

**INSTITUTE OF SATHYA SAI EDUCATION
AUSTRALIA LIMITED**

CONSTITUTION

TABLE OF CONTENTS

1. Company's name	5
2. Company's objectives	5
3. Company's powers.....	5
4. Not for profit status.....	6
4.1 Application of the company's income and property	6
5. Membership	6
5.1 Membership Types.....	6
5.2 Application	7
5.3 Death, resignation and other events.....	7
5.4 Expulsion	8
5.5 Records.....	8
6. Liability of member.....	9
7. Guarantee by member.....	9
8. Winding up.....	9
9. General Meetings.....	10
9.1 Calling general meetings.....	10
9.2 Notice of general meetings.....	10
9.3 Quorum at general meetings	11
9.4 General meeting by technology	11
9.5 Chairperson of general meetings.....	12
9.6 Rights, powers and duties of members	12
9.7 Conducting and adjourning general meetings	13
9.8 Decisions at general meeting	13
9.9 Voting Rights	14
9.10 Representation at general meetings.....	15
9.11 Authority of a proxy.....	15
9.12 Circular resolutions.....	16
10. Members of the governing board.....	17
10.1 Appointing members of the governing board.....	17
10.2 Retirement of members of the governing body by rotation.....	17
10.3 Vacation of office.....	18

10.4	Members of the governing board may contract with the company and hold other offices	18
10.5	Powers and duties of members of the governing board.....	19
10.6	Proceedings of the governing board meetings.....	20
10.7	Convening meetings of the governing board.....	21
10.8	Notice of meetings of the governing board	21
10.9	Quorum at meetings of the governing board	22
10.10	Chairperson of the governing board	22
10.11	Decisions of the governing board	23
10.12	Written resolutions of the governing board	23
10.13	Minutes of meetings and minutes of resolutions.....	23
10.14	Committees of the governing board.....	24
10.15	Delegation to individual members of the governing board	24
10.16	Validity of acts	24
10.17	Removal of members of Board of Governors.....	25
11.	Executive officers	25
11.1	The Director	25
11.2	The Secretary.....	26
11.3	Provisions that apply to all executive officers.....	26
12.	Indemnity insurance	27
12.1	Persons to whom the indemnity and insurance apply.....	27
12.2	Insurance	27
13.	Auditor	27
14.	Notices	27
14.1	Notices by the company to members.....	27
14.2	Notices by the company to members of the governing board	28
14.3	Notices by member or members of the governing board to the company	28
14.4	Time of service.....	28
14.5	Other communications and documents.....	29

14.6 Notices in writing.....	29
15. Definitions and interpretation	29
15.1 Definitions.....	30
15.2 Interpretation.....	30
15.3 Headings	30
16. Application of the Act	30
16.1 What parts of the Act apply	30
16.2 Replaceable rules displaced	31

1. Company's name

The name of the Company is Institute of Sathya Sai Education Australia Limited [the company].

The company was registered 30 July 2015. In accordance with Section 137 of the Corporations Act [Cth] 2001 this Amended Constitution was adopted by way of special resolution and commences on the date said resolution was passed. The Minutes of the meeting of the members passing the resolution to adopt this Amended Constitution is annexed hereto and marked **Schedule 1**.

2. Company's objectives

The objectives of the company are:

- a. To operate a 'not for profit' organisation by the name of Institute of Sathya Sai Education Australia Limited meeting relevant laws, regulations and standards in Australia.
- b. To promote and foster holistic system of education in human values and to facilitate character development and academic excellence.
- c. To develop, promote and implement educational programs in the universal human values of Truth, Right Conduct, Peace, Love and Non-Violence. Such programs will include courses, workshops, seminars and conferences and will be delivered on a not for profit basis to schools and communities.
- d. To engage in research and publish books, manuscripts and other materials in the field of human values education.
- e. To carry out any other activities to meet the above objectives to enhance the applied understanding of the universal human values.

3. Company's powers

Solely for the carrying out the company's purposes, the company may:

- a. Enter into contracts and deeds;
- b. Appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
- c. Enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;

- d. Engage, dismiss or suspend any employee, agent, contractor or professional person;
- e. Print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- f. Co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- g. Do all other things that are incidental or conducive to doing so in achieving the objectives of the company.

4. Not for profit status

4.1 Application of the company's income and property

- a. The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- b. The company's income and property must be applied solely towards promoting the company's objectives;
- c. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the member or members of the governing board.

5. Membership

5.1 Membership Types

There are two types of membership, voting and non-voting.

- a. Voting members are the Trustees of the Sathya Sai Central Trust of Australia.
- b. Non-voting members are those who have applied to join the company and satisfied the eligibility for membership. A person is eligible to be a member of the company if;
 - i. The person is a natural person who has attained the age of 18 years at the time of admission to membership,
 - ii. The person is a member of the Sathya Sai International Organisation Australia
 - iii. The person is a permanent resident of Australia
 - iv. The person has been nominated and approved for membership of the company in accordance with the rules in 5.2,
 - v. The person should be willing to carry out the objects of the company.

- c. The membership, both voting and non-voting is free and voluntary.
- d. All members are expected to adhere to the guidelines, policies and procedures of the Sri Sathya Sai World Foundation, as well as the internal rules and regulations of the company
- e. All members agree not to take financial, political, social or personal advantage based on their membership in the company in any way, either directly or indirectly.

5.2 Application

- a. The members are the members under existing rules at the date of the adoption of this constitution, and any other persons the members of the governing board admit to membership.
- b. Every applicant for membership of the company must apply in the form and manner decided by the members of the governing board.
- c. The members of the governing board may decide to change the eligibility criteria and categories of membership with the same or differing rights or privileges.
- d. After the receipt of an application for membership, the members of the governing board (or delegate approved by the members of the governing board) must consider the application and decide whether to admit or reject the admission of the applicant within 30 days of the receipt of application. The members of the governing board need not give any reason for rejecting an application.

5.3 Death, resignation and other events

A person immediately ceases to be a member if the person:

- a. Dies;
- b. Resigns as a member by giving written notice to the company;
- c. Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- d. Is expelled under rule 5.4; or
- e. Ceases to be a member under rule 5.3.c; or
- f. Becomes, if the members of the governing board so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

5.4 Expulsion

- a. The members of the governing board may by resolution expel a member from the company if, in their absolute discretion, they decide it is not in the interests of the company for the person to remain a member.
- b. If the members of the governing board intend to consider a resolution under rule 5.4a two weeks' notice will be given to the member before the meeting at which the resolution will be considered.
 - I. Stating the date, place and time of the meeting;
 - II. Setting out the intended resolution and the grounds on which it is based; and
 - III. Informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

5.5 Records

The company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- a. for each current member:
 - i. name
 - ii. postal address
 - iii. email
 - iv. phone numbers
 - v. any alternative address nominated by the member for the service of notices, and
 - vi. date the member was entered on to the register.
- b. for each person who ceased being a member in the last 7 years:
 - i. name
 - ii. postal address
 - iii. email
 - iv. phone numbers
 - v. any alternative address nominated by the member for the service of notices, and
 - vi. dates the membership started and ended.

Members have a right to members list on request.

6. Liability of member

The liability of the members is limited to the amount of the guarantee given in rule 7.

7. Guarantee by member

Every member undertakes to contribute the amount not more than \$10 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- a. Payment of the company's debts and liabilities contracted before the time he or she ceased to be a member; and
- b. The costs, charges and expenses of winding up.

8. Winding up

- a. If, on the winding up or dissolution of the company, any assets remaining after the payment of all its debts and liabilities, shall be transferred to Sathya Sai Central Trust of Australia which is a registered charity.
- a. If the endorsement of the Company as a deductible gift recipient is revoked or the Company's gift fund is dissolved, the following shall be transferred to another registered charity to which tax-deductible gifts can be made - any surplus:
 - i. gifts of money or property for the principal purpose of the Company;
 - ii. contributions made in relation to an eligible fundraising event held for the
 - iii. principal purpose of the Company; and
 - iv. money received by the Company because of such gifts and contributions.
- b. The identity of the institution referred to in rule 8a and 8b must be decided by the members of the governing board, or if the members of the governing board do not wish to decide, it must be decided by the voting members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the state or territory in which the company is registered.

9. General Meetings

9.1 Calling General Meetings

- a. A general meeting may be called:
 - I. By two members of the governing board; or
 - II. On the requisition in writing from at least two voting members (excluding members of the governing board); or
 - III. As otherwise provided in the Act.
- b. The members of the governing board may change the venue for, postpone or cancel a general meeting if:
 - I. They consider that the meeting has become unnecessary;
 - II. The venue would be unreasonable or impractical; or
 - III. A change is necessary in the interests of conducting the meeting efficiently.
- c. If the general meeting was not called by two members of the governing board and was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
- d. The company must hold its annual general meetings within 5 months after the close of the company's financial year.

9.2 Notice of general meetings

- a. Notice of every general meeting must be given in any manner authorised by rule 14 to each person who is at the date of the notice:
 - I. A member;
 - II. A member of the governing board; or
 - III. The auditor
- b. A notice of a general meeting must:
 - I. Specify the date, time and place of the meeting;
 - II. Except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
 - III. Specify a place or electronic address for the receipt of proxies.
- c. A person may waive notice of a general meeting by written notice to the company.

- d. The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - I. The non-receipt of failure occurred by accident or error; or
 - II. Before or after the meeting, the person has notified or notifies the company of the person's agreement to that thing or resolution.
- e. A person's attendance at a general meeting waives any objection that person may have to:
 - I. A failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - II. The consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

9.3 Quorum at general meetings

- a. No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members entitled to vote is present when the meeting proceeds to business.
- b. A quorum consists of not less than six (6) voting members being present in person or in proxy at the meeting.
- c. If a quorum is not present within 30 minutes after the time appointed for a general meeting;
 - I. Where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - II. In any other case the meeting stands adjourned to the day, and at the time and place, that the members of the governing board decide or, if the members of the governing board do not make a decision, to the same day in the next week at the same time and place.
- d. If at the adjourned meeting under rule 9.3cII. a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

9.4 General meeting by technology

- a. The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum

constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.

- b. All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- c. A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- d. A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, if at least one of the members involved was at that place for the duration of the meeting.

9.5 Chairperson of general meetings

- a. The chairperson of the governing board must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- b. If there is no chairperson of the governing board or both the conditions in rule 9.5a have not been met, the members present must elect another chairperson of the meeting.
- c. A chairperson elected under rule 9.5b must be:
 - I. Another member of the governing board who is present and willing to act; or
 - II. If no other member of the governing board present at the meeting is willing to act, a member who is entitled to vote and who is present and willing to act.

9.6 Rights, powers and duties of members

- a. All members are entitled :
 - I. access to the company's register of members
 - II. a copy of the company's constitution
 - III. access to minutes of meetings of members
 - IV. a financial report and directors' report if requested by 5% of members
- b. Voting members have, as trustees of the Sathya Sai Central Trust, powers given to them that are exercisable only in a fiduciary capacity as set out in the Deed of the Sathya Sai Central Trust.
- c. Voting members are also entitled to:
 - I. call general meetings as per clause 9.1.a
 - II. have one vote per person as per clause 9.10
 - III. move and vote on resolutions and special resolutions at general meetings as set out in clause 9.8 and 9.9

- IV. amend the company constitution as per clause 9.8.b
- V. appoint and dismiss directors as per clause 10.1 and 10.17
- VI. act on instruction of the Sathya Sai World Foundation
- VII. all additional rights and powers as set out in the *Corporations Act 2001* (Cth).

9.7 Conducting and adjourning general meetings

- a. A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- b. The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- c. Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- d. Except as provided by rule 9.7c, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- e. Where a meeting is adjourned, the members of the governing board may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the members of the governing board may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning members.
- f. The auditor is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

9.8 Decisions at general meetings

- a. Except where by law a resolution requires a special majority, for questions arising at a general meeting the chairperson will strive to bring consensus or general agreement amongst members. Failing this, the question must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
 - I. Where the votes on a proposed resolution are equal the chairperson of the meeting does have a second or casting vote.
- b. A resolution to amend the ISSEA constitution requires prior consultation between voting members and the company's governing board. In case

consensus cannot be reached about the proposed amendments, such changes need to be endorsed by the Sathya Sai World Foundation.

- c. A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - I. The chairperson of the meeting;
 - II. at least 2 members present and with the right to vote on the resolution; or
 - III. A member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- d. A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- e. Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- f. If a poll is duly demanded at a general meeting, it must be taken in such manner and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- g. A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- h. The demand for a poll may be withdrawn.

9.9 Voting Rights

- a. At a general meeting every voting member present has one vote.
- b. A proxy is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- c. An objection to the qualification of a person to vote at a general meeting must be:
 - I. Raised before or at the meeting at which the vote objected to is given or tendered; and
 - II. Referred to the chairperson of the meeting, whose decision is final.

- d. A vote not disallowed by the chairperson of a meeting under rule 8c is valid for all purposes.
- e. A special resolution requires a minimum of seven (7) voting members to vote in favour of the resolution.

9.10 Representation at general meetings

- a. Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - I. In person or,
 - II. By one proxy;
- b. A proxy must be a member of the company.
- c. A proxy must be appointed for all general meetings, or for any number of general meetings, or for a general meeting.

9.11 Authority of a proxy

- a. Unless otherwise provided in the instrument, an instrument appointing a proxy is to taken to confer authority:
 - I. To agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
 - II. To agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- b. Even though the instrument appointing a proxy may refer to specific resolutions and may direct the proxy how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - I. To vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - II. To vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - III. To act generally at the meeting.
- c. An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

- d. Subject to rule 9e, an instrument appointing a proxy need not be in any particular form if it is in writing, legally valid and signed by the appointer.
- e. A proxy may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy and the authority under which the instrument is signed or a certified copy of the authority are:
 - I. Received at the registered office of the company or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - II. In the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - III. In the case of a poll, produced when the poll is taken.
- f. The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

9.12 Circular resolutions of members

- a. Subject to clause 9.11.c, the members of the governing board may decide to put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- b. The members of the governing board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- c. Circular resolutions cannot be used:
 - i. for a resolution to remove an auditor, appoint a director or remove a director
 - ii. for passing a special resolution, or
 - iii. where the Corporations Act or this constitution requires a meeting to be held.
- d. A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 9.11.e or clause 9.11.f.
- e. Members may sign:
 - i. a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - ii. separate copies of that document, as long as the wording is the same in each copy.

- f. The governing board may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

10. Members of the governing board

10.1 Appointing members of the governing board

- a. The number of members of the governing board of the company will be three.
- b. A member of the governing board must be a member of the company.
- c. In consultation with and endorsed by the Central Coordinator of the Sathya Sai International Organisation Australia, the existing board of governors recommend suitable candidates for appointment. These candidates will be deemed to have an appropriate and diverse mix of skills, knowledge and experience as determined by the current board of governors that will best achieve the strategic objectives of the company. Appointees to the board of governors will, apart from the stated skills and knowledge mix, also, where possible and practical, represent a balanced gender mix. Subject to Rule 10.1.d, the final board appointments will be made by the voting members of the company through election at a general meeting.
- d. All subsequent members of the governing board of the company (including to fill a casual vacancy under clause 10.1f) require prior endorsement of the Central Coordinator of the Sathya Sai International Organisation of Australia.
- e. Except as provided in clause 10.1f all subsequent members of the governing board will be elected by the voting members of the company at a general meeting.
- g. The members of the governing board may appoint a member of the company as a member of the governing board to fill a casual vacancy. Before appointing the member of the governing board, the proposed member must sign consent to act as a member of the governing board.

10.2 Retirement of members of the governing board

- a. A member of the governing board appointed by the members holds office for three years from the date of their election to the board.
- b. No member of the governing board may hold office without re-election beyond the fourth annual general meeting following the meeting at which the member of the governing board was last elected.

10.3 Vacation of office

The office of a member of the governing board becomes vacant:

- a. In the circumstances prescribed by the Act;
- b. If the member of the governing board becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- c. If the member of the governing board is removed from office by resolution of the members in accordance with the Act;
- d. If a member of the governing board fails to attend meetings of the governing board for at least three consecutive meetings or at least four meetings over a period of 12 months without leave of absence, unless the members of the governing board subsequently decide to grant leave of absence; or
- e. If the member of the governing board resigns by written notice to the company.
- f. If the governing board member becomes disqualified under the Corporations Act or the ACNC Act.

10.4 Members of the governing board may contract with the company and hold other offices

- a. The members of the governing board may make regulations requiring the disclosure of interests that a member of the governing board, and any person considered by the members of the governing board as related to or associated with the member of the governing board, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all members of the governing board but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a member of the governing board fails to comply with the regulations.
- b. Unless the Act permits, a member of the governing board who has a material personal interest in a matter that is being considered at a governing board meeting must not:
 - I. Be present while the matter is being considered at the meeting; or
 - II. Vote on the matter.
- c. A member of the governing board is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the member of the governing board holds

office as a member of the governing board or because of the fiduciary obligations arising from that office.

- d. A contract or arrangement entered into by or on behalf of the company in which a member of the governing board is in any way interested is not invalid or voidable merely because the member of the governing board holds office as a member of the governing board or because of the fiduciary obligations arising from that office.
- e. A member of the governing board who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the member of the governing board holds office as a member of the governing board or because of the fiduciary obligations arising from that office, if the member of the governing board complies with the disclosure requirements applicable to the member of the governing board under any regulations adopted by the members of the governing board, and under the Act regarding that interest.
- f. A member of the governing board may hold any other office or position (except auditor and the office of the Director) in the company or any related body corporate in conjunction with his or her membership of the governing board and may be appointed to that office or position on terms the members of the governing board decide.
- g. A member of the governing board may be or become a member of the governing board or other officer of, or interested in, any related body corporate or any other body corporate associated with the company, and, with the consent of the members of the governing board of the company, need not account to the company for any remuneration or other benefits the member of the governing board receives as a member of the governing board or officer of, or from having an interest in, that body corporate.
- h. The members of the governing board may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

10.5 Powers and duties of members of the governing board

- a. The members of the governing board are responsible for managing the company's affairs and carrying out the objects of the company. The members of the governing board may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by the constitution, to be exercised by the company in general meeting.
- b. The members of the governing board may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must

be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.

- c. The members of the governing board may:
 - I. Appoint or employ an officer, agent or attorney of the company with the power, discretions and duties vested in or exercisable by the members of the governing board, on the terms the members of the governing board decide;
 - II. Authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - III. Subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- e. A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the members of the governing board think fit.
- f. The governing board members work in a voluntary capacity with no remuneration or fees whatsoever.
- g. The governing board members must comply with their duties as directors under legislation and common law and with the duties under the ACNC Act.
- h. The governing board members must exercise their powers and discharge their duties with care and diligence, act in good faith in the best interests of the company and to further the charitable purposes of the company.
- i. The governing board members must not misuse the confidential information of the company, disclose any perceived or actual material conflicts of interest and ensure that the financial affairs of the company are managed responsibly.

10.6 Proceedings of the governing board meetings

- a. The members of the governing board may meet and adjourn and otherwise regulate their meetings as they see fit.
- b. The contemporaneous linking together by telephone or other electronic means of at least two members of the governing board to constitute a quorum constitutes a meeting of the members of the governing board. All the provisions in this constitution relating to meetings of the members of the governing board apply, so far as they can and with any necessary changes, to meetings of the members of the governing board by telephone or other electronic means.
- c. A member of the governing board who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

- d. A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, if at least one of the members of the governing board involved was at that place for the duration of the meeting.
- e. If, before or during the meeting, any technical difficulty occurs as a result of which one or more members of the governing board cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of member of the governing board remains present, continue with the meeting.

10.7 Convening meetings of the governing board

- a. The chairperson or any two members of the board may convene a meeting of the members of the governing board whenever they think fit by giving written notice to the secretary of the company.
- b. A secretary must, on the requisition as provided for in 10.7a, convene a meeting of the members of the governing board.

10.8 Notice of meetings of the governing board

- a. Subject to this constitution, notice of a meeting of members of the governing board must be given to each person who is at the time of giving the notice a member of the governing board, except a member of the governing board on leave of absence approved by the members of the governing board.
- b. A notice of a meeting of members of the governing board:
 - I. Must specify the time and place of the meeting;
 - II. Need not state the nature of the business to be transacted at the meeting;
 - III. May be given immediately before the meeting; and
 - IV. May be given in person or by post, telephone or other electronic means.
- c. A member of the governing board may waive notice of a meeting of members of the governing board by notifying the company to that effect in person or by post, telephone or other electronic means.
- d. The non-receipt of notice of a meeting of members of the governing board by, or a failure to give notice of a meeting of members of the governing board to, a member of the governing board does not invalidate anything done or resolution passed at the meeting if:
 - I. The non-receipt or failure occurred by accident or error;
 - II. The member of the governing board has waived or waives notice of that meeting under rule 10.8c before or after the meeting;

- III. The member of the governing board has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone or other electronic means before or after the meeting; or
- IV. The member of the governing board attended the meeting.
- e. Attendance by a person at a meeting of members of the governing board waives any objection which that person may have to a failure to give notice of the meeting.

10.9 Quorum at meetings of the governing board

- a. No business may be transacted at a meeting of members of the governing board unless a quorum of members of the governing board is present at the time the business is dealt with.
- b. A quorum consists of two (2) members.
- c. If there is a vacancy in the office of a member of the governing board then, subject to rule 10.9d, the remaining members of the governing board may act.
- d. If the number of members of the governing board in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of members of the governing board fixed under this constitution, the remaining members of the governing board must act as soon as possible to appoint an additional member to the governing board, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

10.10 Chairperson of the governing board

- a. The members of the governing board may elect one of its members as chairperson of the governing board and may decide the period for which that he/she is to be the chairperson, subject to the prior approval of the Central Coordinator of the Sathya Sai International Organisation of Australia.
- b. The chairperson of the governing board must preside as chairperson at each meeting of the members of the governing board if present within 10 minutes after the time appointed for the meeting and willing to act.
- c. If there is no chairperson of members of the governing board or both the conditions in rule 10.10.b have not been met, the members of the governing board present must elect one of the members of the governing board as chairperson of the meeting.
- d. The chairperson must strive to bring consensus or general agreement amongst members of the governing board on matters coming before the board

10.11 Decisions of the governing board

- a. A meeting of members of the governing board at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the members of the governing board under this constitution.
- b. Questions arising at a meeting of members of the governing board must be decided by a majority of votes cast by the members of the governing board present. Such a decision is for all purposes a decision of the members of the governing board.
- c. Where the votes on a proposed resolution are equal the chairperson of the meeting has a second or casting vote.

10.12 Written resolutions of the governing board

- a. A resolution is taken to have been passed by a meeting of members of the governing board if:
 - I. All the members of the governing board (other than any member of the governing board on leave of absence approved by the members of the governing board, any member of the governing board who disqualifies himself or herself from considering the resolution in question and any member of the governing board who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - II. The members of the governing board who sign or consent to the resolution would have constituted a quorum at a meeting of members of the governing board held to consider that resolution.
- b. A member of the governing board may consent to a resolution by:
 - I. Signing the document containing the resolution (or a copy of that document);
 - II. Giving to the company at its registered office a written notice (including electronic means) addressed to the secretary or to the chairperson of the governing board signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - III. Telephoning the secretary or the chairperson of the governing board and signifying assent to the resolution and clearly identifying its terms.

10.13 Minutes of meetings and minutes of resolutions

- a. The members of the governing board must ensure minutes of proceedings and resolutions of general meetings and of meetings of members of the governing board (including committees of members of the governing board) are recorded

in books kept for the purpose, within one month after the relevant meeting is held.

- b. The members of the governing board must ensure minutes of resolutions passed by members of the governing board (and committees of members of the governing board) are recorded in books kept for that purposes within one month after the resolution is passed.
- c. The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting, following a resolution that the minutes as presented are a correct record of the proceedings of that meeting.

10.14 Committees of the governing board

- a. The members of the governing board may delegate any of their powers to one or more committees consisting of members of the governing board as they think fit, together with other members of the company or members of the Sathya Sai International Organisation of Australia, appointed by the board because of their special skills or expertise. A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the members of the governing board.
- b. The provisions of this constitution that apply to meetings and resolutions of members of the governing board apply, as far as applicable and with any necessary changes, to meetings and resolutions of a committee of members of the governing board.

10.15 Delegation to individual members of the governing board

- a. The members of the governing board may delegate any of their powers to one member of the governing board.
- b. A member of the governing board to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the members of the governing board.

10.16 Validity of acts

An act done by a person acting as a member of the governing board, a meeting of members of the governing board, or a committee of members of the governing board attended by a person acting as a member of the governing board, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the member of the governing board, or the committee (as applicable) when the act was done:

- a. A defect in the appointment of the person as a member of the governing board;
- b. The person being disqualified to be a member of the governing board or having vacated office; or
- c. The person not being entitled to vote.

10.17 Removal of members of Board of Governors

- a. If the voting members have serious concerns about one or more members of the governing board, such as a breach of the company's constitution or a breach of the policies, procedures or guidelines of the Sathya Sai World Foundation, they have to consult with the governing board in order to resolve and overcome the serious concerns.
- b. If the concerns, see clause 10.17.a, cannot be overcome and it is considered not to be in the interest of the company for the person to remain a director, the voting members of the company may by special resolution remove any member of the governing board from office before the expiration of the member's term of office and, subject to compliance with 10.1d may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- c. If the voting members intend to consider a special resolution under clause 10.17.b two weeks notice will be given to the member before the meeting at which the resolution will be considered.
 - I. Stating the date, place and time of the meeting;
 - II. Setting out the intended resolution and the grounds on which it is based; and
 - III. Informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

11. Executive officers

11.1 The Director

- a. The members of the governing board may, subject to 11.1e, appoint one of its members as the Chief Executive Officer of the company. The person appointed as Chief Executive Officer will be known as the Director. The Director so appointed will remain a member of the governing board with voting rights.

- b. The governing board may also appoint one of its members of the company as Deputy Director. The Deputy Director is to assist the Director in the performance of the role of Chief Executive Officer.
- c. The Director of the company reports and makes recommendations to the governing board and must manage the affairs of the company in accordance with the resolutions of the governing board.
- d. The appointment of the Director and Deputy Director of the company require the prior endorsement of the Central Coordinator of the Sathya Sai International Organisation of Australia.
- e. The primary duty of the Director is the implementation of the policy decisions and directives made by the governing board and in accordance with the company's objectives.

11.2 The Secretary

It is the duty of the secretary to keep minutes of:

- a. All appointments of members of the governing board and other office bearers and the names of members present at a meeting of the governing board or a general meeting, and
- b. All proceedings at meetings of the governing board and general meetings. The secretary is also expected to maintain a register of the company's members and to ensure compliance with relevant regulation and legislation.

11.3 Provisions that apply to all executive officers

- a. A reference to an executive officer is a reference to an executive member of the governing board, the company secretary or assistant secretary.
- b. The appointment term of an executive officer may be for the period and on the conditions that the members of the governing board think fit.
- c. Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the members of the governing board at any time, with or without cause.
- d. The members of the governing board may:
 - I. Confer on any executive officer the powers, discretions and duties vested (including any powers, discretions and duties vested in or exercisable by the members of the governing board) they think fit;
 - II. Withdraw, suspend or vary any of the powers, discretions and duties conferred on any executive officer; and
 - III. Authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.

e. An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:

- I. A defect in the person's appointment as an executive officer; or
- II. The person being disqualified to be an executive officer.

12. Indemnity insurance

12.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in Cl.12.2 applies to Indemnified Officers.

12.2 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any indemnified officer against any liability incurred by the person as an officer of the company where the members of the governing board consider it appropriate to do so. The indemnified officers include members of the governing board.

13. Auditor

The company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act. The appointment will usually be made or confirmed at the Annual General Meeting.

14. Notices

14.1 Notices by the company to members

The company may give notices, including a notice of general meeting to a member:

- a. Personally; by sending it by post to the address for the member in the register of members or the alternative address nominated by the member; or
- b. By sending it to an electronic address nominated by the member.

14.2 Notices by the company to members of the governing board

Subject to this constitution, a notice may be given by the company to any member of the governing board by:

- a. Serving it personally at the member of the governing board's usual residential or business address;
- b. Sending it by post in a prepaid envelope to the member of the governing board's usual residential or business address; or
- c. By electronic means to such electronic address, as the member of the governing board has supplied to the company for giving notices.

14.3 Notices by member or members of the governing board to the company

Subject to this constitution, a notice may be given by a member or members of the governing board to the company by:

- a. Serving it on the company at the registered office of the company;
- b. Sending it by post in a prepaid envelope to the registered office of the company; or
- c. By electronic means to the principal electronic address of the company at its registered office.

14.4 Time of service

- a. Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - I. In the case of a notice of a general meeting, on the day after the date of its posting; or
 - II. In any other case, at the time at which the letter would be delivered in the ordinary course of post.
- b. Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- d. Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 14.4c, service of the notice is to be taken to be effected on the delivery to:
 - I. Where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or

- II. Where the addressee is a corporation, the corporation's computer systems.
- e. If service under rules 14.4b, 14.4c and 14.4d is on a day which is not a Business Day or is after 4:00pm (addressee's time) the notice is regarded as having been received at 9:00am on the next following Business Day.
- f. For the purposes of rule 14.4e, Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

14.5 Other communications and documents

Rules 14.1 to 14.4 (inclusive) apply, as far as applicable and with any necessary changes, to the service of any communication or document.

14.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by electronic transmission or any other form of written communication.

15. Definitions and interpretation

15.1 Definitions

The meanings of the terms used in this constitution are set out below:

Term	Meaning
Act	The <i>Corporations Act 2001</i> (Cth).
ACNC	Australian Charities and Not-for-profits Commission Act 2012 (Cth).
Auditor	The auditor of the company.
Board of Governors	The board of directors of the company are the board of governors as specified in rule 10. The board is responsible for the overall governance of the ISSEA Ltd. They are the responsible persons for all activities of the Institute.
Indemnified Officer	1. Each person who is or has been a member of the governing board or executive officer

	<p>(within the meaning of rule 12.2a of the company); and</p> <p>2. Any other officers or former officers of the company as the member of the governing board in each case decide.</p>
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15.2 Interpretation

In this constitution:

- a. References to notices include formal notices of meeting and all documents and other communications from the company to its members.
- b. A reference to any legislation or a provision of any legislation includes an amendment to that legislation or provision. Any consolidation or replacement or re-enactment of that legislation or provision and any subordinate legislation made under that legislation;
- c. A reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- d. A reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- e. The singular (including defined terms) includes the plural and the plural includes the singular.

15.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

16. Application of the Act

16.1 What parts of the Act apply

Unless the contrary intention appears:

- a. An expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- b. Subject to rule 16.1a, an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

16.2 Replaceable rules displaced

- a. The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.
- b. The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.

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