

CORPORATIONS ACT 2001
COMPANY LIMITED BY GUARANTEE

**CONSTITUTION OF
REFORMED THEOLOGICAL COLLEGE**
ACN 087 541 884

NAME

1. The name of the company is "Reformed Theological College" (*The Company*)

PRIMARY STANDARD

2. The Scriptures of the Old and New Testaments in their original languages are accepted by the Company as the infallible Word of God and are of binding authority.

SUBORDINATE STANDARDS

3. The Reformed Confessions commonly known as the Heidelberg Catechism (CRCA 1991), the Belgic Confession (CRCA 1991), the Canons of the Synod of Dort (CRCA 1991) and the Westminster Confession of Faith (OPC version, CRCA 1957) are accepted by the Company as setting forth the system of doctrine contained in Holy Scripture.

PURPOSES

4. The Company shall have the powers set out in the *Corporations Act 2001* and in addition to those powers and not in derogation therefrom the purposes for which the company is established are:
 - (a) to establish, operate, maintain and promote an institute providing theological education at university level based on Biblical principles and in accordance with the Primary and Subordinate Standards of the Reformed Theological College;
 - (b) to engage in scholarly discourse, both orally and in writing, so that the Standards of the Company are promoted, defended, explained and held up to public display in such a way that both the doctrine and life of the Company and its members are glorifying to God;
 - (c) to publicise, promote, support and contribute to the cause of Biblical Christian Education both in the formal preparation for pastoral callings in churches and informally for the development of Christian knowledge, character and leadership in churches and Christian organisations; and to promote and support Christian values and lifestyles in society;
 - (d) to do all things that are necessary to achieve these objects in a manner consistent with the Primary and Subordinate Standards of the Company.

INCOME AND PROPERTY

5. The income and property of the Company shall be applied solely towards the promotion of the purposes of the Company as set out in the Purposes and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other way to the profit of any Member or Members of the Company.

PAYMENTS

6. (1) Nothing in Rules 4 and 5 shall prevent the Company making a payment where that payment is made in good faith of any of the following:
 - (a) Reasonable and proper remuneration to any Member, officer or servant of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business of the Company where the Board, either directly or by delegated authority, has appointed the member, officer or servant to provide those goods or services;
 - (b) Reasonable and proper interest on loans or other financial instruments;
 - (c) Reasonable and proper rent for premises leased or licensed by any member to the Company;
 - (d) Reimbursement of out-of-pocket expenses reasonably and properly incurred by any Member, officer or servant on the Company's behalf;
 - (e) Payment for goods, services and imposts reasonably and properly incurred in the course of conducting the Company's affairs;
 - (f) Any other amount that has been approved by a prior resolution of the Board
- (2) No Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or monies shall be paid or given by the Company to a director except as provided in 6(1)(a) to 6(f) above.

LIABILITY OF MEMBERS

7. The liability of the Members of the Company is limited.
8. Every Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of:
 - a. the debts and liabilities of the Company contracted before he or she ceased to be a Member, and
 - b. the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves.

The amounts each Member shall contribute will be such amounts as may be required not exceeding \$50.00.

INTERPRETATION

9. (1) In this Constitution, unless the contrary intention appears:

"Congregational Member" means a congregation which has been admitted as a Member of the Company pursuant to Rule 12.

"Board" means the Board of Directors of the Company.

"Chairperson" means a Director who is elected by the Board to chair RTC meetings and represent the Board in an official capacity.

"Director" means a member of the Board.

"Electoral Region" means any geographical area defined by the Board for the purpose of electing Directors.

"Executive Committee" means the Committee of the Board established pursuant to Rule 40.

"Faculty" means the permanent lecturers of the College appointed pursuant to Rule 48.

"Financial Year" means the calendar year ending on 31 December.

"General Meeting" means a General Meeting of members convened in accordance with Rule 20 or Rule 22.

"Member" means a member of the Company and includes a member of any class.

"Membership Fee" means the annual financial subscription set for various classes of Member pursuant to Rule 15

"Principal" and *"Vice-Principal"* shall mean the Principal and Vice-Principal respectively of the Reformed Theological College.

"the Reformed Theological College" (or *"RTC"*) means the Theological College conducted by the Company.

"Regulations" means any regulations made pursuant to Rule 43.

"Rules" means the rules established by the provisions of this Constitution.

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary.

"Standards" means the Primary and Subordinate Standards set out in Rules 2 and 3 of this Constitution.

"Supporting Denomination" means a religious denomination or association of churches which enters a relationship with the Company in accordance with Rule 10.

"Treasurer" means a Director appointed to oversee the financial affairs of the Company.

- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1901* (Cth) and the *Corporations Act 2001* (Cth) as in force from time to time.
- (3) Division 10 of Part 1.2 of the Corporations Act 2001 applies in relation to this Constitution as if it was an instrument made, granted or issued under the *Corporations Act 2001* as in force on the date on which this Constitution takes effect.
- (4) The replaceable rules contained in the *Corporations Act 2001* shall not apply to the Company to the extent that they conflict with any provision of this Constitution.

SUPPORTING DENOMINATIONS

10. (1) The Company may by resolution of the Board enter a relationship with a religious denomination or association of churches which adopts the Standards upon such terms and conditions as the Board may determine and the Board may end that relationship at any time.
- (2) Before entering a relationship with the Company a religious denomination or association of churches must by its Synod or governing body:
 - (a) approve a formal basis of relationship between it and the Company in a form which is approved by the Board; and
 - (b) make a commitment to funding the Company
- (3) The Company may by resolution of the Board enter an agreement with a Supporting Denomination which provides for the oversight by a Supporting Denomination of the

training by the Company of candidates for the ministry of the Word and Sacraments. The terms and conditions of such agreements shall be determined by the Board from time to time.

MEMBERSHIP

11. There shall be three classes of membership:

- (1) Congregational Members,
- (2) Individual Members; and
- (3) Life Members.

CONGREGATIONAL MEMBERS

12. (1) A congregation which is associated with a Supporting Denomination shall upon application in writing in the form of Appendix 1 be admitted as a Congregational Member of the Company provided that:
 - (a) its teaching and practices are in agreement with the Standards;
 - (b) it accepts and agrees that RTC Directors and Faculty must subscribe to the Standards and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards, and
 - (c) it financially supports by direct or indirect means the funding commitment made by the Supporting Denomination or association of churches to which it belongs or with which it is associated;
- (2) A congregation of Reformed persuasion which by virtue of its own constitution or by resolution of its governing body agrees with the Standards, but which is not associated with a Supporting Denomination, including a congregation which has or may have its membership terminated pursuant to sub-rule 18.(4), is eligible to become a Congregational Member of the Company.
- (3) A congregation which is not associated with a Supporting Denomination shall not be admitted as a Congregational Member unless:
 - (a) it is eligible under sub-rule (2);
 - (b) it makes application in writing in the form of Appendix 2 to the Secretary;
 - (c) the application contains all of the information, declarations and supporting material as may be determined by the Board in each instance;
 - (d) the congregation confirms in writing that its teaching and practices are in agreement with the Standards;
 - (e) it accepts and agrees that RTC Directors and Faculty must subscribe to the Standards and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards;
 - (f) it agrees to financially support the College through an annual Membership Fee, and
 - (g) its admission as a Congregational Member is approved by the Board.
- (4) As soon as practicable after receipt of an application pursuant to sub-Rule (3) the Secretary must refer the application to the Board.
- (5) Upon an application pursuant to sub-Rule (3) being referred to the Board, the Board shall in its absolute discretion determine whether to approve or reject the application.
- (6) Upon an application pursuant to sub-Rule (3) being approved by the Board, the Secretary

shall, with as little delay as possible, notify the congregation in writing that it is approved as a Congregational Member of the Company and request payment within a period of 28 days after receipt of the notification of the sum payable under the Regulations of the Company as the first year's Membership Fee.

(7) The Secretary, upon receiving an application pursuant to sub-Rule (1) from a congregation which is associated with a Supporting Denomination or upon payment of the amounts referred to in sub- Rule (6) within the period referred to in that sub- Rule from a congregation approved for membership pursuant to that sub-Rule, shall enter the applicant's name in the register of Congregational Members kept by the Secretary and upon the name being so entered, the applicant becomes a Member of the Company.

INDIVIDUAL MEMBERS

13. (1) A natural person who applies and is approved for Individual membership as provided in these Rules is eligible to be an Individual Member of the Company on payment of the annual Membership Fee payable under these Rules.

(2) An application for Individual membership of the Company:

- (a) must be made in writing in the form set out in Appendix 3;
- (b) must incorporate a declaration in writing that the applicant professes faith in Jesus Christ as Saviour, and accepts and agrees that RTC Directors and Faculty must subscribe to the Standards and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards; and
- (c) shall be lodged with the Secretary of the Company at the registered office of the Company, or by such electronic means as approved by the Board from time to time.

(3) Upon an application being approved by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing that he or she is approved for membership of the Company and, if the amount payable under these Rules as the first year's Membership Fee has not already been paid on application, to request payment of such amount within 28 days.

(4) The Secretary shall, upon receipt of the amounts referred to in sub-Rule (3) within the period referred to in that sub-Rule, enter the applicant's name in the register of members kept by the Secretary and, upon the name being so entered, the applicant becomes a member of the Company. The Secretary will advise the Board at its next scheduled meeting of the name(s) of new Members.

LIFE MEMBERS

14. (1) The Board may in its absolute discretion appoint an individual Member of the Company who has given meritorious service to the Company and meets any criteria set out in the Regulations as a Life Member of the Company.

(2) The rights, privileges and obligations of a Life Member of the Company shall be as prescribed by the Board in the Regulations from time to time.

(3) A Life Member shall not be obliged to pay the annual Membership Fee.

ANNUAL MEMBERSHIP FEE

15. The annual Membership Fee shall be fixed by the Board from time to time and shall be advised to Members annually and posted onto the Company's web site. The annual Membership Fee is payable on or before the 30th day of March in each year. The Board may fix a different annual Membership Fee for each class of members.

REGISTER OF MEMBERS

16. The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address, eMail address (if provided), date of commencement and class of membership of each Member.
17. A right, privilege or obligation of a person by reason of the person's membership of the Company:
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of membership.

CESSATION OF MEMBERSHIP

18. The membership of a Member of the Company shall cease:
 - (1) In the case of a Member who has paid all monies due and payable by the Member to the Company, upon the Member resigning by notice in writing to the Secretary at the registered office of the Company.
 - (2) If any monies payable by a Member to the Company remain unpaid for a period of 90 days after becoming due, then the Board may terminate the membership of the Member after giving at least 14 days notice in writing to the Member.
 - (3) The membership of an Individual Member or a Life Member ceases upon the death or mental incapacity of the Member.
 - (4) The membership of a Congregational Member which was admitted to membership pursuant to Rule 12(1) shall cease to be a Member:
 - (a) if the Supporting Denomination with which the Congregational Member is associated ceases to be a Supporting Denomination; or
 - (b) if the Congregational Member ceases to be associated with a Supporting Denomination.
 - (5) The Board may resolve to expel a Member from the Company:
 - (a) if the Board is satisfied that the Member no longer accepts or adheres to the Standards or, in the case of a Congregational Member, its official teaching or practices are not in agreement with the Standards;
 - (b) in the case of a Congregational Member, if the Board is satisfied that the Member, or any Supporting Denomination with which the Member is associated, has not honoured a commitment to funding the Company;
 - (c) if the Board is satisfied that the Member has been guilty of conduct prejudicial to the interests or purposes of the Company;
 - (d) if the Board is satisfied that the Member has refused or neglected to comply with these Rules.
 - (6) Before considering a resolution to expel a Member the Board must:
 - (a) give at least 14 days notice in writing to the Member of the proposed resolution, stating the grounds upon which the resolution is based and the date, place and time of the meeting at which the resolution is to be considered;
 - (b) give the Member the opportunity to be heard; and
 - (c) give due consideration to any submissions (including statements in writing) of the Member.

(7) If the Board resolves to expel a Member from the Company then the membership of that Member ceases upon the passing of the resolution.

REPRESENTATION OF CONGREGATIONAL MEMBERS

19. (1) A Congregational Member may appoint in writing an individual as a representative to exercise all or any of the powers which the Congregational Member may exercise at meetings of the Company. The appointment may be a standing one.

(2) The appointment may set out restrictions on the representative's powers.

(3) A Congregational Member may appoint more than one representative to attend a meeting but only one representative may be authorised to exercise the Congregational Member's powers at that meeting. The representative so authorised must be nominated in writing in the appointment made as specified in sub-Rule (1) above.

(4) Unless otherwise specified in the appointment, the representative may exercise, on behalf of the Congregational Member, all of the powers that the Congregational Member could exercise at a meeting.

(5) The Proxy Form provided at Appendix 4 may be used on a meeting-by-meeting basis to appoint the Congregational Member's representative.

ANNUAL GENERAL MEETING

20. (1) The Board shall in each calendar year convene an Annual General Meeting of the Members of the Company.

(2) The Annual General Meeting must be held within six months after the end of the last preceding financial year at such place and on such date as the Board determines.

(3) The Annual General Meeting shall be specified as such in the notice convening it.

(4) The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Board reports upon the transactions of the Company during the last preceding financial year;
- (c) to elect Directors to fill any vacancies on the Board (although elections for Directors will normally be conducted by postal ballot as provided for in Rule 34);
- (d) to receive and consider the financial statements of the Company for the preceding financial year;
- (e) to appoint an auditor if a previously-appointed auditor has resigned or been dismissed or is otherwise no longer continuing in the role; and
- (f) to transact such business as shall be provided for by the Regulations.

(5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

(6) The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

(7) The Company may hold an Annual General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

(8) Anyone participating in a meeting using technology as described in sub-Rule (7) is taken to be present in person at the meeting.

SPECIAL GENERAL MEETINGS

21. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
22. (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Company and, where, but for this sub-Rule, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
(2) The Board shall, on the requisition in writing of Members representing not less than 5% of the total numbers of Members, convene a Special General Meeting of the Company.
(3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary at the registered office of the Company and may consist of several documents in like form, each signed by one or more of the Members making the requisition.
(4) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary at the address of the Company, the Members making the requisition, or any of them, may convene a special meeting to be held not later than three months after that date.
(5) A Special General Meeting convened by Members pursuant to Rule 22 (4) shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting (but not including costs for the Members to attend the meeting) shall be refunded by the Company to the persons incurring the expenses.
(6) The Company may hold a Special General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
(7) Anyone using this technology is taken to be present in person at the meeting.

NOTICE OF GENERAL MEETINGS

23. (1) The Secretary of the Company shall, at least 28 days before the date fixed for holding a General Meeting of the Company, including a Special General Meeting, cause notice to be given to each Member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
(3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

PROCEEDINGS AT GENERAL MEETINGS

24. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
(2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.

- (3) Eleven Members (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (4) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

25. (1) The Chairperson, or in his or her absence, the Vice-Chairperson, shall preside as Chairperson at each General Meeting of the Company.

(2) If the Chairperson and the Vice-Chairperson are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.

26. (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

(3) Except as provided in sub-Rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. A question arising at a General Meeting of the Company shall be determined on the voices and unless before or on the declaration of the voices a show of hands or a poll is demanded, a declaration by the Chairperson that a resolution has, on the voices, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Company is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

28. A Member has one vote only upon any question arising at a General Meeting of the Company except upon the election of Directors in which case the provisions of sub-Rule 34 (11) shall apply.

29. (1) If at a meeting a poll on any question is demanded:

- (a) by the Chairperson; or
- (b) by at least two Members

it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

30. A Member is not entitled to vote at any General Meeting unless all monies due and payable by the Member to the Company have been paid.

31. (1) Each Member shall be entitled to appoint another Member as the Member's proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 4.

BOARD OF DIRECTORS

32. (1) The affairs of the Company shall be managed by a Board constituted as provided in Rule 33.
- (2) The Board:
 - (a) shall control and manage the business and affairs of the Company;
 - (b) may, subject to these Rules and the *Corporations Act 2001* exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by these Rules to be exercised by General Meeting of the Members of the Company; and
 - (c) subject to these Rules and the *Corporations Act 2001*, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Company.
33. (1) The Board shall consist of at least 8 Directors of which at least two thirds shall be elected by the Members and up to one third appointed by the Board according to skills or representation required. If practicable, at least one Director shall be a resident of New Zealand and at least three shall be residents of Australia.
- (2) The Principal shall be an ex-officio adviser to the Board without any voting rights.
- (3) Subject to Rule 33(1), the Board may at any time increase or reduce the number of Directors.
- (4) At each Annual General Meeting at least one third of the Directors elected by the Members shall retire from office. In determining the one third of Directors to retire, those Directors who have been longest in office since their last election shall retire. In the case of Directors last elected on the same day, those to retire must be determined by lot unless they otherwise agree among themselves as to who shall retire.
- (5) In the event of a casual vacancy among the Member - elected Directors on the Board, the Directors may appoint a Member of the Company to fill the vacancy and the Member so appointed shall, subject to these Rules, hold office from the date of appointment until the close of the Annual General Meeting in the following financial year.
- (6) Each Director appointed by the Board pursuant to Rule 33(1) shall hold office until the ~~first Board meeting following the~~ close of the Annual General Meeting in the third year after the date of his or her appointment.
- (7) Directors whose term of office ends pursuant to Rules 33(4) and 33(5) are eligible for re-election.
- (8) A Director appointed by the Board pursuant to Rule 33(1) shall ordinarily serve only one term as a Board-appointed Director. Except as provided in this Sub-rule 33(7), he or she shall not be appointed by the Board to serve a further consecutive term, but may be nominated under Rule 34 for election by Members for a further term or terms. In exceptional circumstances, and by agreement of at least 75% of those Members voting, a Director who would otherwise be prevented by this sub-Rule from continuing in office may be appointed to serve an additional term,

- (9) Directors (whether elected by Members or appointed by the Board) ordinarily may serve a maximum of three consecutive terms. Directors who have served up to three consecutive terms may be re-elected or re-appointed after having stood down from serving for at least two years. In exceptional circumstances, and by agreement of at least 75% of those Members voting, a Director who would otherwise be prevented by this sub-Rule from continuing in office may be elected or appointed to serve one additional consecutive term.
- (10) Directors will serve in an honorary (unpaid) capacity.

ELECTION OF DIRECTORS

- 34. (1) Candidates for election as Directors must be nominated by two Members (being either Individual Members or Life Members) or by a Congregational Member.
- (2) Nominations of candidates for election as Directors of the Company:
 - (a) shall be made in writing, signed or executed by the nominating Members or the Congregational Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary at the registered office of the Company within 60 days of the end of the financial year or such later date as the Directors may determine.
- (3) The Directors may declare that any vacancy on the Board is only open to candidates who are resident in a particular Electoral Region.
- (4) Candidates for election as Directors must be Individual Members (as defined in Rule 13) or Life Members (as defined in Rule 14).
- (5) Employees of the Company and their spouses, and students studying at a college operated by the Company and their spouses, are not eligible for election to the Board.
- (6) If the Board has directed pursuant to sub-Rule 3 that a vacancy must be filled by a candidate who is resident in a particular Electoral Region, then the following shall apply in respect of each Electoral Region:
 - (a) if there is only one nomination which qualifies to fill that vacancy then the candidate shall be deemed to be elected;
 - (b) If insufficient nominations are received to fill all vacancies on the Board then the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting;
 - (c) If the number of nominations equals the number of vacancies then the candidates nominated shall be deemed to be elected;
 - (d) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.
- (7) Ballot papers must be sent to all Members entitled to vote. Ballot papers shall be accompanied by such type and quantum of information on the candidates as the Board shall determine, and each candidate shall be requested to provide and authorise such information on themselves for that purpose.
- (8) If the Board has directed pursuant to sub-Rule 3 that a vacancy must be filled by a candidate who is resident in a particular Electoral Region then it may decide that only Members who reside in and whose address in the Register of Members is within the Electoral Region shall be entitled to vote, in which case ballot papers for that vacancy must be sent only to such Members.

- (9) Ballot papers must be returned to the Secretary by such date before the commencement of the Annual General Meeting as is set by the returning officer.
- (10) Each ballot paper must be delivered to the Secretary in a sealed envelope which is authenticated by the signature of the Ordinary Member, Life Member, or in the case of a Congregational Member, by the signature of the Session Clerk or equivalent officer of the congregation.
- (11) Each Ordinary Member shall have one vote.
- (12) Each Congregational Member may cast one vote in each ballot, which shall be counted as the equivalent of five votes.
- (13) The Secretary shall act as returning officer and shall be assisted by two scrutineers appointed by the Board. In all other respects the ballot shall be conducted in accordance with any Regulations and otherwise in such usual and proper manner as the Board may determine.

AFFIRMATION OF DIRECTOR'S BELIEFS

35. Before assuming office, each Director shall answer the following questions in the affirmative and sign the prescribed formula:

- (1) Do you regard your appointment to the Board as a calling from God?
- (2) Do you believe the writings of the Old and New Testament to be the only Word of God?
- (3) Do you accept the system of doctrine as formulated in the confessional Standards of the Company to be in accordance with the Word of God? Do you reject all doctrines in conflict with this system of doctrine?
- (4) Do you promise faithfully to discharge your office according to the same doctrine and to adorn it with a godly life?

Formula:

I believe the writings of the Old and New Testaments to be the only Word of God. I accept the system of doctrine as formulated in the Confessional Standards of the Company to be in accordance with the Word of God and I reject all doctrines in conflict therewith.

TERMINATION OF THE OFFICE OF DIRECTOR

36. (1) The office of a Director becomes vacant if:

- (a) the Director ceases to be a Member of the Company;
- (b) the Director becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
- (c) the Director resigns his or her office by notice in writing given to the Secretary;
- (d) the Board resolves that the Director holds doctrines or maintains practices contrary to the Standards;
- (e) the Company in General Meeting resolves to remove the Director from office; or
- (f) the Director ceases to be a director by virtue of the *Corporations Act 2001*.

(2) Before considering a resolution pursuant to Rule 36(1)(d) the Board must give at least 14 days notice in writing to the Director setting out the proposed resolution and the date, place and time of the meeting at which the resolution is to be considered. At that meeting the Board must give the Director the opportunity to be heard and must give due consideration to any submission whether oral or in writing by the Director before considering any resolution.

37. (1) The Company in a General Meeting may by resolution remove any Director from office before the expiration of his or her term of office.

(2) Where a Director who is the subject of a proposed resolution referred to in sub-Rule (1) makes representations in writing to the Secretary or Chairperson of the Company (not exceeding a reasonable length) and requests that those representations be notified to the Members of the Company, the Secretary or the Chairperson may send a copy of the representations to each Member of the Company or, if they are not sent, the Director may require that they be read out at the meeting.

ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

38. (1) At the first meeting of the Board after the Annual General Meeting of Members the Board of Directors shall elect from their number the Officers of the Company and members of the Executive Committee. A majority of the Executive Committee must be Directors who have been elected by the Members.

(2) The Officers of the Company and members of the Executive Committee shall include:

- (a) a Chairperson;
- (b) a Vice Chairperson
- (c) a Secretary; and
- (d) a Treasurer.

(3) Nominations of candidates for election as officers of the Company or members of the Executive Committee may be made from the floor and shall be moved and seconded by Directors.

(4) If there is more than one nomination for an office or a position then a ballot shall be held.

(5) The ballot shall be conducted in such usual and proper manner as the Board determines from time to time.

(6) In the event of a casual vacancy of Officers or the members of the Executive Committee the Board may appoint a Director to fill the vacancy.

(7) Officers of the Company shall serve in an honorary (unpaid) capacity.

(8) The Board may engage a paid employee or contractor to serve as Company Secretary as an aide to the Officer elected as Secretary in (2) above. In such case the Company Secretary will attend Board and Executive Committee meetings in an *ex officio* capacity, without voting rights.

PROCEEDINGS OF DIRECTORS

39. (1) The Board must hold a statutory meeting after the Annual General Meeting of members and before the 30th day of June each financial year. The statutory meeting may be convened by the Chairperson or the Secretary, and will normally be held immediately after the close of the Annual General Meeting.

(2) Special meetings of the Board may be convened by the Chairperson and must be convened by the Chairperson within four weeks after:

- (a) the receipt of a written request from the Executive Committee;
- (b) the receipt of a written request from three Directors; or
- (c) the receipt of a written request from at least 25 Members of which at least two must be Congregational Members.

- (3) At least 7 days notice shall be given to Directors of any special meeting of the Board specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) A quorum for the transaction of business at a meeting of the Board shall be three fifths of the Directors who are entitled to vote, or four Directors, whichever is the greater.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- (6) At meetings of the Board:
 - (a) the Chairperson or in his or her absence the Vice-Chairperson shall preside; or
 - (b) if the Chairperson or the Vice-Chairperson are absent, such one of the remaining members of the Board as may be chosen by the Directors present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each meeting of the Board shall be served on each Director by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode or by sending it to an electronic address nominated in writing by the Director at least seven business days before the date of the meeting.
- (10) Subject to sub-Rule (4) the Board may act notwithstanding any vacancy on the Board.
- (11) The Board may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by the Directors.
- (12) A Directors' agreement to the use of a technology shall be a standing (ongoing) one unless the Director advises otherwise.
- (13) A Director may only withdraw their consent to the use of a technology by giving notice in writing a reasonable period before the meeting.

CIRCULAR RESOLUTIONS BY DIRECTORS

39A

- (1) The Directors may pass a circular resolution without a Board meeting being held.
- (2) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in sub-Rule (3) or sub-Rule (4).
- (3) Each Director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

- (5) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in sub-Rule (3) or sub-Rule (4).
- (6) An electronic voting system can alternatively be used for voting on circular resolutions provided that the electronic voting system maintains the controls referred to in sub-Rules (4) and (5) above.

EXECUTIVE COMMITTEE

40. (1) The Executive Committee shall consist of those listed in Rule 38(2) plus at least one additional Director appointed by the Board. The Principal shall be entitled to attend but not to vote at meetings of the Executive Committee

(2) The Executive Committee shall exercise all powers and functions of the Board which are delegated to it and subject to the directions and policies of the Board may between meetings of the Board control and manage the business and affairs of the Company and shall have for this purpose all powers and functions of the Board except those powers and functions that are required by these Rules or by direction of the Board to be exercised by the Board or the Members.

(3) The Executive Committee must meet within two months of each Board meeting or Executive Committee meeting.

(4) The Executive Committee shall meet at the time on the dates and at the place or using whatever communication technology as is agreed between the Executive Committee members and in the absence of agreement shall meet at the time and in the form advised on 24 hours notice from the Secretary.

(5) A quorum for meetings of the Executive Committee shall consist of at least four members.

(6) The provisions of Rule 39 relating to meetings of the Board shall, except as provided to the contrary in this Rule, apply to meetings of the Executive Committee to the same place and at the same hour of the same day in the following week unless the meeting was called by notice from the Secretary in which case it lapses.

(7) The provisions of Sub-Rules 39 (11) to (13) shall apply to meetings of the Executive Committee

OTHER COMMITTEES

41. (1) The Board may delegate any of its powers or functions to a Committee consisting of such Directors and/or other persons as the Board determines from time to time. In the case of a Committee with delegated power to make binding decisions, all members of the Committee must have signed the formula specified in Rule 35. A Committee appointed to advise the Board on appropriate courses of action may, at the Board's discretion, include Christians who are of good character and judgment but who have not signed that formula.

(2) A Committee to whom powers or functions have been delegated by the Board must exercise those powers and functions in accordance with the directions and policies of the Board.

(3) A Committee must meet and conduct its business in accordance with the directions of the Board and in the absence of any directions in accordance with the provisions of this Rule.

(4) A Committee shall appoint a Chairperson of its meetings and may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of the votes of the members of the Committee present. The person presiding at a meeting of the Committee shall be entitled to vote but shall not have a second or casting vote.

- (5) A Committee shall keep appropriate records and minutes of its decisions, and such minutes shall be provided to the Board at its next scheduled meeting.
- (6) The provisions of Sub-Rules 39 (11) to (13) shall apply to meetings of Committees.

VALIDITY OF ACTS OF THE BOARD AND COMMITTEES

- 42. All acts of the Board or of the Executive Committee or of any other Committee of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or member of the Executive Committee or other Committee or that any such person was disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

REGULATIONS

- 43. The Board may from time to time make, revoke or amend regulations for the management of affairs of the Company.

SECRETARY

- 44. The Secretary of the Company shall keep minutes of the resolutions and proceedings of each General Meeting and each Board and Committee meeting in books provided for that purpose, or in such other electronic form as the Board approves, together with a record of the names of persons present at committee meetings.

ACCOUNTS

- 45. The Board shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the *Corporations Act 2001* made up to a date not more than six months before the date of the meeting.
- 46. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Directors shall be open to the inspection of Members.

AUDIT

- 47. (1) A properly qualified auditor or auditors shall be appointed and his or her or their duties shall be regulated in accordance with the *Corporations Act 2001*.
- (2) The remuneration of the auditor shall be determined by the Directors.

LECTURERS

- 48. (1) All permanent lecturers of the Faculty shall be appointed by the Board on recommendation of a Selection Committee which will generally include the Principal, two or more Directors and such other person(s) as the Board shall choose.
- (2) Adjunct Faculty are engaged by the Principal on a sessional or part time basis, with the RTC Board's prior approval. Adjunct Faculty are not members of the RTC Faculty, but report to a Faculty member, usually the Head of the Department in which they teach or assist.
- (3) Each member of the Faculty, and all Adjunct Faculty, must subscribe in writing, as provided below, to the Confessional Standards of the College as setting forth the complete system of doctrine contained in the Scriptures, and must re-affirm that subscription at any

time as requested by the Board, and must at all times be a member in good standing of a church which is a congregation of a Supporting Denomination or a church of like doctrine.

Each Lecturer shall answer the following questions in the affirmative and sign the prescribed formula:

- (1) Do you regard your appointment to the RTC Faculty as a calling from God?
- (2) Do you believe the writings of the Old and New Testament to be the only Word of God?
- (3) Do you accept the system of doctrine as formulated in the confessional Standards of the Company to be in accordance with the Word of God? Do you reject all doctrines in conflict with this system of doctrine?
- (4) Do you accept that all your RTC teaching and scholarly work must align with the reformed theological position articulated in the Standards?
- (4) Do you promise faithfully to discharge your office according to the same doctrine and to adorn it with a godly life?

Formula:

I believe the writings of the Old and New Testaments to be the only Word of God. I accept the system of doctrine as formulated in the Confessional Standards of the Company to be in accordance with the Word of God and I reject all doctrines in conflict therewith.

- (4) The Principal may engage other lecturers or teachers on an occasional or casual basis as Guest Lecturers. The Principal is to satisfy himself that Guest Lecturers maintain a credible profession of the Christian faith. They need not subscribe to the Confessional Standards as provided in (3) above, but they must commit not to teach contrary to them.

PAYMENTS MADE BY THE COMPANY

49. All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers, direct deposit instructions and other negotiable instruments shall be signed or otherwise appropriately authorised either by two members of the Board or by staff of the Company authorised for this purpose by the Board.

SEAL

50. (1) There shall be a Company Seal of the Company in a form approved by the Board.
- (2) The Common Seal of the Company shall be kept in close custody under the direction of the Secretary.
- (3) The Common Seal shall not be affixed to any instruments except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Company.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

51. (1) The Standards are the fundamental beliefs of all Members of the Company. The Standards cannot be altered except by a unanimous resolution agreed to in writing by all the Members of the Company on the written recommendation of all Directors.
- (2) Subject to Rule 51 (1), the Purposes of the Company and these Rules may be altered in accordance with the Corporations Act 2001 and these Rules.
- (3) A Special Resolution of the Members to alter the Purposes or Rules must be carried by:
 - (a) at least 75% of the votes cast by ordinary Members; and
 - (b) at least 75% of the votes cast by Congregational Members.

- (4) Voting on a Resolution to alter the Purposes or Rules shall be conducted by a postal ballot.
- (5) Ballot papers shall be sent to all Members of the Company, either by post or electronically, at least 30 days before the date on which voting closes.
- (6) The ballot paper shall be accompanied by a notice setting out the proposed alterations and the date on which the ballot closes and such other information as the Board may determine.
- (7) Each ballot paper shall be delivered to the Secretary in a sealed envelope which is authenticated by the signature of the member.
- (8) All, and only, ballot papers returned to the Secretary by the date on which the ballot closes shall be counted as valid votes.
- (9) The Secretary shall act as returning officer and shall be assisted by two scrutineers appointed by the Board. In all other respects the ballot shall be conducted in accordance with Regulations and otherwise as the Board determines.

NOTICES

52. (1) A notice may be served by or on behalf of the Company upon any Member either personally or by sending it by post to the Member at his or her address shown in the Register of Members or by sending it to an electronic address approved in writing for such purposes by the Member. Where an electronic address has so been provided it will be preferred as the default method for the serving of notice to the Member.

(2) Where a document is properly addressed pre-paid and posted to a person the document shall be deemed to have been given to the person at the time at which it would have been delivered in the ordinary course of post.

(3) Any notice served electronically shall be deemed to have been given to the person on the day after the date on which it is recorded in the Company's computer systems as having been sent.

WINDING UP OR CANCELLATION

53. (1) In the event of the winding up or cancellation of the incorporation of the Company, the assets of the Company remaining after payment of all just debts and liabilities incurred by the Company shall be disposed of by gifts or transfers to such other institution or organisation:

- as has Purposes which include the Standards or which otherwise has Purposes similar to the Purposes of this Company as determined by a special resolution of the Members, and
- which prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company pursuant to the Purposes of the Company, and
- as are permitted by the regulations of the Australian Charities and Not-for-profits Commission to receive such assets on distribution of assets on a winding up of a regulated NFP entity.

(2) Assets which have been received (as described in Rule 54 or by any other means) as tax deductible gifts under applicable taxation laws shall be disposed of by gift or transfer only to other institutions or organisations which also qualify to receive such tax deductible gifts.

(3) Where the foregoing restrictions on distribution of income and property allow, the beneficiaries of such gifts and transfers shall be nominated by the Supporting

Denominations of the Company, and such gifts and transfers should, if possible, be made in proportion to the level of financial support from the Supporting Denominations during the previous five years.

ESTABLISHMENT, OPERATION AND DISSOLUTION OF GIFT FUND

54. (1) The Company may maintain for the Purposes of the Company as set forth in Rule 4 of this Constitution and sub-rule 2 below a Gift Fund as described in applicable Australian taxation legislation and regulations, which shall hold:

- (a) all money, investments and assets paid or transferred to and accepted by the Company as additions to the Gift Fund;
- (b) all accretions to the Gift Fund from the Company's general funds, as decided from time to time by the Board;
- (c) all accumulations of net income earned on assets in the Gift Fund; and
- (d) the money, investments and property from time to time representing the above or into which they are converted, and includes any part of the Gift Fund.

(2) The objects of the Gift Fund shall be to support objects set forth in Rule 4 of the Constitution and to support activities conducted by the Company as a higher education institution operating as an affiliated college of the Australian University of Theology.

(3) The Company shall upon receiving a gift issue a Receipt to the donor. Receipts issued for gifts must state:

- (a) the name of the Gift Fund (Reformed Theological College Gift Fund);
- (b) the Company's Australian Business Number 21 087 541 884;
- (c) the date of the gift;
- (d) a reasonable description of the contributed property; and
- (e) the fact that the receipt is for a gift.

(4) At the first occurrence of:

- (a) the winding up of the Gift Fund, dissolution of the Company or the Company ceasing as an affiliated college of the Australian University of Theology; or
- (b) the revocation of the Company as a deductible gift recipient under Subdivision 30B of the ITAA 1997, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, must be transferred as recommended by the Members to one or more funds, authorities or institutions that have been endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient

Where gifts to a fund, authority or institution described in the preceding paragraph are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer under this Rule must be made in accordance with those conditions.

(5) In making its determination where to transfer the surplus assets of the Gift Fund the Members shall give primary consideration to funds, authorities or institutions having purposes similar to the purposes of the Company that have been endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient.

(6) Where the Members are unable to reach agreement as to where the surplus assets of the Gift Fund should be transferred application shall be made to the Supreme Court of Victoria

for determination provided the transfer shall only be made to a fund, authority or institution endorsed by the Australian Taxation Office as a Tax Concession Charity and Deductible Gift Recipient.

CUSTODY OF RECORDS

55 Except as otherwise provided in these Rules, or by a lawful resolution of the Board, the Secretary shall ensure safe custody under his or her control of all books, documents and securities of the Company. Company records will ~~ordinarily~~ be kept in secure storage, ordinarily at the Company's registered office.

INDEMNITY

56. Every Director or every member of a committee of the Company is, to the extent permitted by law, indemnified by the Company against liability incurred:

- (a) as a Director or a member of a committee of the Company; or
- (b) as a result or a consequence of accepting appointment as a Director or to a committee of the Company; or
- (c) as a result of performing or the manner of performing any duty to the Company; or
- (d) as a result of the failure or neglect or omission to perform any duty to the Company; or
- (e) for costs and expenses in defending proceedings whether civil or criminal in which judgment is given in favour of the Director or member of the committee or such person is acquitted or in connection with an application in relation to such proceedings in which relief is granted to the Director or member of the committee or sub-committee unless the liability arises out of conduct involving a lack of good faith by the Director or member of a committee.

Appendix 1

Reformed Theological College

ACN: 087 541 884

Application Form for Congregational Membership of Churches which are member churches of a Supporting Denomination

Name of Church ('the Church') _____

Postal Address _____

eMail Address _____

Denominational affiliation _____

On behalf of the Church, we certify that:

1. The Church desires to be a Congregational Member of the Reformed Theological College ('RTC'), as provided in Rule 12(1) of the RTC Constitution,
2. The Church supports the RTC statements of Mission, Vision, Core Values and Educational Philosophy,
3. The Church supports RTC's operation as an affiliated college of the Australian University of Theology,
4. The Church agrees to RTC's Primary Standard (Constitution Rule 2) and Subordinate Standards (Constitution Rule 3), and we confirm that the teaching and practices of the Church are in agreement with those Standards,
5. The Church accepts and agrees that RTC Directors and Faculty must subscribe to RTC's Primary Standard (Constitution Rule 2) and Subordinate Standards (Constitution Rule 3), and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards,
6. The Church commits to wholeheartedly support RTC in prayer, by promoting its interests and activities, and through voluntary financial provision as the Lord enables.

These statements have been authorised at a duly constituted meeting of the Church's senior governance body on _____ (Date).

Date _____

Signed _____

Church role _____

Appendix 2

Reformed Theological College

ACN: 087 541 884

Application Form for Congregational Membership of Churches which are not member churches of a Supporting Denomination

Name of Church ('the Church') _____

Address _____

eMail Address _____

Denominational affiliation (if relevant) _____

On behalf of the Church, we certify that:

1. The Church desires to be a Congregational Member of the Reformed Theological College ('RTC'), as provided in Rule 12 (2)-(6) of the RTC Constitution,
2. The Church supports the RTC statements of Mission, Vision, Core Values and Educational Philosophy,
3. The Church supports RTC's operation as an affiliated college of the Australian University of Theology,
4. The Church agrees to RTC's Primary Standard (Constitution Rule 2) and Subordinate Standards (Constitution Rule 3), and we confirm that the teaching and practices of the Church are in agreement with those Standards,
5. The Church accepts and agrees that RTC Directors and Faculty must subscribe to RTC's Primary Standard (Constitution Rule 2) and Subordinate Standards (Constitution Rule 3), and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards,
6. The Church commits to pay annually the *Fee for Congregational Membership of churches which are not member churches of a Supporting Denomination*, as set from time to time by the RTC Board,
7. The Church commits to wholeheartedly support RTC in prayer, by promoting its interests and activities, and through voluntary financial provision as the Lord enables.

These statements have been authorised at a duly constituted meeting of the Church's senior governance body on _____ (Date).

Date _____

Signed _____

Church role _____

Appendix 3

Reformed Theological College

ACN: 087 541 884

Application Form for Individual Membership

Name _____

Address _____

eMail Address _____

Church affiliation _____

I certify that:

1. I profess my faith in the Lord Jesus Christ, the only eternal Son of God, as my Saviour from sin and as Lord of my life
2. I desire to be an Individual Member of the Reformed Theological College ('RTC'), as provided in Article 13 of the RTC Constitution,
3. I support the RTC statements of Mission, Vision, Core Values and Educational Philosophy,
4. I support RTC's operation as an affiliated college of the Australian University of Theology,
5. I accept and agree that RTC Directors and Faculty must subscribe to RTC's Primary Standard (Constitution Rule 2) and Subordinate Standards (Constitution Rule 3), and that RTC's teaching and scholarly work must align with the reformed theological position articulated in the Standards
6. I commit to pay annually the *Fee for Individual Membership* as set from time to time by the RTC Board,
7. I commit to wholeheartedly support RTC in prayer, by promoting its interests and activities, and through voluntary financial provision as the Lord enables.

Date _____

Signed _____

Appendix 4

Reformed Theological College

ACN: 087 541 884

General Meeting Proxy Form

I, being a Member entitled to attend and vote at the General Meeting of the Company, to be held at

_____ (EST) on _____ at _____
(and at any adjournment thereof), hereby **appoint**

the Chairperson of the Meeting (Chair) OR

*Please write here the name of the person you are appointing as your proxy. If that person fails to attend the Meeting or if no person is named, the Chair, or the Chair's nominee, will act as your proxy.
Congregational Members may be represented at the Meeting by more than one person, but only one of them is able to vote. The one person authorised to vote must be named here.*

to vote in accordance with the following directions, or, if no directions are given, and subject to the relevant laws, as the proxy sees fit.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “For”, “Against” or “Abstain” box, you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Resolution Number / Name	For	Against	Abstain

Please note: If you mark the “Abstain” box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF MEMBER(S) – THIS MUST BE COMPLETED

Signature

Name

Contact Telephone

Date