



Governance Documents

Brotherhood of St Laurence

Document 5 of 5

- Role of Charter & Life Members of the BSL -

Approved by the BSL Board - July 2006

Role of the Brotherhood of St Laurence Charter & Life Members

Introduction

The Brotherhood of St Laurence (BSL) is a voluntary not-for-profit organisation whose legal status is as an incorporated body under the *Victorian Brotherhood of St Laurence (Incorporation) Act 1971 No. 8188/1971*. Governance of the BSL rests with a board established by that Act; the board's statutory obligations and authorities are specified in the *Constitution of the Brotherhood of St Laurence* which is the Schedule to that Act.¹

In the discharge of its duties, the board is primarily accountable to the members of the BSL. There are two membership groups - *Charter* and *Life* members, established under the Constitution.

1 Membership framework of the BSL

The nature and scope of the *Charter* membership of the BSL is specified in the Constitution. There is a maximum of forty charter members, drawn from the following categories:

- a) *At least eight persons who are clerks in Holy Orders of the Anglican Church in Australia, who apply for Charter membership of the Brotherhood and whose applications are approved in writing by the Archbishop and by a majority of the then Charter membership of the Brotherhood.*
- b) *No more than six persons who are employees or officers of the Brotherhood who apply for Charter membership of the Brotherhood and whose applications are approved by a majority of the then Charter membership of the Brotherhood.*
- c) *No more than thirty-one persons who shall be persons other than clerks in Holy Orders or officers or employees of the Brotherhood who:*
 - i) *apply for Charter membership of the Brotherhood; and*
 - ii) *are approved by a majority of the then existing Charter membership of the Brotherhood.*
- d) *The Person from time to time holding office as the executive director of the Brotherhood.*²

There is no limitation on the number of *Life* members.

2 Nomination of Members

2.1 Constitutional

The Constitution specifies the criteria for *Charter* membership for those who are required to apply for membership (i.e. all prospective members except an incoming executive director) and need the approval of the majority of existing members:

*A person who by (their) ... contribution to the Brotherhood or by (their) ... specific contribution to the Church, Welfare and Society, has rendered signal service in each or any of those fields.*³

These criteria are also the only requirement for the nomination of *Life* members, whose nomination is the prerogative of the Board.⁴

2.2 In practice

The board has established a nomination subcommittee to assist the process of identification and proposal of new charter and life members. The membership and terms of reference for that committee are attached.⁵

¹ The Constitution has been amended several times; the current revision is dated 2001

² Rule 6.2.(a-d) - Unless otherwise indicated, all Rules cited are in the revised 2001 Constitution.

³ Rule 6.2

⁴ Rule 6.3

⁵ See Attachment 1

3 The role of Charter & Life Members

3.1 Constitutional

3.1.1 re Annual & other General Meetings

The charter and life members are the constitutionally-defined 'stakeholders' of the BSL, responsible for electing the board of the BSL⁶ and to whom the board is required to report at the Annual General Meeting⁷. The members also have the right to call Extraordinary General Meetings.⁸

The quorum required for any General Meeting is one-half of the charter membership.⁹ Every charter and life member has one vote.¹⁰

3.1.2 re Financial accountability

The board of directors is required to make the books of account accessible (at times and place of its determination) and open to inspection by the charter or life members.¹¹

A copy of every balance sheet and account which is to be presented to the Brotherhood's Annual General Meeting, together with a copy of the auditors' report, is to be sent to all charter and life members and to the Archbishop not less than seven days before the date of the Annual General Meeting.¹²

While members are the constitutional 'stakeholders' they do not bear legal liability in relation to the affairs of the BSL (reinforced by the fact that they have no veto over board decisions).¹³

3.1.3 re Capacity to alter the Constitution

The Brotherhood may, subject to the Act¹⁴, make amend or revoke rules by special resolution passed at an Annual General Meeting or an Extraordinary General Meeting.¹⁵

Any charter or life member may put forward proposals to alter the Constitution. Notice of the special resolution for change must be given in writing to the Secretary in advance in order to meet the requirement that every charter and life member receive notice of that proposal not less than 21 days before the meeting.¹⁶

Special resolutions require the support of not less than two-thirds of the total number of charter and life members entitled to vote on that resolution in order for them to be passed.¹⁷

⁶ Rule 20. However, the Archbishop "of the Anglican Church of Australia in the Diocese of Melbourne" (or the administrator) has the right to approve the nomination of two clergy and seven others before the election (Rule 4c & 24).

⁷ Rule 10; at least seven clear days notice of General or Extraordinary General Meetings is required unless otherwise agreed by the members. The AGM is scheduled to be held between July 1 and November 30 each year (Rule 8.1).

⁸ Rule 8.2

⁹ Rule 12.2. But in the case a reconvened General Meeting that had been adjourned for want of a quorum, ten charter and life members constitute a quorum for that meeting (Rule 13).

¹⁰ Rule 19

¹¹ Rule 47

¹² Rule 50

¹³ As stated in *pro bono* opinion for the BSL Company Secretary (Jenny Grayling) from Freehills (John Emerson), May 2006

¹⁴ Section 4 of the Act states: *Rules 2, 46 and 52 of the Constitution or any part of those rules shall only be amended or revoked with the consent of the Governor in Council given after consideration of a report by the Brotherhood and after consultation with the Archbishop.* Rules 6, 24 and 52 require the consent of the Archbishop before they are changed.

¹⁵ Rule 57.1, 57.5; Section 4.4 of the Act. Note that Section 4.6 of the Act requires that the Archbishop be notified of all rule changes be notified and Section 4.5 gives the Archbishop the power of veto over all changed rules within 3 months of receiving notice of them.

¹⁶ Rule 57.2

¹⁷ Rule 57.4. At January 2007 the total number of members is 51; therefore 34 votes in support of special resolutions are required in order for them to be implemented.

3.2 Consultation & Counsel

Consultation with the members is specified in the Constitution only in relation to any proposed changes to rules 6 & 24.

Though not required by the Constitution, by dint of the selection criteria for charter membership, charter members are well positioned to carry out other valued roles:

- Members are the carriers of the Brotherhood's "flame" and can ensure the values drawn from its founders, and its traditions, inform current deliberations.
- They are a valuable source of counsel to the board. Consultations - either on an *ad hoc* or programmed basis - have become a component of the relationship between the Board and members, providing opportunities for discussing current activities and future initiatives.

Consequently, regular consultations (with an open invitation at least twice a year) are organised in order to keep members up-to-date with developments within the Brotherhood and to seek both a response and contributions from the perspective of supportive people outside the daily operations of the BSL.

4 Ceasing to be a Member

4.1 Constitutional

Provisions exist within the Constitution for charter or life members to voluntarily retire. The latest (2001) revision of the Constitution removed the rule requiring the automatic cessation of membership based on attaining a certain age. However, a charter or life member of the Brotherhood may retire from such membership by giving to the Board of Directors notice in writing to that effect.¹⁸

There is also the provision for the termination of membership of any charter or life member at any time by a resolution of the Board of Directors.¹⁹

Some members have charter membership that is related to their specific role. Such charter membership ceases if that role ends. This has specific application to the membership of

- any charter member who is an employee or officer of the Brotherhood and ceases to be an employee or officer of the Brotherhood²⁰; and
- any charter member who is a "clerk in Holy Orders" at the time of their election and ceases to be a "Clerk in Holy Orders".²¹

4.2 Maintaining a link with the BSL

The board has revived the less-demanding category of *Friends of the Brotherhood* to encompass people who wish to retire from 'active service', along with those who wish to initiate a relationship with the Brotherhood in anticipation of perhaps taking up closer involvement at a later time.²² This offers the opportunity for members to retain a formal connection with the Brotherhood without the pressure of being an active Charter member.

The designation *Friends of the Brotherhood* - from Father Tucker's time - enables us to enhance the continuity that is a critical aspect of organisational history. While reducing the level of invitations for active participation in meetings apart from the Annual General Meetings, *Friends* remain on the BSL mailing list for publications of interest and are kept informed of any crucial developments within the BSL, with feedback being anticipated and welcomed.

¹⁸ Rule 7.1. See also Section 7 of the attached Terms of Reference for the Nominations Committee which specifies that the committee considers the makeup of the charter membership with a view to identifying possible retirees.

¹⁹ Rule 7.2

²⁰ Rule 7.4

²¹ Rule 7.6

²² September 2006

Terms of Reference - BSL Nomination Committee²³

1 Introduction

While the Brotherhood of St Laurence (BSL) board as a whole is responsible for the selection and appointment of board members and the executive director, and the nomination of prospective Charter and Life members, Friends, and members of board committees, the detail of those practices is appropriately delegated to a nomination committee.

2 Composition

The nomination committee consists of the chair, deputy chair, a charter or life member²⁴ and the executive director. When required to consider the position of executive director, the committee will co-opt additional board members.

3 Responsibilities in relation to membership of the Board

The nomination committee will -

- a) assess the necessary and desirable competencies for BSL board members and other members;
- b) devise criteria for board membership to ensure that the board has the mix of required skills, experience and characteristics to carry out its duties in an effective and efficient manner and consistent with the organisational strategy ;
- c) develop recommendations on board numbers and board succession²⁵;
- d) monitor the schedule for the retirement of members;
- e) establish a process (including obtaining third party advice) for identifying, selecting and recommending to the whole board, individuals who meet the criteria established;
- f) select and interview specific individuals for prospective nomination and make recommendations to the board on an individual's appointment;
- g) where a vacancy is to be filled by a clergy nominee, coordinate communication with the Archbishop²⁶ for approval of the nominee²⁷;
- h) ensure the prospective member understands their duties and responsibilities and the time and energy commitment needed to fulfil the role as a director;

²³ The initial Terms of Reference were approved by the Board on 26 April 2006

²⁴ Following consultation with Charter & Life Members in May-June 2006, the board in June 2006 endorsed the proposal that a charter member be co-opted to join the Nomination committee.

²⁵ §20. There shall be a Board of Directors of the Brotherhood consisting of not more than fourteen persons and, subject to Rule 24 hereof, the Board of Directors shall be elected from time to time as vacancies arise, by the charter and life members of the Brotherhood. (See also §25)

Also §24: The Board of Directors as elected by the charter and life members of the Brotherhood shall be constituted by:
(a)(i) Not less than 2 persons who are clerks in Holy Orders of the Anglican Church in Australia approved in writing by the Archbishop prior to their election. ... (iii) No more than eleven persons in respect of 7 of whom their candidature has been approved in writing by the Archbishop prior to their election; and (b) the Executive Director of the Brotherhood for the time being.

²⁶ §4(c) "Archbishop" means the Archbishop for the time being of the Anglican Church of Australia in the Diocese of Melbourne, and includes anyone for the time being administering the Diocese.

²⁷ §6.2(a) At least eight persons who are clerks in Holy Orders of the Anglican Church in Australia, who apply for Charter membership of the Brotherhood and whose applications are approved in writing by the Archbishop and by a majority of the then Charter membership of the Brotherhood.

- i) ensure new members receive an appointment letter covering all items required to reflect the role and responsibilities, together with an induction kit;
- j) develop and ensure the implementation of a plan for enhancing the knowledge of new and existing members about the organisation;
- k) guide the board in its evaluation of the board's own performance;
- l) ensure succession plans are in place to maintain the appropriate balance of skills, experience and expertise on the board; and
- m) ensure prior to the Annual General Meeting that adequate information about nominations is made available to the Charter and Life members.

4 Responsibilities in relation to the Charter and Life membership

The nomination committee will -

- a) ensure the maintenance of the balance of members to comply with the requirements of the Constitution;²⁸
- b) devise criteria for Charter membership based on ensuring the group has the mix of required competencies and characteristics to carry out their role in an effective and efficient manner;
- c) make recommendations to the board regarding
 - retirement of existing charter members
 - invitations to potential charter members, and
 - nominations to Life membership;²⁹
- e) develop and ensure the implementation of a plan for enhancing charter members' knowledge about the organisation.

5 Responsibilities in relation to the position of Executive Director

When the position of executive director is to become vacant the nomination committee will -

- a) finalise and recommend a position description for adoption by the board;
- b) ensure the appropriateness of the recruitment strategies;
- c) recommend an interview and selection process;
- d) establish a selection committee; and
- e) upon receiving the nomination of the selection committee, seek the approval of the Archbishop to appoint the nominee.³⁰

6 Responsibilities in relation to membership of Committees

Text to be prepared

7 Performance Review of the Board

The nomination committee will

- conduct an annual review of the board's performance, with particular emphasis on the systems and processes
- monitor the annual schedule and process by which the board evaluates the performance of the executive director.

²⁸ §6 - a maximum of 40 Charter members, including the executive director and 8 clergy

²⁹ §6.3

³⁰ §36

8 Meetings

The nomination committee will meet following the annual strategy review and within six months following an Annual General Meeting in order to

- i) review the term of board members to identify
 - any impending board vacancies
 - whether those members are eligible for and require formal extension of term, or intend to retire
 - the existing and desired skill mix
 - potential new board members for impending and/or possible vacancies;
- ii) consider the makeup of the charter membership with a view to identifying
 - possible retirees with nomination to Life membership or Friends status
 - existing and desired skill mix
 - potential nominees to fill impending and/or possible vacancies in the charter, also taking into consideration their suitability as potential board members.

ATTACHMENT 2

THE CONSTITUTION OF THE BROTHERHOOD OF ST LAURENCE
Being the Schedule to the
Victorian *Brotherhood of St Laurence (Incorporation) Act No. 8188, 1971*
as amended November 2001 (following amendments of 1986, 1990 and 1992)
(and including the correction of the typographical error in 6.2.c.ii)

1. The name of the body corporate is the "Brotherhood of St Laurence".
2. The objects of the Brotherhood and for which the Brotherhood is established are:
 - (a) the relief of those who are poor, aged or infirm;
 - (b) the undertaking of works for the support aid and help of young persons employed in trade and industry;
 - (c) the undertaking carrying on or carrying out of any other charitable work or purpose.
- 3A. In furtherance of the objects set out in Rule 2 hereof and without limiting in any way the generality of the powers contained in Rule 3 hereof the Brotherhood shall have the following additional powers:
 - (i) To appoint from time to time such one or more persons, firms or companies as it may think fit to act either as custodian trustee or custodian trustees or investment manager or investment managers or both subject to such conditions as the Brotherhood may from time to time determine and to delegate to and to confer upon each such custodian trustee or investment manager such powers, discretions and other authorities as the trustee may think fit;
 - (ii) To pay out of the funds of the Brotherhood to any such custodian trustee or investment manager such remuneration for their services as the Brotherhood considers proper;
 - (iii) To remove from time to time any such custodian trustee or investment manager;
 - (iv) To cause any assets and investments of the funds of the Brotherhood to be vested in the custodian trustee to deal with such assets and investments as it shall from time to time be directed by the Brotherhood, or investment manager if such investment manager is empowered by the Brotherhood to do so;
 - (v) To permit any assets or investments of the Brotherhood's funds to be held by a custodian trustee or investment manager appointed in accordance with this rule with other assets or investments held by a custodian trustee or investment manager whether such other assets or investments are held by a custodian trustee or investment manager on its own behalf or otherwise;
 - (vi) To confer on an investment manager, without limiting the powers, discretions and other authorities which may be conferred on an investment manager pursuant to this rule and subject always to any directions which may be given by the Brotherhood the power -
 - (a) To examine proposed investments which are of a nature authorised by the appointment under this rule and to determine to make or reject such investments;
 - (b) to make and realise investments as aforesaid;
 - (c) to execute all necessary contracts, assurances and documents requisite for the purpose of making and realising investments as aforesaid and to direct the custodian trustee (if any) to execute any transfers or other documents requisite for the purposes aforesaid
 - (d) to account to the Brotherhood for all money received by it on behalf of the Brotherhood;
 - (e) to carry out such powers discretions and authorities as the Brotherhood may from time to time think fit.
- 3B. (i) The delegation by the Brotherhood of its powers of investment and other powers under this Constitution pursuant to Rule 3.A. hereof is expressly empowered by this Constitution; and

(ii) The directors of the Brotherhood shall not be liable or responsible for any act omission error of judgement negligence or breach of trust of any custodian trustee or investment manager and shall not be bound to take proceedings against any custodian trustee or investment manager in respect thereof.

3. In furtherance of the objects set out in Rule 2 hereof the Brotherhood shall have the following powers :

(a) To construct, maintain and alter any houses, homes, hospitals, hostels, shelters, schools, buildings or works of any kind;

(b) To establish and support and to aid in the establishment and support of any other institutions associations or companies formed for all or any of the objects of the Brotherhood

(c) To do such acts whether by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring or encouraging contributions to the funds of the Brotherhood by way of donations, annual subscriptions or otherwise;

(d) To print and publish any periodicals, books or leaflets as are desirable for the promotion of any of the objects of the Brotherhood;

(e) Subject to the provisions of section 14 of the Act to sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account, or otherwise deal with either absolutely or conditionally or for any limited interest all or any part of the property and rights of the Brotherhood for such consideration (if any) as the Brotherhood may think fit with power to allow any time or times for the payment of the whole or any part of the consideration arising from any such dealing either with or without interest in the meantime and if with interest then at such rate or rates as the Brotherhood may think fit and either with or without security and if with security then with such security as the Brotherhood may think fit;

(f) To grant create and transfer or reserve such easements of way drainage or support or any other easements or rights of any kind whatsoever upon or affecting the property of the Brotherhood or any part or parts thereof as to the Brotherhood may appear necessary or expedient and to surrender or accept the surrender of any easement or right;

(g) To raise or borrow money in such manner and upon such security (if any) as the Board of Directors shall think fit and in particular upon the security of any mortgage charge lien or other encumbrance over all or any part of the Brotherhood's property and rights (both present and future) or by the issue of debentures charged or not charged upon all or any part of the Brotherhood's property and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Brotherhood shall deem fit and to purchase redeem or pay off such securities or encumbrances and re-issue the same;

(h) To invest and deal with any moneys of the Brotherhood not immediately required for any of its objects upon such security or otherwise in such manner as may from time to time be determined by the Brotherhood with power to consolidate divide or in any way alter any such investments;

(i) To undertake and execute any trusts or agreements the undertaking whereof is in furtherance of any of the objects of the Brotherhood;

(j) To subscribe money for charitable purposes and to grant scholarships in the furtherance of the objects of the Brotherhood;

(k) To buy or take on lease any real or personal property.

4. In this Constitution unless inconsistent with the context or subject matter :

(a) Words and expressions defined in the Act shall have the meanings so defined;

(b) Words importing the singular number only shall include the plural; and words importing the plural number only shall include the singular; and words importing the masculine gender only shall include the feminine;

(c) The following words and expressions shall have the meanings set out opposite the same, namely :

“Act” means the Brotherhood of St Laurence (Incorporation) Act 1971.

“Archbishop” means the Archbishop for the time being of the Anglican Church of Australia in the Diocese of Melbourne, and includes anyone for the time being administering the Diocese.

“Executive Director” means the member of the Board of Directors for the time being appointed under and pursuant to this Constitution to be the Executive Director.

“Holy Orders” means Holy Orders of the Anglican Church of Australia.

“Life Member” means a person who is for the time being a Life Member of the Brotherhood.

“Month” means a calendar month.

“Charter Member” means a person who is for the time being a Charter Member of the Brotherhood.

“Secretary” includes Acting Secretary or any other person appointed by the Board of Directors to carry out the duties of the Secretary.

“The office” means the office for the time being of the Brotherhood appointed by the Board of Directors.

MEMBERS OF THE BROTHERHOOD

5. (1) The first members of the Brotherhood shall be the persons whose names are set out hereunder :

Geoffrey Tremayne Sambell)
Gerard Kennedy Tucker)
Robert Leopold Butterss)
James Alexander Grant)
Geoffrey James Taylor)

Robert Charles Backholer)
Frederick Carlyle Kimpton)
Eric Leslie Hart)
Alexander Richard Marks)
David Horace Forde Scott)

Bruce McFarlane Buchanan)
Neville Brooke)
Peter John Hollingworth)
Graham Austin Walker)

(2) The charter members of the Brotherhood shall be the first members (until such time as they retire or are replaced in accordance with Rule 7 hereof) and all other persons who for the time being have agreed to become charter members and who have been admitted to such in accordance with the provisions of this Constitution.

(3) The Secretary shall keep and have custody of a register of the charter and life members of the Brotherhood and shall enter or cause to be entered therein the names of all persons who have become charter or life members of the Brotherhood and such other particulars of such members as the Board of Directors shall from time to time direct: Provided that entry in such register of the name of a charter or life member shall in no way be a condition of such membership and the want of registration of any such member shall not affect the validity of such person's admission to such membership.

(4) A charter or life member shall cease to be such a member of the Brotherhood in accordance with the provisions of Rule 7 hereof and any other provision or provisions of this Constitution in that behalf for the time being in force and upon a person ceasing to be such a member the Secretary shall remove or cause to be removed from the register the name of such member.

6. (1) There shall not be more than forty Charter Members of the Brotherhood determined in accordance with Rule 6(2). The number of Life Members shall be determined by the Board of Directors from time to time.

(2) The Charter membership of the Brotherhood shall at all times be comprised of the following :

(a) At least eight persons who are clerks in Holy Orders of the Anglican Church in Australia, who apply for Charter membership of the Brotherhood and whose applications are approved in writing by the Archbishop and by a majority of the then Charter membership of the Brotherhood.

(b) No more than six persons who are employees or officers of the Brotherhood who apply for Charter membership of the Brotherhood and whose applications are approved by a majority of the then Charter membership of the Brotherhood.

(c) No more than thirty-one persons who shall be persons other than clerks in Holy Orders or officers or employees of the Brotherhood who :

- (i) apply for Charter membership of the Brotherhood; and
- (ii) are approved by a majority of the then existing Charter membership of the Brotherhood.

(d) The Person from time to time holding office as the executive director of the Brotherhood.

PROVIDED THAT where approval is required such approval shall only be given where the applicant is a person who by the applicants contribution to the Brotherhood or by the applicants specific contribution to the Church, Welfare and Society, has rendered signal service in each or any of those fields as aforesaid.

(3) Subject to this Rule 6(3) the Board of Directors may confer Life Membership on such persons as the Board of Directors may from time to time determine.

7. (1) A charter or life member of the Brotherhood may retire from such membership by giving to the Board of Directors notice in writing to that effect and they shall thereupon cease to be such a member.

(2) The membership of any charter or life member may at any time be terminated by a resolution of the Board of Directors.

(3) (Deleted November 2001)

(4) The membership of any charter member who is an employee or officer of the Brotherhood shall be terminated forthwith upon the charter member ceasing to be an employee or officer of the Brotherhood.

(5) (Deleted November 1990).

(6) The membership of any charter member who is a clerk in Holy Orders at the time of their election shall be terminated forthwith if they cease to be a Clerk in Holy Orders.

7A. The Board of Directors may establish other categories of membership as the Board of Directors may from time to time and on such conditions as it determines. Members of such categories will be entitled to attend but not to vote at General Meetings of the Brotherhood.

GENERAL MEETINGS

8 (1) The Annual General Meeting of the Brotherhood shall be held once in every calendar year during the period commencing on the 1st day of July and ending on the 30th day of November.

(2) In addition to the Annual General Meeting the Brotherhood may hold other general meetings which shall be called Extraordinary General Meetings.

9. The Board of Directors may whenever it thinks fit hold an Extraordinary General Meeting.

10. Subject to the provisions of Rule 57 as to Special Resolutions and any agreement made by all the charter and life members entitled to vote as to any shorter notice, at least seven clear days' notice in writing specifying the place day and hour of meeting, and in case of special business the general nature of such business, shall be given to each charter and life member entitled to vote at the meeting by notice sent by post or otherwise served as hereinafter provided. The accidental omission to give any such notice to or the non-receipt of any such notice by any of the charter and life members shall not invalidate any resolution passed or any proceedings at any such meeting.

SPECIAL BUSINESS

11. The following business shall be deemed to be special business :
- (a) All business transacted at an Extraordinary General Meeting;
 - (b) All business transacted at an Annual General Meeting, with the exception of :
 - (i) the reports of the Board of Directors and of the auditors;
 - (ii) the consideration of the accounts and balance sheets;
 - (iii) the election of any members of the Board or of any other officers and
 - (iv) the fixing of the remuneration of the auditors.
- 12 (1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) At a General Meeting the number of members whose presence is necessary to constitute a quorum shall be one-half of the Charter Membership.
13. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day a fortnight later at the same time and place. The Secretary shall give seven clear days' notice of the adjourned meeting to all charter and life members in the same manner as in the case of an original meeting, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the charter and life members present, if not less than ten, shall be a quorum.
14. The Archbishop shall preside as Chairperson at every General Meeting of Members of the Brotherhood.
15. If there is no such Chairperson, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the charter and life members present shall choose one of their number to be Chairperson.
- 16 (1) At any meeting at which a quorum is present the Chairperson may (and if so directed by the meeting shall) adjourn the meeting for another time and, if necessary, to another place, but no business shall 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 ten days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (2) Notwithstanding anything in sub-rule (1) the Annual General Meeting shall not be adjourned for a day other than a day within the period permitted for the holding of the Annual General Meeting.
17. At any general meeting a declaration by the Chairperson that a resolution has been carried, or 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 Brotherhood, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
18. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

19. Every charter and life member shall have one vote.
20. There shall be a Board of Directors of the Brotherhood consisting of not more than fourteen persons and, subject to Rule 24 hereof, the Board of Directors shall be elected from time to time as vacancies arise, by the charter and life members of the Brotherhood.
21. Deleted.
22. Deleted.

23. The following persons shall be the first members of the Board of Directors :

Geoffrey Tremayne Sambell)
Gerard Kennedy Tucker)
Robert Leopold Butterss)
James Alexander Grant)
Geoffrey James Taylor)

Robert Charles Backholer)
Frederick Carlyle Kimpton)
Eric Leslie Hart)
Alexander Richard Marks)
David Horace Forde Scott)

24. The Board of Directors as elected by the charter and life members of the Brotherhood shall be constituted by :

- (a) (i) Not less than 2 persons who are clerks in Holy Orders of the Anglican Church in Australia approved in writing by the Archbishop prior to their election.
- (ii) Deleted November 1990.
- (iii) No more than eleven persons in respect of 7 of whom their candidature has been approved in writing by the Archbishop prior to their election; and
- (b) the Executive Director of the Brotherhood for the time being.

25. The office of a member of the Board of Directors shall become vacant if :

- (a) being a clerk in Holy Orders that member ceases to be a clerk in Holy Orders;
- (b) being a person who when elected was an employee or officer of the Brotherhood that person ceases to be an employee or officer of the Brotherhood;
- (c) that member resigns that member's office by notice in writing to the Board of Directors;
- (d) for more than six months that member is absent without permission of the Board of Directors from meetings of the Board held during that period
- (e) that member becomes bankrupt or makes arrangements or composition with that member's creditors generally;
- (f) that member is removed from office by a special resolution duly passed at an Extraordinary General Meeting of the Brotherhood;
- (g) that member becomes of unsound mind;
- (h) (Deleted November 2001);
- (i) that member is a Charter Member and that member ceases to be a Charter Member. (Modified November 2001)

26. The Executive Director may from time to time invite senior employees or officers of the Brotherhood to attend meetings of the Board of Directors as consultants to the Board of Directors. Any persons so invited shall not be entitled to vote at any such meetings or enjoy any of the powers or privileges of members of the Board of Directors.

27. The Board of Directors may act notwithstanding any vacancies therein.

POWERS AND DUTIES OF DIRECTORS

28. Subject to the Act and to any other provision of this Constitution, the affairs of the Brotherhood shall be managed by the Board of Directors who may exercise all such powers of the Brotherhood as are not by these Rules required to be exercised by the Brotherhood in general meeting.

29. The Board of Directors shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Board of Directors;
 - (b) of the names of the members of the Board of Directors and of any committee of or appointed by the Board of Directors, and of any committee appointed by the Brotherhood in general meeting;
 - (c) of all resolutions and proceedings at all meetings of the Brotherhood and of the Board of Directors and of Committees of the Board of Directors.

SEAL

30. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a Committee of Directors authorised by the Directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

DISABILITY OF DIRECTORS

31. A member of the Board of Directors shall not vote in respect of any contract or proposed contract in which that member is interested or any other matter arising thereout, and if that member does so vote that member's vote shall not be counted.

RETIREMENT AND APPOINTMENT OF DIRECTORS

32. (1) (Deleted November 2001)

(2) Subject to sub-rule (1) every member of the Board of Directors (other than an Executive Director) shall retire at the expiration of a period of five years from the date of that member's last appointment unless that member is re-elected to office by the then existing members of the Brotherhood provided that no person other than the Executive Director shall hold office as a member of the Board of Directors for a continuous period greater than 10 years.

(3) (Deleted November 2001)

33. Any casual vacancy occurring in the Board of Directors shall be filled by an appointment made by the Board of Directors from the particular class of members of which the former member of the Board of Directors, in respect of whom the casual vacancy has occurred, was a member.

PROCEEDINGS OF THE BOARD OF DIRECTORS.

34. The members of the Board of Directors may meet together for the dispatch of business adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote. A member of the Board of Directors may, and the Secretary on the requisition of a member of the Board of Directors shall, at any time summon a meeting of the Board of Directors.

35. The quorum necessary for the transaction of business of the Board of Directors may be fixed by the Board of Directors and unless so fixed shall be a majority of the members of the Board of Directors for the time being.

EXECUTIVE DIRECTOR

36. The Board of Directors may from time to time appoint one of its number to be the Executive Director of the Brotherhood. Every such appointment shall be subject to the approval of the Archbishop and every such Executive Director shall hold such office until the Executive Director resigns in writing or is removed by a resolution of the Board of Directors.

37. The Board of Directors may from time to time delegate to the Executive Director for the time being such of the powers exercisable by the Board of Directors as it may think fit and may at any time revoke any such delegation.

38. The Executive Director may be remunerated for the Executive Director's services in such a manner and upon such terms as the Board of Directors may from time to time resolve.

OFFICERS AND EMPLOYEES

39 (1) The Board of Directors shall have the power to appoint such officers and employees as it thinks fit to assist in the administration of the Brotherhood and the furtherance of its objects and shall determine the conditions of employment and the remuneration of such officers and employees and shall have power to dismiss the same: Provided that if the Board of Directors shall appoint a Manager of the Brotherhood such appointment shall be subject to the approval of the Archbishop.

(2) The Board of Directors shall have power to provide a scheme with respect to the payment of superannuation to the officers and employees of the Brotherhood and the assistance of any such officers and employees and their dependants.

CHAIRPERSON OF DIRECTORS

40 (1) Subject to sub-rule (2) the Directors shall from time to time appoint one of their number who shall be a communicant member of the Anglican Church of Australia to be the Chairperson of all meetings of the Board of Directors and of all meetings of the members of the Brotherhood and in all matters submitted to any such meetings the Chairperson shall in the case of equality of votes have a second and casting vote. In the absence of the Chairperson at any meeting of the Board of Directors, the Directors may appoint any one of their number present to be the Chairperson of the meeting.

(2) The first Chairperson of the Board of Directors shall be the member first mentioned in Rule 23.

COMMITTEES

41. Subject to the Act the Board of Directors may delegate any of its powers to committees consisting of such persons as it thinks fit any committee so formed shall in the exercise of the powers so delegated conform to any regulations that are imposed on it by the Board of Directors.

42. The Board of Directors may appoint from time to time one of its number to be the chairperson of a particular committee; if no such chairperson is appointed or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

43. A 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 case of an equality of votes the chairperson shall have a second or casting vote.

DECISION OF DIRECTORS

44. A decision in writing signed by all the members of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

VALIDATIONS OF ACTS OF DIRECTORS

45. All acts done by any meeting of the Board of Directors or of a committee of the Board of Directors or by any person acting as a member of the Board of Directors shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or members of the Board of Directors or persons acting as aforesaid or that any of them were disqualified be as valid as if every such persons had been duly appointed and was qualified to be a member of the Board of Directors.

ACCOUNTS

46. The Board of Directors shall cause to be kept proper books of account in which shall be kept true and complete accounts of the affairs and transactions of the Brotherhood.

47. The books of account shall be kept at the office of the Brotherhood or at such other place or places as the Board of Directors thinks fit and shall always be open to inspection of the charter or life members subject as hereinafter provided.

48. The Board of Directors shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Brotherhood or any of them shall be open to the inspection of charter or life members.

49. The Directors shall once in each year cause to be prepared and to be laid before the Brotherhood at the Annual General Meeting proper accounts of income and expenditure and balance sheets.

50. A copy of every balance sheet and account which is to be laid before the Brotherhood in General Meeting together with a copy of the auditors' report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Brotherhood and to the Archbishop.

SECRETARY

51 (1) A Secretary shall be appointed by the Board of Directors for such period and on such conditions as to remuneration and otherwise as may from time to time be determined by the Board. The Secretary shall act under the direction of the Board of Directors.

(2) The Secretary shall see that a faithful record is kept of the business transacted at all meetings of the Brotherhood, the Board of Directors and of any committee of or appointed by the Board of Directors.

AUDIT

52 (1) The Board of Directors shall cause the accounts of the Brotherhood to be audited once in each year by a registered company auditor.

(2) A copy of the accounts as so audited shall forthwith be sent to the Archbishop.

NOTICES

53 (1) A notice may be given by the Brotherhood to any charter or life member either personally or by sending it by post to that member at that member's registered address or (if that member has no registered address within Victoria) to the address (if any) within Victoria supplied by that member to the Brotherhood for the giving of notices to that member.

(2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

54. If a charter or life member has no registered address within Victoria or has not supplied to the Brotherhood an address within Victoria for the giving of notices to that member, a notice addressed to that member and advertised in a newspaper circulating in the neighbourhood of the office of the Brotherhood shall be deemed to be duly given to that member at noon on the day on which the advertisement appears.

55. Notice of every general meeting shall be given in any manner hereinbefore authorised to all charter and life members except those such members who (having no registered address within Victoria) have not supplied to the Brotherhood an address within Victoria for the giving of notices to them.

INDEMNITY AND REIMBURSEMENT

56 (1) Every member officer and employee of the Brotherhood or of the Board of Directors shall be entitled to be indemnified out of the funds of the Brotherhood against all liability incurred by them as such member officer or employee in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation thereto in which relief is granted to them by the court.

(2) Every member officer and employee referred to in sub-rule (1) shall be entitled to be reimbursed out of the funds of the Brotherhood in respect of any costs charges and expenses actually incurred by them in the carrying out of their functions and duties.

ALTERATION OF CONSTITUTION BY SPECIAL RESOLUTION

- 57
- (1) The Brotherhood, may subject to the Act make amend or revoke rules by special resolution passed at an Annual General Meeting or an Extraordinary General Meeting.
 - (2) A charter or life member shall not propose such a special resolution as aforesaid without having first given to the Secretary notice in writing of the special resolution intended to be proposed.
 - (3) The Secretary shall, not more than 10 days after receiving the information of the proposal and not less than 21 days before the holding of the meeting, give notice of the intended proposal to every charter and life member.
 - (4) The special resolution shall be deemed to be passed only if it is supported by not less than two-thirds of the total number of charter and life members entitled to vote on that resolution.
 - (5) Rule 6 and 24 hereof, or any part of these rules, shall only be amended or revoked with the consent of the Archbishop given after consultation with the Membership.

REGULATIONS

- 58
- (1) The Board of Directors may make such regulations not inconsistent with this Act or the Constitution as the Board considers necessary or expedient to carry out the management and control of the Brotherhood and its affairs, and may in like manner amend or revoke any regulations so made.

(Please note Section 4(4) of the Brotherhood Act which reads :

“(4) Rules 2, 46 and 52 of the Constitution or any part of those rules shall only be amended or revoked with the consent of the Governor in Council given after consideration of a report by the Brotherhood and after consultation with the Archbishop”.)