



**ST JOHN AMBULANCE
AUSTRALIA**

A Company Limited by Guarantee

CONSTITUTION

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A Company Limited by Guarantee

CONSTITUTION

Adopted Pursuant to a Special Resolution of Australian Priory Chapter

on

Saturday 24 November 2018

Made by the Grand Prior under his hand and the Seal of the Order on the
recommendations of the Grand Council and the Priory Chapter

this 5th day of February 2019



GRAND PRIOR

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PART I – INTERPRETATION IN THIS CONSTITUTION

1 Defined Terms used in this Constitution

Unless the context requires otherwise the following words have the meanings assigned to them and cognate expressions have corresponding meanings.

Act means the Corporations Act 2001.

Article means an article or numbered clause in this Constitution.

Association means the incorporated association known as “St John Ambulance Australia Inc”.

Australia means, as the context requires, the Commonwealth of Australia as a juridical entity, or the geographical area of the Commonwealth of Australia.

Australian Priory or **Priory** means the Establishment of the Order named “The Priory in Australia of The Most Venerable Order of the Hospital of Saint John of Jerusalem”, intended to comprise all the members of the Order in Australia, previously incorporated as the Association, now registered as a company limited by guarantee under the Act, under the name **St John Ambulance Australia** and governed by this Constitution.

Chief Executive Officer means the salaried officer employed as the chief executive, or general manager, of the Priory, and referred to in Article 39.

Constitution means this Constitution as amended from time to time and a reference to a particular Article has a corresponding meaning.

Current Royal Charter means the Royal Charter dated the 15th March 1955 and the Supplemental Royal Charter dated 29th April 1974 as amended by the Order in Council made the 21st July 1999 and the Order in Council made the 17th December 2002, (the latter taking effect from 1 January 2004), all issued by the Crown in the right of the United Kingdom of Great Britain and Northern Ireland, and includes those Charters as they may be further amended from time to time.

Dues and Oblations means annual payments made by the members of the Order to the Australian Priory at a given rate determined from time to time by the Priory Board.

Establishment means a branch of the Order constituted under Statute 30.

Financial Year means the accounting period defined in, or adopted by the Priory pursuant to, Article 45.1.

Member of the Order means a person possessing the qualifications set out in Statute 46, who, having been duly admitted to the Order as a member of the Order, has not ceased to be such a member.

Order or **Order of St John** means the body incorporated in the United Kingdom by a Royal Charter dated 14th May 1888 and named “The Most Venerable Order of the Hospital of Saint John of Jerusalem”, and now governed by the Current Royal Charter, the Statutes and Regulations.

Prior means the person who, from time to time, is the person appointed as the Prior of the Priory by the Grand Prior on the recommendation of the Priory.

Priory see “Australian Priory”.

Priory Board means the Priory Board established pursuant to Part VIII of this Constitution.

Priory Board Rules means rules or by-laws made by the Priory Board pursuant to Article 38.

Priory Board Member means a person who is for the time being a member of the Priory Board.

Priory Chapter and **Priory Chapter Meeting** means the Voting Priory Members attending a Priory Chapter Meeting convened in accordance with the Act and Part VI of this Constitution.

Priory Jurisdiction means Australia and any additional territory or geographical area conferred on the Priory by the Grand Prior from time to time.

Priory Member means a person who in accordance with Article 14 is for the time being a member of the Priory.

Priory Members' Register or **Register** means the register of Priory Members provided for in Article 15.

Priory Regulations means the Constitution of the Priory, the Priory Board Rules, and any regulations or rules made by the Priory.

Priory Secretary means any person appointed in accordance with Article 39 of this Constitution and the Act as a secretary of the Priory and includes an assistant or acting secretary or any substitute for the time being for the secretary.

Selection Committee means the Priory Board Member Candidate Selection Committee of the Priory Board established under Article 33.3.

Special Resolution means a resolution of which notice as set out in section 249L(1)(c) of the Act has been given and that has been passed by at least 75% of the votes cast by Voting Priory Members present at the Priory Chapter Meeting concerned and entitled to vote on the resolution.

Statutes means the Statutes of the Order contained in the Schedule to the Current Royal Charter, entitled "the St John Statutes 1974-2018" as they may be amended from time to time and **Statute** shall have a corresponding meaning in reference to one or more of the Statutes.

Regulations means the St John (Order) Regulations 2003 made under the Statutes as they may be amended from time to time.

St John Branch means a separate body licensed by the Priory to perform Priory activity, referred to in Article 48.

Triennium, Triennia and **Triennial** refers to the three-year periods of office of a Priory Board Member and is defined in Article 33.2.

Voting Priory Member means a Priory Member who may vote at a Priory Chapter Meeting in accordance with Article 20.1.

Western Australia Commandery means the Establishment of the Order named "The Commandery in Western Australia of The Most Venerable Order of the Hospital of Saint John of Jerusalem", intended to comprise all the members of the Order in Western Australia, registered as a company limited by guarantee under the Act, under the name St John Ambulance Western Australia Limited.

2 Presumptions of Interpretations in this Constitution

Unless the context requires otherwise, in this Constitution:

- 2.1 The singular includes the plural and *vice versa*.
- 2.2 One gender includes all others.
- 2.3 A person can include a body corporate and any arm of Government.
- 2.4 A reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth of Australia.
- 2.5 A reference to an Order or Priory office or institution includes any office or institution which may replace it from time to time.
- 2.6 Any term defined anywhere in this Constitution has that meaning throughout the Constitution.

- 2.7 The presence or absence of capital letters will not affect the meaning of a defined term used in this Constitution.
- 2.8 Terms used or defined in the Statutes and Regulations have that meaning when used in this Constitution.
- 2.9 If any question arises as to the interpretation of this Constitution, the matter shall be referred to the Grand Prior, whose decision shall be final.

PART II – INTRODUCTION – CONSTITUTIONAL POSITION OF THE PRIORY WITHIN THE ORDER

3 Incorporation and Establishments of The Order of St John

The Order of St John is incorporated in the United Kingdom by the Royal Charter of 1888, and is governed by the Current Royal Charter, the Statutes and the Regulations. Under Statute 30, the Order may constitute distinct Establishments of the Order, each designated one of a 'Priory', a 'Commandery' or a 'St John Association', in any area of the world where the work of the Order is being carried on. Under Statute 34, where an Establishment is incorporated under local law, the local instrument of incorporation and other constitutional documentation of that Establishment are capable of constituting the rules of that body.

4 The Australian Priory

The Order has, under Statutes 30 and 31, established the Australian Priory as an Establishment of the Order, and comprising all the members of the Order in Australia. The Priory had procured the incorporation in the Australian Capital Territory of an association as "St John Ambulance Australia Inc." which has now registered under the Act as a company limited by guarantee under the name "St John Ambulance Australia".

5 The Western Australia Commandery

The Order has, under Statutes 30 and 32 established a Commandery in Western Australia as a separate Establishment of the Order, but dependent on the Australian Priory, and comprising all the members of the Order in Western Australia which is incorporated under the Act as a company limited by guarantee.

PART III – REGISTRATION OF PRIORY UNDER THE CORPORATIONS ACT

6 Name

- 6.1 As stated in Part I, the Priory is the Establishment of the Order in Australia named "The Priory in Australia of The Most Venerable Order of the Hospital of Saint John of Jerusalem".
- 6.2 The name by which the Priory is to be known generally is "St John Ambulance Australia Limited", or, if consent is obtained to be so named, "St John Ambulance Australia".

7 Priory Member liability and guarantee

- 7.1 The Priory is a company limited by guarantee.
- 7.2 The liability of all Priory Members is limited.
- 7.3 If the Priory is wound up while a Priory Member is a Priory Member or within one year after that Priory Member ceases to be a Priory Member, that Priory Member undertakes to contribute to a maximum of one dollar (\$1.00) to the Priory for payment of the debts and liabilities of the Priory, the costs, charges and expenses of any winding up and the adjustment of the rights of Priory Members amongst themselves.

8 Objects and Purposes

- 8.1 The Mottoes of the Order and the objects and purposes of the Order set out in the Statutes and Regulations are now adopted by the Priory. The Mottoes of the Order remain the property of the Order at all times and are used by consent of the Order. The Mottoes of the Order and the objects and purposes of the Order, as they are formulated at the time of the adoption of this Constitution, are set out in the First Schedule to this Constitution.
- 8.2 Without limiting the objects and purposes of the Order, the present specific objects of the Priory are:
- 8.2.1 to provide a first aid training and first aid skills maintenance service for individuals and organisations throughout the Priory Jurisdiction;
 - 8.2.2 to train volunteer personnel in first aid and nursing and equip them to carry out these functions at public duties anywhere and at any time within the Priory Jurisdiction;
 - 8.2.3 to provide first aid and other medical equipment within Priory Jurisdiction;
 - 8.2.4 to support the ophthalmic work of the Order both within and outside Priory Jurisdiction;
 - 8.2.5 to support work of the Order outside the Priory Jurisdiction, and generally, to extend the influence of the Order, and record and recognise the efforts of members of the Order and others assisting the work of the Order.
- 8.3 The Priory may exercise in any manner permitted by the Act any power which a company limited by guarantee may exercise under the Act. The business of the Priory is managed by or under the direction of the Priory Board. The Priory Board may exercise all the powers of the Priory except any powers that the Act or this Constitution requires the Priory to exercise in general meeting.

9 Replaceable Rules

The Replaceable Rules in the Act do not apply to the Priory.

10 Alteration or Addition to Constitution

- 10.1 Subject to the provisions of the Act, the Grand Prior may, on the recommendation of the Executive Committee, make rules for the government of the Priory (including its power and functions, and the composition of the Priory Chapter) and, thereafter, such rules shall be capable of addition, amendment or revocation from time to time by the Grand Prior on the recommendation of the Prior and the Priory Chapter, and having regard to the advice of the Executive Committee.
- 10.2 The Grand Prior may suspend temporarily all or any part of the operation of the Priory or any rules applicable to it and may, on the recommendation of the Grand Council and subject to the provisions of the Act, vary this Constitution or dissolve the Priory and/or the Western Australia Commandery and/or any of the Priory's other subordinate organisations.
- 10.3 This Constitution may only be amended by a proposal from the Priory Chapter to the Grand Prior, made by a Special Resolution passed at a Priory Chapter Meeting convened for that purpose, which is approved by the Grand Prior on the recommendation of the Executive Committee (or by the Lord Prior on its behalf). The Priory shall comply with all applicable provisions of the Act in relation to any such amendments.

11 Dissolution and Winding Up of the Priory

- 11.1 The Priory may by Special Resolution of the Priory Chapter, resolve to dissolve and wind up the Priory in any manner permitted by, and in accordance with, the Act, subject to compliance with the provisions of this Constitution.

- 11.2 Priory Members have no right to participate in any distribution or payment of the assets or property of the Priory in the event of the winding up or dissolution of the Company and if any property remains after the satisfaction of all of the Priory's debts and liabilities, that property must not be paid to or distributed among the Priory Members.

If, on the winding up or dissolution of the Priory by any means and for any reason, any property remains after the satisfaction of all of the Priory's debts and liabilities, that property must be given and transferred to an organisation or organisations in Australia selected by the Priory Board, having similar objects and purposes as the Priory (as outlined in Article 8.2 above) and which is a Deductible Gift Recipient (DGR) and Public Benevolent Institution within the meaning of the Income Tax Assessment Act 1936.

- 11.3 In selecting the organisation or organisations to which any distribution or transfer of property remaining on a winding up or dissolution of the Priory is to be made, the Priory Board should give priority to the Order or another Establishment or other body of the Order for the furtherance of all aspects of the work of the Order whether within or outside the Priory Jurisdiction. Where that is not possible or practicable the Priory Board must take into account and make the decision having regard to:

11.3.1 any need at the time for the provision, or continuing provision, of a service for the teaching and provision of first aid and related activities in the Priory Jurisdiction;

11.3.2 any requirement to ensure the ongoing provision of such services and related activities in the Priory jurisdiction; and

11.3.3 any desirability and appropriateness of distributing and transferring property remaining on a winding up or dissolution of the Priory to an organisation or organisations carrying on or promoted to carry on such activities in the Priory Jurisdiction.

12 Application of Priory Property

- 12.1 The property and income of the Priory shall be applied solely towards the promotion of the objects and purposes of the Priory and no part of that property or income may be paid or otherwise distributed directly or indirectly to Priory Members, except in good faith in the promotion of those objects and purposes and the Priory shall not make any distribution to Priory Members, whether by way of dividend, bonus, surplus in winding up or otherwise.
- 12.2 Nothing in this Article prevents the Priory from paying to Priory Members remuneration for services rendered to the Priory or fees or for reimbursement of expenses as provided for in this Constitution.

13 Constitution Binds Priory Member

- 13.1 This Constitution binds every Priory Member to the same extent as if every Priory Member had signed and sealed this Constitution and agreed to be bound by all of its provisions.

PART IV – MEMBERSHIP OF THE PRIORY

14 Priory Membership

- 14.1 The Priory is an Establishment of the Order under the Statutes in and for the Priory Jurisdiction. It is therefore intended that all Order Members residing for the time being in the Priory Jurisdiction will become, simultaneously, Order Members and Priory Members and that only Order Members will be Priory Members. The next provisions of this Article are intended to reflect that intention. It is recognised that an Order Member residing in the Priory may decline to become a Priory Member.

Existing Priory Members

- 14.2 Each person who is on the Australian Priory Order member register at the date the registration of the Association as a company limited by guarantee under the Act will then be a Priory Member and his or her name and address will be included in the Priory Members Register. Each Priory Member continues to be an Order Member and continues to be bound by and must comply with the Current Royal Charters, Statutes and Regulations, Priory Regulations, and this Constitution.
- 14.3 Because the transition of the Priory to a company limited by guarantee will cause each Priory Member to assume a liability for a guarantee (limited to one dollar), a Priory Member who then does not wish to remain a Priory Member may give notice to the Priory Secretary in writing within 21 days after the registration of the Priory as a company limited by guarantee that he or she does not wish to remain a Priory Member. That person's name will then be removed from the Priory members register and he or she will be deemed not to have become a Priory Member, but he or she may remain an Order Member.

Future Members

- 14.4 Future Priory Membership will be determined and effected in accordance with the Statutes and Regulations and the Priory Regulations concerning the procedure for admission to membership, promotion within the Order, grades within the Order, meetings of members, uniforms and regalia, and other benefits or obligations concerning membership and cessation of membership of the Order. The qualifications for membership of the Order as at the time of adoption of this Constitution are as provided for in Statute 46 and are set out in the Second Schedule to these Articles, together with the requirement that the person concerned is a resident within the Priory. The Priory may invite a person who is resident in the Priory Jurisdiction who fulfils the qualifications for Order membership to become a Priory Member, subject to and upon completion of the prescribed application form and the satisfaction of any other conditions as to procedure that may be imposed by the Priory.

Provisions Applying to Ongoing Priory Membership

- 14.5 The Statutes and Regulations provide that Membership of the Order is divided into five grades, which are:
- Grade I. Bailiffs or Dames Grand Cross (GCStj)
 - Grade II. Knights or Dames of Justice or Grace (KStj or DStj)
 - Grade III. Commanders (CStj)
 - Grade IV. Officers (OStj)
 - Grade V. Members (MStj)
- All **Priory** Members will be graded in that manner in accordance with the Statutes and the Regulations.
- 14.6 The rights and privileges of every Priory Member are personal to that Priory Member and may not be transferred by any act of the Priory Member or by operation of law.
- 14.7 A Priory Member must immediately notify the Priory Secretary of any change in the circumstances of the Priory Member which may affect the Priory Member's continued entitlement to Priory membership or membership of the Order.
- 14.8 A member or employee of a St John Branch, or other body created by the Priory and referred to in Article 48 does not, by virtue alone of being a member of that body, become a Priory Member.

15 Priory Members' Register

- 15.1 The Priory must maintain a register of all its current Priory Members, showing, in respect of each:
- 15.1.1 full name, alphabetically by surname;
 - 15.1.2 residential address;
 - 15.1.3 date of admission as a Priory Member and the date of their entry into the register;
 - 15.1.4 current grade, and date of advancement to that grade;
 - 15.1.5 Dues and Oblations payment status;
 - 15.1.6 such other information as the Priory decides.
- 15.2 The Priory must update the register as advised by a Priory Member or as necessary from time to time.
- 15.3 Each Priory Member consents to all the information referred to in Article 15.1 being recorded and each Priory Member authorises the Priory to disclose such information if and when required by the Act.
- 15.4 The Priory may maintain the Priory Members' Register electronically.
- 15.5 The Priory Members' Register will be available for inspection in accordance with the provisions of the Act.
- 15.6 Every Priory Member must notify the Priory Secretary of any change of address or other particulars in the Register.
- 15.7 Without limiting any other way in which notice may be given to a Priory Member under this Constitution, the Act or at law, the Priory may give notice to any Priory Member (or to any other person entitled to notice):
- 15.7.1 personally;
 - 15.7.2 by post to the Priory Member's registered address or to such other address as nominated by the Priory Member in writing; or
 - 15.7.3 to the electronic address nominated by the Priory Member (if any).
- 15.8 Delivery of any notice:
- 15.8.1 given personally will be deemed to be effected and received on the date of delivery;
 - 15.8.2 given in any other way, including by post or any electronic means, will be deemed to be effected and received on the day following the date of dispatch.
- 15.9 A certificate signed by the Priory Secretary or other officer of the Priory that the notice was posted or given in accordance with this Article is conclusive evidence of the matter.
- 15.10 The non-receipt of a notice, or the accidental omission to give notice to any person entitled to receive notice, shall not invalidate the proceedings at or any resolution passed at the meeting in question.
- 15.11 A signature to any notice given by the **Priory** under this Constitution may be printed, affixed or produced by some mechanical, electronic or other means.

16 Priory Membership Fees

- 16.1 Save for the amount referred to in Article 7.3, the only fees, subscriptions and other amounts payable by Priory Members will be the Dues and Oblations established from time to time by Priory.

- 16.2 Where the Order does not fix the amounts or determine any other detail concerning the manner in which Dues and Oblations are to be paid, the Priory may fix those amounts and specify those absent details.
- 16.3 The Priory may retain Dues and Oblations received from Priory Members as its income. It may also cease to require Priory Members to pay any Dues and Obligations or waive payment in a particular case.

17 Cessation of Priory Membership

- 17.1 A Priory Member may resign from the Order and the Priory by giving the Priory written notice of his or her resignation.
- 17.2 A person who ceases to be a member of the Order ceases to be a Priory Member.
- 17.3 A Priory Member whose Dues and Oblations are in arrears, and who has not been granted any dispensation, may be liable to have his or her Membership of the Order terminated by the Prior under Statute 56 and the Regulations, but may apply for reinstatement, and the Prior may reinstate that Priory Member as an Order member if all outstanding Dues and Oblations have been paid. A Priory Member whose membership of the Order has been so terminated shall thereupon also cease to be a member of the Priory and if his or her membership of the Order is so re-instated he or she shall thereupon also be re-instated as a member of the Priory.
- 17.4 A Priory Member who dies ceases to be a Priory Member and ceases to have any liability for any past present or future Dues and Oblations.

18 Discipline of Priory Members

- 18.1 If a Priory Member fails to comply with any provision of this Constitution or is guilty of any conduct which the Priory Board determines is unbecoming of a Priory Member or prejudicial to the interests of Order or the Priory or which may bring the Priory or Order into disrepute or is inconsistent with its objects, the Priory Board may, subject to this Article, determine to censure, or suspend the Priory Member from membership of the Priory (but not of the Order) from the exercise of all rights and privileges as a Priory Member for such period, including indefinitely, as the Priory Board may determine in its absolute discretion.
- 18.2 The Priory Board may not make a determination under this Article unless at least 21 days before the meeting of the Priory Board at which the determination is to be considered, notice is given to the Priory Member of the meeting, of what is alleged against the Priory Member, and of the possible Priory Board determination and, unless the Priory Member has had an opportunity of giving at the meeting, orally or in writing, any explanation or defence the Priory Member may think fit before the determination is considered.
- 18.3 The decision of the Priory Board to censure or suspend a Priory Member can be reversed or amended by a two thirds majority at a Priory Chapter convened in accordance with Part VI of this Constitution.
- 18.4 If the Priory Board makes a determination to censure or suspend membership rights and privileges, the Priory Member will be censured or suspended accordingly. Such censure or suspension will apply until such time as the decision is amended or overturned by a two thirds majority of a Priory Chapter.

19 Rights of all Priory Members

- 19.1 The rights of a Priory Member (who is not suspended) in relation to the Priory are as follows:
- 19.1.1 Receive Priory financial and activity Information—The Priory must send (in a manner permitted in Article 15.7) to each Priory Member the Annual Financial Statements and Annual Report on Priory activity during the financial year concerned.

- 19.1.2 Receive Notices of Priory Chapter Meetings—The Priory must send (in a manner permitted in Article 15.7) to each Priory Member notice of the convening of any Priory Chapter.
- 19.1.3 Attend a Priory Chapter Meeting—A Priory Member may attend any Priory Members Meeting duly convened, subject to compliance at all times with the directions of the presiding Chair as to the conduct and good order of the meeting. Unless he or she is a Voting Priory Member, he or she may not speak without the permission of the Chair and may not vote at that Priory Chapter Meeting.
- 19.1.4 Appoint a Proxy to Attend a Priory Chapter Meeting—A Priory Member who is entitled to attend and vote at a Priory Chapter Meeting may appoint another Voting Priory Member as their proxy to attend on behalf of that first Priory Member at a Priory Chapter Meeting, and the proxy may only exercise the rights that the Priory Member appointing him or her could have exercised.
- 19.1.5 Inspect Company Financial records— Priory Member (other than a member of the Priory Board) does not have the right to inspect any account, book, record or document of the Company except as provided by law or authorised by the Priory Board in its absolute discretion.

20 Rights of Voting Priory Members

- 20.1 A Priory Member who attains, and thereafter is of the grade (referred to in Article 14.5) of Officer, or above, that is a Grade I, Grade II, Grade III or Grade IV Priory Member, is, for the purposes of this Constitution, a Voting Priory Member.
- 20.2 Only a Voting Priory Member may:
 - 20.2.1 nominate under Article 33.7 a candidate for consideration by the Selection Committee for appointment or election to the Priory Board;
 - 20.2.2 speak (subject to compliance at all times with the directions of the presiding Chair as to the conduct and good order of the meeting) and cast a vote at a Priory Chapter Meeting;
 - 20.2.3 appoint another Voting Priory Member to attend on behalf of that first Voting Priory Member at a Priory Chapter Meeting, and the proxy may exercise the rights that the Voting Priory Member appointing him or her could have exercised.

21 Contracts between the Priory and a Priory Member

Subject to the Act, nothing in these Articles will prevent the Priory from engaging or contracting with a Priory Member and paying the Priory Member for services rendered or goods supplied.

22 Liability of the Priory Towards a Priory Member

- 22.1 The Priory has no liability, and each Priory Member acknowledges that the Priory is not liable for and has no liability or obligation of any kind to indemnify a Priory Member, or his or her estate or dependants or anyone claiming under or through that Priory Member:
 - 22.1.1 in respect of or connection with the death or injury or any property loss or any other loss or damage of any kind, howsoever arising suffered by that Priory Member in connection with or arising from their membership of the Priory or any activity of any kind, whether as a Priory Member or otherwise undertaken in connection with the Priory or any of its affairs, business or activities;
 - 22.1.2 in respect of or connection with any claim of any kind howsoever arising, against that Priory Member by any third party (including another Priory Member) in respect of anything done by that Priory Member in connection with or arising from their membership of the Priory or any activity of any kind, whether as a Priory Member or otherwise undertaken in connection with the Priory or any of its affairs, business or activities.

23 Honours and Awards for Priory Members

- 23.1 Honours and Awards for **Priory** Members must be dealt with in accordance with the Statutes and Regulations and Priory Regulations.
- 23.2 The Priory reserves its right to, and may, award the Priory commendation to persons whether or not they are Priory Members.

PART V – GOVERNMENT OF THE PRIORY

24 How the Priory is Governed

- 24.1 The Priory, being an Establishment of the Order:
 - 24.1.1 must at all times comply with and observe the Current Royal Charter, the Statutes, the Regulations and this Constitution and, in the event of any conflict, the provisions of the instruments governing the Order or, subject thereto, the Priory, will prevail; and
 - 24.1.2 will primarily be governed by the authority of the Sovereign Head of the Order, transmitted through the Grand Prior, the Grand Council, and the Prior sitting in Priory Chapter.
- 24.2 Subject at all times to Article 24.1.1, the Priory Chapter must act on directions transmitted from the Grand Prior, through the Prior, and otherwise upon the directions of the Prior.
- 24.3 Apart from directives received in the manner described in the preceding paragraphs of this Article, the Priory will be governed entirely by the Priory Chapter in all things.
- 24.4 The Priory Chapter may give the Priory Board such powers and functions as it thinks fit to manage all the business and charitable and other activity of the Priory, in accordance with this Constitution, and may reserve to itself such powers as it thinks fit.

PART VI – PRIORY CHAPTER MEETINGS

25 Priory Chapter Meetings– How Convened and Powers

- 25.1 A Priory Chapter Meeting of the Voting Priory Members convened under this Part of the Constitution shall be presided over in the manner provided in Article 28.5.
- 25.2 The Priory Board may, and in the circumstances described in Articles 26 and 27, must convene a Priory Chapter Meeting by giving notice as required under the Act. The business to be transacted must be specified in the notice of meeting.
- 25.3 The Priory Chapter's power to govern the Priory, includes, but is not limited to, the rights to:
 - 25.3.1 elect Priory Board Members (Articles 31 and 33.3);
 - 25.3.2 remove Priory Board Members from the Priory Board (Article 34.4.5);
 - 25.3.3 appoint and remove auditors to the Priory (Article 46);
 - 25.3.4 initiate amendments to and restatements and replacements of the Constitution for approval by the Grand Prior (Article 10.1);
 - 25.3.5 resolve the dissolution of the Priory (Article 11.1);
 - 25.3.6 delegate powers to or reserve powers from the Priory Board (Article 32.2); and
 - 25.3.7 remit to the Priory Board any matter which, in the opinion of Priory Chapter, requires further consideration or action by the Priory Board.

26 Annual Priory Chapter Meeting

- 26.1 The Priory must convene an annual Priory Chapter Meeting to be held within five months of the end of each Financial Year for the purpose of conducting the business described in this Article.
- 26.2 The annual Priory Chapter Meeting shall include the following business:
- 26.2.1 Order protocols and recording of attendance, apologies and marks of respect;
 - 26.2.2 consideration of the Report by the Priory Board on the activities of the Priory during the preceding Financial Year;
 - 26.2.3 consideration of the Priory Financial Statements and Audit Report presented by the Priory Board, as required by this Constitution;
 - 26.2.4 re-appointment (by separate resolution for each) of Priory Board Members who have been appointed to the Priory Board since the last annual Chapter (Priory Members' General) Meeting, or whose triennium is about to expire, and who offer themselves for reappointment;
 - 26.2.5 appointment (by separate resolution for each) of the candidates proposed for appointment as new Priory Board Members;
 - 26.2.6 election by ballot of Priory Board Members, where there are more persons proposed for appointment as Priory Board Members under the two preceding items than there are vacant places on the Priory Board; and
 - 26.2.7 termination of the appointment of the auditor, and appointment of a new auditor, when necessary.

27 Other Priory Chapter Meetings

- 27.1 The Priory Board must convene a Priory Chapter Meeting (in the manner referred to in Article 25.2), if:
- 27.1.1 it is requested to do so by the Prior, or the Chancellor; and
 - 27.1.2 it is requested, in one or more written requests, to do so by an aggregate number equal to ten per centum of the Voting Priory Members then recorded on the Priory Members Register, but only if one at least of the requests sets out fully the motion or motions to be proposed at the Priory Chapter Meeting.

28 Provisions Applicable to all Priory Chapter Meetings

- 28.1 The provisions in this Article 28 apply to all Priory Chapter Meetings provided for under this Constitution.
- 28.2 The Priory must give notice of a Priory Chapter Meeting to be convened to all Priory Members whose names appear on the Priory Members Register, in the manner described in Article 15.7.
- 28.3 The quorum at any Priory Chapter Meeting is five Voting Priory Members present in person.
- 28.4 If within 15 minutes of the Priory Chapter Meeting time appointed, no quorum is present, then:
- 28.4.1 if it is the Annual Priory Chapter Meeting then it must be adjourned until the same time on the same day of the following week, at which adjourned Priory Chapter Meeting those Members present will constitute a quorum.
 - 28.4.2 if it is any other Priory Chapter Meeting, then that Priory Chapter Meeting will lapse.

- 28.5 The Prior must chair any Priory Chapter Meeting. In the absence of the Prior, the Chancellor must assume the chair and in the absence of the Chancellor, a member of the Priory Board appointed by the other members of the Priory Board shall chair the meeting and failing such appointment then a Voting Priory Member elected by the Priory Chapter Meeting may assume the chair.
- 28.6 The Chair of all Priory Chapter Meetings shall have the control and conduct of the meetings, including:
- 28.6.1 decide the order of business (other than as set out in this Constitution);
 - 28.6.2 decide all points of order;
 - 28.6.3 call for a poll or a ballot;
 - 28.6.4 decide whether a vote is to be on the voices or on a show of hands, or by a ballot, and when a ballot is required specify the method of voting to be used.
 - 28.6.5 in the case of an equality of votes, have a casting vote (in addition to a deliberative vote).
- 28.7 Two Voting Priory Members present in person or by proxy at the Priory Chapter Meeting may demand a ballot.
- 28.8 A ballot must be called for before or on the declaration of the result of the vote on the voices or show of hands.
- 28.9 Any resolution at a Priory Chapter Meeting has to be carried, if voted in favour of, by a simple majority of those Voting Priory Members, present in person, or by proxy (except where otherwise provided for in this Constitution).
- 28.10 The Priory Board must ensure that minutes of every Priory Chapter Meeting are kept and signed in accordance with the Act.
- 28.11 The Chair may invite or allow a person who is not a member of the Priory to attend a Priory Chapter Meeting as a visitor. Such a visitor has no right to vote but may be invited by the Chair to speak.
- 28.12 A person who is for the time being a Priory Board Member, but not a Voting Priory Member, must be sent the notice of any Priory Chapter Meeting which is to take place whilst he or she is a Priory Board Member, and may attend and speak at, but not vote at that Priory Chapter Meeting.

PART VII - PRIORY OFFICERS

29 Office of the Prior

- 29.1 There must be an office within the Priory known as the Prior.
- 29.2 The Prior must be a Priory Member of at least the Grade of a Knight or a Dame in the Order.
- 29.3 The Prior is appointed by the Grand Prior upon the recommendation of the Priory Board.
- 29.4 Where the Governor-General of Australia so consents, he or she may accept appointment as Prior.
- 29.5 If the Governor-General of Australia is unable or unwilling to accept appointment, then the Grand Prior may appoint another suitable person to be the Prior.
- 29.6 During any time when there is no Prior duly appointed, or the Prior is unable or unwilling to act, then the Chancellor must carry out the functions of the Prior.
- 29.7 The appointment of the Prior is held during the pleasure of the Grand Prior or until the Prior ceases to be Governor-General of Australia.
- 29.8 The Prior will be the Chair of all Priory Chapter Meetings for which he or she is available.

- 29.9 The Prior in office upon the registration of the Priory as a company limited by guarantee will remain the Prior of the Priory until he or she ceases to be the Governor-General of Australia.

30 Office of the Chancellor

- 30.1 There must be an office within the Priory known as the Chancellor.
- 30.2 The Chancellor will be the deputy of the Prior, and ex officio the chairman of the Priory Board and, in the absence of the Prior, Chair of Priory Chapter Meetings.
- 30.3 The person to be appointed as the Chancellor must be of or above the Order rank of Knight or Dame in the Order.
- 30.4 The Chancellor is appointed initially or, if there is a vacancy in the office of Chancellor, upon that vacancy occurring, by the Grand Prior upon the recommendation of the Prior, transmitted through the Priory Board.
- 30.5 The Priory Board may make a recommendation to the Prior of a person suitable for appointment as the Chancellor.
- 30.6 The appointment of the Chancellor is held during the pleasure of the Prior, and otherwise for no more than three triennia from the date of his or her appointment.
- 30.7 For clarity, it is stated that the Chancellor in office in the Association will become the Chancellor in the Priory, upon registration of the Priory as a company limited by guarantee, for the remainder of his or her term calculated as in Article 30.6.

31 Priory Officers or Volunteer Executive Positions

The Priory Board may from time to time appoint, designate the powers, functions and responsibility for, and empower on such terms and conditions as it thinks fit, a Priory Member, to hold office in an executive function as a volunteer, either under titles traditional in the Order or under other titles. For clarity, such an executive volunteer will not by virtue of that appointment be a Priory Board Member, and will, in his or her executive functions, be subject to the control of the Chief Executive Officer.

PART VIII - THE PRIORY BOARD

32 The Priory Board

- 32.1 There will be a Priory Board of the Priory, comprising the Chancellor and not less than five nor more than eight other Priory Board Members. For the purposes of the Act the Priory Board Members are the directors of the Priory.
- 32.2 The Chancellor will be the Chair of the Priory Board. The Priory Board may elect a Deputy Chancellor, who will be the Deputy Chair of the Priory Board.
- 32.3 The purpose of the Priory Board is to perform the functions set out in Article 35 and in Article 8 and to perform the lawful functions which may be delegated to it from time to time by the Priory Chapter.
- 32.4 Wherever in this Constitution the Priory is required or permitted to act, that requirement or permission is deemed to be a direction or authority to the Priory Board to so act.

33 Selection of Priory Board Members

- 33.1 The first Priory Board Members following the registration of the Priory as a company limited by guarantee will be those people recommended by the selection committee to the board of the Association and endorsed by the Annual Priory Chapter meeting held prior to the registration of this Constitution who will, upon such registration be deemed to have been duly elected and appointed as the Priory Board Members.

- 33.2 For the purposes of determining the number of triennia served by any Priory Board Member, and the status of the current triennium being served by that Priory Board Member, each Priory Board Member shall be deemed to have served on the Priory Board with effect from the date of their current appointment to the Board of the Association. If there is any doubt regarding the calculation of the period of the triennia served, or status of the current triennium being served by the affected Priory Board Member, it will be referred to and determined by the Selection Committee, whose decision shall be final and binding on the affected Priory Board Member.
- 33.3 The Priory Board must establish, appoint members to, and maintain continuously a Priory Board Member Candidate Selection Committee (to be known as the 'Selection Committee'). The purpose of the Selection Committee is, whenever required or necessary, to search for, select and recommend persons for initial appointment or election to the Priory Board. The Selection Committee must comprise the Chancellor and at least two existing Priory Board Members. A quorum of the Selection Committee shall be the Chancellor and one of the appointed Priory Board Members.
- 33.4 If, at any time, there is a vacancy in the maximum number of Priory Board Members, or there will be one or more vacancies at the next Annual Priory Chapter Meeting due to expired third triennia or notified intended retirements, then either:
- 33.4.1 the Priory Board may direct the Selection Committee to, or
 - 33.4.2 the Selection Committee may of its own volition, select a candidate or candidates to recommend to the Priory Board for appointment, or for the Priory Board to recommend to the Annual Priory Chapter Meeting for appointment or election (as necessary).
- 33.5 The Selection Committee must take all reasonable steps to ensure that candidates which it puts forward for appointment or election to the Priory Board will be persons who have the appropriate skills and knowledge to contribute effectively to the Priory Board deliberations and decisions. The Selection Committee should also endeavour to ensure that if practicable, at least two thirds of the Priory Board Members are Priory Members.
- 33.6 The Selection Committee should ensure, as a matter of policy that, unless circumstances dictate otherwise, at least two of the Priory Board members are each a current Chair of a St John Branch, or of the Western Australia Commandery. The selection of the two Priory Board members under this Article will follow the same process as for other Priory Board members. Each Priory Board Member appointed under this Article must cease to be a Priory Board member if he or she ceases to be a then current Chair of a St John Branch, or of the Western Australia Commandery.
- 33.7 The Priory Board may appoint a candidate put forward by the Selection Committee to fill a casual vacancy on the Priory Board, or whenever there is a vacancy in the maximum number of Priory Board Members, or it may decline to appoint that candidate. The Priory Board may not appoint a person to the Priory Board to fill a casual vacancy who is not a candidate put forward by the Selection Committee.
- 33.8 Two Voting Priory Members may nominate, in writing, signed by the candidate, a Voting Priory Member as a candidate for consideration by the Selection Committee for appointment or election to the Priory Board. The Selection Committee may decide in its absolute discretion whether to approve the candidacy of the person so nominated. If the nomination is in respect of a forthcoming Annual Priory Chapter Meeting election, the nomination must be received by the Priory Secretary not less than 21 days before the date of the Priory Chapter Meeting concerned.
- 33.9 The only persons who may stand for initial election at an Annual Priory Chapter Meeting are those candidates selected or approved, then nominated by the Selection Committee.

- 33.10 If there are the same number of candidates as vacancies (or fewer candidates than vacancies) for appointment as Priory Board Members then, to be elected, a candidate must receive more votes approving their election as a Priory Board Member than not approving their election as a Priory Board Member.
- 33.11 If, at the Priory Chapter Meeting, the total number of candidates for initial election as Priory Board Members is in excess of the vacancies on the Priory Board, a ballot must be conducted.
- 33.12 The method of voting for the appointment of candidates as Priory Board Members will be determined by the chair of the Priory Chapter Meeting (Article 28.5).

34 Terms of Office, Re-appointment, and Cessation of Office of Priory Board Members

- 34.1 Priory Board Members' (excluding the Chancellor's) appointments are for triennial periods with each triennium starting immediately after the Annual Priory Chapter Meeting at which the Priory Board Member was last elected and finishing at the conclusion of the third Annual Priory Chapter Meeting following the one at which he or she was last elected.
- 34.2 Subject to this Article 34, a Priory Board Member is eligible for re-election on the expiration of each triennial period. A Priory Board Member may not stand for re-election after serving three triennia.
- 34.3 A Priory Board Member appointed to the Priory Board under Article 33.7 must resign and be submitted for re-appointment (or re-election under Article 33) at the next Annual Priory Chapter Meeting, and for the purposes of Article 34.2, his or her triennium will only commence upon re-appointment or re-election at the next Priory Chapter Meeting.
- 34.4 The office of a Priory Board Member becomes vacant and a casual vacancy occurs if that Priory Board Member:
- 34.4.1 dies;
 - 34.4.2 resigns;
 - 34.4.3 is charged with, or convicted of, any offence (including an offence under the Act), other than an offence which in the reasonable opinion of the Priory Board does not affect his position or standing as a Priory Board Member, or as a Priory Member;
 - 34.4.4 is permanently incapacitated by mental or physical ill health;
 - 34.4.5 is removed from office by the Priory in Priory Chapter Meeting;
 - 34.4.6 ceases to be a Priory Board Member by virtue of, or becomes prohibited from being a company director because of an order made under, the Act;
 - 34.4.7 fails to declare the nature of any material personal interest in a matter referred to in section 191 of the Act;
 - 34.4.8 becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Priory Board Member's joint or separate estate generally;
 - 34.4.9 is precluded or disqualified from holding office as a director of the Priory under the provisions of the Act or any other law;
 - 34.4.10 is guilty of any serious misconduct, negligence, or neglect in the discharge of his employment or his duties;
 - 34.4.11 engages in any conduct that, in the reasonable opinion of the Priory Board, may bring the Priory or the Order into disrepute, or which otherwise results in, or may result in, prejudice to or adversely affect the business of the Priory or Priory's or the Order's reputation or its standing in the community, or which may affect the Priory Board Member's ability to carry out their duties, or to provide that services;

- 34.4.12 is absent without leave from three consecutive meetings of the Priory Board;
- 34.4.13 ceases to be a member of the Priory (in the case of Priory Members who are Priory Board Members); or
- 34.4.14 ceases to be the Chair of a St John Branch and/or Western Australia Commandery in the case of an appointment under Article 33.6.

PART IX – MANAGEMENT OF THE AFFAIRS OF THE PRIORY

35 Priory Board to Set Policy and Manage

The Priory Board will be responsible for and must set policy as to all activities to be undertaken in pursuit of the objectives and purposes of Priory, and manage exclusively all of the business and charitable operations and affairs of the Priory. Wherever this Constitution requires the Priory to do anything which is not done by Priory Chapter, the Priory Board is responsible to do it.

36 Proceedings of the Priory Board

- 36.1 The Priory Board must meet regularly at a place and at times it thinks fit, and in any event not less than four times in each calendar year.
- 36.2 The Chancellor or two Priory Board Members may at any time, and on the request of the Chancellor or the two Priory Board Members, the Priory Secretary shall, convene a meeting of the Priory Board.
- 36.3 Reasonable notice must be given to every Priory Board Member specifying the business to be transacted and the place, date and time of every meeting of the Priory Board.
- 36.4 Four Priory Board Members present will form a quorum at any meeting of the Priory Board, and if there is no quorum present the meeting will lapse.
- 36.5 The Chancellor, or in his absence a Priory Board Member elected by the Priory Board, will chair the meetings of the Priory Board.
- 36.6 Voting must be by a simple majority of those present and entitled to vote. A Priory Board Member is entitled to one vote on any resolution put to the Board.
- 36.7 The Priory Board may pass a resolution without a meeting being held if all of the Priory Board Members who are then in Australia and entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution which is set out in the document. Separate copies of a document may be used for signing by Priory Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Priory Board Member signs it.
- 36.8 A Priory Board meeting may be called or held using any technology consented to by a majority of Priory Board Members. The consent may be a standing one. A Priory Board Member may only withdraw consent within a reasonable period before the meeting.
- 36.9 All other procedures in relation to chairmanship, chairman's powers, voting and minute provisions applicable to a Priory Chapter Meeting will apply to meetings of the Priory Board with such changes as may be necessary.
- 36.10 All acts done at a meeting of the Priory Board, or of a committee of the Priory Board, or by a person acting as a Priory Board Member, even if it is afterwards discovered that:
 - 36.10.1 there was a defect in the appointment or continuance in office of a person as a Priory Board Member or of the person so acting; or
 - 36.10.2 a person acting as a Priory Board Member was disqualified or was not entitled to vote,

are as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

- 36.11 If the Priory Board is inquorate, the remaining Priory Board Members may act only for the purpose of:
- 36.11.1 appointing a Selection Committee or the required number of members to the Selection Committee so that it is complete; and
 - 36.11.2 increasing the number of Priory Board Members to constitute a quorum; and
 - 36.11.3 convening a Priory Chapter Meeting.
- 36.12 Priory Board Members may be reimbursed expenses or paid remuneration for services rendered to the Priory out of the funds of the Priory in the following circumstances:
- 36.12.1 as reimbursement of reasonable expenses in accordance with the policies and procedures established by the Priory Board for this purpose; and
 - 36.12.2 as remuneration for any service rendered to the Priory in a professional or technical capacity, other than as a Priory Board Member, where the provision of that service has the prior approval of the Priory Board and the amount payable is approved by a resolution of the Priory Board and is not more than an amount which would be commercially reasonable payment for the service.
- 36.13 Subject to complying with the Act regarding disclosure of, and voting on, matters involving material personal interests, a Priory Board Member may:
- 36.13.1 hold any office or place of profit in the Priory, except that of auditor;
 - 36.13.2 hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Priory or in which it has an interest of any kind;
 - 36.13.3 enter into any contract or arrangement with the Priory;
 - 36.13.4 participate in any association, institution, fund, trust or scheme for past or present employees or Priory Board Members of the Priory or persons dependent on or connected with them;
 - 36.13.5 act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Priory, except as auditor;
 - 36.13.6 participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Priory Board and may be present at any meeting where any matter is being considered by the Priory Board; and
 - 36.13.7 sign or participate in the execution of a document by or on behalf of the Priory.
- 36.14 A Priory Board Member may do any of the above despite the fiduciary relationship of the Priory Board Member's office:
- 36.14.1 without any liability to account to the Priory for any direct or indirect benefit accruing to the Priory Board Member; and
 - 36.14.2 without affecting the validity of any contract or arrangement.
- 36.15 Every person who is or has been a Priory Board Member or a Priory Secretary is entitled to be indemnified out of the property of the Priory against:
- 36.15.1 every liability incurred by the person in that capacity (except a liability for legal costs); and
 - 36.15.2 all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,
- unless:

- 36.15.3 the Priory is forbidden by statute to indemnify the person against the liability or legal costs;
 - 36.15.4 an indemnity by the Priory of the person against the liability or legal costs would, if given, be made void by statute; or
 - 36.15.5 the person is convicted of a criminal offence for an act detrimental (in the opinion of the Board) to the Priory or its reputation.
- 36.16 The Priory may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Priory Board Member or Priory Secretary against liability incurred by the person in that capacity, including a liability for legal costs, unless:
- 36.16.1 the Priory is forbidden by statute to pay or agree to pay the premium; or
 - 36.16.2 the contract would, if the Priory paid the premium, be made void by statute.
- 36.17 A Priory Board Member who has a direct or indirect pecuniary interest in a contract, or a proposed contract, with the Priory, must disclose that interest to the Priory Board as soon as he or she becomes aware of the interest or the contract as the case may be, and the Priory Board Member must withdraw from and not be involved in any discussion or decision by the Priory Board in relation to that contract.
- 36.18 The Priory must cause every disclosure made under this Article by a Priory Board Member to be recorded in the minutes of the meeting of the Priory Board at which it is made.

37 Powers of the Priory Board

- 37.1 The Priory Board may:
- 37.1.1 exercise all the powers which the Priory Chapter gives it under this Constitution;
 - 37.1.2 prescribe, make, repeal, alter, modify or add to Priory Board Rules on such matters considered necessary or expedient for the regulation, management and control of the affairs and activities of the Priory and the Priory Members;
 - 37.1.3 constitute committees or other bodies consisting of Priory Members or others, as the Priory Board sees fit; and
 - 37.1.4 delegate, in whole or in part, any power or function of the Priory to any person or committee.

38 Priory Board Rules

- 38.1 Priory Board Rules referred to in Article 37.1.2 must be prescribed, made, adopted, amended or repealed by the Priory Board in meeting by a majority of not less than two thirds of the Priory Board Members.
- 38.2 In the event of any inconsistency between this Constitution and any Priory Board Rule, this Constitution prevails.
- 38.3 The Priory Board Rules shall be available for inspection by Voting Priory Members at the Office of the Priory.

39 Chief Executive Officer

- 39.1 The Priory Board may from time to time engage, maintain the engagement of, and terminate the engagement of a salaried officer (who need not be a member of the Priory) to be the Chief Executive Officer of the Priory to be responsible for the day-to-day management and operation of the Priory.

- 39.2 The Priory Board must establish the terms and conditions of the Chief Executive's appointment and engagement.
- 39.3 The Chief Executive Officer will be required to manage the operations and affairs of the Priory, including the engagement of staff, within the limits of the Priory's financial capacity.
- 39.4 The Chief Executive Officer will have such powers as may be delegated to him by the Priory Board from time to time and the Chief Executive Officer will be responsible for all acts and omissions in relation to the management of the operations and affairs of the Priory, including the engagement of all staff.
- 39.5 The Priory Board may at any time terminate or vary the appointment of the Chief Executive Officer and may revoke and vary any of the powers conferred upon the Chief Executive Officer.

40 Priory Secretary

Whilst there is a Chief Executive Officer in office in the Priory, the Priory Board may appoint him or her to be the Priory Secretary. Otherwise the Priory Board may appoint another person as the Priory Secretary, and from time to time specify the duties of the Priory Secretary.

41 Company Secretary

Whilst there is a Chief Executive Officer in office in the Priory, the Priory Board may also appoint him or her to be the Company Secretary of the Priory. Otherwise the Priory Board may appoint another person as the Company Secretary of the Priory.

42 Public Officer

Whilst there is a Chief Executive Officer in office in the Priory, the Priory Board may appoint him or her to be the Public Officer of the Priory for the purposes of the Income Tax Assessment Act 1936. Otherwise the Priory Board may appoint another person as the Public Officer and from time to time specify the duties of the Public Officer.

43 Common Seal

- 43.1 The Priory Board may obtain and maintain a common seal for the Priory, inscribed with the general use name and Australian Company Number of the Priory and retain that seal in the custody and control of the Priory Board.
- 43.2 If the Priory:
- 43.2.1 acquires any interest in real or personal property,
 - 43.2.2 enters into any written contract or engagement;
 - 43.2.3 issues any certificate or statement intended to be under seal; or
 - 43.2.4 enters into any instrument required to be sealed,
- then, except as provided in these Articles, it may do so in any manner permitted by law, including by the Priory Board resolving to do so, and to execute any document relating to such acquisition, contract or engagement, and any instrument, certificate or statement, either by affixing and attesting its common seal in the manner provided for in these Articles or in any other manner permitted by the Act.
- 43.3 The common seal must, when affixed, be attested by two Priory Board Members or by a Priory Board Member and the Chief Executive Officer.
- 43.4 The Priory Board may from time to time, either specifically or generally, delegate the power of the Priory to enter into a contract or to issue a statement or certificate and to further delegate those powers (without in any such case affixing the seal in the manner provided for in this Part IX) to:

- 43.4.1 One or more Priory Board Members or
- 43.4.2 The Chief Executive Officer, or
- 43.4.3 Such staff as the Chief Executive Officer may nominate from time to time for that purpose.

44 Priory Funds

- 44.1 The Priory Board must:
 - 44.1.1 control the receipt and banking of all monies paid to or received by the Priory;
 - 44.1.2 control all payments from the funds of the Priory; and
 - 44.1.3 take and retain custody of all securities books and documents of a financial nature and accounting records of the Priory.

45 Financial Records and Accounting

- 45.1 For the purpose of accounting, the Financial Year end shall be 31st December each year, or such other date as is determined by the Priory Board from time to time.
- 45.2 The Priory must keep written financial records in accordance with the Act.
- 45.3 The Priory Board must ensure that the books of account, annual financial statements and records of the Priory are audited in accordance with the Act.

46 Auditor

- 46.1 The Priory Chapter must in accordance with the Act and Article 25.3.3 appoint, and as necessary replace, an auditor to carry out the audit required pursuant to this Part IX. The auditor may hold office until the Priory Chapter next decides at an Annual Priory Chapter Meeting to terminate the auditor's appointment, or until the auditor is removed in any other manner permitted under the Act.
- 46.2 The Priory Chapter may terminate the appointment of its auditor and appoint another auditor.
- 46.3 The Priory Board must give to the auditor:
 - 46.3.1 notice of any Priory Chapter Meeting in the same way that a Priory Member is entitled to receive such a notice; and
 - 46.3.2 any other communications relating to that general meeting that a Priory Member is entitled to receive.

PART X - DELEGATION OF FUNCTIONS TO ST JOHN BRANCHES

47 St John Branches

- 47.1 The Priory has from time to time established, and may in future from time to time, in respect of areas of Australia, defined by the Priory at the time, establish or re-establish and then license, regulate, manage or dissolve St John Branches to undertake any or all of the functions of the Priory in the geographical area in respect of which the St John Branch concerned is established.
- 47.2 For clarity, it is recorded that at the date of adoption of this Constitution, the Priory has St John Branches actively functioning in the States of New South Wales, Victoria, Queensland, South Australia, Tasmania and territories of Northern Territory and Australian Capital Territory.

- 47.3 It is also recorded that the Order has, under the Statutes, established a separate establishment of the Order, namely the Western Australia Commandery, in and for the State of Western Australia, and the provisions of this Part X do not apply to that body, as the dependency on the Priory of the Western Australia Commandery is dealt with in the Constitution of the Commandery.
- 47.4 The purpose of establishing a St John Branch is to grant, by licence, that St John Branch the exclusive right and obligation to carry out all the functions that the Priory, as an Order establishment, would otherwise have had the exclusive right to carry out in the geographical area concerned.

48 St John Branch Incorporation and Licensing

- 48.1 When the Priory establishes or permits a St John Branch to be established, it must ensure that:
- 48.1.1 that St John Branch is separately incorporated under a constitution approved by the Priory, which reflects, as closely as is possible and appropriate in the circumstances, all of the features or attributes of St John and the Priory as evidenced by this Constitution. In particular that constitution must reflect the provisions of Part V of this Constitution, referring as appropriate to the Deputy Prior in that State instead of the Prior;
 - 48.1.2 that St John Branch is licensed to use all of the intellectual property of St John, and required to comply with such obligations as the Priory thinks appropriate in a license of this nature; and
 - 48.1.3 that St John Branch complies with its constitution and license.
- 48.2 The Priory will endeavor to ensure each St John Branch will insert into its constitution provisions reciprocating this Part X of this Constitution and binding that St John Branch to the Current Royal Charters, the Statutes and the Regulations.

PART XI - ST JOHN FEDERAL COUNCIL

49 Establishment of a St John Federal Council

- 49.1 In order to ensure that the objects of the Order are actively, robustly and uniformly carried out throughout Australia, the Priory must join with the Western Australia Commandery in establishing a St John Federal Council in accordance with this Part XI.
- 49.2 The St John Federal Council will comprise at least one representative of the governance of the Priory, each St John Branch and the Western Australia Commandery. Generally, it will be expected that the governance representative will be the Board Chair or equivalent officer from each body.
- 49.3 The provisions applying to meetings of the Priory Board will apply so far as they are appropriate to meetings of the St John Federal Council.
- 49.4 Where required or implied by the licenses referred to in Article 48, voting by all St John Federal Council members (described in Article 49.2) must be unanimous, and otherwise voting may be by a simple majority of those members present and entitled to vote. A member of the St John Federal Council is entitled to one vote on any resolution put to the St John Federal Council.
- 49.5 The costs of the functioning of the St John Federal Council will be borne by the participating bodies in such manner and such proportions as they may decide from time to time.
- 49.6 The Priory Board will make and modify, as required, a Priory Board Rule (Article 37.1.2) covering the operation of the St John Federal Council. Amendments to this Priory Board Rule must be endorsed by the affirmative vote of a majority of not less than two thirds of the St John Federal Council members.

FIRST SCHEDULE: EXTRACT FROM THE ST JOHN STATUTES 1974–2018**(See Article 8)****3. Mottoes of the Order**

The Mottoes of the Order shall be "**Pro Fide**" and "**Pro Utilitate Hominum**", which in the English language may be expressed as "For the Faith" and "In the Service of Humanity".

4. Objects and Purposes of the Order

- (1) The Order is a Christian order of chivalry and charity which has its roots in the ancient traditions of St John.
- (2) The Order's objects and purposes are the following three Principal Objects, namely:
 - (a) the encouragement of all that makes for the spiritual and moral strengthening of humanity in accordance with the first great principle of the Order embodied in the motto "**Pro Fide**";
 - (b) the encouragement and promotion of all work of humanity and charity for the relief of persons in sickness, distress, suffering or danger, without distinction of race, class or creed and the extension of the second great principle of the Order embodied in the motto "**Pro Utilitate Hominum**"; and
 - (c) the rendering of aid to the sick, wounded, disabled or suffering and the promotion of such permanent organisation during times of peace as may be at once available in times of civil emergencies or war, including if requisite the training and provision of technical reserves for the medical services of the armed forces or any civil defence organisations,

and the following objects ancillary to those Principal Objects and to be pursued only in furtherance of those Principal Objects or any of them:

- (d) for the purposes of fostering the Principal Objects, the award (or the providing of advice and recommendations as to the award) of medals, badges or certificates of honour for special services in the cause of humanity, especially for saving life at imminent personal risk, whether to members of the Order or any Establishment or any other deserving person;
- (e) the support and encouragement of the St John Eye Hospital in Jerusalem and the clinics and research projects connected therewith;
- (f) the support and encouragement of Establishment, the objects and purposes of which include:
 - (i) the instruction of members of the public in the principles and practice of first aid, community health care and related subjects;
 - (ii) the preparation, publication and distribution of text-books and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subjects;
 - (iii) the organisation, training and equipment of men, women and young persons to undertake, on a voluntary or remunerated basis either as individuals or as organised groups, first aid, community health care and related activities, in any place as occasion or circumstance may require for the relief, transport, comfort or welfare of those in need;
 - (iv) the instruction of young persons in first aid, health care, leadership and other subjects conducive to the education of good citizens;

- (v) the provision of trained personnel to give assistance to central or local government departments or to the armed forces at times of emergency in peace or in war;
- (vi) the formation of ambulance and medical comforts depots and the organisation and administration of transport by ambulance;
- (g) the formation and administration of establishments, councils, associations, centres or other subordinate bodies to facilitate the work of the Order in local geographical areas;
- (h) the maintenance of contact and the development of collaboration with kindred Orders and bodies;
- (i) the manufacture and distribution by sale or presentation of publications, equipment or materials useful for or connected with furthering the objects and purposes of the Order;
- (j) the receipt and acceptance of donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities or other assets whatsoever, and the borrowing, investing or raising of money with or without security for any objects or purposes of the Order and either subject to or free from any special trusts or conditions;
- (k) the maintenance, administration or development of all real and personal property vested in or under the control of the Order, and the sale, lease, mortgage, loan, exchange, gift, or any other disposition of the same as circumstances may arise or permit; and
- (l) the establishment and maintenance of libraries and museums and the collection of works of art and objects of historical interest relating to the Order,

provided always that the objects and purposes set out in this Statute 4 shall be limited to that which is or is ancillary to that which is charitable at law.

SECOND SCHEDULE: STATUTE 46 - QUALIFICATIONS FOR MEMBERSHIP OF THE ORDER

(see Article 14)

46. Qualifications for Membership of the Order

- (1) No person shall be qualified for membership in any Grade of the Order unless he or she:
 - (a) makes a declaration in the terms specified in Statute 47;
 - (b) furnishes a certificate in accordance with Statute 48;
 - (c) either:
 - (i) has performed, or is expected to perform, service for the Order which meets the criteria specified in Regulations made pursuant to Statute 27(7); or
 - (ii) has acted conspicuously in a manner which directly and indirectly furthers such Principal Objects; and
 - (d) has undertaken to comply with the provisions of the Royal Charter, the Statutes, and the Regulations and Rules of the Order.
- (2) No person shall be admitted to the Order unless he or she has attained the age of 18.
- (3) An Associate Member who is re-classified as a Member of the Order shall rank for seniority according to the date of his or her attachment in the Grade which is applicable at the date of reclassification.

47. Declaration before Admission to the Order

Subject as provided in Statute 47(2) and in Statute 49, before initial admission to the Order, a Declaration in the following terms shall be signed by prospective Members:

"I do solemnly declare that I will be faithful and obedient to The Order of St John and its Sovereign Head as far as it is consistent with my duty [to my Sovereign/President and]* to my country; that I will do everything in my power to uphold its dignity and support its charitable works; and that I will endeavour always to uphold the aims of this Christian Order, to respect the Christian principles which are the inspiration for the Order's foundation and to conduct myself as a person of honour".

*The words in brackets to be adapted according to the circumstances of the declarant.