

# Constitution

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Pathways Response Victoria Ltd

gadens

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# Certificate of Registration of a Company

This is to certify that

**PATHWAYS RESPONSE VICTORIA LTD**

**Australian Company Number 654 682 461**

is a registered company under the Corporations Act 2001 and  
is taken to be registered in Victoria.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is  
**the third day of December 2021.**



**ASIC**

Australian Securities & Investments Commission

Issued by the  
Australian Securities and Investments Commission  
on this third day of December, 2021.

A handwritten signature in black ink, appearing to read 'J Longo'.

Joseph Longo  
Chair

CERTIFICATE

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*Corporations Act 2001*

*Public Company Limited by Guarantee*

# **Pathways Response Victoria Ltd**

## **ACN 654 682 461**

### **1. General**

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#### **1.1 Defined meanings**

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretations clause at the back of this document.

#### **1.2 Company name**

The name of the company is Pathways Response Victoria Ltd (the **Company**).

### **2. Replaceable Rules**

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The Replaceable Rules in the Corporations Act are displaced by this Constitution in their entirety and do not apply to the Company.

### **3. Objects**

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#### **3.1 Preamble**

The Company is established by the Bishops of Victoria for the purposes of implementing the National Response Protocol for Catholic Church Authorities in Australia for managing complaints, response and resolution for survivors of sexual abuse and misconduct by Church Personnel.

In establishing the Company, the Bishops have sought to enable the autonomous operation of an independent Board that oversees a person-centred model offering:

- (a) independent investigations and processes for seeking resolution and receiving monetary payment, and
- (b) care coordination services.

This person-centred model responds to the needs of those who seek pastoral contact as part of their healing and recovery journey (**Pathways model**), as an alternative to existing available mechanisms, such as the National Redress Scheme and civil litigation.

By forming the Company, the Bishops commit the Dioceses to participation in a state-wide approach to investigation, response and resolution and the provision of ongoing care to survivors of abuse. Other Church Authorities and Catholic Entities may choose to participate in the Pathways model operated by the Company.

### **3.2 Objects**

- (a) The Company has been established for the principal purpose of provision of relief, response and resolution to survivors of sexual abuse and misconduct by Church Personnel through the investigation of allegations of such abuse and misconduct and provision of care and coordination services to survivors, in accordance with the principles of Catholic social teaching and beliefs, the National Response Protocol for Catholic Church Authorities in Australia and applicable civil and Church Laws.
- (b) In pursuing its principal purpose, the Company's objects are to:
  - (i) offer an independent and accountable complaint and investigation process that complies with statutory requirements;
  - (ii) provide mediation, adjudication and other dispute resolution services for seeking monetary payment, care and support, and acknowledgement and apology that is fair, transparent and accessible;
  - (iii) coordinate comprehensive, holistic, trauma-informed care and support services to survivors of sexual abuse and misconduct;
  - (iv) cooperate and collaborate with government, non-government organisations, charitable and not-for-profit institutions in pursuit of the Company's objects; and
  - (v) do such things as may be necessary, incidental or conducive to the attainment of the objects in this clause 3.2.

### **3.3 Powers under the Corporations Act**

The Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the Objects including, without limitation, pursuant to clause 12:

- (a) formulating Policies;
- (b) making rules in connection with a Policy; and
- (c) revoking or amending a Policy or rules in connection with a Policy and formulating others.

## **4. Income and Property of the Company**

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### **4.1 Application of income and property**

- (a) The income and property of the Company will only be applied towards the promotion of the Objects.
- (b) No portion of the income or property will be paid or transferred directly or indirectly to the Members.

### **4.2 Payment of company expenses**

Nothing in clause 4.1 prevents the payment in good faith of reasonable and proper:

- (a) subject to clause 4.3, Remuneration to any of the officers or servants of the Company or to a Member in return for any services actually rendered, or goods

supplied or hired, by them to the Company in the ordinary and usual course of business; or

- (b) interest on money borrowed from a Member for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings); or
- (c) rent for any premises provided by the Members.

#### **4.3 Payments to Directors**

- (a) The Company may make the following payments to a Director:
  - (i) Remuneration to Directors in an amount determined by the Members from time to time; or
  - (ii) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors; or
  - (iii) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or
  - (iv) relating to an indemnity in favour of the Director or a contract of insurance, as provided for in clause 19.
- (b) The Members shall have a discretion to determine the Remuneration of Directors to be paid by the Company (if any).

## **5. Membership**

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### **5.1 Members of the Company**

The Members of the Company comprise:

- (a) the Archbishop of Melbourne;
- (b) the Bishop of Ballarat;
- (c) the Bishop of Sale; and
- (d) the Bishop of Sandhurst.

### **5.2 Cessation of Membership**

Upon any change in the office of a Bishop, the successor in office (including as an administrator of a Diocese during a period of vacancy of the Diocese) shall upon notice in writing to the Secretary be denoted as a Member of the Company from the date of their appointment. The previous person in that office shall be taken to have ceased membership from the same date.

### **5.3 Exercise of Members' rights and powers**

- (a) The Members must exercise their rights and powers in accordance with:
  - (i) this Constitution; and

- (ii) the process and requirements of civil law and Church Laws.
- (b) In the event there is any concern by the Board that the Members' exercise of the rights and powers under this Constitution is not in accordance with the requirements of clause 5.3(a), the Board may have recourse according to the provisions of Church Laws.
- (c) Subject to clause 5.3(d), the rights and privileges of a Member are personal to the Member and are not transferrable.
- (d) Each Member may, by notice in writing to the other Members, appoint a person as the Member's nominee to act on behalf of the Member from time to time for any matter which requires the decision or approval of the Member under this Constitution.
- (e) Without limiting the generality of clause 5.3(d), a Member's nominee will be entitled to attend at Members' meetings and vote on a Members' resolution at a meeting or otherwise in place of the Member, and to otherwise represent the Member in relation to the exercise of all rights and powers of the Member under this Constitution and at law.

#### **5.4 Members' meetings**

The Members shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

#### **5.5 Annual General Meeting**

- (a) The Company will hold an annual general meeting at least once each calendar year and within five (5) months of the end of the financial year of the Company, on a date determined by the Members.
- (b) Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, a notice of at least 21 days must be provided for an annual general meeting of the Company (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given).
- (c) A notice of an annual general meeting must be given to each Member, each Director, the Secretary, the Auditor, the Executive Director and the Response and Resolution Director. No other person shall be entitled to receive notices of general meetings, but the Members and the Board may determine that other persons be invited to attend the annual general meeting.
- (d) All Directors shall make reasonable efforts to attend the annual general meeting.
- (e) The business of an annual general meeting shall include any of the following, even if not referred to in the notice of meeting:
  - (i) consideration of the annual financial report, Directors' report and auditor's report;
  - (ii) appointment of the Auditor (if applicable);
  - (iii) report of the Chair of the Board, addressing specifically the pursuit and implementation of the Company's Objects;
  - (iv) report of the Executive Director and of the Response and Resolution Director.

- (f) The Chair of the Board shall preside at annual general meetings. If the Chair of the Board is absent or not present within 10 minutes after the time appointed for the holding of the meeting, the Members present (in person or by nominee) will determine one of the Members to preside at that annual general meeting.
- (g) In preparation for the annual general meeting, the Members may in their discretion seek any information from the Board that they consider relevant or that would assist them in consideration of, and understanding, the operations of the Company and its progress including regarding the pursuit and implementation of the Company's Objects, which has not otherwise been addressed by the material accompanying the notice of annual general meeting.

## **5.6 Members' decision making**

- (a) All resolutions and decisions required by the Corporations Act, the ACNC Act or by this Constitution to be made by the Members require approval by Unanimous Members' Resolution. The Members may pass a Unanimous Members' Resolution:
  - (i) at a meeting; or
  - (ii) by providing consent in writing that they are all in favour of a resolution which has been circulated to the Members.
- (b) For the purposes of clause 5.6(a)(ii):
  - (i) the resolution is treated as having been passed at a meeting of the Members held on the day on which the written consent was provided. If the Members' written consent is provided on different days, then a resolution is treated as having been passed on the day on which the document was signed by the last Member. A resolution is not treated as passed on that day if, by its terms, it is said to take effect from another specified date;
  - (ii) two (2) or more separate documents containing the written consent of the Members that they are in favour of a resolution of the Members are together treated as constituting one document; and
  - (iii) the document or documents referred to in this clause 5.6(a)(ii) are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

## **6. Board of Directors**

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### **6.1 Board of Directors**

- (a) Subject to the Corporations Act and this Constitution, the business of the Company is to be managed by or under the direction of the Directors.
- (b) Subject to clause 6.1(c)(i), the Directors may exercise all of the powers of the Company that are not required by the law or this Constitution (including those matters described at Schedule 1) to be exercised by the Members.
- (c) The Directors:
  - (i) must not confirm a Director's position under clause 6.6(b);
  - (ii) must not discontinue or fundamentally alter the operations of the Company as contemplated by the Objects;



- (iii) must ensure that the Company does not establish any subsidiary or other new entity, joint venture or other corporate affiliation;
- (iv) must not, and must ensure that the Company does not, operate outside the authorised delegations and financial limitations provided by the Members (and as amended from time to time); and
- (v) must not, and must ensure that the Company does not, revoke or jeopardise its status as a charity registered with the ACNC,

without the Members' prior written approval.

## **6.2 Number of Directors**

The Board shall comprise a minimum of three (3) Directors and a maximum of seven (7) Directors. The Members may from time to time increase or reduce the minimum or maximum number of Directors, provided that the minimum number must always be at least three (3).

## **6.3 Appointment of Directors**

- (a) The Directors shall be appointed by the Members by notice in writing to the Secretary from among such persons as recommended by the Board.
- (b) In making recommendations to the Members for appointments to the Board, the Board:
  - (i) may only propose persons that have been recommended to the Board by the Nominations Committee as suitable candidates for appointment as Directors; and
  - (ii) will have regard to the skills and experience of a person considered for appointment in any discipline, profession or field of knowledge which may be beneficial to the Company, and
  - (iii) will have regard to the Company's commitment to ensure diversity of the Board, including but not limited to gender and cultural inclusion.
- (c) In making appointments to the Board, the Members will also have regard to the matters referred to in clauses 6.3(b)(ii) and 6.3(b)(iii).
- (d) The Members may at any time by written notice to the Secretary remove any Director appointed under clause 6.3(b) from office.

## **6.4 Persons ineligible for appointment as a Director**

In addition to persons ineligible to hold office as a Director by virtue of the Corporations Act or other provisions of this Constitution, the following persons shall not be eligible for appointment as a Director:

- (a) any Member or a Member's nominee appointed under clause 5.3(d);
- (b) any employee of the Company;
- (c) any employee of the Archdiocese of Melbourne, the Diocese of Ballarat, the Diocese of Sale or the Diocese of Sandhurst or of any entity that is a Diocesan agency of any of these four Dioceses;
- (d) any member of the clergy of the Church;

- (e) any person who has been:
  - (i) disqualified from being a Responsible Entity of a Registered Entity during the preceding twelve (12) months; or
  - (ii) suspended or removed as a Responsible Entity of a Registered Entity, under the ACNC Act.

## **6.5 Term**

- (a) Each Director will hold office for a term of up to three (3) years as determined by the Members when appointing the Director, after which that Director must retire from office.
- (b) A retiring Director shall be eligible for re-appointment for further terms of up to three (3) years as determined by the Members, subject to a maximum tenure of nine (9) consecutive years in office unless otherwise determined by the Members on recommendation by the Board.

## **6.6 Vacation of office**

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health
- (b) is absent from more than three (3) consecutive meetings of Directors without the prior leave of the Board or fails to respond to three (3) consecutive requests for a circulatory resolution in accordance with clause 8.6 to be passed without a meeting of the Directors, unless the Board determines otherwise with the prior approval of the Members; or
- (c) gives a notice of resignation in writing to the Secretary; or
- (d) becomes a person who, pursuant to clause 6.4, would be ineligible to hold office as a Director.

## **7. Nominations Committee**

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### **7.1 Composition of Nominations Committee**

The Board shall establish a Nominations Committee comprising of three (3) persons, being:

- (a) the Chair of the Board *ex officio*;
- (b) two (2) other persons appointed by the Board at its discretion, provided that either of these persons may or may not be a Director but must not be a person who, pursuant to clause 6.4, would be ineligible to hold office as a Director.

### **7.2 Role of the Nominations Committee**

- (a) The Nominations Committee shall have terms of reference specified by the Board, which must include the following responsibilities:

- (i) identifying and recommending to the Board suitable candidates for appointment as Directors;
  - (ii) identifying and recommending to the Board suitable candidates for appointment as the Executive Director and Response and Resolution Director;
  - (iii) developing a process for evaluation of Board performance and ensuring succession planning for the Board; and
  - (iv) any other function that the Board determines appropriate.
- (b) In assessing the suitability of candidates for appointment as Directors, the Nominations Committee must:
- (i) ensure that there is among the Directors a desirable combination of skills, qualifications and experience relevant for the operations of the Company from time to time;
  - (ii) promote the Board's independence;
  - (iii) observe the Company's commitment to ensure diversity of the Board, including but not limited to gender and cultural inclusion,
  - (iv) satisfy itself that a candidate for a position on the Board is not disqualified from being a Responsible Entity of a Registered Entity during the preceding twelve (12) months or suspended or removed as a responsible entity of a registered entity, under the ACNC Act.
- (c) The Nominations Committee has absolute discretion in all of its functions, subject only to the direction of the Directors, the provisions of this Constitution and the law.

## **8. Directors' meetings**

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### **8.1 Meetings**

The Board shall meet together at least four (4) times each year for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

### **8.2 Quorum**

A quorum of the Board comprises a majority of the Directors eligible to vote. The quorum must be present at all times during the meeting.

### **8.3 Voting**

All resolutions of the Directors must be passed by a majority vote of all Directors entitled to vote on the resolution. The Chair of the Board shall have a casting vote in addition to any vote they have in their capacity as a Director.

### **8.4 Chair and Deputy Chair of the Board**

- (a) The Members shall appoint from among the Directors the Chair and Deputy Chair of the Board, from time to time, and shall determine the period for which such persons are to hold office as Chair and Deputy Chair of the Board, respectively.
- (b) The Chair of the Board shall preside at Directors' meetings.

- (c) Where a meeting of the Board is held and the Chair of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act:
  - (i) the Deputy Chair of the Board shall preside at the meeting; and
  - (ii) if the Deputy Chair of the Board is absent or not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be the chair of that meeting.

#### **8.5 Vacancy of Chair**

- (a) The office of the Chair and/or the Deputy Chair of the Board shall become and be vacant:
  - (i) if the Chair and/or Deputy Chair of the Board ceases to be a Director;
  - (ii) by the written resignation of the Chair and/or the Deputy Chair of the Board from the office; or
  - (iii) by written notice of removal given by the Members after consultation with the Directors.
- (b) Where the office of the Chair and/or the Deputy Chair of the Board becomes vacant, a new Chair or Deputy Chair of the Board (as applicable) will be appointed in accordance with clause 8.4.

#### **8.6 Circular Resolution of Directors**

- (a) If all Directors have provided consent in writing that they are in favour of a resolution of the Directors which has been circulated to the Directors, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the written consent was provided. If the Directors provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was provided by the last Director. A resolution is not treated as passed on that day if the circular resolution, by its terms, is said to take effect from another specified date.
- (b) For the purposes of clause 8.6(a):
  - (i) 2 or more separate documents containing the written consent of the Directors that they are in favour of a resolution of the Directors are together treated as constituting one document; and
  - (ii) the document or document referred to in this clause 8.6 are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

#### **8.7 Provision of documents to Members**

The Board of Directors must provide to the Members the minutes of each Board of Directors' meeting within fourteen (14) days following the meeting at which they are confirmed.

## **9. Observers**

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The Board may permit the attendance of any person at any Directors' meeting where, in the opinion of the Directors, such person may be able to assist the Board regarding any matter before it.

## **10. Secretary**

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- (a) The Board shall appoint a Secretary of the Company for a term and on conditions determined by them.
- (b) The Secretary of the Company is entitled to attend and be heard on any matter at all Board of Directors' and general meetings.
- (c) A person who is ineligible to be a Director under clause 6.4 (except under sub-clause 6.4(b)) is also ineligible to be appointed, or continue to hold office, as Secretary. For the avoidance of doubt, the Secretary may be an employee of the Company.
- (d) The office of the Secretary shall become and be vacant:
  - (i) by the written resignation of the Secretary from the office;
  - (ii) if the persons becomes ineligible to continue to hold office as the Secretary in accordance with clause 10(c); or
  - (iii) by written notice of removal given by the Board.

## **11. Committees**

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### **11.1 Establishment of Committees**

The Board may constitute and appoint such Committees (consisting of at least one Director) as it thinks fit, with responsibilities in areas relevant to the Company from time to time

### **11.2 Terms of reference**

Subject to this Constitution, each Committee will have terms of reference specified by the Board.

### **11.3 Delegation to committee**

The Board may delegate any of their powers (other than this power of delegation) to such Committees as it thinks fit. The Board may at any time revoke, withdraw, alter or vary all or any of such powers. No delegation will prevent the exercise of any power by the Board.

### **11.4 Committee powers**

Any Committee so formed must, in the exercise of the powers so delegated, or functions entrusted, conform to any directions that may at any time be imposed by the Board. Any power exercised by a Committee will be deemed to have been exercised by the Board.

## **12. Policies**

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### **12.1 Power of Board to make Policies**

Subject to and consistent with this Constitution, the Board may from time to time make and approve (as applicable) Policies for or with respect to all matters relating to the organisation, management and good government of the Company and its operations.

### **12.2 Variation of Policies**

The Board may, by resolution, repeal, revoke, alter, amend or otherwise modify a Policy or part of a Policy.

### **12.3 Consistency with mission of Church**

The power of the Board to make any Policy under this clause 12, is subject to the Board ensuring that at all times any such Policy is not contrary to the beliefs, traditions, practices and canonical decrees of the Church or Church Laws.

## **13. Executive Director and Response and Resolution Director**

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### **13.1 Executive Director**

The Executive Director, subject to the directions of the Board, is responsible to the Board for the leadership, stewardship and management of the Company.

### **13.2 Response and Resolution Director**

The Response and Resolution Director, subject to the directions of the Board, is responsible to the Board for overseeing and managing the complaints process and the response and resolution process offered by the Company to survivors of sexual abuse and misconduct by Church Personnel.

### **13.3 Appointment and removal**

The Board shall have the power to appoint or reappoint a person to the office of Executive Director and to the office of Response and Resolution Director on such terms, conditions and remuneration as the Board determines. The Board shall have the power to suspend or remove the Executive Director and the Response and Resolution Director from office.

### **13.4 Delegations to the Executive Director and the Response and Resolution Director**

- (a) The Executive Director and the Response and Resolution Director have autonomous functions, each reporting to the Board.
- (b) The Board may by resolution delegate to the Executive Director and to the Response and Resolution Director such of its powers exercisable under this constitution by the Board as it sees fit (including the powers of delegation), and may confer such powers for such objects and purposes, and upon such terms and conditions, and with such restrictions, as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time or times alter, revoke, withdraw or vary all or any of such delegations.

### **13.5 Directors' meetings**

- (a) The Executive Director and the Response and Resolution Director shall receive notice of and attend all Directors' meetings except where otherwise requested by the Board.
- (b) For the avoidance of doubt:
  - (i) the Executive Director and the Response and Resolution Director may speak, but not vote, at Directors' meetings;
  - (ii) the Executive Director and the Response and Resolution Director are not to be counted towards quorum at Directors' meetings; and
  - (iii) the Executive Director and the Response and Resolution Director shall not be eligible to be a Director.

## **14. Accounts**

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### **14.1 Preparation of accounts**

- (a) The Board must cause the Company to prepare financial accounts in accordance with the law.
- (b) The Board must cause the Company to prepare a financial report, a Director's report and any other reports that comply with the ACNC Act and any other relevant legislation.

### **14.2 Auditing of financial report**

The Board must cause the Company's financial report for each financial year to be audited by the Auditor and obtain an auditor's report in accordance with any requirements of the ACNC Act and any other relevant legislation. Audited financial reports provided to the Members are conclusive.

### **14.3 Inspection of books**

- (a) The Members may inspect the financial reports of the Company at their request.
- (b) The following persons may at any reasonable time access and inspect any financial record of the Company, provided any such financial record does not identify individual survivors:
  - (i) any nominee of the Members authorised in writing by them, subject to the terms of such authorisation;
  - (ii) the Auditor; and
  - (iii) any Director.

## **15. Audit**

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### **15.1 Appointment of Auditor**

- (a) A properly qualified Auditor or Auditors shall be appointed and his/her or their duties regulated in accordance with the Corporations Act and the ACNC Act.

- (b) The remuneration of the Auditor may be determined by the Directors at a Directors' meeting.

## **15.2 Removal of Auditor**

Subject to the requirements of the Corporations Act and the ACNC Act, the Company may remove an Auditor by resolution of the Members.

## **16. Amendment of Constitution**

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- (a) Subject to clause 16(b), any amendments to this Constitution must be approved by the Members. For the avoidance of doubt, the Board may make recommendations to the Members for amendments to the Constitution, from time to time.
- (b) No amendment may be made to this Constitution which would prejudice the registration of the Company as a charity with the ACNC. Any resolution or document purporting to make such an amendment shall be void and of no effect with respect to that amendment.

## **17. Corporate review**

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### **17.1 Review**

The Board shall carry out or cause to be carried out, a review of the Company during the first three (3) years of the incorporation of the Company and thereafter at least once every three (3) years and at any other time upon unanimous request of the Members. The purpose of the review would be to assess the effectiveness, sustainability, ongoing viability and relevance of the Company in the context of its Objects.

### **17.2 Review Outcomes**

Copies of the review undertaken in accordance with 17.1 shall be provided to Members for their consideration. The Members may in their discretion determine to take any action in relation to the review. This may include amending the Constitution or winding up the Company.

## **18. Winding up**

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### **18.1 Winding up of the Company**

The Company must be wound up if:

- (a) the Members resolve that the Company should be wound up; and/or
- (b) if the Company is required to be wound up at law.

### **18.2 Contribution by Members**

If the Company is wound up, each Member undertakes to contribute to the property of the Company for the payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up such amount as may be required, not exceeding \$20.



### 18.3 Distribution of surplus assets

The Company may be dissolved by a Unanimous Resolution of the Members. Upon the winding up of the Company, any surplus remaining after the satisfaction of all its debts and liabilities, will not be paid to or distributed to the Members but shall be given or transferred in accordance with Church Laws:

- (a) to a charitable institution, body, entity or organisation operated in Australia, with similar purposes to the Company; and
- (b) the governing documents of 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 under this Constitution,

such institution, body, entity or organisation to be determined by the Members at or before the winding up of the Company and in default, by application to the Supreme Court of Victoria for determination.

## 19. Indemnity

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### 19.1 Indemnity for liability

To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as such an officer of the Company; or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company; or
- (c) in connection with or arising from any inquiry or investigation by an Authority or External Administrator involving that person as an officer of the Company.

### 19.2 Indemnity in respect for premiums

To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an officer of the Company. The liability insured against may not include that which the Corporations Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, any remuneration approved by the Members under this Constitution.

### 19.3 GST

The amount of any indemnity payable under clause 19.1 will include an additional amount (**GST amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST amount.

### 19.4 Interpretation

For the purposes of this clause 19, "officer" means:

- (a) a Director;

- (b) a member of a Committee;
- (c) a Secretary; and
- (d) an executive officer of the Company as defined by the Corporations Act.

## 20. Interpretation

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### 20.1 Definitions

In this Constitution unless the contrary intention appears:

**ACNC** means the Australian Charities and Not-for-profits Commission or its successor.

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

**Archbishop of Melbourne** means the Archbishop of the Archdiocese of Melbourne from time to time, or the administrator of the Archdiocese during any period that the Archdiocese is vacant.

**Archdiocese of Melbourne** means the Roman Catholic Archdiocese of Melbourne, being the district in the State of Victoria over which as regards the faithful, the Archbishop of Melbourne exercises Episcopal jurisdiction.

**Auditor** means the person appointed for the time being as auditor of the Company.

**Authority** means:

- (a) a Royal Commission, Board of Inquiry, Parliamentary Committee or similar body;
- (b) the Australian Securities & Investments Commission, the Australian Competition and Consumer Commission, and any other regulatory authority;
- (c) a department of any Australian government or of any other jurisdiction;
- (d) a public authority;
- (e) an instrumentality, agent or appointee of the Crown in right of the Commonwealth, in right of a State or in right of a Territory or the equivalent of any of them in any other jurisdiction;
- (f) any other body exercising statutory or prerogative power;
- (g) a government, a governmental, semi-governmental or judicial person, authority, body or entity;
- (h) a statutory corporation; or
- (i) a person, authority, body or entity (whether autonomous or not) who is charged with the administration of law.

**Bishop of Ballarat** means the Bishop of the Diocese of Ballarat from time to time, or the administrator of the Diocese during any period that the Diocese is vacant.

**Bishop of Sale** means the Bishop of the Diocese of Sale from time to time, or the administrator of the Diocese during any period that the Diocese is vacant.

**Bishop of Sandhurst** means the Bishop of the Diocese of Sandhurst from time to time, or the administrator of the Diocese during any period that the Diocese is vacant.

**Bishop** means a reference to each of the Archbishop of Melbourne, the Bishop of Ballarat, the Bishop of Sale or the Bishop of Sandhurst, or a reference to them jointly, as applicable.

**Board** means the board of Directors of the Company.

**Canonical Steward** means the person(s) or other entity canonically responsible for the Catholic Entity.

**Catholic Entity** means a diocese, religious institute or society of apostolic life or Ministerial Public Juridic Person or other Catholic agency including social welfare, health or educational institutions and corporations.

**Church** means the Roman Catholic Church.

**Church Authority** means

- (a) a Catholic bishop (or Archbishop, as appropriate) of a Catholic diocese or its administrator from time to time.
- (b) the Superior of an Australian Religious Institute in respect of Catholic religious institutes or societies of apostolic life; or
- (c) the Canonical Steward in relation to a particular Catholic entity in respect of other Catholic entities other than referred to in (a) or (b) above.

**Church Laws** means the universal laws of the Church and the Code of Canon Law, including the norms and conventions of a Diocese and any statement, interpretation or articulation by the Members of such laws and the beliefs, traditions, practices and canonical decrees of the Church.

**Church Personnel** means a cleric, member of a religious institute/society of apostolic life, seminarian or ordinand, or other person currently or previously employed by a Catholic Entity or engaged on a contract, subcontract, voluntary or unpaid basis, whether alive or deceased.

**Code of Canon Law** means the Code of Canon Law promulgated by Pope John Paul II on 25 January 1983 or its successor and any other universal or particular legislation promulgated by the competent ecclesiastical authority.

**Committee** means a committee established in accordance with clause 11.

**Company** means Pathways Response Victoria Ltd ACN

**Constitution** means the constitution of the Company as amended from time to time.

**Controller** has the meaning given by the Corporations Act.

**Corporations Act** means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

**Diocese** means a reference to each of the Archdiocese of Melbourne, the Diocese of Ballarat, the Diocese of Sale and the Diocese of Sandhurst or a reference to them jointly, as applicable.

**Diocese of Ballarat** means the Roman Catholic Diocese of Ballarat, being the district in the State of Victoria over which as regards the faithful, the Bishop of Ballarat exercises Episcopal jurisdiction.

**Diocese of Sale** means the Roman Catholic Diocese of Sale, being the district in the State of Victoria over which as regards the faithful, the Bishop of Sale exercises Episcopal jurisdiction.

**Diocese of Sandhurst** means the Roman Catholic Diocese of Sandhurst, being the district in the State of Victoria over which as regards the faithful, the Bishop of Sandhurst exercises Episcopal jurisdiction.

**Director** means and includes any person occupying a position on the Board.

**Directors** means all or some of the Directors acting as the Board.

**Executive Director** means the person appointed to undertake that role (or any analogous role or title) in the Company in accordance with clause 13. For the avoidance of doubt, the Executive Director is not a Director of the Board of the Company and is not eligible to be appointed a Director and hold office on the Board for so long as the person occupies the position of Executive Director.

**External Administrator** means a liquidator, provisional liquidator, Controller or an administrator.

**Government Agency** means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia or a State or Territory of Australia.

**GST** has the meaning given to that term in the *A New Tax System (Goods and Services Tax) Act 1999* as modified or amended from time to time.

**Member** means a member of the Company as set out in clause 5.1.

**Ministerial Public Juridic Person** means a public juridic person recognised as such under the Code of Canon Law which is established by the decree of a competent ecclesiastical authority for the purpose of active ministry.

**National Response Protocol for Catholic Church Authorities in Australia** means the National Response Protocol for Catholic Church Authorities in Australia, being the nationally-consistent framework for handling concerns and allegations of sexual abuse and other misconduct by Church personnel adopted by the Australian Catholic Bishops Conference in November 2020 and effective from 1 January 2021.

**Nominations Committee** means the committee established under clause 7.

**Objects** means the objects of the Company set out in clause 3.2.

**Policies** means the policies of the Company made under clause 12.

**Registered Entity** has the meaning given in the ACNC Act.

**Religious Institute** means a canonically recognised religious institute and/or society with public juridic status in the Church in which, in accordance with their own law, the members pronounce public vows and live a fraternal life in common.

**Remuneration** includes, without limitation, salaries, wages, commissions, fees, rewards, allowances or bonuses.

**Replaceable Rules** means the provisions of the Corporations Act that apply as replaceable rules, being those listed in the table in section 141 of the Corporations Act.

**Response and Resolution Director** means the person appointed to undertake that role (or any analogous role or title) in the Company in accordance with clause 13. For the avoidance of doubt, the Response and Resolution Director is not a Director of the Board of the Company and is not eligible to be appointed a Director and hold office on the Board for so long as the person occupies the position of Response and Resolution Director.

**Responsible Entity** has the meaning given in the ACNC Act.

**Secretary** means any person appointed by the Board under clause 10 to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

**Superior of an Australian Religious Institute** means the person acting in that canonical role (by whatever name) from time to time.

**Unanimous Members' Resolution** means a resolution approved by all Members.

## 20.2 Interpretation

- (a) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.
- (b) In this Constitution, except where the context otherwise requires:
  - (i) the singular includes the plural and vice versa, and a gender includes other genders;
  - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
  - (iii) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
  - (iv) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
  - (v) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
  - (vi) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

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## **Schedule 1**      **Reserved decisions for the Members**

In exercising any rights reserved for the Members under this Constitution as listed below, the Members will comply with Church Laws and any relevant decrees, policies, procedures and protocols.

### ***Powers reserved for the Members***

- (a) change the minimum or maximum number of Directors (clause 6.2);
- (b) appoint or remove a Director or determine a Director's term of office (clauses 6.3 and 6.5(a));
- (c) appoint or remove the Chair and Deputy-Chair of the Company (clause 8.4(a) and 8.5(a)(iii));
- (d) receive the minutes of Board meetings (clause 8.7);
- (e) inspect the financial reports of the Company on request or authorise any nominee of the Members to access or inspect any financial record of the Company, provided any such financial record does not identify individual survivors (clauses 14.3(a) and 14.3(b)(i));
- (f) amend the constitution of the Company (clause 16);
- (g) wind up the Company and determine distribution of any surplus (clause 18.3);
- (h) change the company type of the Company; and
- (i) change the name of the Company.