

2024 AGM

PROPOSED UPDATES TO

Constitution

Australian Fellowship of Evangelical Students

Approved at AGM 3 December 2009

Revised and Approved at AGM 2 December 2016

Revised and Approved at AGM 1 December 2023

ACN 145 358 185

ABN 91 509 626 599 (Company)

A Company Limited by Guarantee



Proclaiming Jesus Christ at university to present everyone mature in Him

Updated text appear in red and highlighted in yellow.

Contents

1 Definitions and Interpretation 4

2 Purpose of the Company..... 8

3 Powers 12

4 Application of income for Objects only 12

5 Winding Up..... 13

6 Membership..... 14

7 Ceasing to be a member 16

8 General Meetings 18

9 Proceedings at General Meetings 20

10 Alterations to the Constitution..... 26

11 Affiliates..... 26

12 Board Directors 27

13 Remuneration of Board Directors 31

14 Expenses of Board Directors 31

15 Vacation of office of Board Director 32

16 Removal of Board Director 32

17 Powers and duties of Board Directors 33

18 Rules..... 34

19 Appointment of attorney 34

20 Board Directors’ committees 34

21 Powers of delegation 35

22 Proceedings of Board Directors 35

23	Chairman and deputy chairman of Board Directors	35
24	Appointment of Alternate Board Director.....	36
25	Quorum for Board Directors’ meeting	38
26	Chairman of Board Directors’ committee	38
27	Meetings of committee	38
28	Circulating resolutions.....	39
29	Validity of acts of Board Directors	39
30	Secretary	40
31	President and Vice-Presidents.....	40
32	Dispute resolution	41
33	Documents.....	42
34	Accounts	43
35	Seals.....	43
36	Inspection of records.....	43
37	Service of documents	44
38	Indemnity	45
39	Insurance	45
40	Contract	46
41	Audit	46

1 Definitions and Interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

AFES means Australian Fellowship of Evangelical Students, or Company.

Affiliate means an Evangelical Christian student group recognised as an Affiliate of the Company in accordance with clause 11.1.

Affiliate Member means the Student President of an Affiliate or the nominee of the Student President.

Alternate Board Director means a person appointed as an alternate Board Director under clause 24.1.

Auditor means the auditor for the time being of the Company.

Board means all or some of the Board Directors acting as a board.

Board Director means a person holding office as Board Director of the Company and includes Region Board Directors.

Board Directors means all or some of the persons holding office as Board Directors of the Company.

Chairman means the Chairman appointed under clause 23.1.

Committee means a committee of Board Directors constituted under clause 20.

Company means Australian Fellowship of Evangelical Students (**AFES**) being an Australian Public Company Limited by Guarantee incorporated under the Corporations Act which bears the Australian Business Number (**ABN**) 91 509 626 599 and the principal place of business of which is 2/40-42 Gardeners Road, Kingsford NSW 2032.

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution.

Corporations Act means the *Corporations Act 2001* (Commonwealth).

Deputy Chairman means the Deputy Chairman appointed under clause 23.1.

Doctrinal Basis means the statement set out in clause 2.2.

Evangelical means a commitment to the fundamental truths of Christianity contained in the Bible (as exemplified by clause 2.2 Doctrinal Basis of AFES).

General Meeting means a meeting of the Members of the Company.

ITAA 97 means the *Income Tax Assessment Act 1997* (Commonwealth) (as amended).

Interdenominational in the AFES context refers to a unity across different Christian denominations based on the primacy of the fundamental truths of Christianity as contained in the Bible (see clause 2.2 Doctrinal Basis of AFES).

Member means a person entered on the Register of the Company as an Affiliate Member or Supporter Member.

National Director means the Chief Executive Officer of the Company who is appointed by the Board pursuant to clause 17.3.

Natural person means a person who is an individual, rather than a legal person such as a company or other incorporated body.

NSW and ACT Affiliate means an Affiliate from a tertiary institution located in New South Wales or Australian Capital Territory.

NSW and ACT Member means an Affiliate Member of a NSW and ACT Affiliate or a Supporter Member who is ordinarily resident in New South Wales or Australian Capital Territory.

QLD Affiliate means an Affiliate from a tertiary institution located in Queensland.

QLD Member means an Affiliate Member of a QLD Affiliate or a Supporter Member who is ordinarily resident in Queensland.

Register means the register of Members under the Corporations Act and if appropriate includes a branch register.

Registered Office means the registered office for the time being of the Company.

Related Body Corporate has the same meaning it has in the Corporations Act.

Rule means a rule made by the Board in accordance with clause 18.

Seal means the common seal (if any) of the Company.

Secretary means a person appointed as a secretary of the Company and includes an honorary Secretary and where appropriate includes an acting secretary and a person appointed by the Board Directors to perform all or any of the duties of a secretary of the Company.

SA and NT Affiliate means an Affiliate from a tertiary institution located in South Australia or Northern Territory.

SA and NT Member means an Affiliate Member of a SA and NT Affiliate or a Supporter Member who is ordinarily resident in South Australia or Northern Territory.

Schedule means a schedule to this Constitution.

Region Board Directors means the Board Directors appointed under clause 12.2(a).

State or Region means one of the following areas:

- (a) New South Wales and Australian Capital Territory;
- (b) Queensland;
- (c) South Australia and Northern Territory;
- (d) Tasmania;
- (e) Victoria;
- (f) Western Australia.

Statement of Faith means the statement set out in Schedule 1 to this Constitution and is a declaration of an individual's agreement with the objects and Doctrinal Basis of AFES.

Student means a student of an Australian Tertiary institution which is associated with an Affiliate.

Student President means the Student elected by the Affiliate as the President for a fixed term.

Supporter Member means a Member of the Company appointed under clause 6.4(b).

TAS Affiliate means an Affiliate from a tertiary institution located in Tasmania.

TAS Member means an Affiliate Member of a TAS Affiliate or a Supporter Member who is ordinarily resident in Tasmania.

VIC Affiliate means an Affiliate from a tertiary institution located in Victoria.

VIC Member means an Affiliate Member of a VIC Affiliate or a Supporter Member who is ordinarily resident in Victoria.

WA Affiliate means an Affiliate from a tertiary institution located in Western Australia.

WA Member means an Affiliate Member of a WA Affiliate or a Supporter Member who is ordinarily resident in Western Australia.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders,
- (b) the singular includes the plural and vice versa,
- (c) a reference to a law includes regulations and instruments made under the law,
- (d) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise,
- (e) a power, an authority or a discretion reposed in a Board Director, the Board Directors, the company in General Meeting or a Member may be exercised at any time and from time to time,
- (f) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board Directors,

(g) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise, and

(h) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Board Directors.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

(a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision, of the Corporations Act, the same meaning as in that provision of the Corporations Act, and

(b) “section” means a section of the Corporations Act.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Purpose of the Company

2.1 Objects

AFES is an Interdenominational Christian organisation that has been established for the following objects:

- (a) to promote the mission of Jesus Christ in Australian Universities by building evangelical student groups that:
 - (i) Evangelise students by proclaiming Jesus as Lord;
 - (ii) Encourage growth toward Christian maturity;
 - (iii) Train students in the skills and character to serve Jesus and His people;
 - (iv) Send graduates throughout Australia and the world to serve Christ,
- (b) to engage in activities with other persons, bodies and / or societies in furtherance of object (a).
- (c) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects,
- (d) to do such other things as are incidental or conducive to the attainment of these objects, and
- (e) to do all or any of the things authorised by the Corporations Act.

2.2 Doctrinal Basis of AFES

AFES upholds the fundamental truths of Christianity as contained in the Bible, including the following as first set out at the inauguration of the Inter-Varsity Fellowship of Evangelical Unions (Australia) in 1936, **including** *:

- (1) The divine inspiration and infallibility of Holy Scripture as originally given and its supreme authority in all matters of faith and conduct.
- (2) The unity of the Father, the Son and the Holy Spirit in the Godhead.
- (3) The universal sinfulness and guilt of human nature since the fall, rendering **man all people** subject to God's wrath and condemnation.
- (4) The conception of Jesus Christ by the Holy Spirit and his birth of the virgin Mary.
- (5) Redemption from the guilt, penalty and power of sin only through the sacrificial death, as our representative and substitute, of Jesus Christ, the Incarnate Son of God.
- (6) The bodily resurrection of Jesus Christ from the dead.

- (7) The necessity of the work of the Holy Spirit to make the death of Christ effective in the individual sinner, granting **him** repentance toward God and faith in Jesus Christ.
- (8) The indwelling and work of the Holy Spirit in the believer.
- (9) The expectation of the personal return of the Lord Jesus Christ.

*** This Doctrinal Basis was first set out at the inauguration of the Inter-Varsity Fellowship of Evangelical Unions (Australia) in 1936 and amended by the AFES in 2024.**

2.3 AFES Charter

The following charter expresses *how* AFES' Christian convictions shape the actions of the fellowship:

Jesus Christ is Lord of the AFES. We have been bought with his precious blood and born anew by his glorious resurrection. *Therefore* ⁽¹⁾ we give all praise to God by whose grace we have been saved through faith. ⁽²⁾ We thank God that by his Spirit we are members of one body, the church of Christ, and welcome all who strive together for the faith of the gospel at university. ⁽³⁾ We rejoice that each and every Christian on campus is created in Christ Jesus for good works and gifted by the Spirit for service to the building of Christ's body in love. ⁽⁴⁾ We trust in the word of truth, the gospel of our salvation, and so with great boldness we speak the truth in love, proclaiming Christ at university to present everyone mature in him.

For **Jesus Christ is Lord of all** and the gospel is God's power for salvation to everyone who believes. *Therefore* ⁽⁵⁾ we renounce all deception and distortion, and we are committed to publicly expounding the Scriptures on campus and to handing on the gospel we have received to faithful students who will teach others. ⁽⁶⁾ We are free in Christ and so we become all things to all people so that by all means they may be saved. ⁽⁷⁾ We long for the coming of our Lord Jesus Christ, whom we serve as a joyous fellowship of students, staff, graduates, churches and other supporters. ⁽⁸⁾ We do not labour in vain but in prayerful dependence on our sovereign God who causes the growth. To him be the glory, Amen.

2.4 Mission

The AFES Mission encapsulates 2.1(a) of the Objects of AFES:

In prayerful dependence on God, AFES proclaims Jesus Christ at university to present everyone mature in Him, by building student groups that, evangelise, encourage, train and send.

2.5 Values

(1) Lives Transformed by God's Grace

AFES rests on the saving and transforming riches of God's grace freely given through a personal faith in Jesus Christ as Lord.

(2) The Bible Shaping Our Mission, Message, and Methods

AFES values expository Bible teaching and study, Biblical theology, and humble submission to the Bible to shape our mission, message, and methods of ministry.

(3) National Gospel Unity and Local Distinctiveness

AFES values being a national movement united in the gospel as reflected in our Doctrinal Basis, and values the freedom to conduct our Mission with local distinctiveness.

(4) Training by Modelling

AFES values every activity in our mission as an opportunity to train others through modelling godly character, convictions and competency, particularly through apprenticeships.

(5) Students and Staff in Partnership

AFES values students leading our mission through partnership with long-term, campus- based AFES staff.

(6) Partnerships in Prayer and Finances

AFES values our partnerships in the cause of the gospel on campus with supporters, graduates, and churches.

(7) Local Churches

AFES values local churches as the primary expression of the body of Christ, and so values every student and staff-member having a love for, and a committed involvement in, a local church.

(8) Commitment to Christ's Global Mission

AFES is committed to raising up and sending disciple-making disciples for global mission in partnership with local churches and mission agencies.

3 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a Body Corporate under the Corporations Act.

4 Application of income for Objects only

4.1 Profits

The profits (if any) or other income and the property of the Company, however derived:

- (a) must be applied solely towards the promotion of the purposes of the Company as set out in clause 2, and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

4.2 Payment in good faith

The above clause does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of remuneration for services to the Company,
- (b) for goods supplied in the ordinary course of business,
- (c) of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Company in a General Meeting, or
- (d) of a reasonable rent for premises let by a Member.

5 Winding Up

5.1 Contributions by members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one year after they cease to be a Member.
- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member,
 - (ii) the costs of winding up, and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$20.

5.2 Application of Property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:
 - (i) having objects similar to the objects of the Company, and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as imposed on the Company under this Constitution.
- (b) The institution will be determined by the Members at or before the time of dissolution.

5.3 Revocation of Australian Tax Office Endorsement

- (a) Where the Company has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the ITAA 97, then where:

- (i) the Company is wound up, or
- (ii) the fund is wound up, or
- (iii) the endorsement under Subdivision 30-BA of the ITAA 97 is revoked,

then any surplus assets of the Company or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 5.2 and is an endorsed deductible gift recipient.

- (b) Where the Company operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the ITAA 97 is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

6 Membership

6.1 Number of members

- (a) The minimum number of Members of the Company will be 20 or such greater number as the Members determine from time to time, subject to that number complying with the Corporations Act.
- (b) The maximum number of Supporter Members of the Company will be 50 or such greater or lesser number as the Members determine from time to time such that the number of Supporter Members will ordinarily be less than the number of Affiliate Members.
- (c) The Members at the date of adoption of this Constitution and any person the Members admit to Membership under clause 6.3 are the Members of the Company.

6.2 Appointment of members

Members may be appointed in one of two (2) ways:

- (i) Affiliate Members; and
- (ii) Supporter Members.

6.3 Admission as a Member

- (a) An Affiliate Member is admitted as a Member if the person is eligible for Membership under clause 6.4(a) and has provided the application for Membership to the Secretary under clause 6.5.
- (b) The Members in General Meeting may admit any person as a Supporter Member if the person is eligible under clause 6.4(b) and agrees to be bound by this Constitution in any manner the Members determine.

6.4 Membership Criteria

- (a) To be eligible for membership as an Affiliate Member, a person must:
 - (i) be a natural person;
 - (ii) be elected Student President of the Affiliate or be a nominee of the Student President of the Affiliate; and
 - (iii) consent in writing to become a Member of the Company.
- (b) To be eligible for membership as a Supporter Member, a person must:
 - (i) be a natural person;
 - (ii) be a Member of AFES at the time of adoption of this constitution; or
 - (iii) be nominated for membership by a Member of the Company; and
 - (iv) consent in writing to become a Member of the Company.

6.5 Membership Process

- (a) The application for Membership must be made to the Secretary:
 - (i) in writing, signed by the applicant,
 - (ii) for an Affiliate Member, accompanied by notice in writing from the Affiliate that the applicant has been elected Student President of the Affiliate or is the nominee of the Student President,

- (iii) for a Supporter Member, accompanied by a letter from a Member nominating the applicant for membership as a Supporter Member;
 - (iv) in such form as the Board Directors from time to time prescribe, and
 - (v) accompanied by the Statement of Faith signed by the applicant.
- (b) Each application for Membership as a Supporter Member must be considered by the Members at the General Meeting first occurring after the application is made. At that meeting the Members must determine whether to admit the applicant to Membership of the Company or whether to reject the application.
- (c) When an applicant has been accepted or rejected for Membership the Secretary must immediately notify the applicant of the decision of the Members.

6.6 Members' discretion to admit or refuse admission as a Supporter Member

The Members have the discretion to refuse any person admission as a Supporter Member without giving any reason for refusing.

6.7 Term of Membership

- (a) With regard to an Affiliate Member, membership shall be for the term of their election as Student President of the Affiliate (or in the case of a nominee of a Student President, for the term of the nominating Student President's election as Student President).
- (b) With regard to a Supporter Member, membership ceases three (3) years after the Member is approved for membership by the Members and is renewable by reapplication by the Member under clause 6.5.

7 Ceasing to be a member

7.1 Cessation of membership

- (a) A Member ceases to be a Member on:
 - (i) death;

- (ii) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice,
- (iii) failing to pay any subscription that may be prescribed by the Board Directors from time to time for a period of twelve months after the subscription was due and payable,
- (iv) becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health,
- (v) becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally,
- (vi) the expiry of the term of membership under clause 6.7, unless the Member had applied for and been admitted as a Member for the following term,
- (vii) in the case of a Supporter Member, the passing of a resolution by the Members in General Meeting pursuant to clause 7.2,
- (viii) In the case of an Affiliate Member, the de-recognition of the Affiliate in accordance with clause 11.2, or
- (ix) In the case of an Affiliate Member, the termination or end of the Student President's term as Student President;

7.2 Termination of membership

- (a) Subject to this Constitution the Members in General Meeting may at any time terminate the membership of a Supporter Member if the Supporter Member:
 - (i) refuses or neglects to comply with this Constitution or any applicable Rules or regulations made by the Board Directors,
 - (ii) engages in conduct which in the opinion of the Members is unbecoming of the Supporter Member or prejudicial to the interests of the Company,

- (iii) fails to pay any debt due to the Company for a period of three months after the date for payment (such debt not including a subscription referred to in clause 7.1(c)).
 - (iv) makes statements which are inconsistent with, or contrary to, the statements contained in the Statement of Faith, or
 - (v) is no longer willing or able to subscribe to the Statement of Faith.
- (b) For a decision of the Members in General Meeting under clause 7.2 to be effective the dispute resolution procedure contained in clause 32 must be followed. The general nature of the allegations made against the Supporter Member must be notified to the Supporter Member and for the purposes of clause 32.1(a) this notification will be the notice of the Dispute.

7.3 Limited liability

The Members have no liability as Members except as set out in clause 5.1.

8 General Meetings

8.1 Annual General Meetings

Annual General Meetings of the Company are to be held in accordance with the Corporations Act and may be conducted by virtual meeting technology.

8.2 Convening a General Meeting

The Board Directors may convene and arrange to hold a General Meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

8.3 Notice of a General Meeting

Notice of a meeting of Members must be given in accordance with clause 33 and the Corporations Act.

8.4 Calculation of period of notice

In computing the period of notice under clause 8.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

8.5 Cancellation or postponement of General Meeting

- (a) Where a meeting of Members (including an Annual General Meeting) is convened by the Board Directors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) This clause 8.5 does not apply to a meeting convened in accordance with the Corporations Act by a single Board Director, by Members, by the Board Directors on the request of Members or to a meeting convened by a Court.

8.6 Notice of cancellation or postponement of a meeting

- (a) Notice of cancellation, postponement or change of place of a General Meeting must state the reason for cancellation or postponement and be given:
 - (i) to each Member individually, and
 - (ii) to each other person entitled to be given notice of a meeting of the Company's Members under the Corporations Act.

8.7 Contents of notice of postponement of meeting

A notice of postponement of a General Meeting must specify:

- (a) the postponed date and time for the holding of the meeting,
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting, and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

8.8 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the General Meeting required to be given by this Constitution or the Corporations Act.

8.9 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

8.10 Proxy at postponed meeting

Where by the terms of an instrument appointing a proxy:

- (a) the proxy is authorised to attend and vote at a General Meeting or General Meetings to be held on or before a specified date, and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy,

then, by force of this clause 8.10, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Member appointing the proxy gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

8.11 Non-receipt of notice

The non-receipt of notice of a General Meeting or cancellation or postponement of a General Meeting by, or the accidental omission to give notice of a General Meeting or cancellation or postponement of a General Meeting to, a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of a meeting.

8.12 Board Director entitled to notice of meeting

A Board Director is entitled to receive notice of and to attend all General Meetings and is entitled to speak at those meetings.

9 Proceedings at General Meetings

9.1 Reference to a member

Unless a contrary intention appears, a reference to a Member in this clause 9.1 means a person who is a Member or a proxy of that Member.

9.2 Number of a quorum

- (a) Subject to clause 9.1, forty per cent (40%) of the number of Members on the Register at the time of the General Meeting (or in case of an uneven number rounded up to the nearest whole number) present in person or by proxy are a quorum at a General Meeting.
- (b) In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:
 - (i) where a Member has appointed more than one proxy, only one is to be counted, and
 - (ii) where an individual is attending both as a Member and as a proxy, that individual is to be counted only once.

9.3 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chairman of the meeting (on the Chairman's own motion or at the request of a Member or proxy who is present) declares otherwise.

9.4 If quorum not present

If within fifteen minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Board Director or at the request of Members, is dissolved, and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board Directors appoint by notice to the Members and others entitled to notice of the meeting.

9.5 Adjourned meeting

At a meeting adjourned under clause 9.4(b), three (3) persons each being a Member or proxy present at the meeting are a quorum. If a quorum is not present within fifteen minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

9.6 Appointment and powers of Chairman of General Meeting

If the Board Directors have elected one of their number as Chairman of their meetings, that person is entitled to preside as Chairman at a General Meeting.

9.7 Absence of Chairman at General Meeting

If a General Meeting is held and:

- (a) a Chairman has not been elected by the Board Directors, or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the following may preside as chair of the meeting (in order of precedence):

- (c) the deputy Chairman if a Board Director has been so elected by the Board Directors, or
- (d) a Board Director or Member elected by the Members present to preside as chair of the meeting.

9.8 Conduct of General Meetings

- (a) The Chairman of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting,
 - (ii) may require the adoption of any procedure which is, in the Chairman's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting, and

(iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chairman under this clause is final.

9.9 Adjournment of General Meeting

(a) The Chairman of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

(i) in exercising the discretion to do so, the Chairman may, but need not, seek the approval of the Members present in person or by proxy, and

(ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.

(b) Unless required by the Chairman, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

9.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

9.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

9.12 Equality of votes – no casting vote for Chairman

If there is an equality of votes, either on a show of hands or on a poll, then the Chairman of the meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Member or proxy or attorney or Representative.

9.13 Voting on show of hands

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands 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 Company, is conclusive evidence of the fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

9.14 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded,
- (b) on the election of a Chairman or on a question of adjournment, it must be taken immediately,
- (c) the demand may be withdrawn, and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

9.15 Votes of Members

- (a) Every Member has one vote.
- (b) Subject to this Constitution:
 - (i) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one vote, and
 - (ii) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents.

9.16 Right to appoint proxy

- (a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. The proxy may vote as he thinks fit unless otherwise instructed.
- (c) The instrument appointing a proxy may be in the form set out in Schedule 2 to this Constitution.
- (d) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy will not be treated as valid.
- (e) A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office by 5pm on the day before the commencement of the meeting or adjourned meeting at which the instrument is used.

9.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies, or
- (b) the Member revokes the appointment or authority.

9.18 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
 - (i) may not be raised except at that meeting or adjourned meeting, and
 - (ii) must be referred to the Chairman of the meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10 Alterations to the Constitution

In addition to the provisions of the Corporations Act, any resolution to change either clause 2.1, or clause 2.2 or this clause of this constitution will be defeated:

- (a) unless it comes with the recommendation of at least half of the Vice-Presidents appointed at the time; and
- (b) if ten per cent (10%) or more of the Affiliate Members have disagreed in writing.

11 Affiliates

11.1 Recognition as Affiliates

The Members may recognise an association as an Affiliate of AFES where:

- (a) the association is linked to an Australian Tertiary Institution;

- (b) the stated objectives of the association are consistent with the objects of the Company as laid out in clause 2.1;
- (c) the association agrees with and agrees to be subject to the Statement of Faith laid out in Schedule 1;
- (d) the association agrees to nominate its Student President or a nominee to membership of AFES.

11.2 De-recognition as Affiliates

An Affiliate shall remain recognised as an Affiliate until such time that the Members resolve that:

- (a) it no longer meets the requirements for recognition as an Affiliate set out in clause 11.1; or
- (b) it has persistently and wilfully acted in a manner prejudicial to the interests of the Company.

12 Board Directors

12.1 Number of Board Directors

The number of Board Directors will be eight (8) to twelve (12) of whom six (6) shall be Region Board Directors.

12.2 Appointment of Board Directors

- (a) The six (6) Region Board Directors will be elected by the Members, such that:
 - (i) One (1) Board Director is elected from a nomination by the NSW and ACT Members;
 - (ii) One (1) Board Director is elected from a nomination by the SA and NT Members;
 - (iii) One (1) Board Director is elected from a nomination by the QLD Members;
 - (iv) One (1) Board Director is elected from a nomination by the TAS Members;

- (v) One (1) Board Director is elected from a nomination by the VIC Members; and
- (vi) One (1) Board Director is elected from a nomination by the WA Members.
- (b) The remaining Board Directors will be elected by the Members from nominations received by the Company under clause 12.5.
- (c) At least one (1) of the Board Directors will be a Student.

12.3 Board Directors elected at General Meeting

- (a) The Company may, at a General Meeting at which a Board Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.
- (b) The resolution may specify the period during which the Board Director is to hold office and if it does so specify the Board Director will cease to hold office at the expiration of that period but will be eligible for reappointment.
- (c) If the Members' resolution does not specify the term of the Board Director's appointment, the Board Director will hold office in accordance with Clause 12.7.

12.4 Eligibility of Board Directors

- (a) To be eligible for the office of Board Director a person must:
 - (i) be elected as an Board Director in accordance with clause 12.2(b); and
 - (ii) consent in writing to act as a Board Director.
- (b) In addition to the requirements under subclause (a), to be eligible for the office of Region Board Director, a person must be nominated by the members for one of the Regions as outlined in clause 12.5(b).
- (c) A Board Director must have the suitable qualifications, skills and experience to discharge the function of a Board Director as determined by the Board from time to time.
- (d) A person is ineligible to be a Board Director if they are an employee of AFES.

12.5 Nomination of Board Directors

- (a) To be eligible for election as a Board Director at any General Meeting, the Member intending to propose the Board Director must, at least fourteen (14) days before the meeting, leave at the registered office of the Company a notice in writing duly signed by the nominee giving the Member's consent to the nomination and signifying the Member's candidature or the intention of the Member to propose him or her. This notice must be accompanied by a Statement of Faith signed by the nominee.
- (b) To be eligible for election as a Region Board Director at any General Meeting, a person, in addition to complying with the requirements of subclause (a), must provide to the Company a notice from one of the following:
 - (i) the NSW and ACT Members;
 - (ii) the SA and NT Members;
 - (iii) the QLD Members;
 - (iv) the TAS Members;
 - (v) the VIC Members; or
 - (vi) the WA Members;duly signed by the nominee.
- (c) The nomination for the Region Board Directors may be conducted in any manner determined by the Members of the Region, and the nominee will ordinarily be resident in the Region for which they are nominated.
- (d) The Board will receive nominations for the Board Directors from the Members and may make recommendations in relation to the nominations received prior to the General Meeting of the Company. In considering whether to recommend a nomination, the Board should have regard to the expertise and qualifications of the persons nominated and the need for the Board to include persons with expertise in relevant areas.

- (e) If suitable nominations in the above required areas of expertise are not available the Board can seek further nominations from the members.
- (f) Notice of every candidate for the position of Board Director shall be served on Members at least seven (7) days before the meeting at which the election is to take place.

12.6 Election of officers

- (a) At the first meeting of the Board Directors held following the Company's adoption of this Constitution, the Board Directors shall elect the officers of the Company. Thereafter, the Board Directors shall elect those officers with such frequency as the Board Directors from time to time determine.
- (b) The number and duties of the officers shall be determined as corporate policy by the Board from time to time and each officer must adhere to the relevant corporate policy or policies.

12.7 Rotation of Board Directors

- (a) At each Annual General Meeting one-third (1/3) (rounded up to the closest whole number if not a whole number) or more of the Board Directors including any Board Director who has held office for three (3) years or more since last being elected shall retire from office, but shall be eligible for re-appointment. If no Board Directors have held office for three (3) years or more since last being elected, then only one-third (1/3) (rounded up to the closest whole number if not a whole number) of the Board Directors shall retire from office, but they shall be eligible for re-appointment.
- (b) The Board Directors to retire at any Annual General Meeting in accordance with this Clause must be those who have been longest in office since their last election, but, as between persons who were last elected as Board Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

12.8 Office held until conclusion of meeting

A retiring Board Director holds office until the conclusion of the meeting at which that Board Director retires but is eligible for re-election.

12.9 Reappointment of Board Directors

- (a) Board Directors are entitled to seek reappointment as Board Directors. However, a Board Director's period of consecutive service to the Company shall not exceed a period of nine (9) years.
- (b) Board Directors who have served as Board Directors for the maximum period of consecutive service under subclause (a) are entitled to reapply for appointment at the Annual General Meeting for a year following the one in which the Board Director last retired as a Board Director.

12.10 Casual vacancy or additional Board Director

- (a) The Board Directors may at any time appoint any person to be a Board Director, either to fill a casual vacancy or as an addition to the existing Board Directors, provided the total number of Board Directors does not exceed the maximum number determined in accordance with Clause 12.1.
- (b) A Board Director appointed under this Clause holds office until the conclusion of the next annual General Meeting of the Company but is eligible for election at that meeting and shall not then be taken into account in determining the number of Board Directors who are to retire by rotation at such meeting.

13 Remuneration of Board Directors

The Board Directors may not be paid any remuneration for their services as Board Directors.

14 Expenses of Board Directors

A Board Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Board Director may incur when travelling to or from meetings of the Board Directors or a Committee or when otherwise engaged on the business of the Company. Any payment to a Board Director must be approved by the Board Directors.

15 Vacation of office of Board Director

In addition to the circumstances in which the office of a Board Director becomes vacant under the Corporations Act, the office of a Board Director becomes vacant on:

- (a) death,
- (b) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (c) resignation from the office by notice in writing to the Company,
- (d) the passing of a resolution by the members to remove the Board Director under clause 16,
- (e) becoming insolvent or bankrupt, compounds with his creditors, or assigns his estate for the benefit of his creditors,
- (f) being absent personally or by proxy or Alternate Board Director at three (3) successive meetings of the Board Directors without leave of absence from the Board Directors, or
- (g) becoming prohibited for being a Board Director by reason of any order of any court of competent jurisdiction.

16 Removal of Board Director

16.1 Removal by resolution of Members

The Members in General Meeting may pass a resolution to remove a Board Director in any circumstance that the Members consider appropriate to remove the Board Director, including where the Board Director:

- (a) engages in conduct which in the opinion of the Members is unbecoming of the Board Director or prejudicial to the interests of the Company;
- (b) makes statements which are inconsistent with, or contrary to, the statements contained in the Statement of Faith; or
- (c) is no longer willing or able to subscribe to the Statement of Faith.

16.2 Notice of intention to move resolution

- (a) A notice of intention to move the resolution (referred to in 16.1) must be given to the Company at least two (2) months before the meeting is to be held.
- (b) However, if the company calls a meeting after the notice of intention is given under this clause, the meeting may pass the resolution even though the meeting is held less than two (2) months after the notice of intention is given.

16.3 Board Director's rights

- (a) The Board Director must be provided with a copy of the notice provided under clause 16.2 as soon as is practicable after it is received by the Company.
- (b) The Board Director may put their case to members by:
 - (i) giving the Company a written statement for circulation to members; and
 - (ii) speaking at the meeting.

17 Powers and duties of Board Directors

17.1 Board Directors to manage the Company

- (a) The management of the business of the Company is to be under the direction of the Board Directors, and the Board Directors may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.
- (b) The Board Directors will cause the Company to be conducted in accordance with the objects, and shall use their best endeavours to ensure that the Statement of Faith is honoured in the conduct of the Company.

17.2 Specific powers of Board Directors

Without limiting the generality of clause 17.1, and subject to any trusts relating to the assets of the Company, the Board Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, and to give any security for a debt, liability or obligation of the Company or of any other person.

17.3 Appointment of National Director

The Board Directors have the power to appoint and remove the chief executive officer who is called the National Director. The National Director must not be a Board Director.

18 Rules

Subject to this Constitution, the Board Directors may from time to time by resolution make and rescind or alter Rules which are binding on Members for the management and conduct of the business of the Company.

19 Appointment of attorney

- (a) The Board Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Board Directors for the period and subject to the conditions that they think fit.
- (b) A power of attorney granted under clause 19 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

20 Board Directors' committees

- (a) The Board Directors may delegate any of their powers, other than powers required by law to be dealt with by Board Directors as a board, to a committee or committees consisting of such one or more of their number as they think fit.
- (b) A committee to which any powers have been delegated under clause 20 must exercise those powers in accordance with any directions of the Board Directors. A power so exercised is taken to have been exercised by the Board Directors.

21 Powers of delegation

The powers of delegation expressly or impliedly conferred by this Constitution on the Board Directors are conferred in substitution for, and to the exclusion of, the power conferred by Section 198D of the Corporations Act.

22 Proceedings of Board Directors

22.1 Board Directors meetings

- (a) The Board Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Board Director may at any time, and the Secretary must on the written request of a Board Director, convene a meeting of the Board Directors.

22.2 Questions decided by majority

A question arising at a meeting of Board Directors is to be decided by a majority of votes of Board Directors present and entitled to vote, and that decision is for all purposes a decision of the Board Directors.

22.3 Alternate Board Director or proxy and voting

A person who is present at a meeting of Board Directors as an Alternate Board Director or as a proxy for another Board Director has one vote for each absent Board Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Board Director or a proxy. If that person is also a Board Director, then that person also has one vote as a Board Director in that capacity.

23 Chairman and deputy chairman of Board Directors

23.1 Election of Chairman

The Board Directors may elect from their number a Chairman and a deputy Chairman of their meetings and may also determine the period for which the persons elected as Chairman and deputy Chairman are to hold office.

23.2 Absence of Chairman at Board Directors' meeting

If a Board Directors' meeting is held and:

- (a) a Chairman has not been elected under clause 23.1, or
- (b) the Chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the Deputy Chairman, if elected under clause 23.1, must be the Chairman of the meeting or, if the Deputy Chairman is not present, the Board Directors present must elect one of their number to be a Chairman of the meeting.

23.3 No casting vote for Chairman at Board Directors' meetings

In the event of an equality of votes cast for and against a question, the Chairman of the Board Directors' meeting does not have a second or casting vote.

24 Appointment of Alternate Board Director

24.1 Appointment

- (a) Subject to the Corporations Act, a Board Director may appoint a person, with the approval of the Board Directors, to be an Alternate Board Director in the Board Director's place during such period as the Board Director thinks fit.
- (b) Subject to the Corporations Act, an appointment of an Alternate Board Director must be effected by a notice in writing signed by the Board Director who makes or made the appointment, and delivered to the Company.
- (c) The notice in writing of the appointment of an Alternate Board Director must be accompanied by a Statement of Faith signed by the Alternate Board Director.

24.2 Notice

An Alternate Board Director is entitled to notice of all meetings of the Board Directors and, if the appointer does not participate in a meeting, the Alternate Board Director is entitled to participate and vote in the appointer's place.

24.3 Alternate Board Director's powers

An Alternate Board Director may exercise all the powers of the appointer except the power to appoint an Alternate Board Director and, subject to the Corporations Act, may perform all the duties of the appointer except to the extent that the appointer has exercised or performed them.

24.4 Alternate Board Director responsible for own acts and defaults

Whilst acting as a Board Director, an Alternate Board Director:

- (a) is an officer of the Company and not the agent of the appointer, and
- (b) is responsible to the exclusion of the appointer for the Alternate Board Director's own acts and defaults.

24.5 Alternate Board Director and remuneration

An Alternate Board Director is not entitled to receive from the Company any remuneration or benefit.

24.6 Termination of appointment of Alternate Board Director

The appointment of an Alternate Board Director may be terminated at any time by the appointer even if the period, if any, of the appointment of the Alternate Board Director has not expired, and terminates in any event if the appointer ceases to be a Board Director.

24.7 Termination in writing

The termination of an appointment of an Alternate Board Director must be effected by a notice in writing signed by the Board Director who made the appointment and delivered to the Company.

24.8 Alternate Board Director and number of Board Directors

An Alternate Board Director is not to be taken into account separately from the appointer in determining the number of Board Directors.

25 Quorum for Board Directors' meeting

- (a) At a meeting of Board Directors, the number of Board Directors whose presence in person is necessary to constitute a quorum is as determined by the Board Directors, and, unless so determined, is five (5).
- (b) In the event of a vacancy or vacancies in the office of a Board Director or offices of Board Directors, the remaining Board Directors may act but, if the number of remaining Board Directors is not sufficient to constitute a quorum at a meeting of Board Directors, they may act only for the purpose of increasing the number of Board Directors to a number sufficient to constitute such a quorum or of convening a meeting of the Company's Members for that purpose.

26 Chairman of Board Directors' committee

The Members of a committee may elect one of their number as Chairman of their meetings. If a meeting of a committee is held and:

- (a) a Chairman has not been elected, or
- (b) the Chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the Members involved may elect one of their number to be Chairman of the meeting.

27 Meetings of committee

27.1 Adjourning a meeting

A Committee may meet and adjourn as it thinks proper.

27.2 Determination of questions

- (a) Questions arising at a meeting of a Committee are to be determined by a majority of votes of the Members present and voting.
- (b) In the event of an equality of votes, the Chairman of the meeting does not have a casting vote.

28 Circulating resolutions

28.1 Use of circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held in the manner set out in this clause.

28.2 Passing circulating resolutions

A circular resolution is passed if each Director entitled to vote on the resolution:

- (a) signs a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy; or
- (b) sends an email to the Company confirming that they agree to the proposed resolution, and that email includes the text of the proposed resolution.

28.3 End date option

A circular resolution may specify a reasonable end date and time for Directors to provide a response. Any Director who does not respond by that end date and time will be recorded as having abstained from the circular resolution. Where an end date is specified, a circular resolution is passed if a majority of Directors entitled to vote have agreed to the resolution by the close of the end date.

28.4 Rejecting a circulating resolution

Any Director may require a proposed circular resolution to be brought to a properly convened meeting of the Directors and not dealt with as a circular resolution.

29 Validity of acts of Board Directors

All acts done at a meeting of the Board Directors or of a committee of Board Directors, or by a person acting as a Board Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Board Director or of the person so acting, or

- (b) a person acting as a Board Director was disqualified or was not entitled to vote, valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

30 Secretary

30.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Board Directors.

30.2 Suspension and removal of Secretary

The Board Directors may suspend or remove a Secretary from that office.

30.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Board Directors.

31 President and Vice-Presidents

31.1 Election of Vice-Presidents

- (a) The Members may, from time to time, elect as honorary Vice-Presidents persons who by reason of their academic status or other qualification and influence in the cause of evangelical Christianity will further the interest of the Company by their identification with it.
- (b) The election of a person to the role of Vice-President does not make the person a Board Director or allow the person to attend Meetings of Board Directors.

31.2 Eligibility

The Vice-Presidents must sign the Statement of Faith in Schedule 1.

31.3 Number of Vice-Presidents

The Number of Vice-Presidents shall be determined by the Members.

31.4 Retirement of Vice-Presidents

Vice-Presidents shall retire at the fifth Annual General Meeting from the date of election but are eligible for re-election.

31.5 Removal of Vice-Presidents

A Vice-President may be removed by the members where the Members determine that:

- (a) the Vice-President no longer meets the requirements for eligibility in clause 31.2; or
- (b) the Vice-President has persistently and wilfully acted in a manner prejudicial to the interests of the Company.

31.6 President

- (a) The Members may elect from among the Vice-Presidents a President who shall hold office for one year.
- (b) On completion of the President's term in office, he shall return to the body of Vice-Presidents.
- (c) The election of a Vice-President to the role of President does not make the President a Board Director or allow the President to attend Meetings of Board Directors.

32 Dispute resolution

32.1 Handling a dispute

Where there is a dispute, grievance or other disagreement between a Member and the Company, whether arising out of the application of these rules or otherwise ("Dispute"), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (a) The Member and the Company must in the period fourteen days from the service of the notice of the Dispute (“Initial Period”) use their best endeavours to resolve the Dispute.
- (b) If the Company and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Company.
- (c) If the disputants are unable to agree on a mediator within seven days of the Initial Period, the Member or the Company may request the President of LEADR to nominate a mediator to whom the dispute will be referred.
- (d) The costs of the mediation will be shared equally between the Member and the Company.
- (e) Where:
 - (i) the party receiving the notice of the Dispute fails to attend the mediation required by clause 32.1(b), or
 - (ii) the mediation has not occurred within six weeks of the date of the notice of the Dispute, or
 - (iii) the mediation fails to resolve the Dispute,then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- (f) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory relief.

33 Documents

Documents executed for and on behalf of the company must be executed by:

- (a) two Board Directors,
- (b) a Board Director and the Secretary, or

- (c) such other persons as the Board Directors by resolution appoint from time to time.

34 Accounts

- (a) The Directors must cause proper financial records to be kept and cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.
- (b) The Directors must distribute to the members copies of the annual financial reports of the Company accompanied by a copy of the Auditor's report and Directors' report in accordance with the requirements of the Corporations Act.

35 Seals

35.1 Safe custody of common seals

The Board Directors must provide for the safe custody of any seal of the Company.

35.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Board Directors, or of a Committee authorised by the Board Directors to authorise its use, and
- (b) every document to which it is affixed must be signed by a Board Director and be countersigned by another Board Director, a Secretary or another person appointed by the Board Directors to countersign that document or a class of documents in which that document is included.

36 Inspection of records

36.1 Inspection by Members

Subject to the Corporations Act, the Board Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Board Directors).

36.2 Right of a Member to inspect

A Member (other than a Board Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Board Directors or by the Company in General Meeting.

37 Service of documents

37.1 Document includes notice

In this clause 37, a reference to a document includes a notice.

37.2 Methods of service

- (a) The Company may give a document to a Member:
 - (i) personally,
 - (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member, or
 - (iii) by sending it to a fax number or electronic address nominated by the Member.
- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post, and
 - (ii) if sent to an address outside Australia, must be sent by airmail, and
 - (iii) in either case is taken to have been received on the day after the date of its posting.
- (c) If a document is sent by fax or electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the fax or electronic transmission, and
 - (ii) to have been delivered on the day following its transmission.

37.3 Evidence of service

A certificate in writing signed by a Board Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

38 Indemnity

The Company shall indemnify any current or former Board Director, Secretary or executive officer of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs), and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs, or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

39 Insurance

The Company shall pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Board Director or Secretary or executive officer of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium, or
- (b) the contract would, if the Company paid the premium, be made void by statute.

40 Contract

The Company may enter into an agreement with a person referred to in clauses 38 and 39 with respect to the matters covered by these clauses. An agreement entered into pursuant to this clause may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

41 Audit

The Board Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

Statement of Faith

I, _____

declare my agreement with the objects and Doctrinal Basis of AFES.

1. Objects of AFES

Laid out in clause 2.1 above.

2. Doctrinal Basis of AFES

Laid out in clause 2.2 above

SIGNED _____

NAME _____

DATED _____

Appointment of Proxy

AUSTRALIAN FELLOWSHIP OF EVANGELICAL STUDENTS
(ACN 145 358 185)

I/We _____ [name]

of _____ [address]

being a member/members of the abovenamed Company hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as my/our proxy to vote for me/us on my/our behalf at the meeting of the members of the Company to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

[To be inserted if desired] This form is to be used in favour of / against the resolution (Strike out whichever is not desired)

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to AFES at 2/40-42 Gardeners Road, Kingsford NSW 2032 by [time] on [date] [insert specific details ensuring that the time is 48 hours before the time for the meeting]