

**St John Ambulance Australia
South Australia Limited**



Constitution of the Company

Revised 2024

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ST JOHN AMBULANCE AUSTRALIA SOUTH AUSTRALIA LIMITED CONSTITUTION

SECTION 1 – PRELIMINARY

1. PREAMBLE

St John Ambulance Australia South Australia Limited is a charitable company that cares for the wellbeing of all South Australians through the provision of first aid and medical services, first aid training and products, youth development, and social inclusion programs. Our mission and vision, along with our values, guide our charitable work in the community.

Mission

To ensure wellbeing of all South Australians is improved through St John SA's delivery of innovative, client-centred and evidence-based health, community and educational products and services.

All our work is underpinned by a professional network of volunteers and staff.

Vision

To create a safe, supported, engaged and resilient South Australian community.

Values

- **Teamwork:** our people challenge themselves to be the best they can, and operate in a spirit of teamwork to provide community benefit through education, care and connection.
- **Integrity:** integrity underpins all that we do.
- **High Quality Services:** high quality services are provided to all of our clients, patients and customers.
- **Diversity:** we celebrate and aim to reflect the diversity of the South Australian community and work in the spirit of reconciliation.
- **Respect:** as our most important asset, our people are shown respect, are valued and developed.

INCORPORATION AND ESTABLISHMENTS OF THE ORDER OF ST JOHN

The Order of St John is incorporated in the United Kingdom by the Royal Charter of 1888, and is governed by the Royal Charter, the Statutes and the Regulations. Under Statute 30, the Order may constitute distinct Establishments of the Order, each designated one of a 'Priory', a 'Commandery' or a 'St John Association', in any area of the world where the work of the Order is being carried on. Under Statute 34, where an Establishment is incorporated under local law, the local instrument of incorporation and other constitutional documentation of that Establishment are capable of constituting the rules of that body.

The Australian Priory

The Order has, under Statutes 30 and 31, established the Australian Priory as an Establishment of the Order, and comprising all the Members of the Order in Australia. The Priory has registered under the Corporations Act 2001 as a company limited by guarantee under the name "St John Ambulance Australia".

Objects and Purposes

The Mottos of the Order and the objects and purposes of the Order set out in the Statutes and Regulations have been adopted by the Priory. The Mottos of the Order remain the property of the Order at all times and are used by consent of the Order. The Mottos of the Order and the objects and purposes of the Order, as they are formulated at the time of the adoption of this Constitution, are set out in the First Schedule to the Priory's Constitution.

Without limiting the objects and purposes of the Order, the present specific objects of the Priory are:

- To provide a first aid training and first aid skills maintenance service for individuals and organisations throughout the Priory Jurisdiction;
- To train volunteer personnel in first aid and nursing and equip them to carry out these functions at public duties anywhere and at any time within the Priory Jurisdiction;
- To provide first aid and other medical equipment within Priory Jurisdiction;
- To support the ophthalmic work of the Order both within and outside Priory Jurisdiction; and
- To support work of the Order outside the Priory Jurisdiction, and generally, to extend the influence of the Order, and record and recognise the efforts of members of the Order and others assisting the work of the Order.

The Priory has delegated to the Company limited powers and obligations to carry out the objects of the Order in collaboration with the Priory, with similar organisations in each of the other States and Territories of Australia and with the Establishments.

2. NAME and GUARANTEE

- 2.1 The name of the company shall be St John Ambulance Australia South Australia Limited.
- 2.2 The liability of members is limited to the amount of the guarantee in clause 2.3.
- 2.3 Each member must contribute an amount not more than \$1 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:
 - 2.3.1 debts and liabilities of the Company incurred before the member stopped being a member; or
 - 2.3.2 costs of winding up.

3. INTERPRETATION

In the interpretation of this Constitution (except where the context otherwise requires):

- 3.1 Words importing one gender include the other gender.
- 3.2 **"ACNC Act"** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- 3.3 **"Appointed Director"** means the persons described in clause 11.2.2.
- 3.4 **"Board of Directors"** means those persons who together under this Constitution have power to administer the affairs of the Company.
- 3.5 **"Chair"** means the Chair of the Board of Directors elected under clause 11.3.
- 3.6 **"Chair of Community Care"** means the Director appointed under clause 11.2.2.2 who shall be responsible for such activities the Board of Directors may determine from time to time as being applicable to the members when engaged in general welfare/fellowship activities within the Order and community.
- 3.7 **"Chair of Operations"** means the Director appointed under clause 11.2.2.3 who shall be responsible for such activities the Board of Directors may determine from time to time as being applicable to the members when engaged in operational activities.
- 3.8 **"Chair of Training"** means the Director appointed under clause 11.2.2.1 who shall be responsible for such activities the Board of Directors may determine from time to time as being applicable to the members when engaged in training activities.
- 3.9 **"Chief Executive Officer"** means the person described in clause 18.
- 3.10 **"Company"** means St John Ambulance Australia South Australia Limited.
- 3.11 **"Co-opted Director"** means a person appointed by the Board of Directors under clause 11.2.1.
- 3.12 **"Corporations Act"** means the *Corporations Act 2001* (Cth).
- 3.13 **"Deputy Chair"** means the person elected under clause 11.8.
- 3.14 **"Director"** means a member of the Board of Directors.
- 3.15 **"Elected Director"** means the persons described in clause 11.2.3.
- 3.16 **"Electoral College"** means those persons defined in clause 12 who are entitled to vote for those members of the Board of Directors referred to in clause 11.2.3.
- 3.17 **"Establishment"** means a branch of the Order constituted under Statute 30.
- 3.18 **"Priory"** means the Priory in Australia of the Order.
- 3.19 **"Priory Jurisdiction"** means Australia and any additional territory or geographical area conferred on the Priory by the Grand Prior from time to time.

- 3.20 **“Regulations”** means the St John (Order) Regulations 2003 made under the Statutes as they may be amended from time to time.
- 3.21 **“Royal Charter”** means the Royal Charters granted to the Order by Queen Elizabeth II in 1955 and 1974 as supplemented by Royal Charter from time to time.
- 3.22 **“State”** means the State of South Australia.
- 3.23 **“Statutes”** means the Statutes of the Grand Council of The Most Venerable Order of the Hospital of St John of Jerusalem and their Regulations and as each may be amended from time to time. The terms:
- 3.23.1 “Grand Council”;
- 3.23.2 “The Order”;
- 3.23.3 “The Order of St John”; and
- 3.23.4 “The Order of St John Grand Council”
- shall have the meaning attributed hereto by the Statutes.
- 3.24 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 3.25 While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- 3.26 If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.
- 3.27 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

SECTION 2 – CONSTITUTIONAL POSITION

4. AUTHORITY AND NOT-FOR-PROFIT STATUS

- 4.1 The Company acknowledges the general authority of the Priory and that it is subject to the provisions of the Royal Charter, the Statutes, and the Regulations of the Priory in Australia.
- 4.2 The income and property of the Company are to be used solely for promoting its objects.
- 4.3 No part of the Company's income or property is to be distributed, paid or transferred by way of bonus, dividend or other similar payment to its members and the Company must not otherwise distribute any income or assets directly or indirectly to its members, except as provided in clauses 4 and 35.

- 4.4 Clause 4.3 does not stop the Company from doing the following things, provided they are done in good faith:
- 4.4.1 paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - 4.4.2 making a payment to a member in carrying out the Company's charitable purpose(s).

5. OBJECTS

The objects of the Company are as follows:

- 5.1 To coordinate the activities of St John within the State and to implement and administer the policies of the Priory.
- 5.2 To do all of the things which are the objects of the Order and which are referred to as such in the Statutes and Schedule 1 to the Regulations of the Priory in Australia.
- 5.3 To assist in publicising the objects and work of the Order and encourage public support of all the activities of the Order in the State.
- 5.4 To encourage and assist in organising, from time to time the raising of money for the work of the Order.
- 5.5 To maintain liaison and cultivate mutual understanding with State and Local Government bodies and especially with other welfare organisations having interest in the teaching and practice of first aid or other fields in which the Order is active.
- 5.6 To appoint the Order's representatives on any local joint committee involving the activities of the Company and any other organisations.
- 5.7 To have any other objects or responsibilities that may be incidental to the achievement of any of the above objects.

6. POWERS

The Company shall, in addition to any powers conferred on it as a company limited by guarantee by the Corporations Act or otherwise expressly or impliedly conferred on it, have the following powers:

- 6.1 To do all such things as are incidental or conducive to the attainment of the objects referred to in clause 5.
- 6.2 To purchase, acquire, hold, maintain, improve, lease, mortgage and dispose of any real or personal property including land and buildings.

- 6.3 To take mortgages, and charges to secure payment of any monies due to the Company from purchasers and others;
 - 6.3.1 To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to execute, carry out and enjoy any licence, power, authority, franchise, concession, right or privilege which any Government Authority or corporation or any other public body may be empowered to grant.
 - 6.3.2 To pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's assets to defray the necessary costs, charges and expenses thereof.
- 6.4 To enter into arrangements with the State Government or any authority municipal or local for the furtherance of the Company's objects.
- 6.5 To establish and support or aid in the establishment and support of other bodies, the purpose of which is to benefit the Company or further its objects and to grant allowances and make payments towards insurances and subscribe or guarantee money for charitable and benevolent purposes.
- 6.6 To invest and deal with the money of the Company not immediately required.
- 6.7 To open and operate bank accounts, obtain grants, and borrow money upon such terms and conditions as the Company thinks fit.
- 6.8 For all or any of the purposes aforesaid, to employ and remunerate any person or persons in such manner and upon such terms as may be determined from time to time by the Company.
- 6.9 To establish and support or aid in the establishment and support of funds or trusts for the purpose of benefiting employees or ex-employees of the Company and the dependents or connections of such persons and for such purposes to subscribe for and hold shares in any company incorporated to act as trustee of any such fund or trust and to grant pensions and allowances and to make payments towards insurance or otherwise for the benefit of such persons.
- 6.10 To appoint committees for such purposes and with such powers as the Company determines. The members of the committees need not be members of the Board of Directors.
- 6.11 To make, alter and repeal regulations not inconsistent with this Constitution for the purposes of the Company.

SECTION 3 – ORGANISATIONAL STRUCTURE

7. PATRON

If the Governor of the State accepts appointment of Deputy Prior by the Grand Prior, he or she shall be Patron of the Company if he or she desires.

8. MEMBERSHIP

- 8.1 The members of the Company shall be:
 - 8.1.1 Those members of the Order of St John ordinarily resident in South Australia, however a member may elect to not be a member of the Company by advising such in writing to the Chief Executive Officer;
 - 8.1.2 Those registered members of St John ordinarily resident in South Australia, however a registered member may elect to not be a member of the Company by advising such in writing to the Chief Executive Officer;
 - 8.1.3 Those employees of the Company ordinarily resident in South Australia, however an employee may elect not to be a member of the Company by advising such in writing to the Chief Executive Officer; and
 - 8.1.4 Members of the Board of Directors not provided for in clauses 8.1.1 to 8.1.3.
- 8.2 The Board of Directors may resolve that a member be warned, suspended or expelled from membership of the Company:
 - 8.2.1 On determining that a member is guilty of conduct detrimental to the interest of the Company;
 - 8.2.2 In those circumstances otherwise provided for in this Constitution.

Nothing in this clause 8.2 should be taken to:

 - a) limit the Board of Directors' or the Chief Executive Officer's ability or discretion to discipline employees or volunteers of the Company in accordance with any applicable policies of the Company and/or terms and conditions of employment or engagement as a volunteer; or
 - b) affect a person's membership of the Order of St John.
- 8.3 A register of members must be kept and should contain:
 - 8.3.1 The name and address of each member, and any alternative address nominated by the member for the service of notices (including an email address where provided by each member);
 - 8.3.2 The date on which each member was admitted as a member of the Electoral College; and
 - 8.3.3 If applicable the date of, and reason(s) for termination of membership.

9. NATURAL JUSTICE FOR DISCIPLINARY PROCEEDINGS

- 9.1 At least 14 days before the Board of Directors' meeting at which a resolution under clause 8.2 will be considered, the Company Secretary must notify the member in writing:
 - 9.1.1 That the Board of Directors are considering a resolution to warn, suspend or expel the member;
 - 9.1.2 That this resolution will be considered at a Board of Directors' meeting and the date of that meeting;
 - 9.1.3 What the member is said to have done or not done;
 - 9.1.4 The nature of the resolution that has been proposed; and
 - 9.1.5 That the member may provide an explanation to the Board of Directors, and details of how to do so.
- 9.2 Before the directors pass any resolution under clause 8.2, the member must be given a chance to explain or defend themselves by:
 - 9.2.1 Sending the Board of Directors a written explanation before that Board of Directors' meeting; and/or
 - 9.2.2 Speaking at the meeting.
- 9.3 After considering any explanation under clause 9.2, the Board of Directors may:
 - 9.3.1 Take no further action;
 - 9.3.2 Warn the member;
 - 9.3.3 Suspend the member's rights as a member for a period of no more than 12 months;
 - 9.3.4 Expel the member;
 - 9.3.5 Refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause 9.3); or
 - 9.3.6 Require the matter to be determined at a general meeting.
- 9.4 The Board of Directors cannot fine a member.
- 9.5 The Company Secretary must give written notice to the member of the decision under clause 9.3 as soon as possible.
- 9.6 Disciplinary procedures must be completed as soon as reasonably practical.
- 9.7 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

10. MEMBERSHIP FEES

- 10.1 The membership fees shall be such sum (if any) as the Board of Directors shall from time to time determine.
- 10.2 Membership fees shall be payable on 1 July each year or at such time as the Board of Directors shall from time to time determine.
- 10.3 Any member whose membership fees are outstanding for more than three (3) months after the due date for payment shall have membership suspended until those membership fees are paid.

11. THE BOARD OF DIRECTORS

- 11.1 The Board of Directors may exercise all the powers of the Company, including the control of funds and other property of the Company, save those which must under this Constitution or by law be exercised by the Company in general meeting.
- 11.2 The Board of Directors shall comprise the following persons:
 - 11.2.1 Co-opted Directors – three Directors appointed by the Board of Directors, one of whom shall be appointed Treasurer. Co-opted Directors may, but need not, be members or eligible to be members of the Company under clauses 8.1.1 to 8.1.3.
 - 11.2.2 Appointed Directors – three Directors, who must be members of the Company, appointed by the Board of Directors to occupy the following positions:
 - 11.2.2.1 The Chair of Training;
 - 11.2.2.2 The Chair of Community Care;
 - 11.2.2.3 The Chair of Operations.
 - 11.2.3 Elected Directors – three members of the Company, not otherwise appointed under clause 11.2.2, who shall be elected as Directors from the membership of the Company in accordance with clause 13.
- 11.3 A Chair of the Board of Directors shall be elected from the Directors.
- 11.4 The Directors present at the first meeting of the Board of Directors following the Annual General Meeting shall in any year when the office is to be vacated elect a Chair from the Board of Directors who shall hold office for a period of not more than three years from the date of such election. Nominations for the position of Chair shall be submitted to the Chief Executive Officer at least fourteen (14) days prior to the first meeting of the Board of Directors following the Annual General Meeting.
- 11.5 All nominations for the position of Chair of the Board of Directors shall be proposed and seconded by two members of the Board of Directors.

- 11.6 The Chair shall cease to hold office as Chair upon ceasing to be a Director.
- 11.7 In the absence of the Chair from any meeting, the chair shall be taken by the Deputy Chair and if the Deputy Chair is also absent, than by any other Director chosen by the Board of Directors.
- 11.8 The Directors present at the first meeting of the Board of Directors following each Annual General Meeting shall elect a Deputy Chair from the Board of Directors membership. The Chair at the meeting shall decide the manner in which such election shall be conducted.

12. ELECTORAL COLLEGE

- 12.1 The purpose of the Electoral College is to elect Elected Directors.
- 12.2 The members of the Company shall comprise the Electoral College of the Company.

SECTION 4 – ELECTION, RETIREMENT AND VACATION OF DIRECTORS

13. ELECTION OF ELECTED DIRECTORS TO THE BOARD OF DIRECTORS

- 13.1 There shall be a vote for the Elected Directors and the persons so elected shall take up their appointment at the Annual General Meeting to be held the day after voting closes; provided that where an election is not held the person so elected pursuant to clause 13.8 shall take up their appointment at the Annual General Meeting to be held the day after voting would have closed should an election have been held.
- 13.2 All persons who are members of the Electoral College shall be entitled to vote for the election of Elected Directors. Each member of the Electoral College shall be entitled to one vote only.
- 13.3 All nominations for the election of Elected Directors shall be proposed and seconded by two members of the Electoral College and shall be accompanied by the nominee's consent to act as a Director signed by the nominee and shall be delivered to the Chief Executive Officer at least twenty eight (28) days before the date of the Annual General Meeting of the Company.
- 13.4 All nominations must be in such form determined by the Board of Directors from time to time, save that the form must be consistent for all nominees for a given election. Without limiting the foregoing, the form may require the nominee to indicate their skills and qualifications and contain a statement from the nominee as to their fitness for appointment. The Chief Executive Officer must make available the subsisting skills matrix maintained by the Board of Directors to any person wishing to nominate.
- 13.5 If the nominations received are in excess of the vacancies a ballot paper shall be prepared and forwarded by the Chief Executive Officer to every person entitled to vote. The nominations on the ballot papers shall be listed in alphabetic order.

- 13.6 Ballot papers must be in the hands of the Chief Executive Officer by noon on the day before the Annual General Meeting of the Company.
- 13.7 Scrutineers shall be appointed by the Chief Executive Officer and they shall report the result of the ballot to the person presiding at the Annual General Meeting. The candidate or candidates (as the case may be) receiving the most votes shall be declared elected.
- 13.8 If the nominations received are equal to the number of vacancies the person presiding at the Annual General Meeting shall declare the nominees elected.
- 13.9 If the nominations received are less than the vacancies the person presiding at the Annual General Meeting shall declare the nominees elected and may with the consent of the majority of those present at the meeting fill the remaining vacancies from amongst those eligible persons present at the Annual General Meeting in a manner to be decided by the person presiding.

14. CASUAL VACANCIES

- 14.1 Casual vacancies of Elected Directors (however arising) may be filled by the Board of Directors and any person so appointed shall hold office until the next Annual General Meeting and, being eligible, may nominate and stand for election by the members in accordance with clause 13.
- 14.2 Vacancies of Co-opted Directors and Appointed Directors shall be filled by the Board making an appointment under clauses 11.2.1 and 11.2.2 (as relevant).

15. TENURE OF DIRECTORS

- 15.1 Subject to this Constitution, Elected Directors are elected for a period of three years and they may be re-elected provided that no Elected Director shall hold office as a Director for a continuous period greater than nine (9) years unless re-elected by a special resolution of the members.
- 15.2 Co-opted Directors and Appointed Directors shall be appointed for a period of three years and they may be re-appointed provided that no Co-opted Director or Appointed Director shall hold office as a Director for a continuous period greater than nine (9) years unless re-appointed by at least two-thirds of the Board of Directors.

16. VACATION OF OFFICE BY DIRECTORS

- 16.1 Any member of the Board of Directors may resign from office by notifying the Chief Executive Officer in writing. Such membership shall cease from the time of receipt of the notice or from the time nominated in the notice.
- 16.2 The Board of Directors may declare a member to have vacated office where:
 - 16.2.1 the member has, without leave of absence, failed to attend three consecutive meetings of the Board of Directors; or

- 16.2.2 as otherwise provided for in this Constitution.
- 16.3 A member of the Board of Directors shall otherwise cease to hold office where that person:
 - 16.3.1 dies;
 - 16.3.2 is removed as a director by a resolution of the members;
 - 16.3.3 becomes employed by the Company;
 - 16.3.4 becomes ineligible to be a director of the Company under the Corporations Act or the ACNC Act.

17. ACCOUNTABILITY OF DIRECTORS

- 17.1 Every officer appointed by the Company or the Board of Directors shall, at such time during the continuance of his office or after his ceasing to hold it and in such a manner as the Board of Directors directs, deliver to the Board of Directors a true account of all matters committed to his charge and of his receipts and payments with vouchers and shall, at all times on the demand of the Board of Directors, deliver up to it any book or document in his possession belonging to the Company.
- 17.2 All monies due from any such officer shall be paid by him to the Treasurer of the Board of Directors or as the Board of Directors directs.
- 17.3 The Board of Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - 17.3.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
 - 17.3.2 to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 5;
 - 17.3.3 not to misuse their position as a Director;
 - 17.3.4 not to misuse information they gain in their role as a Director;
 - 17.3.5 to disclose any perceived or actual material conflicts of interest;
 - 17.3.6 to ensure that the financial affairs of the company are managed responsibly; and
 - 17.3.7 not to allow the Company to operate while it is insolvent.

SECTION 5 – SALARIED OFFICERS

18. CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint a Chief Executive Officer and shall determine the responsibilities of the person holding that office.

19. COMPANY SECRETARY AND PUBLIC OFFICER

Unless the Board of Directors otherwise determines, the Chief Executive Officer shall hold the office of Company Secretary and Public Officer of the Company.

20. OTHER EMPLOYEES

The Chief Executive Officer shall appoint such other employees as is deemed to be appropriate.

21. REMUNERATION OF STAFF

- 21.1 The Board of Directors will determine, from time to time, the employment terms and conditions of all employees of the Company.
- 21.2 The Board of Directors may delegate the power in clause 21.1 to the Chief Executive Officer on any terms determined by the Board of Directors.

22. EMPLOYEES – ELECTION TO THE BOARD

- 22.1 Employees of the Company shall not be entitled to stand for election to the Board of Directors of the Company.
- 22.2 If a sitting Director becomes an employee of the Company, that Director shall thereupon cease to be a Director.

SECTION 6 – MEETINGS

23. MEETINGS

- 23.1 Annual General Meeting
 - 23.1.1 The Annual General Meeting of the Company shall be held prior to 30th November in each year.
 - 23.1.2 The business to be transacted at the Annual General Meeting of the Company shall be:
 - 23.1.2.1 Presentation of the Annual Report of the Company;
 - 23.1.2.2 Presentation of the Financial Statements of the Company and the Auditors' report thereon; and

23.1.2.3 Such other business as may be legally transacted including matters that are subject of a notice in accordance with clause 24.

23.2 Extraordinary General Meetings

23.2.1 An Extraordinary General Meeting of the Company may be called at any time by the Chair of the Board of Directors and shall be called following a request in writing, signed by no less than fifty members of the Company, which is delivered to the Chief Executive Officer.

23.2.2 The business to be conducted at any Extraordinary General Meeting shall be sent out in the Notice of Meeting and no other business may be transacted thereat.

23.3 Board of Directors Meetings

23.3.1 The Board of Directors shall meet within one month after the Annual General Meeting of the Company and at such other times as the Board of Directors may determine from time to time provided that the Board of Directors shall meet not less than six (6) times during any calendar year.

23.3.2 The Board of Directors may, at any meeting, call upon the Chair of any Committee or Office Bearer to report upon the activities of the function for which he or she is responsible.

24. NOTICE OF MEETING

24.1 Subject to the provisions of the Corporations Act and the ACNC Act, at least twenty one (21) days' notice of the Annual General Meeting or an Extraordinary General Meeting shall be given to every member of the Company. The notice shall set out where and when the meeting will be held, and if using technology how members can access and participate in the meeting, and particulars of the nature and order of the business to be transacted at the meeting.

24.2 Notice of a meeting of the Board of Directors shall be given by forwarding an agenda for the meeting to every member of the Board of Directors prior to the meeting.

24.3 Subject to any express provision to the contrary in this Constitution, a notice may be given to any person entitled by this Constitution to receive a notice either personally, by email or by sending it by post. Where a notice is sent:

24.3.1 By post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice to the last known address of such person and to have been effected on the day after the date of its posting.

- 24.3.2 By email, service of the notice will be taken to have been effected at the time and on the day shown in the sender's server, if it shows that the notice was sent or otherwise routed to the member's relevant email address, and has not been rejected or returned.
- 24.4 A general meeting may be conducted at two or more venues using any technology which enables members of the Company a reasonable a reasonable opportunity to participate, including to hear and be heard (including by means of a virtual meeting or audio or audio visual technology), or a hybrid of in-person and virtual. Anyone using this technology is taken to be present in person at the meeting. Where members participate in a general meeting by way of technology, the inability of one or more members to participate, or continue to participate, due to technological difficulties or otherwise shall not affect the validity of the meeting or any business conducted at the meeting.
- 24.5 A meeting of the Board of Directors may be conducted face to face or held using any technology to enable each Director to communicate with the other Directors, as long as:
- 24.5.1 All Directors are able to communicate with each other simultaneously; and
- 24.5.2 All information relevant to the discussion (including documents tabled at the meeting) is made available to all Directors, irrespective of their method of connection to the meeting.
- 24.6 If a meeting of the Board of Directors is held by telephone link up or other contemporaneous audio or audio visual communication, a Director is taken to be present unless the Director states to the Chair of the Board of Directors that the Director is disconnecting their communication device.

25. MINUTES

- 25.1 Proper minutes of all proceedings of meetings of the Company and of the Board of Directors shall be prepared within one month after the relevant meeting.
- 25.2 The minutes kept pursuant to this clause 25 must be confirmed by the members or Directors (as relevant) at a subsequent meeting.

26. VOTING

- 26.1 Voting at all meetings of:
- 26.1.1 the Company shall, unless a poll is demanded in accordance with clause 26.3, be conducted and decided by:
- 26.1.1.1 a show of hands; and/or
- 26.1.1.2 another method (including an online method) chosen by the Chair that is fair and reasonable in the circumstances:

- 26.1.2 the Board of Directors, or any Committee or Sub-Committee of the Board of Directors shall be by a show of hands or other indication of assent unless prior to declaring the result of the vote the Chair of the Board of Directors, or if that person is not presiding over the meeting the person who has been elected and is presiding over the meeting, determines that a poll shall be conducted.
- 26.2 Subject to the discretion of the person presiding over the meeting to determine that a poll is required and further subject to rule 26.3, every question at such a meeting shall be decided by a majority of the votes of the members present and voting on that question and in the case of equality of votes, the person presiding over the meeting shall have a second or casting vote.
- 26.3 If a poll is demanded by at least five members present at the meeting (or such lesser number of members as the person presiding at the meeting shall determine) or members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), then, subject to clauses 26.7 and 26.8, the poll must be conducted in a manner specified by the person presiding over the meeting and the result of the poll is the resolution of the meeting on that question.
- 26.4 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 26.5 A special resolution is a special resolution as defined in the Corporations Act.
- 26.6 An ordinary resolution is a resolution passed by a simple majority at a meeting of the members.
- 26.7 Members may appoint:
- 26.7.1 The person presiding over a meeting of the members; or
- 26.7.2 Another person, who must also be a member, as their proxy for that meeting. In default of another member being named, the proxy shall be taken to be held by the person presiding over the meeting. A proxy may be appointed only by way of completion and submission of a proxy document in the form and manner notified from time to time by the Board of Directors. All proxy forms must be lodged with the Company not less than 24 hours prior to the commencement of the relevant meeting of the members.
- 26.8 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting in their own right as a member on a show of hands).

- 26.9 When a poll vote is held, a proxy:
- 26.9.1 Does not need to vote, unless the proxy appointment specifies the way they must vote;
 - 26.9.2 If the way they must vote is specified on the proxy form, must vote that way; and
 - 26.9.3 If the proxy holds more than one proxy, may cast the votes held in different ways, including voting as a member in their own right.
- 26.10 In the event of a poll, where the proxy form specifies the person presiding over a meeting of the members as the proxy, the person presiding must vote all valid proxies in accordance with the directions of the relevant donor members. For the avoidance of doubt, this obligation does not in any way affect the discretion of the person presiding over a meeting of the members to determine whether or not a poll is to be held on any matter.

27. QUORUM

A quorum will be constituted:

- 27.1 At general meetings of the Company – by twenty (20) members of the Company, or by the number of persons that equals ten percent of the members of the Company, whichever is the lowest.
- 27.2 At meetings of the Board of Directors – by the number of persons equal to one half plus one of those occupying office as Directors.

28. COMMITTEES AND WORKING PARTIES

- 28.1 The Board of Directors may appoint committees and working parties for any purpose or activity consistent with the objects of the Company which the Board of Directors considers to be in the interests of the Company, including without limitation and by way of example, committees whose terms of reference address any or all of the following subject matter (and without imposing an obligation to create or maintain such committees, or committees with a particular title):
 - 28.1.1 Audit, finance and/or risk;
 - 28.1.2 Corporate governance;
 - 28.1.3 Ophthalmic;
 - 28.1.4 Clinical governance.
- 28.2 The Board of Directors may prescribe membership criteria, terms of reference, roles and powers for a committee or working party and may in its discretion remove any member of a committee or working party by notice in writing to that member.

SECTION 7 – GENERAL MATTERS

29. REGULATIONS AND BY-LAWS

Operations, training and community care activities of the Company, for which the chairs appointed pursuant to clause 11.2.2 are responsible, shall be governed in accordance with such Regulations or By-Laws as may be developed by the Board of Directors and approved from time to time by Priory.

30. ACCOUNTING PERIOD

The financial and business year of the Company shall end on 30 June each year.

31. APPOINTMENT OF AUDITOR

- 31.1 At each Annual General Meeting, the members shall appoint an auditor of the Company.
- 31.2 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 31.3 If an appointment is not made at an Annual General Meeting, the Board of Directors shall appoint an auditor for the current financial year.

32. CUSTODIAN TRUSTEE

All property held by the Company for the purposes of the Order and not allocated by the Grand Prior in accordance with the Statutes and which is not subject to any special trust at the time of acquisition shall be deemed to be held for the general purposes of the Order in the State of South Australia.

33. SEAL

- 33.1 Directors shall be Seal Holders.
- 33.2 The Common Seal shall have the name of the Company inscribed upon it and such Common Seal shall be held in safe custody.
- 33.3 The Common Seal shall only be affixed to any deed, instrument, or documents under and by virtue of an authority passed at a meeting of the Board of Directors. The affixing of the Seal shall be witnessed by a Seal Holder and the Chief Executive Officer, or in the absence of the Chief Executive Officer the acting Chief Executive Officer.

34. ALTERATIONS OF CONSTITUTION

- 34.1 Subject to the endorsement from the Priory, the provisions of the Corporations Act and ACNC Act, this Constitution may be altered or amended and the new Constitution may be made at any Annual General Meeting or Extraordinary General Meeting to be called for that purpose, provided that notice of intention to propose such alteration, amendment, or addition shall be given to every person entitled to attend and vote at such meeting at the time that the notice of such meetings is forwarded to such persons.
- 34.2 No such amendment or addition shall be made unless a resolution to effect such amendment or addition is carried by a majority of at least three quarters of the members present and entitled to vote and who vote at such a meeting.

35. WINDING UP

- 35.1 If the Company is wound up the surplus property beneficially owned by the Company may not be distributed to a member or former member unless that member or former member is a charity described in clause 35.2.
- 35.2 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up, other than assets to which clause 35.4 or 35.5 apply, must be distributed to one or more charities:
 - 35.2.1 With charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 5; and
 - 35.2.2 Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 35.3 The decision as to the charity or charities to be given the surplus assets must be made by the Priory. If the Priory does not make this decision within 28 days of being requested to do so, the decision must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- 35.4 If the Company is wound up (or dissolved without winding up) and immediately before the winding up or dissolution the Company is endorsed as a deductible gift recipient under section 30-120(a) of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**) or if the Company's endorsement under section 30-120(a) of the Tax Act is revoked, any surplus:
 - 35.4.1 gifts of money or property received by the company for the purposes reflected in the Company's objects set out in this constitution (or any of them);
 - 35.4.2 contributions received by the company of the kind referred to in section 30-125(6)(b)(ii) of the Tax Act; and
 - 35.4.3 money received by the company because of such gifts or contributions;

remaining after the payment of:

35.4.4 the debts and liabilities of the company; and

35.4.5 if the Company is wound up or dissolved, the costs, charges and expenses of the winding up or dissolution;

must be given or transferred to an entity chosen by the Priory, gifts to which can be deducted under division 30 of the Tax Act.

35.5 If the Company is wound up (or dissolved without winding up) and immediately before the winding up or dissolution the Company is endorsed as a deductible gift recipient for the operation of a fund, authority or institution under section 30-120(b) of the Tax Act or if the company's endorsement under section 30-120(b) of the Tax Act is revoked, any surplus assets of each gift fund required to be maintained by the company under section 30-130 of the Tax Act remaining after the payment of:

35.5.1 the debts and liabilities of the Company; and

35.5.2 if the Company is wound up or dissolved, the costs, charges and expenses of the winding up or dissolution;

that are attributable to the gift fund, must be given or transferred to an entity chosen by the Priory, gifts to which can be deducted under division 30 of the Tax Act.

36. SAVING CLAUSE

In all matters not covered by this Constitution, the procedure to be followed shall be as laid down in the Regulations of the Priory in Australia and in case of any inconsistency a regulation shall be construed as if it had been expressed in conformity with the Regulations of the Priory in Australia.

37. TRANSITIONAL PROVISIONS

37.1 The registration of the Company proceeds from the desire to transfer the activities and undertaking of St John Ambulance Australia South Australia Inc. (registration number A19812) (**St John Inc.**) to a company limited by guarantee registered under the *Corporations Act 2001* (Cth) to continue its purpose and carry out its objects.

37.2 The transfer of St John Inc.'s activities and undertakings is given effect by section 42 of the *Associations Incorporation Act 1985* (SA). The Company becomes the successor entity of St John Inc., and by operation of section 42 of the *Associations Incorporation Act 1985* (SA):

37.2.1 St John Inc. is dissolved; and

- 37.2.2 The property of St John Inc. becomes the property of the Company;
and
- 37.2.3 The rights and liabilities of St John Inc. (whether certain or
contingent) become the rights and liabilities of the Company.
- 37.3 Without limiting clauses 37.1 or 37.2 or the operation of the *Associations
Incorporation Act 1985*, any appointment made, motion passed, agreement
entered into or any other thing done under the constitution of St John Inc., if in
force at the time of the transfer of St John Inc.'s activities and undertaking to
the Company, shall continue in force as far as practicable and shall continue to
have the same status, operation and effect as if made under this Constitution.
- 37.4 Those persons holding office as the Directors of St John Inc. upon the adoption
of this Constitution shall, subject to their consenting to act, be the Directors
and they shall continue to hold office until the conclusion of the term for which
they were appointed as Directors of St John Inc. and are eligible for
reappointment in accordance with this Constitution. Time served by a Director
as a Director of St John Inc. before the adoption of this constitution shall
continue to be counted as time served for the purposes of calculating the
Director's tenure in clause 15.