

CORPORATIONS ACT 2001

CONSTITUTION

of

PROPEL NETWORK LTD

ACN

A COMPANY LIMITED BY GUARANTEE

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1 DEFINED MEANINGS

- 1.1 Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

- 2.1 The name of the Company is Propel Network Ltd (hereinafter called “the Company”).

3 REGISTERED OFFICE

- 3.1 The registered office of the Company shall be situated at such place in the State as the Board may from time to time determine.
- 3.2 The Company must display its name and the expression “Registered Office” at that place.

4 OBJECT

- 4.1 The Company has the faith to envisage that the Church will be known across Australia for the following objects which the Company aims to achieve:
- (a) conversion growth in and through its congregations, agencies and faith communities;
 - (b) a flourishing church planting and revitalisation movement;
 - (c) a healthy pipeline of young leaders from many cultures being effectively developed for missional engagement; and
 - (d) confidence in the gospel of Jesus Christ to transform lives and communities.

5 STATEMENT OF FAITH

- 5.1 The Statement of Faith of the Company is as follows:
- (a) we believe in one God; Father, Son and Holy Spirit;
 - (b) we believe God (Father, Son and Holy Spirit) is the creator;
 - (c) we believe human beings are created in the image of God;
 - (d) we believe the essence of sin is rejection of and rebellion against God;
 - (e) we believe this sin resulted in a broken relationship with God, each other and creation (Gen 3:8-24); and is further reflected in a broken world and in idolatry, immorality, dishonesty, greed, injustice, abuse (self, others and creation), selfishness and the like;
 - (f) we believe in the centrality of Jesus Christ:
 - (i) fully God, fully human;
 - (ii) lived a life of perfect obedience;
 - (iii) died for our sin;

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- (iv) was physically resurrected;
- (v) will come again as the judge of all.
- (g) we believe in the resurrection of the dead and the gift of eternal life through Christ;
- (h) we believe in the power of the Holy Spirit to transform lives and indeed the whole of creation;
- (i) we believe we are saved by God's grace through faith in Christ alone;
- (j) we believe the Bible, including the Old and New Testaments, is inspired by God. Our faith, teaching and lives are nourished and regulated by the truth of the biblical witness;
- (k) we believe the Bible (the word of God) points beyond itself to Jesus Christ (the Word of God) on whom alone our faith, hope and salvation rests;
- (l) we believe our purpose in life is to love God fully and to love others as Christ has loved us and so participate in building God's Kingdom of love, peace and justice;
- (m) we believe we are called to be witnesses of Jesus Christ in word and action, in the power of the Holy Spirit;
- (n) we believe we are called to turn away from sin and to grow in Christ-like character exemplified in the fruit of the Spirit;
- (o) we believe we are called to celibacy in singleness and loving faithfulness between a man and a woman in marriage;
- (p) we believe that through faith in Christ we are united with all other believers in Christ's Body – the Church – and that this finds expression through our participation in a local church;
- (q) we believe we are called to unity within the local church and throughout the whole Christian Church;
- (r) we believe that all believers (regardless of age, gender, social standing or culture) are gifted by the Holy Spirit and all gifts lead to service that builds God's kingdom;
- (s) we believe Christ gave us two sacraments – baptism and the Lord's supper – both of which remind us of and connect us with Christ's death and resurrection;
- (t) we believe prayer is communicating with God (listening and speaking) and a means by which God connects us with and includes us in His will and purpose.

6 POWERS

- 6.1 The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- 6.2 The Company has the capacity and powers of a company under the Act and the ACNC Legislation subject to the provisions of this Constitution.

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7 NOT A TRADE UNION

- 7.1 The Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which, if an object of the Company, would make it a trade union within the meaning of the relevant legislation.

8 USE OF THE INCOME AND PROPERTY OF THE COMPANY

- 8.1 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the Objects of the Company as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company.

- 8.2 Nothing in clause 8.1 prevents the payment in good faith of reasonable and proper:

- (a) remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered by them to the Company;
- (b) payment for goods supplied to the Company by any Member in the ordinary and usual way of business;
- (c) interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or
- (d) reasonable and proper rent for premises demised or let by any Member to the Company.

- 8.3 No Director shall receive remuneration in respect of their ordinary duties as a Director of the Company.

- 8.4 Despite clause 8.2, payment may be made in good faith to any Member of the Company:

- (a) in return for any services actually rendered to the Company;
- (b) for goods supplied in the ordinary and usual way of business;
- (c) by way of interest on money borrowed from any Member of the Company at a rate not exceeding the rate for the time being fixed by the Board; and
- (d) of reasonable and proper rent for premises demised or let by any Member of the Company.

- 8.5 The Company may also pay the Directors' travelling and other expenses that they properly incur:

- (a) in attending Directors' meetings or any other meetings of Committees of the Board; and
- (b) in attending any general meetings of the Company; and
- (c) in connection with the Company's business,

provided that no payment shall be made to any Director unless authorised by the Board.

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9 LIMITED LIABILITY

9.1 The liability of Members is limited.

10 MEMBERS' CONTRIBUTIONS

10.1 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst they are a Member or within one year after they cease to be a Member for payment of the debts and liabilities of the Company (contracted before they cease to be a Member) and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding fifty dollars (\$50.00).

11 USE OF PROPERTY ON WINDING UP

11.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Company.

11.2 The surplus shall be given or transferred to some other institution or institutions approved by the Commissioner of Taxation as a Tax Concession Charity such institution:

- (a) having objects similar to the objects of the Company; and
- (b) whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Company under this Constitution;

such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the State.

11.3 In the event the Company conducts a Gift Fund and if the Company is wound up, or if the endorsement of the Company as a deductible gift recipient is revoked, the following assets remaining after than payment of the Company's liabilities shall be transferred to a fund, authority or institution which is charitable at law, and to which tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

12 AMALGAMATION

12.1 The Company must not amalgamate with any other body that does not have Income Tax Exempt status.

13 CATEGORIES OF MEMBERSHIP

13.1 The categories of membership are:

- (a) Ordinary Members; and
- (b) Church Members.

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14 MEMBERSHIP

- 14.1 The subscribers and such Churches or individuals as the Board admits to membership in accordance with this Constitution shall be Members of the Company.
- 14.2 The Board may promulgate criteria for admission of new Members. A criterion for membership must be that an applicant for membership holds, in the opinion of the Board, a view that accepts the Statement of Faith of the Company and can endorse and support the Objects of the Company.
- 14.3 Despite anything in this Constitution to the contrary, a Church Member:
- (a) has the right to receive notices of and to have its Nominated Representative attend and be heard at any general meeting; but
 - (b) has no right to vote at any general meeting.
- 14.4 Despite anything in this Constitution to the contrary, an Ordinary Member shall have all of the rights attaching to membership including the right to vote at any general meeting of the Company.

15 APPLICATION FOR MEMBERSHIP

- 15.1 Any natural person or church who has an interest in supporting the objects of the Company may apply for membership of the Company as either a Church Member or as an Ordinary Member.
- 15.2 Any individual who:
- (a) is not less than 18 years of age at the date of application; and
 - (b) who has an interest in supporting the objects of the Company;
- may apply for membership of the Company as an Ordinary Member.
- 15.3 Any entity or group of individuals, which identifies as a church and has an interest in supporting the objects of the Company may apply for membership of the Company as a Church Member.

16 UNINCORPORATED BODIES

- 16.1 If an entity is an unincorporated association but otherwise meets the criteria for membership, it may appoint a nominee to be its Nominated Representative as a Member.

17 FORM OF APPLICATION

- 17.1 An application for membership must be:
- (a) in writing in a form approved by the Board;
 - (b) signed by the applicant; and
 - (c) accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Board require.
- 17.2 If the applicant is not an individual it must nominate 1 person (**nominated representative**) to represent it in the Company. The application form must:

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- (a) state the name and address of the nominated representative; and
- (b) be signed by the nominated representative signifying their consent to act as the nominated representative.

17.3 An application form must be accompanied by an application fee, if any, determined in accordance with rule 18.1.

18 APPLICATION FEE

18.1 The application fee payable by each applicant for membership, if any, is the sum the Board determines for that class of membership.

19 ADMISSION TO MEMBERSHIP

19.1 The Board must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.

19.2 The Board need give no reason for the rejection of an application.

19.3 Where the Board determines to admit an applicant for Church Membership, the Board may impose such conditions upon such Membership as the Board sees fit.

19.4 If an application for membership is rejected the application fee, if any, and the annual subscription, must be refunded to the applicant.

19.5 If an applicant is accepted for membership:

- (a) the secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in any other form the Board determines; and
- (b) the name and details of the Member must be entered in the register of members.

20 REGISTER OF MEMBERS

20.1 A register of members of the Company must be kept in accordance with the Act.

20.2 The following must be entered in the register of members in respect of each Member:

- (a) the full name of the Member;
- (b) the residential address, facsimile number and electronic mail address, if any, of the Member;
- (c) the date of admission to and cessation of membership;
- (d) the date of last payment of the Member's annual subscription;
- (e) the full name, address, facsimile number and electronic mail address, if any, of its nominated representative;
- (f) the Member's appropriate category of membership; and
- (g) such other information as the Board requires.

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21 ANNUAL SUBSCRIPTION

- 21.1 The annual subscription payable by a Member of the Company shall be such sum, if any, and shall be payable in such instalments, as the Board determines.
- 21.2 The Board will determine annual subscriptions and a budget for the year in question and will present the budget and the details of the annual subscription to each Annual General Meeting.

22 UNPAID ANNUAL SUBSCRIPTIONS

22.1 If:

- (a) the annual subscription of a Member remains unpaid for two (2) months after it becomes payable; and
- (b) a notice of default is given to the Member following a resolution of the Board to do this,

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 Board sees fit.

23 NOTIFICATION BY MEMBERS

- 23.1 Each Member must promptly notify the secretary in writing of any change in their qualification to be a Member of the Company.
- 23.2 Each Member which is a body corporate must promptly notify the secretary in writing of any change in the person nominated as its Nominated Representative or of that person's name, address, facsimile number or electronic mail address, within 1 month after the change.

24 CESSATION AND SUSPENSION OF MEMBERSHIP

24.1 A person ceases to be a Member on:

- (a) resignation; or
- (b) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
 - (iv) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution; and
- (c) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent; or

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- (iv) the termination of the body corporate's membership by the directors or by the company in general meeting in accordance with this constitution.

24.2 A Member may by written notice to the Company resign from membership with effect from a specified date occurring not less than one (1) month after the service of the notice. A Member remains liable after resignation for all of the Annual Subscription Fee due and unpaid at the date of the Member's resignation, including any instalment not yet levied for that year, and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under this Constitution.

24.3 If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Board:

- (a) fails to demonstrate support of the Company's Objects;
- (b) is contrary to a respect for the Statement of Faith;
- (c) brings the Company's name into disrepute; or
- (d) is prejudicial to the interests of the Company,

the Board may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (e) at least one week before the Board meeting at which the resolution is passed, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (f) at the Board meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- (g) the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least 24 hours before the time for holding of the Board meeting at which the resolution is to be considered by the Board;
- (h) if the Member gives a notice under clause 24.3(g):
 - (i) no resolution of the Board on that matter is effective;
 - (ii) a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and
 - (iii) if, at the general meeting, a resolution is passed by a majority of at least sixty per cent (60%) of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
- (i) in the case of a resolution passed by the Board or in general meeting for the Member's expulsion under this clause, the membership of the Member automatically terminates, in which case the Member ceases to be a Member.

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25 GENERAL MEETINGS OF MEMBERS

- 25.1 A provision in this clause 25 which refers to “the Act” shall be interpreted as referring to the Corporations Act 2001 but subject to the balance of this clause.
- 25.2 “Subject to the Act” shall be taken to mean subject to the provisions of the Act notwithstanding the commencement of the ACNC Legislation which may cause some provisions of the Act to cease to apply to the Company by force of law.
- 25.3 If:
- (a) the ACNC Legislation causes some provisions of the Act to cease to apply to the Company by force of law; and
 - (b) reference in this Constitution is made to such provisions,
- then this Constitution will be taken to apply the relevant provisions of the Act to the Company as if the ACNC Legislation had not caused the provisions to cease to apply.
- 25.4 Clauses 25.1 to 25.3 are intended to remove any ambiguity about the interpretation of particular aspects of this Constitution. It is not intended to give effect to any provision of the Act where its continued operation would be in direct conflict with the ACNC Legislation.
- 25.5 An Annual General Meeting of the Company must be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.
- 25.6 All meetings of the Company shall be held in Australia.
- 25.7 Any Director may, whenever he thinks fit convene an extraordinary general meeting. A Member, or Members can only convene a meeting where either:
- (a) at least fifty per cent (50%) of the Members together give notice to the Board of their wish to convene a meeting; or
 - (b) otherwise allowed by the Act.
- 25.8 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the period of notice with respect to general meetings shall be twenty-one (21) days.
- 25.9 Notice of a general meeting shall specify:
- (a) the place, the day, and the hour of meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) in case of special business the general nature of that business;
 - (c) if a special resolution is to be proposed at the meeting – set out an intention to propose a special resolution and state the resolution; and
 - (d) if a Member is entitled to appoint a proxy – a statement setting out information regarding the appointment of a proxy.

Notice must be given to such persons as are entitled to receive such notices from the Company. An accidental failure to give notice to a person, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

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25.10 All business transacted at an extraordinary general meeting is special, as is all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and auditors, the election of Directors, and the appointment of auditors, if necessary.

25.11 Where the Company has only one Member it may pass a resolution by the Member recording it and signing the record.

26 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

26.1 Both Ordinary Members and Church Members have the right to attend any general meeting. No business can be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise stated, not less than fifty percent (50%) of the Ordinary Members, present in person or by proxy, is a quorum.

26.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

26.3 The chairperson must preside at every general meeting of the Company, or if there is no chairperson, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairperson must be the chairperson, or if the vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.

26.4 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 can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

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

(a) by the chairperson, or

(b) by a Member present in person or by proxy.

26.6 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, carried unanimously, or 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.

26.7 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith. The demand for a poll may be withdrawn.

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- 26.8 In the case of an equality of votes, 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, shall not be entitled to a second or casting vote.
- 26.9 A Member may vote in person, by proxy or by attorney and on a show of hands every person present who is a Member, or a Nominated Representative of a Member, shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 26.10 The chairperson may invite any person who is not a Member to attend and address a general meeting.
- 26.11 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may only vote, whether on a show of hands or on a poll, by their committee or by their trustee or by such other person as properly has the management of their estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 26.12 The instrument appointing a proxy shall be in signed by the appointer or their duly authorised attorney. If the appointor is a corporation, such appointment must be signed by a duly authorised officer or attorney. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- 26.13 The instrument appointing a proxy may be in the following form or in a common or usual form:

PROPEL NETWORK LTD

I _____ of _____

being the representative of _____

a Member of **PROPEL NETWORK LTD** hereby appoint _____

_____ of _____

or failing him / her _____ of _____

_____ as my proxy to vote on my behalf at the (annual

or extraordinary, as the case may be) general meeting of the Company, to be held on the _____

day of _____ 20__ and at any adjournment thereof.

My proxy is authorised to vote *in favour of/against the following resolutions:

1.

2.

Signed this _____ day of _____ 20__.

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(Note - in the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

** Strike out whichever is not desired."*

- 26.14 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of that power or authority, shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default of compliance the instrument or proxy shall be treated as invalid.
- 26.15 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting, or adjourned meeting, at which the instrument is used.
- 26.16 For the purpose of this clause 26 "Member" includes a person attending as proxy or as a Nominated Representative of a Church Member.

27 CIRCULAR RESOLUTIONS

- 27.1 If all the Members have signed a document containing a statement that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a general meeting of the Members held on the day on which the document was signed and at a time at which the document was last signed by a Member or, if the Member signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Member;
- 27.2 For the purposes of clause 27.1, two or more separate documents containing statements in identical terms each of which are signed by one or more Members shall together be deemed to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents;
- 27.3 A reference in clause 27.1 to all the Members does not include a reference to a Member who, at a meeting of Members, would not be entitled to vote on the resolution.

28 COMPOSITION OF THE BOARD

- 28.1 The business and affairs of the Company shall be managed by the Board consisting of not less than three (3) directors and not more than seven (7) directors. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors provided that the minimum number of Directors must not be less than three (3).
- 28.2 The following named persons who have consented in writing to be directors of the Company shall constitute the first Board:
- (a) Stuart McNicol Cameron;
 - (b) Adam Robert Low;
 - (c) Katie Eleanor Iles;

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- (d) Pablo Gustavo Nunez;
- (e) Peter Mark Chapman;
- (f) Karen Elizabeth Schloss; and
- (g) Graham Humphris.

28.3 At the Annual General Meeting of the Company in each year after the second year, one half of the Board or, if there is an odd number of directors, the number which is half of the Board rounded up to the nearest whole number, must retire but shall be eligible for re-election. In determining who must retire, preference will be given to those directors who have served on the Board the longest since they last retired, or otherwise determined by a casting of lots.

28.4 Subject to clause 28.3 each director:

- (a) shall hold office for a period three years or until the third Annual General Meeting following the director's election, whichever is the later;
- (b) is eligible to nominate for re-election at the expiry of his or her term in office.

28.5 There is no limit on the number of a director's terms in office, whether elected or appointed and consecutive or otherwise.

28.6 The Board shall appoint, and may do so from time to time as occasion may require:

- (a) one of their number as chairperson; and
- (b) one of their number as secretary; and
- (c) one of their number, or the same person who is appointed as secretary, as treasurer.

The secretary shall be appointed for such term and upon such conditions as the Board thinks fit, and any secretary so appointed may be removed by the Board.

28.7 The Board has the power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed seven (7) or such other maximum number, if any, as may be fixed, in accordance with this Constitution.

29 ELIGIBILITY AND NOMINATION

29.1 A Member of the Company shall be at liberty to nominate any other person to serve as a director.

29.2 Each nomination must be approved in writing by the Member in question.

29.3 The nomination, which shall be in writing and signed by the candidate and their proposer, accompanied by a signed consent to act as a director, must be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.

30 ELECTION

30.1 If at any election the number of candidates nominated for election as directors is identical to the number of vacancies available then each candidate is declared elected.

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30.2 If there are more candidates nominated for election as directors than the vacancies then available a ballot must be held among the candidates. The candidate, or candidates, receiving the greatest number of votes cast in their favour is declared elected.

30.3 In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.

30.4 Subject to this clause 30 a ballot is conducted in the manner the directors determine.

31 APPOINTED DIRECTORS

31.1 Subject to clause 30.1, the Board may at any time appoint a person to be a Director for a fixed term of three (3) years.

31.2 An appointed Director is eligible for reappointment at the expiry of his or her term of office.

32 QUALIFICATIONS OF DIRECTORS

32.1 A Director must:

- (a) be committed to the Principal Purpose of the Company;
- (b) be a member; and
- (c) have the suitable qualifications, skills and experience to discharge the functions of a Director as determined by the Board from time to time.

32.2 A person is ineligible to be a Director of the Company if they are disqualified:

- (a) from managing a corporation by the Act; or
- (b) from being a Director of the Company by the ACNC Commissioner under the provisions of the ACNC Legislation

unless an exemption is obtained from the ACNC Commissioner.

32.3 To avoid any doubt, clause 32.2(b) shall only apply if the Company is registered with the ACNC.

33 VACATION OF OFFICE OF DIRECTOR

33.1 Subject to the Act the Company may by resolution remove a director from office.

33.2 A director may resign as a director of the Company by giving a written notice of resignation to the Company at its registered office. Where a director who is also a member ceases to be a director, that director will cease to be a member with effect from the date of the Annual General Meeting immediately following the date they cease to be a director.

33.3 In addition to any other circumstances in which the office of a director becomes vacant under the Act, or the ACNC Legislation the office of a director becomes vacant if the director:

- (a) becomes bankrupt or suspends payment or compounds with their creditors;
- (b) 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;

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- (c) is not present (either personally or by an alternate director) at 3 consecutive meetings of directors without special leave of absence from the directors and the directors declare their seat to be vacant;
- (d) ceases to be the nominated representative of a Member;
- (e) becomes disqualified from being a director under the Act or any order made under the Act;
- (f) is removed from office in accordance with clause 33.1;
- (g) resigns from office in accordance with clause 33.2; or
- (h) for more than three months is absent without permission of the Board from meetings of the Board held during that period.

34 POWERS AND DUTIES OF THE BOARD

- 34.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting. The Board may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Company made by the Board may be disallowed by the Company in general meeting provided that no resolution by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.
- 34.2 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Company.
- 34.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
- 34.4 Directors must comply with any duties imposed on them by law, which may include directors' duties under the ACNC Legislation.
- 34.5 The Board shall cause minutes to be made:
- (a) of proceedings and resolutions of meetings of the Company; and
 - (b) of proceedings and resolutions of meetings of the Board (including meetings of any other committee established by the Board); and
 - (c) of resolutions passed by Members without a meeting; and
 - (d) of resolutions passed by Board without a meeting.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

35 DIRECTORS' CONFLICTS OF INTEREST

- 35.1 A Director may:

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- (a) hold any office or place of profit in the Company, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.
- (h) Clause 35.1(a) is subject to the provisions of the Act and ACNC Legislation regarding disclosure of and voting on matters involving material personal interests.

36 PROCEEDINGS OF THE BOARD

36.1 The Board must meet together no less than once in each year, for the dispatch of business, but otherwise may adjourn and regulate its meetings as it thinks fit. The Chairperson, with the agreement of no less than three (3) Directors, may at any time, summon a meeting of the Board.

36.2 Circular resolution:

- (a) If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document is signed and at the time at which the document was last signed by a Director or, if the Directors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of clause 36.2(a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed 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;
- (c) A reference in clause 36.2(b) to all of the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.

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- (d) A resolution of the Board passed in accordance with clause 36.2(a) must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.
- 36.3 The quorum necessary for the transaction of the business of the Board shall be no less than half, rounded up to a whole number, of the number of Directors then holding office, or such greater number as may be fixed unanimously by the Board.
- 36.4 A majority of Directors shall be deemed to hold or be present at a meeting of Directors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by, and can speak to, the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed by the Directors pursuant to this clause must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.
- 36.5 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 36.6 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary minimum number, the continuing Director or Directors act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company to do so, but for no other purpose.
- 36.7 The chairperson shall preside as chairperson at every meeting of the Board, but if there is no chairperson, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, then the Directors may choose one of their number to be chairperson of the meeting.
- 36.8 The Board may delegate any of its powers or functions (other than duties imposed on the Board, as the Board of Directors of the Company, by the Act, the ACNC Legislation or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations imposed by the Board and all members of such sub-committee shall have one vote on the sub-committee.
- 36.9 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory committee shall have one vote on the advisory committee.
- 36.10 A sub-committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson of the sub-committee or advisory committee shall have a second or casting vote.
- 36.11 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting, or the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

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37 APPOINTMENT OF SECRETARY

37.1 The secretary shall be appointed by the Board in accordance with the Act for such term and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board.

38 SEAL

38.1 The Board may provide for the Company to have a common seal which must only be used with the authority of the Board. Every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the secretary, or by a second Director, or by some other person appointed by the Board for that purpose. The Board may resolve to execute documents by the signature of a Director, or other nominated person without use of the common seal.

39 ACCOUNTS

39.1 True accounts shall be kept in accordance with the Act and the ACNC Legislation (where applicable), of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company.

39.2 The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

39.3 The Board shall annually distribute to each Member, and shall cause to be made out and laid before each Annual General Meeting, copies of every profit and loss statement and balance sheet (including every document required by law to be attached to them) accompanied by a copy of the Auditor's report if required by the Act and the ACNC Legislation. At the Annual General Meeting, the balance sheet and profit and loss statement must be made up to a date not more than five (5) months before the date of the meeting.

40 AUDIT

40.1 If required by the Act, a properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

41 NOTICE

41.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given:

- (a) personally; or
- (b) by sending it by post to the address for the Member in the Register of members; or
- (c) by sending it to the fax number nominated by the Member; or
- (d) by sending it by e-mail to the e-mail address or other electronic address nominated by the Member.

41.2 Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt.

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- 41.3 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected 3 days after it is posted.
- 41.4 Where a notice has been given by facsimile or e-mail it shall be deemed to have been given on the same day as transmission.
- 41.5 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member and Director; and
 - (b) the Auditor or Auditors for the time being of the Company;
- 41.6 No other person shall be entitled to receive notices of general meetings.

42 INDEMNITY

- 42.1 Subject to the Act and the ACNC Legislation and to the extent permitted by law, the Company must indemnify every person who is, or has been, a Director, the Secretary or an executive officer of the Company against a liability:
- (a) incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
 - (b) for the costs and expenses incurred by any such person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the him or her under the Act.
- 42.2 Every employee who is not a Director, the Secretary or an executive officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:
- (a) incurred by the employee acting in that capacity;
 - (b) for the costs and expenses incurred by him or her:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

43 INSURANCE

- 43.1 Subject to the Act and the ACNC Legislation, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or executive officer acting in that capacity against:
- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or

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- (b) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Act dealing with improper use of inside information or position.

43.2 The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or executive officer concerned in the management of the Company.

44 ALTERATION OF THIS CONSTITUTION

44.1 A resolution altering or repealing any part of this Constitution must be passed by a resolution of at least a seventy five percent (75%) majority at an Annual General Meeting or an Extraordinary General Meeting which has been properly convened and where notice of the intention to pass such resolution or resolutions has been given to Members.

45 DEFINITIONS AND INTERPRETATION

45.1 Definitions

In this Constitution unless the context suggests otherwise, the following words and phrases have the following meanings:

- (a) “**ACNC**” means the Australian Charities and Not for-profits Commission;
- (b) “**ACNC Legislation**” means the *Australian Charities and Not-for-Profits Commission Act 2012* and the *Australian Charities and Not-for Profits Commission (Consequential and Transitional) Act 2012* as amended from time to time;
- (c) “**Annual General Meeting**” means the general meeting held each year as required by the Act and this Constitution;
- (d) “**Chairperson**” means the chairperson of the Board;
- (e) “**Church Members**” means an entity or group of individuals which identifies as a church and has been accepted for membership by the Board;
- (f) “**Company**” means Propel Network Ltd;
- (g) “**Corporation**” shall have the meaning attributed to it by Section 57A of the Act;
- (h) “**Director**” means a member of the Board;
- (i) “**Board**” means the Board of the Company consisting of the Directors elected or appointed pursuant to this Constitution;
- (j) “**Member**” means a Member of the Company;
- (k) “**Ordinary resolution**” means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Company;
- (l) “**Person**” shall include natural persons and corporations;
- (m) “**Poll**” means a secret ballot;
- (n) “**Register**” means the membership register of the Company;

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- (o) **“Regulations”** means the regulations made by the Board pursuant to this Constitution;
- (p) **“Seal”** means the common seal of the Company;
- (q) **“Secretary”** means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- (r) **“Special resolution”** means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, both in person or by proxy at a general meeting of the company of which not less than twenty-one (21) days notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- (s) **“Subscribing Member”** means those Members who are the initial Members who have subscribed to this Constitution;
- (t) **“The Act”** means the *Corporations Act 2001* as amended from time to time;
- (u) **“The State”** means the State of Queensland.



45.2 Interpretation

In the construction of this Constitution:

- (a) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (b) a gender includes all genders;
- (c) the singular includes the plural and vice versa;
- (d) words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

45.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Company.

Name of subscriber	Signature of subscriber	Signature and name, address and occupation of witness to signature
		_____ Signature
		_____ Full name (BLOCK LETTERS)
		_____ Address (BLOCK LETTERS)

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Name of subscriber

Signature of subscriber

**Signature and name, address and
occupation of witness to signature**

Signature

Full name (BLOCK LETTERS)

Address (BLOCK LETTERS)

Signature

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Signature

Full name (BLOCK LETTERS)

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