

Constitution of the Sri Venkateswara Temple Helensburgh Limited

**a charitable purpose
company limited by guarantee**

Australian Company Number (ACN) [insert ACN]

Australian Business Number (ABN) [insert ABN]

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Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Location of the company
- 6 Definitions

Charitable purposes and powers

- 7 Object
- 8 Excluded items and activities
- 9 Powers
- 10 Not-for-profit
- 11 Amending the constitution

Members

- 12 Membership and membership categories and contributing members
- 13 Membership qualification
- 14 Unsuitability of a person for membership consideration
- 15 Application for membership
- 16 Register of members
- 17 Fees and member entitlement
- 18 Membership entitlements not transferable
- 19 Cessation of membership
- 20 Resignation of membership

Dispute resolution and disciplinary procedures

- 21 Dispute resolution
- 22 Disciplining members
- 23 Right of appeal of disciplined member

General meetings of members

- 24 General meetings called by directors
- 25 General meetings called by members
- 26 Annual general meeting
- 27 Notice of general meetings
- 28 Quorum at general meetings
- 29 Auditor's right to attend meetings
- 30 Using technology to hold meetings
- 31 Chairperson for general meetings
- 32 Role of the chairperson

- 33 Adjournment of meetings

Members' resolutions and statements

- 34 Members' resolutions and statements
- 35 Company must give notice of proposed resolution or distribute statement

Resolutions

- 36 Resolutions
- 37 Eligible voting members

Voting at general meetings

- 38 How many votes a member has
- 39 Challenge to member's right to vote
- 40 How voting is carried out
- 41 When and how a vote in writing must be held
- 42 Appointment of proxy
- 43 Voting by proxy
- 44 Postal and electronic voting

Directors

- 45 Board of directors
- 46 Number of directors and positions
- 47 Initial directors
- 48 Election and appointment of directors
- 49 Term of office of board of directors
- 50 Calling of nominations
- 51 Nomination and declaration of candidates elected to the board of directors
- 52 Interim board of directors
- 53 Calling of nominations for the election of directors where the board ceases to operate
- 54 Chairperson for election of directors
- 55 When a director stops being a director
- 56 Casual vacancies in the board of directors
- 57 Filling of casual vacancies
- 58 Removal of director from the board of directors

Powers of directors

- 59 Powers of the board of directors

60 Delegation by board of directors to sub-committees

61 Execution of documents

Duties of directors

62 Duties of directors

63 Duties of the president

64 Duties of the company secretary

65 Duties of the treasurer

66 Conflict of interest

Directors' meetings

67 When the directors meet

68 Calling directors' meetings

69 Chairperson for directors' meetings

70 Quorum at directors' meetings

71 Voting and decisions

Minutes and records

72 Minutes and records

73 Financial and related records

Public officer

74 Appointment and qualification of public officer

75 Responsibilities of the public officer

76 Vacation of the office of the public officer

Returning officer

77 Appointment and qualification of returning officer

78 Responsibilities of the returning officer

79 Vacation of office of returning the officer

Financial year

80 Company's financial year

Accounts and audit

81 Accounts

82 Audit

83 Auditor

84 Audit committee

Source, application and management of funds

85 Source of funds

86 Application of funds

87 Management of funds

Remuneration and other payments

88 Remuneration and other payments

Indemnity, insurance and access

89 Indemnity

90 Insurance

91 Directors' access to documents

Winding up

92 Surplus assets not to be distributed to members

93 Distribution of surplus assets

Definitions and interpretation

94 Definitions

95 Reading this constitution with the Corporations Act

96 Interpretation

Operational date of the constitution

97 Effective date of operation

Preliminary

1. Name of the company

The name of the **company** is Sri Venkateswara Temple Helensburgh Limited.

2. Type of company

The **company** is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4 and is payable only by **contributing members**.

4. The guarantee

Each **contributing member** must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the **contributing member** is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the **contributing member** stopped being a member, or
- (b) costs of winding up.

5. Location of the company

- 5.1 The principal place of business and administration of the **company** shall be located at No. 1 Temple Road, Helensburgh, New South Wales.
- 5.2 The registered office of the **company** shall be located at No. 1 Temple Road, Helensburgh, New South Wales.

6. Definitions

In this constitution, words and phrases have the meaning set out in clauses 94 and 96.

Charitable purposes and powers

7. Object

- 7.1 The **company's** object is to pursue the following charitable purposes:
 - (a) to operate and maintain the Sri Venkateswara Temple located at Temple Road, Helensburgh
 - (b) to conduct Hindu rituals and ceremonies according to Vaishnava Agamas at Sri Venkateswara Temple complex and Saiva Agamas at Sri Siva Temple complex
 - (c) to provide for persons of the Hindu faith a forum, place, premises or facilities for the worship, prayer, teachings, philosophy and other related religious activities
 - (d) to arrange for and organise religious ceremonies and hold and conduct religious, educational and cultural programs including training concerning the Hindu religion, philosophy and culture
 - (e) to co-operate with other religious organisations and cultural bodies in promoting the aims of the **company**

- (f) to promote the religious, social and moral wellbeing of members of the Hindu faith and all activities and matters in furtherance thereof
 - (g) to create and promote programs for the integration of persons of the Hindu faith in the Australian ethnic communities
 - (h) to organise lectures, seminars, conferences, discussion groups, workshops and similar activities concerning the Hindu religion including its philosophy, history, evolution of traditions and practices, culture, temple architecture and holy sites
 - (i) to establish a library of works on Hindu philosophy, mythology, teachings, ethnic history and the writings of Hindu teachers and saints
 - (j) to publish any newspapers, periodicals, books or leaflets that the **company** may consider desirable for the promotion of its object in printed or electronic form, or otherwise
 - (k) to make donations for charitable purposes, and
 - (l) to oversee the general governance of the Sri Venkateswara Educational Building Fund Trust or any future trust that may be established by the **company**.
- 7.2 To develop, construct, establish or otherwise facilitate the construction of buildings, residential or otherwise, for the purpose of caring for and supporting the aged or individuals with disabilities.
- 7.3 To establish a place of learning of Hindu studies including collaboration with other organisations to establish an institution for such purpose.
- 7.4 To do all such other things as are incidental or conducive to the attainment and advancement of the object including but not limited to appeal, solicit, accept and receive any property, funds, endowment, legacy, bequest or gift for any purpose within the object of the **company**.
- 7.5 To act as trustee for any trusts (including charitable trusts) or funds with one or more similar objects.
- 7.6 To pursue any other charitable activities in support of the object of the **company**.

8. Excluded items and activities

- 8.1 The **company**, its directors and members and any other persons shall not engage in activities within the Temple premises or **company** lands which may be considered inconsistent with the ideals and objects of the **company** and the sanctity of the Temple.
- 8.2 Within the scope of clause 8.1, excluded items and activities include bringing in, consuming or dealing in alcoholic drinks and drugs, smoking, cooking or serving of non-vegetarian food, engaging in lottery, gambling or any game of chance and activities of political context or having political implications.
- 8.3 The **company** shall take all reasonable steps to ensure that its activities and proceedings do not contain any of the exclusions.
- 8.4 The **company** may, however, conduct or participate in genuine competitions related to its object (such as music, drama, poetry and prose and classical dance and drawing and painting and creation of statues and sculpture) in a manner that will preserve and protect the sanctity of the Temple.

9. Powers

- 9.1 Subject to clause 10, the **company** has the following powers, which may only be used to carry out its purposes set out in clause 7:
- (a) the powers of an individual, and
 - (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

10. Not-for-profit

- 10.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 10.2 and 93.
- 10.2 Clause 10.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

11. Amending the constitution

- 11.1 Subject to clause 11.2, the members may amend this constitution by passing a **special resolution**.
- 11.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

12. Members and membership categories and contributing members

- 12.1 The members of the **company** are:
- (a) **initial members**, and
 - (b) any other person who has been admitted as a member in accordance with this constitution.
- 12.2 There shall be the following categories of members:
- (a) patrons
 - (b) life members
 - (c) honorary members, and
 - (d) student members.
- 12.3 For the purposes of clauses 3 and 4, the following members are **contributing members**:
- (a) patrons, and
 - (b) life members.

13. Membership qualification

- 13.1 A person is qualified to be a member of the **company** if, but only if, that person -
- (a) has been approved for membership of the **company** by the board of directors
 - (b) has not ceased to be a member of the **company** under clause 19.1 of this constitution
 - (c) believes in and subscribes to the object of the **company**, and
 - (d) does not undermine or cause to undermine the object of the **company**.

14. Unsuitability of a person for membership consideration

- 14.1 A person is considered unsuitable if he/she:
- (a) is applying for membership as a patron or a life member and is under 18 years of age
 - (b) has been convicted of a serious offence against the Commonwealth, a state or territory

- (c) is an undischarged bankrupt under the *Bankruptcy Act 1966*
- (d) has been convicted of an offence against the Commonwealth, a state or territory involving theft and is punishable by the maximum penalty of imprisonment for not less than three (3) months, and
- (e) has been expelled from the **company** under subclause 22.4(d) or clause 23.6(c) of this constitution.

15. Application for membership

15.1 Application for membership as a patron or life member of the **company** by a person shall be made only if –

- (a) it is for a natural person who has attained the age of 18 years at the time of application for membership, and
- (b) it is made in writing in the application form (Annexure 1) and complies with the following:
 - i. states the category of membership being applied for as specified in subclause 12.2(a) or 12.2(b) and is signed by the applicant
 - ii. the applicant agrees to comply with the **company's** constitution, including paying the guarantee under clause 4 if required
 - iii. the application has been proposed and seconded by two (2) members of the **company** as evidenced by their respective signatures in the application form
 - iv. the application form has been lodged with the secretary of the **company**, and
 - v. payment of the prescribed application fee applicable on the date of application is made to the **company**.

15.2 Application for membership as a student member of the **company** by a person shall be made only if –

- (a) it is for a natural person who has not attained the age of 18 years at the time of application for membership as a student member, and
- (b) it is made in writing by a parent or legal guardian in the application form (Annexure 2) and complies with the following:
 - i. has been duly filled and is signed by the parent or legal guardian
 - ii. the parent or legal guardian agrees to comply with the **company's** constitution
 - iii. the application has been proposed and seconded by two (2) members of the **company** as evidenced by their respective signatures in the application form
 - iv. the application form has been lodged with the secretary of the **company**, and
 - v. payment of the prescribed application fee applicable on the date of application is made to the **company**.

15.3 A student member upon attaining the age of 18 years may apply to become a patron or a life member of the **company** in writing in the application form (Annexure 3) and by complying with the following:

- (a) states the category of membership being applied for as specified in subclause 12.2(a) or 12.2(b), and is signed by the applicant
- (b) the applicant agrees to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.
- (c) the application form has been lodged with the secretary of the **company**, and
- (d) payment of the difference between the amount paid as a student member and the fee applicable on the date of application for membership as a patron or a life member is made to the **company**.

- 15.4 A “kripa” member upon attaining the age of 18 years may apply to become a life member of the **company** in writing in the application form (Annexure 4) and by complying with the following:
- (a) it is signed by the applicant
 - (b) the applicant agrees to comply with the **company’s** constitution, including paying the guarantee under clause 4 if required, and
 - (c) the application form has been lodged with the secretary of the **company**.
- 15.5 As soon as practicable after receiving an application for membership, the secretary shall refer the application to the board of directors which shall determine whether to approve or reject the application.
- 15.6 Where the board of directors determines to approve an application for membership, the secretary shall, as soon as practicable after the determination, notify the applicant in writing of such approval.
- 15.7 Where the board of directors determines to reject an application, the secretary shall, as soon as practicable after the determination, notify the applicant of the rejection of the application and refund the application fee forthwith.
- 15.8 On approving the application, the secretary shall enter the applicant’s name and other information including the membership category in the register of members and, upon these particulars being entered in the register of members, the applicant becomes a member of the **company**.
- 15.9 A patron, life member or an honorary member of the Sri Venkateswara Association Incorporated (Association) shall at the time the Association is incorporated as a **company** be admitted as a patron, life member or an honorary member as the case may be provided he/she has consented in writing to become a member of the **company**.
- 15.10 A “kripa” member of the Association who is over 18 years of age at the time the Association is incorporated as a **company** shall be admitted as a life member provided he/she has consented in writing to become a member of the **company**.
- 15.11 An existing member of the Association who is less than 18 years of age including a “kripa” member under 18 years of age, at the time the Association is incorporated as a **company**, shall be admitted as a student member provided his/her parent or legal guardian has consented in writing for him/her to become an initial student member of the **company**.

16. Register of members

- 16.1 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. the name
 - ii. the membership number
 - iii. the category of membership
 - iv. the residential address
 - v. any alternative address nominated by the member for the service of notices, and
 - vi. the date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last seven (7) years:
 - i. the name
 - ii. the address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. the dates the membership started and ended.
- 16.2 The **company** must give current members access to the register of members.

- 16.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- 16.4 The register of members shall be kept at the principal place of business and administration of the **company** and shall be open for inspection, free of charge, by any member of the **company** at all reasonable times.
- 16.5 The secretary shall provide a copy of the register of members, as at 30th June each year, to the public officer and the returning officer, within 15 days from that date for the purpose of verification of the eligibility of a candidate under clause 48.6 to stand for election as a director of the board or clauses 37.1 to attend and vote in the annual **general meeting** or **general meeting** of the **company** and their adjournments, if any.
- 16.6 A copy of the register of members will be made available to any contestant on payment of a fee of \$100 per copy or such other amount as approved by the members at an annual **general meeting**.
- 16.7 A contestant who has requested and obtained a copy of the register of members shall not give it to any other person and shall not reproduce the document in whole or in part.

17. Fees and member entitlement

- 17.1 The following apply to membership as patron:
- (a) the application fee for admission as a patron is \$3,000 plus GST, or such other amount as approved by the **company** from time to time in terms of clause 17.5. This fee is payable at the time of application
 - (b) a patron is entitled to life membership in the **company** but is not entitled to any special privileges, and
 - (c) on the demise of a patron his/her spouse is eligible to become a life member. In such instance the spouse shall complete and submit the application form for membership to the secretary for inclusion in the register of members.
- 17.2 The following apply to membership as life member:
- (a) the application fee for admission as a life member is \$700 plus GST, or such other amount as approved by the **company** from time to time in terms of clause 17.5. This fee is payable at the time of application, other than a spouse of a patron referred to in subclause 17.1(c), when applying to become a life member of the **company**
 - (b) a "kripa" member of the Association is eligible to become a life member of the **company** for which no fee is payable, and
 - (c) a life member is entitled to life membership in the **company** but is not entitled to any special privileges.
- 17.3 The following apply to membership as honorary member:
- (a) honorary membership is conferred by resolution of the board of directors and no application form is required. No fee is payable by an individual who receives honorary membership, and
 - (b) an honorary member is entitled to life membership in the **company** but is not entitled to any special privileges and is not entitled to any voting rights and is not eligible to stand as a candidate for election as a director of the **company**.
- 17.4 The following apply to membership as student member:
- (a) the application fee for admission as a student member is one hundred dollars (\$100) plus GST, or such other amount as approved by the **company** from time to time in terms of clause 17.5. This fee is payable by the parent or legal guardian at the time of application, and

- (b) a student member is eligible for membership as a student member in the **company** until he/she attains the age of 18 years but is not entitled to any special privileges and is not entitled to any voting rights and is not eligible to stand as a candidate for election as a director of the **company**.

17.5 The membership fees prescribed in this constitution can be increased, only by resolution of the board of directors, and such an increase will come into effect only when approved by the members at the annual **general meeting** at which the revised fees and the date from which the increase is to take effect shall be determined.

18. Membership entitlements not transferable

- 18.1 A right or obligation which a person has by reason of being a member of the **company** -
- (a) is not capable of being transferred to another person, and
 - (b) terminates upon cessation of the person's membership.

19. Cessation of membership

- 19.1 A person ceases to be a member of the **company** if the person –
- (a) dies
 - (b) resigns his/her membership
 - (c) has been convicted of a serious offence against the Commonwealth, a state or territory
 - (d) has become an undischarged bankrupt under the *Bankruptcy Act 1966*
 - (e) has been convicted of an offence against the Commonwealth, a state or territory involving theft and is punishable by the maximum penalty of imprisonment for not less than 3 months
 - (f) is expelled from the **company**, or
 - (g) has not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.
- 19.2 Where a member of the **company** ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

20. Resignation of membership

- 20.1 A member of the **company** may resign from membership in accordance with this clause.
- 20.2 A member of the **company** may give one month's notice in writing to the secretary of his/her intention to resign.
- 20.3 The member may withdraw his/her resignation in writing before the expiry of the period of notice specified in clause 20.2.
- 20.4 Unless the member has withdrawn the notice of resignation under clause 20.3, upon the expiration of the period of notice under clause 20.2, he/she ceases to be a member.
- 20.5 Upon cessation of membership under clause 20.4 the secretary shall issue a letter confirming his/her resignation and strike-off the name from the register of members recording the date on which the member ceased to be a member.

Dispute resolution and disciplinary procedures

21. Dispute resolution

- 21.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 21.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 22 until the disciplinary procedure is completed.
- 21.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 21.4 If those involved in the dispute do not resolve it under clause 21.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 21.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission (ACNC) or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 21.6 A mediator chosen by the directors under paragraph 21.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 21.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) help the parties identify, understand and focus on the core issues
 - (d) ensure that those involved are given natural justice, and
 - (e) not make a decision on the dispute.
- 21.8 The mediator must convey the outcome of the mediation to the parties concerned and to the board of directors.

22. Disciplining members

- 22.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.

- 22.2 At least 14 days before the directors' meeting at which a resolution under clause 22.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 22.3 Before the directors pass any resolution under clause 22.1, the member must be given a chance to explain or defend themselves by doing either or both of the following:
- (a) sending the directors a written explanation before the directors' meeting, and
 - (b) speaking at the meeting.
- 22.4 After considering any explanation under clause 22.3, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member, or
 - (e) require the matter to be determined at a **general meeting**.
- 22.5 The directors cannot fine a member.
- 22.6 The secretary must give written notice to the member of the decision under clause 22.4 as soon as possible.
- 22.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 22.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

23. Right of appeal of disciplined member

- 23.1 A member may appeal to the **company** in **general meeting** against a resolution of the board of directors which is confirmed under subclauses 22.4(b), 22.4(c) or 22.4(d) to warn, suspend or expel within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 23.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 23.3 Upon receipt of a notice from a member under clause 23.1 the secretary shall convene a **general meeting** of the **company** to be held within 42 days after the date on which the **company** received the notice.
- 23.4 Where a member fails to exercise his/her right to appeal under clause 23.1 the decision of the board of directors becomes final and conclusive.
- 23.5 Where the board of directors had made a decision to refer the matter to be determined at a **general meeting** under subclause 22.4(e) the secretary shall within 21 days of the decision by the board of directors give all members notice of a **general meeting** and hold the **general meeting** within two (2) months.
- 23.6 At a **general meeting** of the **company** convened under clauses 23.3 or 23.5:
- (a) no business other than the question of the appeal shall be transacted

- (b) the board of directors and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present shall vote by secret ballot to take no action against the member or warn or suspend or expel the member.
- 23.7 The secretary shall issue a letter to the member confirming the decision under subclause 23.6(c) which will become effective from the date of the **general meeting** and where the decision is to expel, strike-off the name of the member from the register of members.

General meetings of members

24. General meetings called by directors

- 24.1 The board may, whenever it thinks fit, call a **general meeting**.
- 24.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within two (2) months of the members' request.
- 24.3 The percentage of votes that members have in clause 24.2 is to be worked out as at 30 June immediately preceding the members' request for such a meeting.
- 24.4 The members who make the written request for a **general meeting** must:
- (a) state the purpose(s) of the meeting
 - (b) provide copies of any resolution(s) to be proposed at the meeting
 - (c) sign the request, and
 - (d) give the request to the secretary of the **company**.

25. General meetings called by members

- 25.1 If the directors do not call the meeting within 21 days of being requested under clause 24.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 25.2 To call and hold a meeting under clause 25.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** register of members, which the **company** must provide to a member nominated by the members making the request at no cost, and
 - (c) hold the **general meeting** within three (3) months after the request was given to the **company**.
- 25.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

26. Annual general meeting

- 26.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 12 months after registration of the **company** (the first annual **general meeting**), and
 - (b) after the first annual **general meeting**, at least once in each calendar year and within four (4) months after the end of each financial year of the **company**.

- 26.2 Where it is not possible to convene the annual **general meeting** by the applicable date in subclause 26.1(b), the board of directors shall, before the time within which the **company** would otherwise be required to hold its annual **general meeting** expires, convene a **general meeting** seeking an extension of time not beyond 31 December following the end of the financial year.
- 26.3 Where extension of time requested under clause 26.2 has been granted, the **company** must hold the annual **general meeting** within the extended period.
- 26.4 Where extension of time requested under clause 26.2 has not been granted, the **company** must hold the annual **general meeting** no later than 31 October following the end of the financial year.
- 26.5 In the event the **company** fails to hold the annual **general meeting** under subclause 26.1(b), the directors of the board will be deemed to have vacated their positions in accordance with the following subclause (a), (b) or (c):
- (a) On 31 October following the end of the financial year, where the directors did not request an extension of time to hold the annual **general meeting** under clause 26.2
 - (b) On the date the extension period expired, where the directors requested and received an extension of time under clause 26.2 but failed to hold the annual **general meeting** before the expiry of the extension granted by the members under clause 26.3, and
 - (c) On 31 October following the end of the financial year, where the directors requested an extension of time under clause 26.2 and the members did not grant extension of time.
- 26.6 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** must include:
- (a) the minutes of the last preceding annual **general meeting** and the last preceding **general meeting**, if any, for confirmation
 - (b) review by the president of the **company's** activities during the financial year
 - (c) financial statements including:
 - statement of financial performance
 - statement of financial position
 - statement of cash flow
 - notes to the financial statement, and
 - the auditor's report
 - (d) the election of directors
 - (e) the appointment and payment of auditors, and
 - (f) the appointment of an election committee comprising six members who shall perform their duties under the direction and guidance of the returning officer in the conduct of election of directors at the annual **general meeting** in the following year.
- 26.7 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 26.8 The information to be given to members under clause 26.7 should be provided in writing and include the following:
- (a) the minutes of the last preceding annual **general meeting** and the last preceding **general meeting**, if any, for confirmation
 - (b) a review by the president of the **company's** activities during the financial year including:

- temple services offered
 - major religious functions and events
 - employee numbers, position held and residency status
 - canteen services
 - extraordinary events, and
 - significant ongoing activities relating to capital works
- (c) financial statements including:
- statement of financial performance
 - statement of financial position
 - statement of cash flow
 - notes to the financial statement, and
 - the auditor's report
- (d) the election of directors, and
- (e) the appointment and payment of auditors.
- 26.9 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

27. Notice of general meetings

- 27.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor.
- 27.2 Notice of a **general meeting** including the annual **general meeting** and meetings at which the nature of the business proposed to be dealt with requires a **special resolution** must be provided in writing at least 21 days before the meeting.
- 27.3 No business other than that specified in the notice convening a **general meeting** shall be transacted at the meeting except in the case of an annual **general meeting** business which may be transacted pursuant to clause 26.6.
- 27.4 A member desiring to bring any business before any **general meeting** may give notice in writing of that business to the secretary who shall include that business in the next notice calling a **general meeting** given after the notice from the member.
- 27.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution, and
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be a member of the **company**
 - ii. the proxy form for passing resolutions must be received by the **company** at the address specified in the notice of the meeting at least 72 hours before the meeting
 - iii. the proxy form for election of directors must be received by the returning officer at the address specified in the notice at least 72 hours before the meeting, and

- iv. where applicable, advise members' entitlement to vote through postal or electronic voting and issue postal ballots.

27.6 If a **general meeting** is adjourned for one month or more, the members must be given new notice of the resumed meeting.

28. Quorum at general meetings

28.1 For a **general meeting** to be held, at least 10% of the registered members who are eligible to vote as at the 30 June immediately preceding the date of the meeting (a quorum) must be present (in person or by proxy) and where applicable cast their postal or electronic votes.

28.2 No business shall be conducted at a **general meeting** if a quorum is not present.

28.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of the **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

28.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

29. Auditor's right to attend meetings

29.1 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.

29.2 The **company** must give the auditor any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

30. Using technology to hold meetings

30.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

30.2 Anyone using this technology is taken to be present in person at the meeting.

31. Chairperson for general meetings

31.1 The president or in the president's absence, the vice-president shall preside as chairperson at each **general meeting**.

31.2 If the president and the vice-president are absent from the **general meeting** or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

32. Role of the chairperson

32.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor).

32.2 The chairperson shall have a casting vote.

33. Adjournment of meetings

33.1 If a quorum is present, a **general meeting** must be adjourned if a majority of members present direct the chairperson to adjourn it.

33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

34. Members' resolutions and statements

- 34.1 Members representing at least 5% of the registered members as at the 30 June immediately preceding and who are eligible to vote may give either or both of the following:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 34.5 If the **company** has been given notice of a members' resolution under subclause 34.1(a), the resolution must be considered at the next **general meeting** held no more than two (2) months after the notice is given.
- 34.6 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

35. Company must give notice of proposed resolution or distribute statement

- 35.1 If the **company** has been given a notice or request under clause 34:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement.
- 35.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) subclause 35.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

Resolutions

36. Resolutions

- 36.1 A resolution other than a **special resolution** is an ordinary resolution which may be passed by a simple majority of such members of the **company**, who have a right to vote, present in person or by proxy, and where applicable, through postal or electronic voting, at a **general meeting**.
- 36.2 A **special resolution** of the **company** requires to be passed by a majority which comprises not less than 75% of the total membership of the **company**, who have a right to vote, in person or by proxy, and where applicable, through postal or electronic voting, at a **general meeting**.
- 36.3 Where a **special resolution** cannot be passed in the manner specified in clause 36.2 above another meeting shall be called no later than eight (8) weeks from the date of the meeting at which:
- (a) the quorum shall be at least 60% of the total membership, in person or by proxy, and
 - (b) not less than 85% of members, present in person or by proxy, and where applicable, through postal or electronic voting, vote in favour of that resolution.
- 36.4 The following items shall require a **special resolution**:
- (a) a change in the **company's** name, object or constitution
 - (b) a motion of no confidence brought against the entire board of directors
 - (c) structural changes in relation to installation, removal and repositioning of shrines
 - (d) the disposal of land owned by the **company**
 - (e) the removal of auditor
 - (f) the removal of a trustee
 - (g) the removal of the public officer
 - (h) the removal of the returning officer
 - (i) a motion to wind up the **company**, and
 - (j) the charity or charities to be given the surplus assets in the event the **company** is wound up.

37. Eligible voting members

- 37.1 Only a patron or a life member who has been a member for a continuous period of 12 months ending on 30 June immediately preceding is eligible to attend and vote at a **general meeting**.
- 37.2 Continuous period in clause 37.1 includes continuous period of membership in the Association immediately before the incorporation of the **company**.
- 37.3 For every **general meeting** the secretary shall update the register of members up to the 30 June immediately preceding the **general meeting**.

Voting at general meetings

38. How many votes a member has

- 38.1 Each member has one vote.

39. Challenge to member's right to vote

- 39.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

39.2 If a challenge is made under clause 39.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

40. How voting is carried out

- 40.1 Voting for a resolution must be conducted and decided by:
- (a) a show of hands, or
 - (b) a vote in writing.
- 40.2 Before a vote for a resolution is taken, the chairperson must state whether any proxy votes have been received either in favour or against the resolution and, if so, the number of votes cast for and the number of votes cast against the resolution.
- 40.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 40.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against the resolution on a show of hands.
- 40.5 The election of directors at a general meeting shall only be conducted and decided by a vote in writing.

41. When and how a vote in writing must be held

- 41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least 75 members present in person or by proxy, or
 - (b) the chairperson.
- 41.2 A vote in writing must be taken when and how the chairperson directs, unless clause 41.3 applies.
- 41.3 A vote in writing must be held immediately if it is demanded under clause 41.1:
- (a) for the election of a chairperson under clause 31.2, or
 - (b) to decide whether to adjourn the meeting.
- 41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

- 42.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf
- 42.2 A member shall hold no more than two (2) proxies.
- 42.3 Only a member can be a proxy holder.
- 42.4 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 41.1.
- 42.5 An appointment of proxy must be signed by the member appointing the proxy in the appropriate proxy form as set out in Annexure 6 for election of directors and Annexure 7 for all other matters and must contain:
- (a) the member's name and address
 - (b) Membership number
 - (c) the proxy's name, and
 - (d) the meeting at which the appointment may be used.

- 42.6 An incomplete proxy form shall be deemed invalid by the returning officer or the secretary as applicable.
- 42.7 A proxy shall have the authority to speak and vote for a member at a meeting while the member is at the meeting and had not revoked the proxy's appointment.
- 42.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated, or
 - (c) revokes the proxy's appointment.
- 42.9 A proxy appointment may specify the way the proxy must vote in electing directors or on a particular resolution.

43. Voting by proxy

- 43.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 43.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if he/she holds more than one proxy, may cast the votes held in different ways.

44. Postal and electronic voting

- 44.1 The members at an annual **general meeting** may pass a resolution to include, either or both, postal and electronic voting for:
- (a) passing resolutions in future **general meetings**, or
 - (b) the election of directors in future **general meeting** or annual **general meeting**.
- 44.2 Following a resolution by members under clause 44.1 to include, either or both, postal and electronic voting, a member may, on or before 30 September, advise the **company** in writing that he/she wishes to vote either by postal vote or electronic vote.
- 44.3 Where a member has been granted access to postal or electronic voting, unless the member withdraws previously, the right to cast his/her vote through postal or electronic voting will expire at the end of the following annual **general meeting**.
- 44.4 For the duration the member has been granted access to voting under clause 44.3, the member can vote only through either postal vote or electronic vote and will not be entitled to vote in person or through proxy.
- 44.5 Where members have resolved under clause 44.1 to include, either postal or electronic voting the following shall apply:
- (a) Postal and electronic voting must be closed no later than 72 hours before the **general meeting** or annual **general meeting**.
 - (b) Subject to clause 44.1, the manner in which and the issue of instructions and the conduct of postal and electronic voting:
 - i. on a resolution shall be determined and carried out by the board of directors, and
 - ii. for the election of directors shall be determined and carried out by the returning officer

- (c) The matters to be taken into account under subclause 44.5(b) with regard to postal voting include the following:
 - i. the issue, collection, counting and security of ballot papers
 - ii. instructions to members on completing and returning ballot papers
 - iii. integrity and confidentiality of the ballot
 - iv. ensuring only members eligible to vote have voted
 - v. instructions on ascertaining valid votes and invalid votes, and
- (d) The matters to be taken into account under subclause 44.5(b) with regard to electronic voting include the following:
 - i. establishing and operating secure voting site
 - ii. instructions to members on electronic voting
 - iii. integrity and confidentiality of the electronic vote
 - iv. ensuring access only to members eligible to vote
 - v. for voting on a resolution, provide warning message to the member prior to submission if the member, after login, chooses to abstain from voting on the resolution
 - vi. for voting on the election of directors, provide warning message to the member prior to submission if the member chooses not to vote for all positions.

Directors

45. Board of directors

- 45.1 The **company** shall carry on its object and activities through the board of directors.
- 45.2 Each director of the board, other than a casual vacancy, shall be elected by the members at an annual **general meeting**.

46. Number of directors and positions

- 46.1 The board of the **company** shall consist of 11 directors, each of whom shall hold office for the term as specified in the following clauses.
- 46.2 The directors of the **company** shall be:
 - (a) the president
 - (b) the vice president
 - (c) the secretary (**company** secretary)
 - (d) the assistant secretary
 - (e) the treasurer
 - (f) the assistant treasurer
 - (g) the director of religious affairs
 - (h) the director of asset management and maintenance
 - (i) the director of education and cultural activities
 - (j) the director of food management and annathanam, and
 - (k) the director of information and communication technology
- 46.3 Every position in the board in clause 46.2 shall be treated as an individual office.
- 46.4 In addition to the responsibilities under each of the portfolios in clause 46.2 the board may specify any additional responsibilities to each of the above directors from time to time.

- 46.5 A member of the **company** shall not hold more than one office in the board. This provision does not apply for those positions, for which a board member is merely acting in a casual capacity.

47. Initial directors

- 47.1 The initial directors shall be the individuals who were elected and remained office bearers of the committee of management of the Association on the date of incorporation of the **company** as a not-for-profit company limited by guarantee. Only the names of the aforementioned individual office bearers of the committee of management who have signed the consent to act as directors of the **company** shall be recorded as directors in the application for registration of the **company**.
- 47.2 The term of the initial directors will cease on the election of the directors at the first annual **general meeting** under this constitution.
- 47.3 The initial directors in conjunction with the returning officer and the public officer and in accordance with this constitution are responsible for informing the membership of the eleven positions that need to be filled, calling for nominations and for the conduct of the election of directors at the first annual **general meeting** of the **company**.
- 47.4 The initial directors shall be responsible for the preparation and presentation of accounts for the period 1 July immediately prior to the incorporation of the **company** to 30 June immediately following the date of incorporation and shall ensure that the financial report of the **company** from the date of incorporation to 30 June are submitted at the first annual **general meeting**.
- 47.5 The period of office held by the initial directors between the date of incorporation of the **company** to the date of the first annual **general meeting** of the **company** shall not be excluded for the purpose of clauses 49.2, 49.3, 49.4 and 49.5.

48. Election and appointment of directors

- 48.1 The election of all 11 directors shall be held:
- (a) at the first annual **general meeting** of the **company**, and
 - (b) at the **general meeting** held to elect directors under clause 53.1.
- 48.2 Following the election of all 11 directors under clause 48.1, the election of directors to the board in subsequent years shall be conducted with reference to two sets as set out in clause 48.3, each of which shall be held every other year.
- 48.3 For the purpose of the election of directors to the board, the directors shall be divided into the following two sets:
- First set of directors:**
- (a) the president
 - (b) the secretary (**company** secretary)
 - (c) the treasurer
 - (d) the director of religious affairs
 - (e) the director of asset management and maintenance, and
 - (f) the director of food management and annathanam
- Second set of directors:**
- (g) the senior vice-president
 - (h) the assistant secretary
 - (i) the assistant treasurer
 - (j) the director of education and cultural activities, and

- (k) the director of information and communication technology.
- 48.4 Following the election of directors of the **company** under clause 48.1, the election for the first set of directors in clause 48.3 shall be held at the annual **general meeting** two years after the annual **general meeting** at which they were elected and every two years thereafter.
- 48.5 Following the election of directors of the **company** under clause 48.1, the election for the second set of directors in clause 48.3 shall be held at the subsequent annual **general meeting** at which they were elected and every two years thereafter.
- 48.6 For the purpose of election as a director of the **company** a person:
- (a) is eligible if he/she:
 - i. is a member of the **company**
 - ii. has a right to vote as specified in clause 37.1
 - iii. gives an undertaking in writing that he/she will serve all deities in the Sri Venkateswara Temple
 - iv. is nominated by two members entitled to vote, and
 - v. gives the **company** his/her signed consent to act as a director of the **company**.
 - (b) is ineligible if he/she:
 - i. is not eligible to be the president, secretary or treasurer under clauses 49.2, 49.3 and 49.4
 - ii. is not eligible to be a director under the **Corporations Act** or the **ACNC Act**
 - iii. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his/her remuneration for their benefit
 - iv. is of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, and
 - v. has been convicted of a criminal offence under any jurisdiction within or outside Australia.

49. Term of office of board of directors

- 49.1 The term of office of directors shall commence from their date of election and conclude on the date of the annual **general meeting** held two years after subject to clause 48.5 relating to the second set of directors.
- 49.2 A person who has held the position of president for two (2) terms consecutively, or otherwise, shall not from the end of the second term as president be eligible to hold any position in the board of directors except that he/she may consent to be co-opted by the new board of directors as an ex-officio director for one (1) year only immediately after the expiration of the second term as president.
- 49.3 A person who has held the position of secretary for two (2) terms consecutively, or otherwise, shall not from the end of the second term as secretary be eligible to hold the position of secretary in the board of directors for the next three (3) years, however, he/she shall be eligible to hold any other elected position in the board of directors of the **company**.
- 49.4 A person who has held the position of treasurer for two (2) terms consecutively, or otherwise, shall not from the end of the second term as treasurer be eligible to hold the position of treasurer in the board of directors for the next three (3) years, however, he/she shall be eligible to hold any other elected position in the board of directors of the **company**.
- 49.5 Subject to clauses 49.2, 49.3 and 49.4 a member can hold a position of director, on the board for no more than six (6) terms, consecutively or otherwise after which his/her nomination for any position on the board shall not be accepted unless insufficient nominations are received at each annual **general meeting** for a position of director other than as president, secretary or treasurer.

50. Calling of nominations

- 50.1 The secretary shall call for nominations between 1st of July and 10th of July for the election of directors at the forthcoming annual **general meeting**. The notice calling for nomination, included in the Saptagiri, shall specify:
- (a) the positions in the board of directors that will become vacant
 - (b) the place for the lodgement of the nominations which shall be that of the returning officer, and
 - (c) the closing date and time for the nominations which shall be the 31st of July at 4.30pm.
- 50.2 Nomination of candidates for election as a director shall be made in the appropriate form (Annexure 5) signed by two members of the **company** and accompanied by the written consent of the candidate, and delivered to the returning officer by the closing date specified in subclause 50.1(c) along with the half-page information sheet stating the following:
- (a) bio-data of the candidate
 - (b) contribution made by the candidate to the Temple to date, and
 - (c) the candidate's vision/plan for the Temple.
- 50.3 At the time specified for the closing of the nominations and at the place of lodgement, the returning officer shall:
- (a) open all the nominations
 - (b) scrutinise them, and
 - (c) prepare a list of valid nominations for each position.
- 50.4 The candidates and their representatives are entitled to be present at the time the nominations are opened and examined by the returning officer. However, not more than two (2) persons may be present for each nominee.
- 50.5 The returning officer shall deliver the final list of nominations along with the information sheet specified in clause 50.2 submitted by the nominees to the secretary on or before the 7th of August.
- 50.6 The secretary shall, on receipt of the list of nominations and information sheet ensure their inclusion in the next issue of the Saptagiri no later than the 21st of August.
- 50.7 Any member who has been nominated for a position as a member of the board of directors may withdraw his/her nomination in writing addressed to the returning officer any time before the annual **general meeting** or in person at the annual **general meeting**.
- 50.8 The nomination and declaration of candidates elected to the board of directors shall be carried out in accordance with clause 51.

51. Nomination and declaration of candidates elected to the board of directors

- 51.1 Where only a single nomination is received for a position in the board of directors that nominated person shall be declared as elected by the returning officer. Where nominations are not received for a position, the members at the annual **general meeting** may propose eligible member(s) to fill the remaining positions.
- 51.2 Where the members have proposed eligible member(s) to fill the remaining positions as specified in clause 51.1 and where there is only a single proposal for any of the remaining positions, the person proposed shall be declared as elected by the returning officer and any vacant positions remaining on the board of directors are to be taken as casual vacancies which may be filled under clause 57.1.
- 51.3 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held by the returning officer.

- 51.4 The ballot for the election of directors shall be conducted at the **general meeting** in a fair and reasonable manner by the returning officer.
- 51.5 Where a member accepts nomination as a candidate for two or more positions at the same election all such nominations shall be declared invalid by the returning officer.
- 51.6 Any person who is a trustee of the Sri Venkateswara Educational Building Fund Trust or any other trust created by the **company** or holds the position of public officer or returning officer shall not be eligible for nomination for any position in the board of directors unless he/she resigns from the trust(s) or the position of public officer or returning officer, prior to the submission of nomination.
- 51.7 No current director shall be eligible to be appointed as a trustee of the Sri Venkateswara Educational Building Fund Trust or any other trust that may be established by the **company** or as a public officer or returning officer unless he/she resigns from the position of director or public officer or returning officer prior to the appointment as trustee.

52. Interim board of directors

- 52.1 The board of directors shall cease to operate where:
- (a) they are deemed to have vacated their positions under clause 26.5
 - (b) they resign en masse, or
 - (c) a vote of no confidence is carried successfully on the entire board of directors by the members by **special resolution** at a **general meeting** convened for the purpose.
- 52.2 Where clause 51.1 applies, an interim board of directors shall be formed to administer the Temple and run the **company** until such time a new board of directors is elected by holding a **general meeting** convened for the purpose.
- 52.3 The public officer shall form an interim board of directors consisting of five (5) members who have previously served as directors of the **company** or as members of the committee of management of the Association, excluding the outgoing directors.
- 52.4 The interim board of directors shall not initiate any new projects or programmes of activity.
- 52.5 With the exception of activities excluded by members at the **general meeting** at which a vote of no confidence was carried successfully on the entire board of directors and subject to clause 52.4 the interim board of directors is empowered under clause 59 to continue the operations and activities of the **company** and the Temple.
- 52.6 The interim board of directors appointed consequent to the board of directors ceasing to operate under clause 52.1 on or before 31 December shall comply with clause 26 to hold the annual **general meeting** and clause 50 to call for nominations and clause 51 for the election of directors to the board.
- 52.7 The interim board of directors appointed consequent to the board of directors ceasing to operate under subclauses 52.1(b) and 52.1(c) after 31 December shall hold office until the next annual **general meeting**.

53. Calling of nominations for the election of directors where the board ceases to operate

- 53.1 The interim board of directors formed under clause 52.2 shall hold a **general meeting** to elect all 11 directors to the board:
- (a) within a period of three (3) months of the date of the deemed vacation of the entire board of directors under clause 26.5
 - (b) within a period of three (3) months, where on or before 31 December, the entire board of directors resigned en masse or were removed following a no confidence motion successfully carried out against the entire board of directors, or

- (c) on or before 31 October, where the entire board of directors resigned en masse or were removed following a no confidence motion successfully carried out against the entire board of directors after 31 December.
- 53.2 Where the entire board of directors have vacated their positions under clause 26.5 and clause 50 has not been complied with, nominations shall be called in accordance with clause 50 subject to changes in the timeline as follows:
- (a) the date for calling for nominations in clause 50.1 shall be no later than 21 days of the appointment of the interim board of directors
 - (b) the closing date and time for the nominations in subclause 50.1(c) shall be the 21st day from the date on which nominations were called, at 4.30pm
 - (c) the date for the returning officer to deliver the final list of nominations along with the information sheet submitted by the nominees to the secretary in clause 50.5, shall be within one (1) week of opening the nominations, and
 - (d) the date the secretary shall include the list of nominations and information sheet in the Saptagiri in clause 50.6 shall be no later than 14 days from the date of receiving the list of candidates (nominees) from the returning officer.
- 53.3 Where the entire board of directors have vacated their positions under clause 26.5 and clause 50 has been complied with, the nomination and declaration of candidates elected to the board of directors shall be carried out in accordance with clause 51.
- 53.4 Where on or before 31 December, the entire board of directors resigned en masse or were removed following a no confidence motion successfully carried out against the entire board of directors, nominations shall be called in accordance with clause 50 subject to changes in the timeline as follows:
- (a) the date for calling for nominations in clause 50.1 shall be no later than 21 days of the appointment of the interim board of directors
 - (b) the closing date and time for the nominations in subclause 50.1(c) shall be the 21st day from the date on which nominations were called, at 4.30pm
 - (c) the date for the returning officer to deliver the final list of nominations along with the information sheet submitted by the nominees to the secretary in clause 50.5, shall be within one (1) week of opening the nominations, and
 - (d) the date the secretary shall include the list of nominations and information sheet in the Saptagiri in clause 50.6 shall be no later than 14 days from the date of receiving the list of candidates (nominees) from the returning officer.

54. Chairperson for election of directors

- 54.1 The returning officer shall take the chair for the purpose of holding the election of directors of the **company**.

55. When a director stops being a director

- 55.1 A director stops being a director if he/she:
- (a) gives written notice of resignation as a director to the **company**
 - (b) dies
 - (c) fails or refuses to attend and participate in religious ceremonies and functions in person at all shrines at Sri Venkateswara Temple
 - (d) is removed as a director by a resolution of the members
 - (e) stops being a member of the **company**

- (f) is absent for three (3) consecutive directors' meetings without approval from the directors
- (g) becomes ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.
- (h) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his/her remuneration for their benefit
- (i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
- (j) has been convicted of a criminal offence under any jurisdiction within or outside Australia.

56. Casual vacancies in the board of directors

- 56.1 Where a director stops being a director under clause 55.1 a casual vacancy will arise in the board of directors.
- 56.2 Where there is insufficient nomination under clause 51.1 and there is no proposal at the annual **general meeting** under clause 51.2 for the position of director, such position shall be treated as a casual vacancy.

57. Filling of casual vacancies

- 57.1 The directors may appoint a person as a director to fill a casual vacancy under clauses 55.1 and 56.2 provided he/she:
 - (a) is eligible to become a director under subclause 48.6(a)
 - (b) is not ineligible to be a director under subclause 48.6(b), and
 - (c) did not stop being a director under subclauses 55.1(a) and 55.1(f) during the current financial year and subclauses 55.1(c) to 55.1(e) and 55.1(g) to 55.1(j).
- 57.2 If the number of directors is reduced to fewer than six (6), the continuing directors may act for the purpose of increasing the number of directors to six to call a **general meeting** to elect a new board of directors, but for no other purpose.

58. Removal of director from the board of directors

- 58.1 The **company** in **general meeting** may by **special resolution** remove any director from the board of directors before the expiration of his/her term.
- 58.2 Where it is proposed to remove a director under clause 58.1 that director shall have the right to make representation to the members at the **general meeting** either in writing or in person why he/she should not be removed.
- 58.3 Where the director to whom a proposed resolution referred to in clause 58.1 makes representation in writing to the board of directors and requests that the representation be notified to the members of the **company**, the board of directors shall send a copy of the representation to each member of the **company** or, if they are not sent, the director is entitled for the representation to be read out at the meeting referred to in clause 58.1.

Powers of directors

59. Powers of the board of directors

- 59.1 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

59.2 The board of directors, subject to clause 59.1 and to any resolution passed by the **company** in **general meeting**:

- (a) be responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 7
- (b) conduct, control and manage the affairs of the **company**
- (c) exercise all such functions as may be exercised by the **company** other than those functions that are required by this constitution to be exercised by an annual **general meeting** or a **general meeting** of members of the **company**, and
- (d) perform all such acts and do all such things as appear to the board of directors to be necessary or desirable for the proper management of the affairs of the **company** including:
 - i. to acquire, construct, hold, maintain, improve and dispose of real or personal property
 - ii. to invest and deal with the money of the **company** not immediately required by opening and operating accounts with financial institutions
 - iii. subject to clause 59.3 raise and borrow money on the terms and in the manner it considers appropriate
 - iv. secure the repayment of money raised or borrowed or the payment of a debt or liability
 - v. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments
 - vi. in furtherance of the object of the **company** to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the **company**
 - vii. to receive donations and contributions for services related to Temple activities
 - viii. to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the **company**
 - ix. in furtherance of the object of the **company** to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the **company** or persons frequenting the **company's** premises
 - x. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal and any rights or privileges which may requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the **company**
 Provided that where the **company** takes or holds any property which may be subject to any trusts the **company** shall only deal with the same in such manner as is allowed by the law having regard to such trusts.
 - xi. enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive from any such Government or authority any rights, privileges and concessions
 - xii. to appoint, employ, remove or suspend such priests, religious personages, managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the **company**
 - xiii. to enter into any other contract it considers necessary or desirable subject to the restrictions contained in this constitution
 - xiv. to engage or remove any consultants or contractors to facilitate or carry out activities of the **company**
 - xv. to appoint or remove agents to transact business on its behalf

- xvi. to take such steps by person or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the **company**, in the shape of donations, annual subscriptions or otherwise
- xvii. carry out anything else within the law necessary to achieve and carry out the objects of the **company**, and
- xviii. formulate and implement necessary regulations and procedures for the good governance of the affairs of the Temple and the **company** and the proper conduct of board of directors, sub-committee members, employees and volunteers.

59.3 In relation to borrowings by the **company** -

- (a) subject to this clause the board of directors may with approval obtained by resolution at the board meeting borrow funds as necessary for the purposes of the **company**
- (b) the board of directors shall not borrow monies after the commencement of this constitution, where the monies to be borrowed, together with the monies already borrowed by the **company** will exceed 75% of the members' fund as stated in the financial statements of the **company** adopted at the last annual **general meeting**
- (c) any new borrowing by the board of directors of amounts in excess of 10% of the members' fund as stated in the financial statements of the **company** adopted at the last annual **general meeting** shall require the approval by resolution at an annual **general meeting** or **general meeting** of the **company**, and
- (d) the resolution passed at the **general meeting** at which borrowings are approved under subclause 59.3(c) shall set the borrowing limit subject to subclause 58.3(b).

59.4 The board of directors may not dispose of any real property acquired or otherwise owned by the **company** by selling, divesting or transferring for consideration or otherwise unless the members approve such disposal by **special resolution** either at an annual **general meeting** or **general meeting**.

59.5 The board shall seek the approval of the members at a **general meeting** for capital expenditure exceeding \$250,000.

59.6 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

60. Delegation by board of directors to sub-committees

60.1 The board of directors may, by instrument in writing, delegate to one or more sub-committees (consisting such member or members of the **company** as the board of directors thinks fit) the exercise of such of the functions of the board of directors as are specified in the instrument, other than –

- (a) this power of delegation, and
- (b) the powers vested on the board of directors by this constitution under clause 59.

60.2 The sub-committee shall comprise at least one director and the instrument appointing the sub-committee shall state the following:

- (a) the names of the member(s)
- (b) the purpose or objects
- (c) the terms of the delegation including such conditions or limitations as to the exercise of any function, and
- (d) the date of commencement and the duration of the appointment as to time or circumstances.

- 60.3 A function the exercise of which has been delegated to a sub-committee under this clause 60 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 60.4 Notwithstanding any delegation under this clause 60, board of directors may continue to exercise any function delegated.
- 60.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause 60 has the same force and effect as it would have if it had been done or suffered by the board of directors.
- 60.6 The board of directors may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 60.7 A sub-committee may meet and adjourn as it thinks proper.
- 60.8 A sub-committee appointed under clause 60.1 will cease to function at the conclusion of the next annual **general meeting** following its appointment.
- 60.9 A sub-committee that has ceased to exist under clause 60.8 may be re-appointed with the same or different membership in conformity with this clause 60 by the newly appointed board of directors.

61 Execution of documents

- 61.1 The **company** may execute a document without using a common seal if with the approval of the board of directors the document is signed by:
- (a) two directors of the **company**, or
 - (b) a director and the secretary.

Duties of directors

62. Duties of directors

- 62.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
 - (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 7
 - (c) not to misuse their position as a director
 - (d) not to misuse information they gain in their role as a director
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 66.1
 - (f) to ensure that the financial affairs of the **company** are managed responsibly, and
 - (g) not to allow the **company** to operate while it is insolvent.

63. Duties of the president

- 63.1 In addition to the general duties conferred on the president by this constitution, the president shall:
- (a) provide leadership and guidance to the board of directors in the administration of the **company** and the Temple

- (b) enforce adherence by members to the constitution and assure integrity of the **company's** process
- (c) determine plans and policy matters and submit them to the board of directors for consideration and approval, and
- (d) liaise with external bodies including the Commonwealth of Australia, State of NSW, Local Government Councils and other statutory institutions where necessary.

64. Duties of the company secretary

- 64.1 In addition to specific duties under the constitution, the secretary shall have the following duties:
- (a) ensure that due notice is given, agendas prepared and accurate minutes kept of all **general meetings** of the **company** and board of directors meetings
 - (b) cause copies of the minutes of all **general meetings** to be forwarded to the directors
 - (c) ensure the sending, receipt and proper filing of all correspondence
 - (d) issue notices of all resolutions, decisions and amendments
 - (e) notify all members of the board of directors and sub-committees of their election or appointment
 - (f) maintain all statutory registers including the register of members as specified in clause 16.1 and the register of conflict of interest as specified in clause 66.7, and
 - (g) file all documents, statutory notices and returns that are required to be filed with the Australian Securities and Investments Commission (ASIC), the ACNC and other regulatory bodies.
- 64.2 The secretary must attend, as far as possible, all board of directors meetings and the annual **general meetings** and **general meetings** of the **company** and must keep a record of the proceedings of the meetings.
- 64.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the succeeding meeting and the secretary.
- 64.4 The secretary may delegate some of his/her responsibilities to the assistant secretary of the **company**, subject to the approval of the board of directors. In such instances the assistant secretary shall have a similar authority and responsibility as the secretary, for those delegated activities, during the period of delegation.
- 64.5 In the event the secretary is unable to carry out his/her duties under this constitution, the assistant secretary will act as secretary. If the position of secretary falls vacant due to any reason, the assistant secretary assumes the responsibility of the secretary.

65. Duties of the treasurer

- 65.1 The treasurer has the following duties:
- (a) the treasurer must ensure that:
 - i. all monies due to the **company** are collected and received and official receipts are issued promptly for such collections
 - ii. all monies received by the **company** are deposited as soon as practicable and without deduction to the credit of the **company's** bank account
 - iii. all payments are made only after satisfying that the goods and services have been received by the **company**. Such payments in excess of \$250 shall be made by cheque or electronic transfer only
 - iv. adequate and proper documentation are maintained to substantiate the receipts and payments of monies of the **company**

- v. appropriate bank accounts including term deposits are created and maintained to maximise the income of the **company**
 - vi. all transactions including receipts and payments are properly recorded in the books of accounts of the **company**, and
 - vii. financial statements of the **company** showing the income and expenses for the financial period (statement of financial results), financial affairs as at the end of the financial period (statement of financial position), cash flow for the financial period (statement of cash flow) and the notes to the financial statements are prepared for submission to the members at the annual **general meeting**
- (b) the treasurer shall submit the treasurer's report on the financial statements of the **company** with respect to each quarter (for the periods from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March and 1 April to 30 June) to the board of directors soon after the end of the respective quarter
 - (c) the treasurer shall prepare, for presentation and approval of the board of directors, a budget for the forthcoming financial year commencing 1st July setting out the estimated income and the expenditure to correspond with the items appearing in the financial statements of the **company**, and
 - (d) the treasurer shall prepare in respect of capital expenditure projects a cash flow analysis and a report setting out the necessity, viability and sustainability of the project for consideration by the board of directors.
- 65.2 The treasurer may delegate some of his/her responsibilities to the assistant treasurer of the **company**, subject to the approval of the board of directors. In such instances the assistant treasurer shall have a similar authority and responsibility as the treasurer, for those delegated activities, during the period of delegation.
- 65.3 In the event the treasurer is unable to carry out his/her duties under this constitution, the assistant treasurer will act as treasurer. If the position of treasurer falls vacant due to any reason, the assistant treasurer assumes the responsibility of the treasurer.

66. Conflict of Interest

- 66.1 A conflict of interest exists where there is a divergence between the individual interests of a director, pecuniary or otherwise, and his/her responsibility to the **company**, such that an independent observer might reasonably question whether the actions or decisions of that director are influenced by his/her personal interests.
- 66.2 A director shall not use his/her position or information obtained as an office holder to dishonestly obtain a benefit.
- 66.3 A director shall not engage in any activity or enter into any transaction that may give rise to a conflict of interest as explained in clause 66.1.
- 66.4 A director must bring to the notice of the board of directors as soon as he/she becomes aware of any conflict of interest that he/she may have in a matter that relates to the affairs of the **company**.
- 66.5 The board of directors shall discuss any real or perceived conflict of interest that it becomes aware of, at a board meeting with the view to resolve it by:
- (a) restricting the director's involvement in the matter that is the subject of conflict of interest
 - (b) removing the director completely from the decision making process
 - (c) requesting the director to relinquish his/her interest by abandoning his/her pursuit of the subject matter, or

- (d) seeking his/her resignation from the board.
- 66.6 The director who has a personal interest in the matter that is being considered at a board meeting shall not:
- (a) be present while the matter is being considered at the meeting
 - (b) vote on the matter
 - (c) be counted in determining whether or not a quorum is present at any board meeting considering the activity or transaction
 - (d) sign or countersign any document relating to any contract or arrangement or a proposed contract or arrangement, and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 66.7 The board of directors shall cause details of the conflict of interest to be recorded in the register of conflict of interest specifying the name of the director, description of the contract or transaction, the nature of the director's interest in the transaction or activity, the total value of the contract, and the profit or benefit derived by the director from the contract.
- 66.8 The register of conflict of interest shall be kept at the principal place of business and administration of the **company** and shall be open for inspection by any member of the **company** at all reasonable times.

Directors' meetings

67. When the directors meet

- 67.1 The board of directors shall meet at least once a month at the Temple grounds at Helensburgh or any such place as the board of directors may determine.
- 67.2 Additional board of directors meetings may be convened by the secretary either at the request of the president or by any director.

68. Calling directors' meetings

- 68.1 Oral and written notice of a board of directors meeting shall be given by the secretary to each director at least one (1) week before the time appointed for the holding of the meeting.
- 68.2 Notice of a meeting given under clause 68.1 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the directors present at the meeting unanimously agree to treat as urgent business.

69. Chairperson for directors' meetings

- 69.1 The president shall chair all board of directors meetings of the **company**.
- 69.2 If at any meeting:
- (a) the president is not present at the specified time for holding the meeting, or
 - (b) the president is present but is unwilling to act as chairperson of the meeting, the vice president or in his/her absence or refusal a director chosen by the board shall take the chair at that meeting.

70. Quorum at directors' meetings

- 70.1 Any six (6) directors constitute a quorum for the transaction of the business of a directors' meeting.

- 70.2 No business shall be transacted by the board of directors unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 70.3 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 70.4 Attendance at board of directors meetings by other than a director is by invitation only. The board of directors may invite members to offer their views on a subject being discussed or may invite non-members who have expertise in the subject being discussed. Only directors shall be present during board deliberations and voting.

71. Voting and decisions

- 71.1 Questions arising at a board of directors meeting or sub-committee meeting shall be determined by a majority of the votes of the directors of the board or sub-committee present at the meeting.
- 71.2 Each director present at a board meeting or sub-committee meeting (including the chairperson at the meeting) is entitled to one vote but, in the event of equality of votes on any question, the chairperson may exercise a second or casting vote.
- 71.3 Subject to clause 70.1, the board of directors may act notwithstanding any vacancy on the board of directors.
- 71.4 Any act or thing done or suffered, purporting to have been done or suffered, by the board of directors or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the board of directors or sub-committee.

Minutes and records

72 Minutes and records

- 72.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) a copy of a notice of each **general meeting**, and
 - (c) a copy of a members' statement distributed to members under clause 34.
- 72.2 The **company** must, within one month, make and keep a record of minutes of proceedings and resolutions of directors' meetings (including meetings of any committees).
- 72.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 72.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clauses 72.2 and 73.1.
- 72.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.

73. Financial and related records

- 73.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.

- 73.2 The **company** must also keep written records that correctly record its operations.
- 73.3 The **company** must retain its records for at least seven (7) years.
- 73.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

Public officer

74. Appointment and qualification of public officer

- 74.1 The board of directors shall nominate a person who satisfies clause 74.2 for appointment as the public officer of the **company** for a period of five (5) years from the date of appointment subject to approval by the **company** at **general meeting**.
- 74.2 A person is qualified to be a public officer if, but only if, that person –
- (a) is a member of the **company**, and
 - (b) is ordinarily resident in New South Wales.
- 74.3 The person holding the position of public officer may be re-appointed for a further period of three (3) years to that position by the board of directors subject to approval by the **company** at **general meeting**.
- 74.4 A public officer's acts are valid despite any defect in his/her appointment.
- 74.5 The appointment of a public officer and any change in particulars that require to be notified must be lodged with the relevant authorities including ASIC and ACNC by providing the required details in the approved form and within the time stipulated by them.

75. Responsibilities of the public officer

- 75.1 The public officer is responsible for:
- (a) notifying ASIC and ACNC any change in the **company's** official address within 28 days
 - (b) declaring the presence or absence of a quorum for the transaction of the business of the annual **general meeting** or a **general meeting**
 - (c) lodging with ASIC and ACNC, immediately after the completion of the annual **general meeting**, the statement of annual summary of financial affairs
 - (d) lodging with ASIC and ACNC, when authorised by the board of directors, any amendments or changes to the constitution
 - (e) acting as the official contact for the **company**, including taking delivery of documents served on the **company** and bringing them to the attention of the board of directors as soon as possible
 - (f) the custody of any documents as required by this constitution, and
 - (g) the appointment of an interim board of directors under clause 52.3.

76. Vacation of office of the public officer

- 76.1 A public officer will vacate the position if he/she:
- (a) dies
 - (b) resigns in writing to the board of directors
 - (c) ceases to be a member of the **company**
 - (d) ceases to be a resident of New South Wales
 - (e) is removed from office by the passing of a **special resolution** at a **general meeting**

- (f) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his/her remuneration for their benefit
 - (g) becomes a mentally incapacitated person, or
 - (h) has been convicted of a criminal offence under any jurisdiction within or outside Australia.
- 76.2 Within 14 days after vacating office, the former public officer must ensure that all documents in his/her possession that belong to the **company** are delivered to the secretary.
- 76.3 The board of directors must fill any vacancy in the office of public officer within 28 days of it becoming vacant, and must submit such appointment for approval by the membership at the next annual **general meeting** or a **general meeting** called for that purpose.

Returning officer

77. Appointment and qualification of returning officer

- 77.1 The **company** shall at the annual **general meeting** appoint a returning officer who shall hold office for a period of five (5) years from the date of appointment.
- 77.2 The returning officer -
- (a) shall be:
 - i. a natural person (an individual) who is ordinarily resident in New South Wales
 - ii. a professional firm, for the purposes of the Partnership Act
 - iii. a **company** registered under the **Corporations Act**, or
 - iv. the Australian Electoral Commission or the NSW Electoral Commission.
 - (b) shall not while holding that office be:
 - i. a director
 - ii. a candidate for that election
 - iii. a proposer or a seconder for any candidate standing for election, or
 - iv. a proposer of a resolution.
- 77.3 The person holding the position of returning officer may be re-appointed to that position for a further period of three (3) years subject to approval by the **company** at the annual **general meeting**.
- 77.4 A returning officer's acts are valid despite any defect in his/her/their appointment.

78. Responsibilities of the returning officer

- 78.1 The returning officer is responsible for:
- (a) chairing and conducting the election of directors
 - (b) deciding on all matters relating to the procedures not provided for in this constitution in relation to the election of the board of directors
 - (c) ensuring the security of rolls, ballot papers and boxes, and
 - (d) ensuring that election preparations are complete and timely.
- 78.2 The returning officer shall conduct the election of the directors at the annual **general meeting** with the assistance of the election committee selected under subclause 26.6(f).
- 78.3 A member of the election committee shall not be eligible to serve on the committee if during the period between his/her selection to the committee and the date of the annual **general meeting** in the following year becomes:
- (a) a director of the **company**
 - (b) a candidate for that election

- (c) a proposer or a seconder for any candidate standing for election, or
 - (d) a proposer of a resolution.
- 78.4 On completion of the counting of votes the returning officer shall announce the result of the election indicating the following:
- (a) where applicable, the total number of members who requested and were issued with postal ballot papers and the number of votes cast
 - (b) where applicable, the total number of members who cast their votes through electronic voting
 - (c) the total number of ballot papers issued to members present in person at the **general meeting**
 - (d) the total number of ballot papers issued to proxies at the **general meeting**
 - (e) the total number of invalid votes received, and
 - (f) in respect of each position:
 - i. the total number of valid votes cast, and
 - ii. the total number of valid votes received by each candidate.
- 78.5 The board of directors must provide the facilities, resources and assistance necessary to enable the returning officer to carry out the responsibilities contained in this constitution.

79. Vacation of office of the returning officer

- 79.1 Where the returning officer is a natural person, he/she will vacate the position if he/she:
- (a) dies
 - (b) resigns in writing to the board of directors
 - (c) ceases to be a member of the **company**
 - (d) ceases to be a resident of New South Wales
 - (e) is removed from office by the passing of a **special resolution** at a **general meeting**
 - (f) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his/her remuneration for their benefit
 - (g) becomes a mentally incapacitated person, or
 - (h) has been convicted of a criminal offence under any jurisdiction within or outside Australia.
- 79.2 Where the returning officer is a partnership firm or a **company** or the Australian Electoral Commission or the NSW Electoral Commission it will cease to hold that office if:
- (a) resigns its position
 - (b) informs the **company** that it is unable to carry out its obligations of the position of returning officer, or
 - (c) is removed from office by the passing of a resolution at a **general meeting**.
- 79.3 Within 14 days after vacating office, the former returning officer must ensure that all documents in his/her/its possession that belong to the **company** are delivered to the secretary.
- 79.4 The board of directors must fill any vacancy in the office of returning officer within 28 days of it becoming vacant and such appointment and all acts by the returning officer until the next annual **general meeting** shall be valid for the purposes of the constitution.

Financial year

80. Company's financial year

- 80.1 The **company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Accounts and audit

81. Accounts

- 81.1 The board of directors must cause proper accounting and other records to be kept with respect to:
- (a) the assets and liabilities of the **company**
 - (b) the sums of money received and expended by the **company** and the manner and method in which receipts and expenditure took place, and
 - (c) all sales and purchases of real and personal property by the **company**.
- 81.2 The books of accounts and related documents and documentation shall be kept at the principal place of business and administration of the **company** and shall be open to inspection by any member at all reasonable times.
- 81.3 The board of directors through the treasurer shall be responsible for the preparation of the financial statements of the **company** as described in sub-paragraph 65.1(a)(vii) prepared in accordance with applicable Australian Accounting Standards.

82. Audit

- 82.1 The board of directors shall cause the financial statements of the **company** for the financial year ending 30th June each year prepared pursuant to sub-paragraph 65.1(a)(vii) to be audited in accordance with Australian Auditing Standards.
- 82.2 The financial statements must be approved by the board of directors and signed by the president and the treasurer.
- 82.3 The board of directors shall:
- (a) prior to the forthcoming annual **general meeting** circulate copies of the audited financial statements to the members of the **company**, and
 - (b) present the audited financial statements to the members at the annual **general meeting**.

83. Auditor

- 83.1 Auditors of the **company** shall be appointed by the members at the annual **general meeting**.
- 83.2 A person shall be eligible to be appointed and remain as an auditor:
- (a) if the person is an individual, that person is a practicing member of the Institute of Chartered Accountants of Australia or the CPA Australia, or
 - (b) if the person is a firm of accountants, that firm shall be one that is approved to perform accounting and auditing services by the Institute of Chartered Accountants of Australia or the CPA Australia.
- 83.3 Except where the person is to be appointed as an honorary auditor, the board of directors of the **company** shall obtain a minimum of three (3) quotations from persons who are qualified to perform auditing services as specified in clause 83.2.

- 83.4 Prior to making a decision for the appointment of the auditor the board of directors shall evaluate the quotations and suitability of the persons and select the most appropriate person for appointment as auditor.
- 83.5 A current auditor may be re-appointed at the annual **general meeting** unless the person informs the **company** in writing that he/she/it would cease to be the auditor effective from a given date.
- 83.6 Where a need arises to appoint a new auditor (to succeed an outgoing auditor) at the annual **general meeting**, the **company** must obtain the prior written consent from the nominated auditor.
- 83.7 On approval by the members at the annual **general meeting** the directors of the **company** shall issue a letter of engagement to the newly appointed auditor.
- 83.8 The auditor may resign by giving notice to the **company** of their intention to resign and the resignation of the auditor takes effect on the day, if any, specified for the purpose in the notice of resignation.
- 83.9 Subject to requirements of the constitution, in the event a vacancy arises on the resignation/death/bankruptcy of the current auditor the board of directors shall appoint an auditor within one (1) month after such date.
- 83.10 The auditor may be removed by a **special resolution** passed at a **general meeting** called for the purpose.
- 83.11 Where the auditor is to be removed under clause 83.10 –
- (a) a copy of the notice of intention to remove the auditor must also be sent to the auditor as soon as possible
 - (b) the auditor has the right to make written representations to members within seven (7) days of receiving the notice, and request that this representation be sent to all members at the **company's** expense, and
 - (c) the auditor has the right to present their case to members at the meeting.

84. Audit committee

- 84.1 The board of directors shall appoint an audit committee consisting of three (3) members to serve for a period of three (3) years.
- 84.2 The audit committee shall provide independent assurance and advice to the board of directors on matters relating to risks, internal controls and on the reliability of the accounting system to produce meaningful, accurate and valid accounting reports.
- 84.3 The audit committee or any member of the audit committee is entitled to call for and inspect any document relevant to financial matters of the **company**.
- 84.4 The treasurer shall submit half-yearly and annual accounts for review by the audit committee which shall meet with the president and treasurer prior to finalising its report for presentation to the board of directors.
- 84.5 The audit committee must submit half yearly and annual reports to the board of directors with a copy to the auditor. The audit committee must respond to the board of directors in respect of any matters raised by it on the report.

Source, application and management of funds

85. Source of funds

- 85.1 The funds of the **company** shall be derived from providing religious services to devotees, membership fee, general donations and other charges.

- 85.2 The **company** may raise funds through activities conducted in the furtherance of the object of the **company** including conducting fund raising activities, operation of a canteen, operation of a shop for the sale of publications and souvenirs and other related activities.
- 85.3 The company may accept and receive any property, funds, endowment, legacy, bequest or gift for any purpose within the object of the **company**.
- 85.4 The **company** may sell assets that are in excess of the needs or are not useful for the Temple activities.
- 85.5 Subject to clause 59.3 the **company** may borrow such amounts that it could reasonably be expected to repay with its internally generated resources.

86. Application of funds

- 86.1 The **company** shall maintain a common fund from which it shall defray its normal expenses arising out of its activities.
- 86.2 The **company** may also maintain separate funds for specific purposes. In such instances funds collected or donated for the specific purposes shall only be spent for the denoted purposes.
- 86.3 Any money which is not immediately required to be applied for the purposes of the **company** shall be invested only as deposits with authorised deposit-taking institutions (ADIs) under the Australian Prudential Regulation Authority.
- 86.4 The **company** may meet any monetary obligations arising out of purchase of real property from the common fund as well as from the specific fund set up for that purpose.

87. Management of funds

- 87.1 All cheques, electronic transfer of funds, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the treasurer and any other director authorised to do so by the board of directors.

Remuneration and other payments

88. Remuneration and other payments

- 88.1 Membership of the **company** does not confer upon members of the **company** any right, title or interest, whether legal or equitable, in the property of the **company**.
- 88.2 The income and property of the **company** must be solely applied towards the promotion of the object of the **company** as set out in this constitution.
- 88.3 No income or property of the **company** may be paid or transferred, directly or indirectly, by way of fees, payment, remuneration or other distribution, to any member of the **company**.
- 88.4 With the exception of repayment of out-of-pocket expenses, no director shall be paid any fees, remuneration or other benefit in money or money's worth.
- 88.5 Nothing contained in this clause prevent payment in good faith of:
- (a) remuneration to any officers or employees of the **company** for services actually rendered to the **company**
 - (b) an amount to any member, not being a director, in return for any services actually rendered or for goods actually supplied to the **company** in the ordinary course of business
 - (c) an amount to any director who has tendered for and won a contract to perform duties or perform services to the **company** subject to clause 66.7

- (d) interest at a rate not exceeding the rate for the time being charged by bankers in Australia for overdrawn accounts, on any money loaned to the **company** by any member, or
- (e) reasonable rental for premises leased to the **company** by any member.

88.6 Any payment made under clause 88.5 must be approved by the board of directors.

Indemnity, insurance and access

89. Indemnity

- 89.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 89.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 89.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 89.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

90. Insurance

- 90.1 To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

91. Directors' access to documents

- 91.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 91.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

92. Surplus assets not to be distributed to members

- 92.1 If the **company** is wound up, any surplus assets must not be distributed to a member or a former member of the **company**.

93. Distribution of surplus assets

- 93.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any surplus assets that remain after the **company** is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 7, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 93.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

94. Definitions

94.1 In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

company means the company referred to in clause 1

contributing member means a patron or a life member who must contribute the amount of the guarantee as referred to in clause 3 and 4

Corporations Act means the *Corporations Act 2001* (Cth)

general meeting means a meeting of members and includes the annual **general meeting**, under clause 26.1

initial member means a person who was at the date of incorporation, a member of the Association and who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

“kripa” member means a person who enrolled as a donor under the “kripa” project of the Sri Venkateswara Temple Association by donating \$1,000 to the Association.

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. of which notice has been given under clause 27.5(c), and
- ii. that has been passed as required under clause 36.2 and, if not, as required under clause 36.3, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

95. Reading this constitution with the Corporations Act

- 95.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 95.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 95.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 95.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

96. Interpretation

96.1 In this constitution:

- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Operational date of the constitution

97. Effective date of operation

- 97.1 This constitution will become operational from the date of incorporation of the **company** by ASIC.

DRAFT

Sri Venkateswara Temple Helensburgh Limited

No. 1 Temple Road, Helensburgh, NSW 2508
 Phone: (02) 4294 9233 Website: www.svtsydney.org



Patron / Life Membership Application Form

After completing this Form, attach and post with payment to the Secretary to the above address

Patron / Life Membership Applicant (please write legibly):

I hereby apply to become a Patron / Life Member of Sri Venkateswara Temple Helensburgh Limited (Company). If admitted as a Patron or Life Member, I agree to be bound by the Constitution of the Company. My personal details provided below can be used by the Company for valid and legal purposes.

Full Name (Mr/Mrs/Ms/Dr): _____

Address: _____ Suburb: _____

Post Code: _____ Email: _____

Phone: _____ Date of birth: _____

Signature: _____ Date: _____

Nominated by: I, _____, Membership No: _____
 nominate the applicant, who is known to me personally, for membership of the Company.

Signature _____ Date: _____

Seconded by: I, _____, Membership No: _____
 second the applicant, who is known to me personally, for membership of the Company.

Signature _____ Date: _____

Payment Options (Tick one): SVT Life Membership \$770 (inc. GST) SVT Patron \$3,300 (inc. GST)

DIRECT DEPOSIT: Internet Transfer or Direct Deposit Cash or Cheque to
 Commbank BSB: 062-190 Account No: 1002 6024 Account Name: SVT Helensburgh Limited

POST CHEQUE for \$770 (Life Member) or \$3,300 (Patron) Payable to SVT Helensburgh Limited
 Mail to: The Treasurer, SVT Helensburgh Limited, No. 1 Temple Road, Helensburgh, NSW 2508.

PAY BY CREDIT CARD:

Payment can be made at the Temple Counter.

Visa MasterCard (AMEX not accepted)

Card Number: _____ EXP ____/____

Name on Card _____ Signature: _____

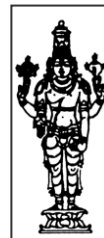
FOR OFFICE USE ONLY

FORM RECEIVED BY:	DATE	SIGNATURE
PAYMENT TYPE:	DATE	SIGNATURE

Sri Venkateswara Temple Helensburgh Limited

No. 1 Temple Road, Helensburgh, NSW 2508

Phone: (02) 4294 9233 Website: www.svtsydney.org



Student Membership Application Form

After completing this Form, attach and post with payment to the Secretary to the above address

Parent or legal guardian to complete Student Membership Application (please write legibly):

I, _____, a member of the Sri Venkateswara Temple Helensburgh Limited in my capacity as parent / legal guardian hereby apply for the following individual to become a Student Member of Sri Venkateswara Temple Helensburgh Limited (Company).

Upon admission of the applicant as a Student Member, I agree to be responsible for him/her to be bound by the Constitution of the Company. My personal details provided below can be used by the Company for valid and legal purposes.

Full Name of Student member applicant (Master/Miss): _____

Address: _____ Suburb: _____

Post Code: _____ Email: _____

Phone: _____ Date of birth: _____

Parent/Legal guardian of Student member applicant:

Full Name (Mr/Mrs/Ms/Dr): _____

Address: _____ Suburb: _____

Post Code: _____ Email: _____

Phone: _____ Date of birth: _____

Signature: _____ Date: _____

Nominated by: I, _____, Membership No: _____
nominate the applicant, who is known to me personally, for membership of the Company.

Signature _____ Date: _____

Seconded by: I, _____, Membership No: _____
second the applicant, who is known to me personally, for membership of the Company.

Signature _____ Date: _____

Full name of Student member applicant: _____

Full name of parent or legal guardian: _____

Payment Options (Tick one): SVT Student Membership \$110 (inc. GST)

DIRECT DEPOSIT: Internet Transfer or Direct Deposit Cash or Cheque to
Commbank BSB: 062-190 Account No: 1002 6024 Account Name: SVT Helensburgh Limited

POST CHEQUE for \$110 Payable to SVT Helensburgh Limited
Mail to: The Treasurer, SVT Helensburgh Limited, No. 1 Temple Road, Helensburgh, NSW 2508.

PAY BY CREDIT CARD:

Payment can be made at the Temple Counter.

Visa MasterCard (AMEX not accepted)

Card Number: _____ **EXP** ____/____

Name on Card _____ **Signature:** _____

FOR OFFICE USE ONLY		
FORM RECEIVED BY:	DATE	SIGNATURE
PAYMENT TYPE:	DATE	SIGNATURE

Sri Venkateswara Temple Helensburgh Limited

No. 1 Temple Road, Helensburgh, NSW 2508
 Phone: (02) 4294 9233 Website: www.svtsydney.org



Patron / Life Membership Application Form
(to be completed only by a former student member)

After completing this Form, attach and post with payment to the Secretary
to the above address

Patron / Life Membership Applicant (please write legibly):

I hereby apply to become a Patron / Life Member of Sri Venkateswara Temple Helensburgh Limited (Company). I agree to be bound by the Constitution of the Company. My personal details provided below can be used by the Company for valid and legal purposes.

Full Name (Mr/Mrs/Ms/Dr): _____

Address: _____ Suburb: _____

Post Code: _____ Email: _____

Phone: _____ Date of birth: _____

Signature: _____ Date: _____

Payment: the difference between the current membership application fee payable and the student membership fee paid (include GST)

- DIRECT DEPOSIT:** Internet Transfer or Direct Deposit Cash or Cheque to
 Commbank BSB: 062-190 Account No: 1002 6024 Account Name: SVT Helensburgh Limited
- POST CHEQUE for \$770 (Life Member) or \$3,300 (Patron) Payable to SVT Helensburgh Limited**
 Mail to: The Treasurer, SVT Helensburgh Limited, No. 1 Temple Road, Helensburgh, NSW 2508.

PAY BY CREDIT CARD:
 Payment can be made at the Temple Counter.

Visa MasterCard (AMEX not accepted)

Card Number: _____ EXP ____/____

Name on Card _____ Signature: _____

FOR OFFICE USE ONLY

FORM RECEIVED BY:	DATE	SIGNATURE
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PAYMENT TYPE:	DATE	SIGNATURE
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Annexure 4

Sri Venkateswara Temple Helensburgh Limited

No. 1 Temple Road, Helensburgh, NSW 2508

Phone: (02) 4294 9233 Website: www.svtsydney.org



Life Membership Application Form
(to be completed only by a former "Kripa" member of
the Sri Venkateswara Temple Association Incorporated)

After completing this Form, attach and post to
the Secretary to the above address

Life Membership Applicant (please write legibly):

I hereby apply to become a Life Member of Sri Venkateswara Temple Helensburgh Limited (Company). I agree to be bound by the Constitution of the Company. My personal details provided below can be used by the Company for valid and legal purposes.

Full Name (Mr/Mrs/Ms/Dr): _____

Address: _____ Suburb: _____

Post Code: _____ Email: _____

Phone: _____ Date of birth: _____

Signature: _____ Date: _____

Payment:

No payment is due from a former "Kripa" member of the Sri Venkateswara Temple Association Incorporated

FOR OFFICE USE ONLY

FORM RECEIVED BY:	DATE	SIGNATURE
PAYMENT TYPE:	DATE	SIGNATURE



NOMINATION FORM

SRI VENKATESWARA TEMPLE HELENSBURGH LIMITED
Nomination Form for the election of Directors

Nomination:

I, _____ of _____
being a Member of Sri Venkateswara Temple Helensburgh Limited (Membership No:) hereby
nominate
_____ of _____

for the position of _____

Date: _____ Signature: _____

I, _____ of _____
being a Member of Sri Venkateswara Temple Helensburgh Limited. (Membership No:) hereby second the
above nomination.

Date: _____ Signature: _____

Acceptance:

I, _____ of _____
being a Member of Sri Venkateswara Temple Helensburgh Limited. (Membership No:) hereby accept the
above nomination.

Date: _____ Signature: _____

Please mark **“SVT Helensburgh Limited - Elections”** on the outside of the envelope and send to the Returning Officer at the following address by certified mail or courier, **to reach him by**

Returning Officer:

Mailing Address:



SRI VENKATESWARA TEMPLE HELENSBURGH LIMITED. Election Proxy Form	[Year]
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I
(Full Name)

of
(Address)

being a Member of the Sri Venkateswara Temple Helensburgh Limited (Membership No.), hereby appoint

.....
(Full Name)

of
(Address)

as my proxy to vote on my behalf at the **election of Directors**, at the general meeting of the Sri Venkateswara Temple Helensburgh Limited to be held on and any adjournment of that meeting.

I further declare that my proxy holder vote as follows (tick box, and complete as applicable):

vote in any manner my proxy chooses; or

vote as indicated below.

Position	Name of Candidate	In favour	Against	Abstain
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Add additional rows as applicable.

.....
Signature:

.....
Date:

Witnessed by:	
Full Name:	
Membership Number:	
Signature:	Date:.....

Mailing address:



SRI VENKATESWARA TEMPLE HELENSBURGH LIMITED
General Meeting Proxy Form

I
(Full Name)

of
(Address)

being a Member of the Sri Venkateswara Temple Helensburgh Limited (Membership No.), hereby appoint

.....
(Full Name)

of
(Address)

as my proxy to vote on my behalf at the **Annual General Meeting/General Meeting** of the Sri Venkateswara Temple Helensburgh Limited to be held on or at any adjournment thereof.

My proxy (delete whichever is inapplicable):

may vote as he/she thinks fit on all resolutions; or

shall vote on each resolution as follows:

Resolution No	Description	In favour	Against	Abstain
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[pre-printed]	[pre-printed]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Add additional rows as applicable.

.....
Signature:

.....
Date:

Witnessed by:

Full Name:

Membership Number:

Mailing address: