Application for Ordinary Membership*

7.1 Any individual who:

7.2 is not less than 18 years of age at the date of application; and

7.3 Any individual or local church Pastor or leader of a Christian organisation may apply in writing to become an ordinary member of the Company.

8. *Application for Affiliate Membership*

8.1 A local church may apply in writing to the Chairman of the Crosslink Network to become affiliated with the Network based on the agreement of its leadership council;

8.2 The application shall be considered at a meeting of the Directors of the Network but may be disallowed by the next following meeting of members;

8.3 The application must include the following:

8.3.1 A completed application form;

8.3.2 An accompanying letter outlining the sense of God's call upon the church to be affiliated with the Network;

8.3.3 Documents indicating the vision, values and leadership structure of the church.

8.4 **GENERAL REQUIREMENTS FOR AFFILIATED CHURCHES**

8.4.1 Each local church affiliated with Crosslink Network shall be governed by qualified leaders who exhibit the gifts and calling of God together with the others fulfilling the offices and ministries set out in the New Testament.

8.4.2 Each affiliated local church shall operate autonomously under Christ's headship, expressed through the servant leadership of its elders.

8.4.3 The local leadership of an affiliated church will be balanced through the strong Relationship and commitment between its members and others in the Network.

8.4.4 Each affiliated church shall adopt its own form of incorporation or legal entity and be responsible for all of its own financial and property management.

8.4.5 Each individual Church shall be responsible for its own legal, financial and capital resources. Crosslink Network will have no form of control over such local church property.

8.4.6 The Pastor or Elders of a local church may invite National Conveners or other members of the Network to participate in any meeting or gathering of the church.

8.4.7 Each affiliated church is encouraged to select its own name as an expression of its own particular identity and ethos. It is the prerogative of each member church to add words such as "In affiliation with Crosslink Christian Network, Australia" as a subtitle to letterheads, or any form of advertising.

8.5 **RELATIONSHIP BETWEEN THE AFFILIATED LOCAL CHURCHES AND THE CROSSLINK NETWORK**

8.5.1 When a local church becomes Affiliated with the Crosslink Christian Network, the leaders and members of that church are encouraged to participate in the life of the Network in the following ways:

(a) attending all gatherings of the Network;

(b) participating in prayer and relational support of other Crosslink related churches;

- (c) participating in ministry teams that would visit other Crosslink related churches contributing the particular gifts and ministries within a particular church by making them available to serve other churches contributing to Crosslink Network newsletters, and other forms of communication for the purpose of general encouragement;
- (d) subject to any other resolution of the members of CROSSLINK members of affiliated churches may attend and participate in the discussion at Crosslink Members meetings, but will not be able to vote.

9. *Form of Application*

- 9.1 An application for membership must be:
 - 9.11 in writing in a form approved by the directors;
 - 9.12 signed by the applicant;
 - 9.13 signed by the proposer and seconder, each of whom must be members; and
 - 9.14 accompanied by such documents or evidence as to qualification for the type of membership applied for as the directors determine.
- 9.2 If the applicant for affiliate membership is a body corporate it must nominate 1 person (“nominated representative”) to represent it in the Company. The application form must:
 - 9.2.1 State the name and address and occupation of the nominated representative; and
 - 9.2.2 be signed by the nominated representative.
- 9.3 An application form must be accompanied by:
 - 9.3.1 an application fee, if any, determined in accordance with article 13.1; and
 - 9.3.2 the annual subscription, determined in accordance with articles 14.1 and 14.4.

10. *Admission to Membership*

- 10.1 The Directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion recommend the admission or rejection of the applicant.
- 10.2.1 To gain membership to the category of “ordinary members”, the vote of two-thirds or more of Directors. The directors may provisionally admit the member but must refer the name to the next general meeting of the members who may by two-thirds majority (excluding the vote of the new member) confirm or disallow their membership.
- 10.2.2 Upon admission to membership by the directors for ordinary membership the member is on probation for the period of one year. Thereafter the next available meeting of members may in their absolute discretion terminate the membership by a two-third majority of members present. The probationary member may not vote on that resolution but may vote in any other matter of ordinary or special business.
- 10.3 Directors may decide on which applicants are to be admitted as associate members.
- 10.4 If an application for membership is rejected, the application fee, if any, and the annual subscription must be refunded to the applicant.
- 10.5 If an applicant is accepted for membership:
- 10.5.1 the Secretary must notify the application of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the directors determine; and
- 10.5.2 the name and details of the member must be entered in the Register.
- 10.6 If an application for membership is rejected, the Secretary must notify the applicant in writing.
- 10.7 If an applicant is accepted for membership, the Secretary must:
- 10.7.1 notify the applicant in writing;
- 10.7.2 request payment of:

- (a) the application fee, if any, determined in accordance with article 13.1; and
- (b) the annual subscription, determined in accordance with articles 14.1 and 14.4.

- 10.8 The applicant becomes a member upon passing the resolution by the Directors and payment of the application fee if any is determined. The name and details of the member must be entered in the Register.
- 10.9 If payment of the application fee, if any, and the annual subscription is not received within two months after the date of the giving of the notice referred to in article 9.4, the directors on behalf of the Crosslink Network, may revoke their acceptance of the applicant for membership.
- 10.10 Registration s a Marriage Celebrant
Crosslink is approved by the Attorney General’s Department as a Recognized Denomination under Part IV, Division 1, Subdivision A of the Marriage Act, 1961. In keeping with the provisions of this Act, Crosslink Christian Network is authorized to oversee the Registration of Crosslink Endorsed Ministers (i.e. Ordinary Members) as Marriage Celebrants. Crosslink Marriage Celebrants are required to conduct weddings in accordance with the Marriage Act, 1961 and according to the Rites of Crosslink Christian Network.

11. *Notification by Members*

- 11.1 Each member must promptly notify the Secretary in writing of any change in the qualification of the member to be a member of the Company.
- 11.2 Each corporate or affiliate member must promptly notify the Secretary in writing of any change in the person nominated as its nominated representative pursuant to article 9.2.
- 11.3 A person nominated as a nominated representative must consent to such nomination in writing.

12. *Register of Members*

- 12.1 A register of members of the Company must be kept in accordance with the Law.
- 12.2 The following must be entered in the Register in respect of each member:
- 12.2.1 the full name of the member;

- 12.2.2 the address and facsimile number or email address, if any, of the member;
 - 12.2.3 the category of membership;
 - 12.2.4 the date of admission to and cessation of membership.
 - 12.2.5 the date of last payment of the member's annual subscription;
 - 12.2.6 in the case of a corporate or affiliate member, the full name, address and facsimile number, if any, of its nominated representative; and
 - 12.2.7 such other information as the directors require.
- 12.3 Each member and nominated representative must notify the Secretary in writing of any change in that person's name, address or facsimile number within 1 month after the change.
- 12.4 All notices given in accordance with articles 100 to 102 to the address last notified shall be considered fully received.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

13. *Application Fee*

- 13.1 The application fee payable by each applicant for membership is such amount as may be determined by the board from time to time.
- 13.2 No application fee is payable by any honorary member.

14. *Annual Subscription*

- 14.1 An annual subscription on ordinary and affiliate members may be levied at such amount as may be determined by the board from time to time.
- 14.2 All annual subscriptions if levied are due and payable in advance on 1 July in each year.
- 14.3 If a person applies for membership of the Company during the months of January to June inclusive, the directors may reduce the annual subscription payable by the applicant in such manner as they think fit.

15. *Unpaid Annual Subscriptions*

15.1 If:

- (1) the annual subscription of a member remains unpaid for 2 months after it becomes payable; and
- (2) a notice of default is given to the member pursuant to a resolution of the directors;

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the directors think fit to do so.

15.2 If a member has not paid all arrears of annual subscriptions in accordance with this article or, if paid, the member's rights and privileges are not reinstated:

- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under article 15.1(2); and
- (2) the member ceases to be a member and member's name shall be removed from the Register at the expiration of the 6 month period.

CESSATION OF MEMBERSHIP

16. *Resignation*

16.1 A member or associate member may resign from membership of the Company by giving written notice to the Chairman. Any such decision made by an ordinary member must be made with agreement of the local church leadership to which they belong.

16.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

17. *Cessation of Membership*

17.1 A member who is an individual ceases to be a member:

17.1.1 on the death of the member; or

17.1.2 if the member is expelled under article 18.13.

17.1.3 if the member ceases to be a member under article 15.2(2) for failure to pay annual subscriptions;

17.2 A corporate member ceases to be a member:

17.2.1 if it is wound up or is otherwise dissolved or deregistered; or

17.2.2 if it is expelled under article 18.13.

17.3 If the membership is disallowed by the next available meeting of members after appointment of directors:

17.3.1 the membership is terminated by the next general meeting of members after one year of probationary membership.

18. *Disciplining Members*

18.1 If any member:

18.1.1 willfully refuses or neglects to comply with the provisions of the Memorandum of Association or these articles; or

18.1.2 is guilty of any conduct which, in the opinion of the directors, is unbecoming of a member or prejudicial to the interest of the Company;

18.1.3 the directors may resolve to censure, fine, suspend or expel the member from the Company and, in the case of expulsion, to remove the member's name from the Register.

18.2 In exercising their powers under article 18.13, the directors must not fine a member an amount exceeding the annual subscription of an ordinary member, which is an individual, of the Company.

- 18.3 At least 1 week before the meeting of the directors at which a resolution of the nature referred to in article 19.13 is passed, the directors must give to the member notice of:
- 18.3.1 the meeting;
- 18.3.2 what is alleged against the member; and
- 18.3.3 the intended resolution.
- 18.4 At the meeting and before the passing of resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member thinks fit.
- 18.5 A member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the directors, elect to have the question dealt with by the Company in general meeting and in that event, a general meeting of the Company must be called for that purpose.
- 18.6 If at the meeting such a resolution is passed by a majority of 2/3 of those present and voting (such vote to be taken by ballot), the member concerned shall be punished accordingly and in the case of a resolution for expulsion the member shall be expelled and the member's name removed from the Register.
- 18.7 If any member ceases to be a member in accordance with article 18.13, the directors may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.
- 19. *Effect of Cessation of Membership***
- 19.1 If any member ceases to be a member within the provisions of these articles, the member remains liable to pay to the Company for any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the Company on any account whatsoever and for any sum not exceeding \$20 (Twenty dollars) for which the member is liable under clause 8 of the Memorandum of Association.

GENERAL MEETINGS

20. *Convening of General Meetings*

- 20.1 Except as permitted by law a general meeting, to be called the “annual general meeting”, must be held at least once in every calendar year.
- 20.2 Any director may whenever he or she thinks fit convene a general meeting.
- 20.3 Except as provided in section 246 of the Law no member or members are entitled to convene a general meeting.

21. *Notice of General Meetings*

- 23.1 Except where the Law requires that more than 14 clear days’ notice be given and except where the Law allows a shorter notice to be given by agreement, at least 14 days’ notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the Company.
- 23.2 A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

22. *Accidental Omission to Give Notice*

- 22.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these articles or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

23. *Postponement of General Meetings*

- 23.1 The directors may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members pursuant to the Law) for not more than 21 days after the date for which it was originally called.
- 23.2 Whenever any meeting is postponed (as distinct from being adjourned under article 27 or article 30 the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

24. *Representation of Member*

- 24.1 Any member, being an individual, may be represented at any general meeting of the Company by a proxy or attorney and if so represented is deemed to be personally present.
- 24.2 If the nominated representative of a corporate member is present at the meeting, that person is authorized to act as the representative of the member at the meeting and the corporate member is deemed to be personally present at the meeting.
- 24.3 If the nominated representative of a corporate member is not present at the meeting the member may be represented at the meeting by a proxy or attorney and may also, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at that meeting. Where a person so authorized is present at a general meeting, the corporate member is deemed to be personally present at the meeting.
- 24.4 A person authorized under article 24.2 or article 24.3 is, in accordance with that authority and until it is revoked by the corporate member, entitled to exercise the same powers on behalf of the corporate member as the corporate member could exercise if it were a natural person who was a member.

PROCEEDINGS AT GENERAL MEETINGS

25. *Meaning of “Member”*

- 25.1 For the purpose of ascertaining:
- 25.1.2 any quorum at a general meeting required by these articles; and
- 25.1.3 the person entitled to vote at a general meeting or join in demanding a poll:
“member” means any affiliate member, being a local church, who is present by a delegated representative or by proxy or attorney; and
- 25.1.4 Any General meeting shall require the provision of 21 days’ notice to all members.
- 25.1.5 A General meeting may be called by not fewer than 5 ordinary members.

26. *Quorum*

- 26.1 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 26.2 3 members or one half of the members, whichever is the greater, constitute a quorum.

27. *Absence of Quorum*

- 27.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- 27.1.1 where the meeting was convened upon the requisition of members the meeting is dissolved; or
- 27.1.2 in any other case:
- (a) the meeting stands adjourned to the day, and at the time and place, which the directors determine, or if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

28. *Ordinary and Special Business*

- 28.1 The business of an annual general meeting is:
- 28.11 to receive and consider the profit and loss account, the balance sheet, the reports of the directors and of the auditors and the directors' statement required by the Law to be attached to the accounts of the Company;
- 28.12 to elect directors in place of those retiring or otherwise;
- 28.13 when necessary, to appoint auditors; and
- 28.14 to transact any other business which under these articles of the Law ought to be transacted at an annual general meeting.

28.15 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

29. *Chairperson*

29.1 The Chairman of the Company, if present, presides as chairperson at every general meeting.

29.2 Where a general meeting is held and:

(1) there is no Chairman of the Company; or

(2) the Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Deputy-Chairman of the Company if present presides as chairperson of the meeting or, if the Deputy-Chairman is not present or is unwilling to act, the members present must elect any one of their number to be chairperson of the meeting.

30. *Adjournment of Meetings*

30.1 The chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

30.2 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.

30.3 Except as provided by article 30.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

31. *Voting Rights*

31.1 Subject to articles 25 and 32 at any general meeting of members each affiliate member present on a show of hands has 1 vote and on a poll each affiliate member present has 1 vote.

32. *Voting Disqualification*

32.1 A member is not entitled to vote at a general meeting if the annual subscription of the member, or in the case of a person who is a nominated representative, the annual subscription of the Corporate member for which he or she is the nominated representative, is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

33. *Power to Demand a Poll*

33.1 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

33.11 by the chairperson; or

33.12 by at least 5 members.

34. *Evidence of Resolutions*

34.1 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or clearly by more than a two-thirds majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

35. *Conduct of Poll*

35.1 If a poll is duly demanded, it must be taken in such manner and subject to article 35.2 either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

35.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.

35.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

- 35.4 The demand for a poll may be withdrawn.
- 35.5 Every question, matter or resolution shall be decided by a two-thirds majority.

36. *Casting Vote*

- 36.1 In the case of failing to obtain a two-thirds majority by one vote, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberate vote (if any), has a casting vote. The chairperson has a discretion both as to use of the casting vote and as to the way in which it is used.

37. *Objections to Exercise of Voting Rights*

- 37.1 An objection may be raised to the qualification of a vote only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 37.2 The objection must be referred to the chairperson of the meeting, whose direction is final.
- 37.3 A vote not disallowed following the objection is valid for all purposes.

PROXIES

38. *Appointment of Proxy*

- 38.1 A member may appoint 1 proxy. A proxy need not be a member.

39. *Deposit of Proxy and Attorney Instrument*

- 39.1 An instrument appointing a proxy may 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 proof of the power or authority to the satisfaction of the directors is or are deposited at the registered office of the Company or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.

39.2 For the purpose of article 39.1, it is sufficient if the proxy is received at the registered office of the Company by facsimile transmission or by similar means of communication in a reasonably legible form. IF the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile transmission.

40. *Proxy Instrument to be in Writing*

40.1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorized in writing or, if the appointor is a corporate member, either under seal or under the hand of an officer or attorney duly authorized.

41. *Form of Proxy*

41.1 The instrument of proxy must be in the form determined by the directors but the form must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

41.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

41.3 Despite article 41.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

CROSSLINK CHRISTIAN NETWORK AUSTRALIA LIMITED

I, _____ of _____, being a member of the abovenamed company, appoint _____ of _____ or, in his or her absence, _____ of _____ as my/its proxy to vote for me/it on my/its behalf at the *annual general/*general meeting of the company to be held on19 and at any adjournment of that meeting.

This form is to be used "in favour of/against the resolution.

Signed on _____ 19 (* Strike out whichever is not desired.)

42. *Effect of Proxy Instrument*

- 42.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 42.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 42.3 A proxy may be revoked at any time by notice in writing to the Company.

43. *Voting Rights of Proxies and Attorneys*

- 43.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 43.2 A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid despite:

(1) the previous death or unsoundness of mind of the principal; or

(2) the revocation of the instrument (or the authority under which the instrument was executed) or of the power;

if the Company has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

BOARD AND EXECUTIVE COMMITTEE

44. *Function and Duties of Board*

- 44.1 To seek the Lord for ongoing direction and wisdom in providing overall leadership for the Network.
- 44.2 To provide a forum for discussing issues arising from the ministry of members and affiliated churches and to continue to refine and redefine our common purpose according to the Scriptures.

- 44.3 To review and revise our statement of vision and core values.
- 44.4 To organize corporate functions, camps, conventions, annual conferences.
- 44.5 To provide welfare and resource support for members, associate members and affiliated churches.
- 44.6 To receive and consider all requests for credentials, together with recommendations for becoming an authorized celebrant. To exercise disciplinary powers under the *Marriage Act* and where the Attorney-General's Department asks for internal action to be taken. All marriages shall be solemnized according to the rites of Crosslink Network Australia and marriage certificates shall be endorsed accordingly.
- 44.7 To assist in the handling of any cases of moral or leadership failure by the leaders of any of the members and member churches which is not being handled scripturally within the local church.
- 44.8 To receive and process applications for membership.
- 44.9 To terminate the membership of a member.
- 44.10 To set up any other Councils or Committees to enable the members and member churches to function efficiently.
- 44.11 To set annual membership levies and to give full account for their use. To provide annual audited accounts for all moneys received.
- 44.12 To fulfil any other duties which, in the view of the Council, would be of benefit to the members and member churches.
- 44.13 The Council shall determine its times of meeting and provide three (3) weeks' notice in writing to each member.

45. *Number of Directors*

- 45.1 The number of the directors must be not less than 3
- 45.2 The Company in general meeting may by resolution increase or reduce the number of directors but the number may not be reduced below 3.

46. *Directors' Qualifications*

46.1 No person may be a director unless that person is a member of the Company or is the nominated representative of an affiliate member.

47. *Constitution of the Board*

47.1 The first directors are appointed in writing by the subscribers to the Memorandum and Articles of Association of the Company.

47.2 The first directors hold office until the termination of the first annual general meeting of the Company but, subject to these articles, are eligible for election at that meeting.

48. *Election of Directors*

48.1 The directors are elected at each annual general meeting of the Company.

48.2 An elected director holds office until the termination of the next annual general meeting held after his or her election.

48.3 Subject to article 48 a retiring director is eligible for re-election.

49. *Nomination for Election*

49.1 Each candidate for election as a director must:

49.1.1 be proposed by a delegated representative of an affiliate member and

49.1.2 be seconded by another delegated representative of an affiliate member;

49.1.3 both of which members must be current financial members of the Company at the time of nomination.

49.2 No delegated representative of an affiliate member may propose more than 1 person as a candidate but may second more than 1 nomination.

49.3 A nomination of a candidate for election must:

49.3.1 be in writing;

49.3.2 be signed by the candidate; and

- 49.3.3 be signed by the proposer and seconder.
- 49.4 A nomination of a candidate for election must be received at the registered office of the Company not later than 5.00pm on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.
- 49.5 A list of the candidates' names in alphabetical order, together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting.

50. *Election Procedure – Directors*

- 50.1 If the number of candidates for election as directors is equal to or less than the number of vacancies on the board the chairperson of the annual general meeting must declare those candidates to be duly elected as directors.
- 50.2 If the number of candidates for election as directors is greater than the number of vacancies on the board a ballot must be held for the election of the candidates.
- 50.3 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 50.4 At the annual general meeting, each person entitled to vote and voting on the ballot must cast the number of votes equal to the number of vacancies but no person so voting may cast more than 1 vote in favour of each candidate.
- 50.5 The candidates must receive a vote by a two-thirds majority at the general meeting to be elected as directors.
- 50.6 In the case of insufficient votes to appoint at least 3 directors, the chairperson, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote provided, however, that if the chairperson:
- 50.6.1 does not exercise a casting vote; or
- 50.6.2 is one of the persons in respect of whom there is insufficient votes;
- then a further ballot must be held forthwith among those persons in respect of whom there is insufficient votes.

51. *Executive Committee*

51.1 The office bearers of the Company are:

51.1.1 the Chairman who shall also be the Principal Executive Officer;

51.1.2 the Deputy Chairman;

51.1.3 the Treasurer; and

51.1.4 the Secretary.

51.2 The persons holding office from time to time under article 52.1 and the executive director, if any, appointed under article 69 constitute the executive committee of the board.

52. *Election at Board Meeting*

52.1 The office bearers are elected at the General Meeting of Members at which they were elected as directors.

52.2 The directors present must appoint one of their number to act as chairperson of the meeting for the purpose of the election.

53. *Eligibility and Nomination*

53.1 Any director is eligible for election to each position of the office bearers.

53.2 Each director standing for election as an office bearer must be proposed by another director.

53.3 If a director stands for election for more than 1 position as an office bearer, separate nominations must be received in respect of each position.

53.4 A nomination may be:

53.4.1 In writing, received by the Secretary not less than 24 hours prior to the General Meeting of members at which the election is to take place and signed by the candidate and the proposer; or

53.4.2 made orally at the meeting, provided that the candidate is present and consents to the nomination.

54. *Election Procedure – Office Bearers*

- 54.1 The election of the office bearers is held in the order in which the positions are listed in article 51.1-51.4.
- 54.2 If there is only 1 candidate for election to any position of office bearer, that person is deemed elected to that position.
- 54.3 If there is more than 1 candidate for election to any position of office bearer, a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- 54.4 In the case of not obtaining two-thirds majority of votes in respect of any position, a further ballot must be held forthwith, but if there is still no resolution of the appointment by two-thirds majority, and quality of votes the successful candidate must be determined by lot.
- 54.5 If a director is elected to a position as office bearer, then his or her nomination, if any, for any other position is deemed to have been withdrawn upon such election and prior to the election held in respect of such other position or positions.
- 54.6 Subject to this article 54, a ballot is conducted in such manner as the Meeting of Members may determine.

GENERAL PROVISIONS AS TO BOARD MEMBERSHIP

55. *Casual Vacancies and Additional Directors*

- 55.1 The Company in general meeting may by resolution and the directors may at any time appoint any person qualified to be a director under article 46, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with these articles.
- 55.2 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

56. *Insufficient Directors*

56.1 In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum or convening a general meeting of the Company.

57. *Resignation of Director*

57.1 Any director may retire from office upon giving notice in writing to the Company of his or her intention to do so.

58. *Removal of Directors*

58.1 Subject to the provisions of these articles and the Law the Company may by resolution passed at any general meeting remove any director and may appoint another person in his or her stead.

59. *Vacation of Office of Director*

59.1 In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law the office of a director becomes vacant if the director:

59.1.1 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

59.1.2 is absent from 3 consecutive meetings of directors without the prior leave of the directors or, where no leave is granted, the directors are not satisfied that such absence was justified in all the circumstances.

59.1.3 ceases to be qualified as a director in accordance with article 48; or

59.1.4 holds any office or profit under the Company.

60. *Remuneration and Expenses of Directors*

60.1 No director may receive any remuneration for his or her services in his or her capacity as a director of the Company.

- 60.2 Despite article 60.1, directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company.

ALTERNATE DIRECTORS

61. *Power to Appoint*

- 61.1 A director may appoint any person approved for that purpose by a majority of the other directors to act as an alternate director in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause and may do so generally or for a meeting or for any other purpose or for a specified period.

62. *Rights and Powers of Alternate Director*

- 62.1 An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.
- 62.2 An alternate director may exercise any powers that the appointor may exercise and the exercise of any power by the alternate director is deemed to be the exercise of the power by the appointor.
- 62.3 An alternate director is not taken into account for the purpose of article 45.1.

63. *Suspension or Revocation of Appointment*

- 63.1 A director may revoke or suspend the appointment of an alternate director appointed by him or her.
- 63.2 The directors may suspend or remove an alternate director by resolution after giving the appointor reasonable notice of their intention to do so.

64. *Form of Appointment Suspension or Revocation*

- 64.1 Every appointment revocation or suspension under articles 61 or 63.1 must be made by notice in writing signed by the director making it.
- 64.2 The notice may be given by facsimile.

65. *Termination of Appointment*

65. The appointment of an alternate director automatically determines:
- 65.1 If the director for whom the alternate director acts as alternate ceases to hold office as director;
- 65.2 on the happening in respect of the alternate director of any event which cause a director to vacate the office of director, or
- 65.3 if by writing left at the registered office of the Company the alternate director resigns from the appointment.

66. *Power to Act as Alternate for More than One Director*

- 66.1 A director or any other person may act as alternate director to represent more than one director.

EXECUTIVE DIRECTOR

67. *Power to Appoint*

- 67.1 The directors may appoint any person, not being a director, to the position of executive director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

68. *Not a Member of the Board*

- 68.1 The executive director is not a member of the board of the Company but may attend meetings of the directors except where the directors otherwise request.
- 68.2 The executive director is a member of the executive committee and may vote at any meeting of that committee.

69. *Temporary Appointments*

- 69.1 If an executive director becomes incapable of acting in that capacity, the directors may appoint any other person, not being a director, to act temporarily as executive director.

70. *Powers of Executive Director*

- 70.1 The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon an executive director any of the powers exercisable by them.

70.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the directors.

70.3 The directors may at any time withdraw or vary any of the powers so conferred on an executive director.

71. *Remuneration of Executive Director*

71.1 Subject to the Law and to the provisions of any contract between the Company and an executive director the remuneration of the executive director is fixed by the directors.

POWERS AND DUTIES OF DIRECTORS

72. *General Business Management*

72.1 Subject to the Law and to any other provision of these articles, the business of the Company is managed by the directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all powers of the Company which are not, by the Law or by these articles, required to be exercised by the Company in general meeting.

72.2 No article made or resolution passed by the Company in general meeting can invalidate any prior act of the directors which would have been valid if that article or resolution had not been made or passed.

73. *Borrowing Powers*

73.1 Without limiting the generality of article 72.1, the directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company on all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

73.2 If the Company borrows money from any member, the maximum rate of interest payable by the Company is 2% per annum above the overdraft rate for sums borrowed up to \$100,000 from the Commonwealth Bank of Australia at the time the loan is agreed.

74. *Negotiable Instruments*

74.1 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 directors or in such other manner as the directors determine from time to time.

75. *Appointment of Attorney*

75.1 The directors may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors), for the period and subject to the conditions they think fit.

75.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the directors think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

PROCEEDINGS OF DIRECTORS

76. *Meetings of Directors*

76.1 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

76.2 The minutes of any meeting of the directors must state the method of meeting and the persons present.

77. *Convening of Meeting*

77.1 A director may at any time, and a Secretary must on the requisition of a director, convene a meeting of the directors.

78. *Notice of Meeting*

78.1 Notice of every directors' meeting must be given to each director and alternate director except that it is not necessary to give notice of a meeting of directors to any director who:

(a) has been given special leave of absence; or

(b) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.

78.2 Any notice of a meeting of directors may be given in writing or orally, and whether by facsimile, telex, telegram, cable, telephone, email or any other means of communication.

79. *Quorum*

79.1 At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum is 3 directors entitled to vote or such greater number as is determined by the directors. An alternate director is counted in a quorum at a meeting at which the director who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

80. *Chairperson at Directors' Meetings*

80.1 The Chairman is the chairperson of all meetings of the directors.

80.2 At a meeting of directors if:

80.2.1 no Chairman has been elected as provided by article 52; or

80.2.2 the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

80.2.3 the Vice-Chairman shall be the chairperson of the meeting, but if

80.2.4 no Deputy-Chairman has been elected as provided by article 52; or

80.2.5 the Deputy-Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

80.2.6 The directors present may elect one of their number to be chairperson of the meeting.

81. *Voting*

81.1 Subject to these articles, questions arising at a meeting of directors are decided by a two-thirds majority of votes of directors present and voting and any such decision is for all purposes deemed a decision of the directors.

- 81.2 In case of failing to obtain a two-thirds majority by one vote, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.
- 81.3 A person who is an alternate director is entitled (in addition to his or her own vote if he or she is a director) to 1 vote on behalf of each director whom he or she represents as an alternate director at the meeting and who is not present at the meeting.

82. *Teleconference Meeting of Directors*

- 82.1 For the purpose of these articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (“telecommunication meeting”) of a number of the directors not less than a quorum is deemed to constitute a meeting of the directors. All the provisions of these articles relating to a meeting of the directors apply to a telecommunication meeting insofar as they are not inconsistent with the provisions of this article 82.1. The following provisions apply to a telecommunication meeting:
- 82.1.1 all the directors for the time being entitled to receive notice of a meeting of the directors (including any alternate director) are entitled to notice of a meeting;
- 82.1.2 all the directors participating in the meeting must be linked by telephone, audiovisual or other instantaneous means for the purpose of the telecommunication meeting;
- 82.1.3 notice of the meeting may be given on the telephone or other electronic means;
- 82.1.4 each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part at the commencement of the meeting and each director so taking part is deemed for the purposes of these articles to be present at the meeting; and
- 82.1.5 at the commencement of the meeting, each director must announce his or her presence to all the other directors taking part in the meeting.
- 82.2 If the Secretary is not present at a telecommunication meeting, one of the directors present must take minutes of the meeting.
- 82.3 A director may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless the director has previously notified the chairperson of the meeting.

- 82.4 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that director has previously obtained the express consent of the chairperson to leave the meeting.
- 82.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

83. *Circulated Resolutions*

- 83.1 If all the directors at that time present in Australia and any director absent from Australia who has left a facsimile number at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution of the directors in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a director.
- 83.2 For the purposes of article 83.1, 2 or more separate documents containing statements in identical forms each of which is signed by one or more directors are deemed together to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- 83.3 A reference in article 83.1 to all the directors does not include a reference to a director who, at a meeting of directors, would not be entitled to vote on the resolution.
- 83.4 Every resolution passed under article 83.1 must as soon as practicable be entered in the minutes of the directors' meetings.
- 83.5 A facsimile, telex, cable, telegram, email or similar means of communication addressed to or received by the Company and purporting to be signed by a director for the purpose of these articles is deemed to be a document in writing signed by that director.

84. *Committees of Directors*

- 84.1 The directors may delegate any of their powers to:
- 84.1.1 The executive committee; and
- 84.1.2 other committee consisting of those directors they think fit;

and may revoke the delegation.

- 84.2 Any committee formed under articles 84.1-84.1.2 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the directors.
- 84.3 Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in these articles regulating the meetings and proceedings of the directors.
- 84.4 The directors may establish any local boards or agencies for managing any of the affairs of the Company in any specified locality and may appoint any persons to be members of the local board or any managers or agents and may fix their remuneration.

85. *Regional Branches and Administration*

- 85.1 The directors may provide for the management and administration of the affairs of the Company in any specified region or locality in the manner they think fit.
- 85.2 Without limiting the operation of article 85.1, the directors may:
- 85.2.1 establish any regional or local committees or branches;
- 85.2.2 appoint any members of the Company or any nominated representative of a corporate member to be a member of the local committee or branch;
- 85.2.3 appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the directors; and
- 85.2.4 authorise the members for the time being of committee or branch to fill any vacancies and to act despite vacancies.
- 85.3 A local committee or branch may remove any person appointed under article 85.2.3 and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

86. *Validation of Acts of Directors*

86.1 All acts done at any meeting of directors or of a committee of directors or by any person acting as a director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a director and was entitled to vote.

DIRECTORS' INTERESTS

87. *Prohibition on Being Present on Voting*

87.1 Except to the extent permitted by the Law a director who has a material personal interest in a matter that is being considered at a meeting of directors:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

87.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Law from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

88. *Existence of Interest*

88.1 A director may not hold any other office or place of profit under the Company in conjunction with the office of director.

88.2 A director may to the extent permitted by the Law:

- (1) enter into contracts or arrangements or having dealings with the Company either as vendor, purchaser, mortgagee or otherwise; or
- (2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Company or in which the Company is or may be interested.

88.3 The director is not because of entering into any relationship or transaction referred to in article 88.2:

- (1) disqualified from the office of director; or
- (2) liable to account to the Company for any profit arising from the relationship or transaction by reason of being a director of the Company or of the fiduciary relationship between the director and the Company.

88.4 For the purpose of this article 88 “Company” includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

89. *Disclosure of Interest*

89.1 The nature of the director’s interest as referred to in article 88.2 must be disclosed by the director before or at the meeting of directors at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the directors after the director becomes so interested.

89.2 It is the duty of a director of the Company who is in any way whether directly or indirectly interested in a contract or proposed contract with the company to declare the nature of his or her interest in accordance with the provisions of the Law.

89.3 It is the duty of a director of the Company who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

INADVERTENT OMISSIONS

90. *Formalities Omitted*

90.1 If some formality required by these articles is inadvertently omitted or is not carried out, the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

SECRETARY

91. *Terms of Office of Secretary*

91.1 A Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the directors determine.

MINUTES

92. *Minutes to be Kept*

92.1 The directors must carry out the obligations imposed on the Company by the Law to cause:

- (1) minutes of all proceedings of general meetings and of meetings of its directors to be entered, within 1 month after the relevant meeting is held, in books kept for that purpose; and
- (2) these minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

92.2 Without limiting article 92.1(1), the directors must cause minutes to be made of:

- (1) all appointments of officers and servants;
- (2) the names of the directors and alternate directors present at all meetings of directors and the Company; and
- (3) of the method by which a meeting of directors was held.

SEAL

93. *Company Seal*

93.1 The directors must provide for the safe custody of the seal.

93.2 The seal of the Company may not be affixed to any instrument except by the authority of a resolution of the board of directors or of a committee of the directors duly authorized by the directors.

93.3 Every instrument to which the seal is affixed must be signed by at least 1 director and countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.

94. *Affixing of Seal by Interested Director*

94.1 A director may sign or countersign as director any instrument to which the common seal of the Company is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of these articles as to the affixing of the common seal despite his or her interest.

ACCOUNTS, AUDIT AND RECORDS

95. *Accounts*

95.1 The directors must cause proper accounting and other records to be kept in accordance with the Law.

95.2 The directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Law.

96. *Audit*

96.1 A registered company auditor must be appointed.

96.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

97. *Rights of Inspection*

97.1 Subject to the Law the directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of members other than directors, and a member other than a director does not have the right to inspect any document of the Company except as provided by law or authorized by the directors or by the Company in general meeting.

NOTICES

98. *Service of Notices*

98.1 A notice may be given by the Company to any member and nominated representative of any corporate member either by serving it on the member or nominated representative personally or by sending it by post, email or facsimile transmission to the member or nominated representative at the address shown in the Register or the address or facsimile number supplied by the member or nominated representative to the Company for the giving of notices.

99. *Method of Service*

99.1 If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to be effected, on the next business day after the date of its posting.

99.2 If a notice is sent by email or facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Company for that purpose and to be effected on the next business day after the date of its transmission unless:

- (1) the Company's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent; or
- (2) the addressee notifies the Company immediately that the notice was not fully received in a legible form.

99.3 For the purpose of this article, "business day" means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the Company has its registered office.

100. *Persons Entitled to Notice of General Meeting*

100.1 Notice of every general meeting must be given in the manner authorized by articles 98 and 99 to:

- (1) every member;
- (2) every nominated representative of an affiliate member; and

- (3) the auditor for the time being of the Company.

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

INDEMNITY AND INSURANCE

101. *Indemnity*

101.1 To the extent permitted by the Law, the Company indemnifies:

- (1) every person who is or has been an officer of the Company; and
- (2) where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be):

- (3) to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and

(4) for costs and expenses:

- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

102. *Insurance*

102.1 The Company may, where the board of directors considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against any of the following liabilities incurred by the person as such as officer, namely:

- 1) any liability which does not arise out of conduct involving:
 - (a) a willful breach of duty in relation to the Company; or
 - (b) without limiting article 102.1(1)(a), a contravention of subsection 231(5) or (6) of the Law; and
- (2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in article 102.1(1).

102.2 In the case of a director, any premium paid pursuant to this article is paid in addition to remuneration paid to that director by the Company pursuant to these articles.

103. *Director Voting on Contract of Insurance*

103.1 Despite anything in these articles, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

104. *Meaning of “Officer”*

104.1 For the purposes of articles 101, 102 and 103, “officer” means a director, secretary or executive officer.

WINDING UP

105. *Winding Up*

105.1 The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company have effect and must be observed as if they were repeated in these articles.

106. AMENDMENT & BY-LAWS

106.1 Amendments to either the Memorandum of Articles of this Company can only be made by a poll two-thirds majority of members.

106.2 The General Meeting may make regulations or by-laws for the Company.

