CONSTITUTION OF PEARL LIFE CARE INC.

TABLE OF CONTENTS

PART 1 — PRELIMINARY

1. Name

1.1 The name of the Association is **Pearl Life Care Inc.** ("Association").

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2. Definitions and Interpretation

2.1 In this Constitution:

(a) **Act** means the *Associations Incorporation Act 2009 (NSW)*;

(b) **ACNC** means the Australian Charities and Not-for-profits Commission;

(c) **Board** means the governing body of the Association;

(d) **Director** means a member of the Board;

(e) **Responsible Person** has the meaning under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;

(f) **PBI** means Public Benevolent Institution;

(g) **DGR** means Deductible Gift Recipient;

(h) **Trustees** means the Trustee group established under this Constitution.

2.2 Headings are for convenience only and do not affect interpretation.

2.3 A reference to legislation includes any amendment or replacement of that legislation.

PART 2 — MISSION STATEMENT

3. Mission Statement

3.1 Mission

The mission of Pearl Life Care Inc. is:

To create safe, inclusive and sustainable communities that enable older persons to live independently with dignity, purpose, wellbeing and social connection, while fostering cultural identity, mutual support and quality of life.

3.2 Guiding Principles

In pursuing its mission, the Association seeks to:

(a) promote community and independent living services for older persons;

(b) support healthy ageing, wellbeing and social participation;

(c) encourage cultural, social and community engagement;

(d) establish, develop and operate one or more retirement village communities and related facilities in New South Wales;

(e) promote and protect the rights, dignity, independence and wellbeing of residents;

(f) provide community support services and activities that enhance quality of life for older persons;

(g) advance the charitable purposes of the Association for the benefit of the wider community.

PART 3 — OBJECTS AND PURPOSE

4. Charitable Objects

4.1 The Association is established exclusively for charitable purposes.

4.2 The objects include:

(a) community and independent living services for older persons;

(b) establishment, development and operation of one or more retirement villages in New South Wales;

(c) provision of care, support and wellbeing services;

(d) fundraising, development and ancillary activities;

(e) promotion and protection of the rights, dignity, independence and wellbeing of residents.

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5. Eligibility for Residency

5.1 Residency is open to eligible persons.

5.2 Priority may be given to persons of Sri Lankan heritage, culture or community connection, provided that the Association complies with all applicable anti-discrimination laws.

PART 4 — NON-PROFIT STATUS

6. Not-for-Profit Nature

6.1 The assets and income of the Association shall be applied solely in furtherance of its charitable objects.

6.2 No portion shall be distributed directly or indirectly to members except:

(a) genuine compensation for services rendered; or

(b) reimbursement of reasonable expenses incurred on behalf of the Association.

PART 5 — MEMBERSHIP

7. Membership

7.1 Membership is open to persons supporting the objects and mission of the Association.

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8. Membership Responsibilities

8.1 Members should actively support the objects of the Association.

8.2 Active participation may include:

(a) attendance at meetings;

(b) participation in discussions or decisions; and

(c) involvement in Association activities.

8.3 The Board may review membership where a member has ceased to participate in the affairs of the Association for a continuous period of two (2) years.

PART 6 — GENERAL MEETINGS

9. Quorum

9.1 A quorum for a General Meeting shall be:

Five (5) members or twenty percent (20%) of members, whichever is lower.

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10. Meetings

10.1 An Annual General Meeting must be held each year.

10.2 Notice of meetings shall be given in accordance with the Act.

10.3 Each member is entitled to one vote.

10.4 Proxy voting shall be permitted in accordance with the Proxy Form contained in Annexure C.

PART 7 — BOARD OF DIRECTORS

11. Composition

11.1 The Board shall consist of:

(a) a minimum of five (5) Directors; and

(b) a maximum of seven (7) Directors.

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12. Appointment, Terms and Removal

12.1 Directors hold office for a term of three (3) years.

12.2 Directors are eligible for re-election.

12.3 Casual vacancies may be filled by the Board until the next Annual General Meeting.

12.4 A Director may resign by written notice to the Board.

12.5 Members may remove a Director by ordinary resolution at a General Meeting.

12.6 Vacancies must be publicly advertised to the community including through suitable community communication channels.

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13. Board Meetings

13.1 The Board must meet at least four (4) times each year.

13.2 A quorum shall be a majority of Directors.

13.3 Decisions shall be determined by majority vote of Directors present.

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14. Secretary

14.1 The Secretary is responsible for:

(a) maintaining registers;
(b) issuing notices;
(c) recording minutes; and
(d) maintaining statutory records.

PART 8 — TRUSTEE STRUCTURE

15. Appointment of Trustees

15.1 The Association shall appoint three (3) Trustees.

15.2 Trustees are appointed by members.

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16. Trustee Role

16.1 Trustees act as custodians of governance and assets only.

16.2 Trustees:
(a) do not manage day-to-day operations;
(b) do not act as Directors; and
(c) do not assume operational responsibility.

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17. Trustee Term

17.1 Trustees serve for a term of three (3) years and may be reappointed.

PART 9 — GOVERNANCE PROTECTION

18. Collective Decision-Making

18.1 Decisions of the Board are made by resolution of the Directors.

18.2 A Director is not individually responsible for a decision:
(a) made by the Board as a whole;
(b) where the Director has acted in good faith; and
(c) exercised reasonable care and diligence.

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19. Conflicts of Interest

19.1 A Director must disclose any material personal interest.

19.2 A conflicted Director must:
(a) not vote;
(b) not participate unless permitted.

19.3 All disclosures must be recorded in minutes.

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20. Protection of Directors

20.1 A Director who acts in good faith, for a proper purpose, and with reasonable care and diligence is entitled to the protections available under applicable law.

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21. Exceptions

21.1 The protections under this Constitution do not apply in cases of:

(a) fraud;

(b) dishonesty; or

(c) unlawful conduct.

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22. Indemnity

22.1 The Association indemnifies each Director against liability, including legal costs, incurred in the performance of their role as a Director.

22.2 This indemnity does not apply to unlawful conduct.

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23. Insurance

23.1 The Association may maintain insurance covering the liability of Directors, officers and volunteers arising from the performance of their duties.

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24. Volunteers

24.1 A volunteer is not personally liable for acts done in good faith within the scope of their authorised role.

24.2 This protection does not apply to:

(a) unlawful conduct; or

(b) intentional misconduct.

PART 10 — FINANCIAL MANAGEMENT

25. Financial Records

25.1 The Board must ensure proper accounting records are maintained.

25.2 Financial statements shall be presented to members at the Annual General Meeting.

PART 11 — WINDING-UP

26. Distribution

26.1 Upon winding-up, no part of the surplus assets shall be distributed to members.

26.2 Any surplus assets must be transferred to one or more charities:

(a) having similar charitable purposes; and

(b) eligible to receive deductible gifts.

PART 12 — LOGO

27. Logo

27.1 The Pearl Life Care Inc. logo must not be altered without approval.

27.2 The logo may only be changed by a special resolution of members.

PART 13 — AMENDMENTS

28. Amendments

28.1 This Constitution may be amended by special resolution in accordance with the Act.

PART 14 — FORMS

29. Approved Forms

29.1 The forms annexed to this Constitution form part of the governance framework of the Association.

29.2 The Board may update administrative details of forms provided the substance of the forms is not materially altered.

ANNEXURE A

PEARL LIFE CARE INC. CONSENT TO BECOME A MEMBER

Applicant Details

Full Name: ____

Date of Birth: ____

Residential Address: _____________________________________

Email Address: ____

Phone Number: ____

Membership Consent

I, the undersigned, apply to become a member of **Pearl Life Care Inc.** and confirm that:

1. I support the **objects and charitable purposes** of Pearl Life Care Inc.
2. I have read, understand, and agree to be bound by the **Constitution of Pearl Life Care Inc.** as amended from time to time.
3. I understand that membership does **not** confer any proprietary or financial interest in the Association.
4. I acknowledge that my application is subject to **approval by the Board of Directors** in accordance with the Constitution.
5. I consent to Pearl Life Care Inc. **collecting, holding, and using my personal information** for purposes related to membership administration and statutory compliance, in accordance with applicable privacy laws.

Declaration

I declare that the information provided in this form is true and correct to the best of my knowledge.

Applicant Signature: ____

Date: ____

For Ofice Use Only

Application Received: ______/____/______ **Board**

Decision: ☐ Approved ☐ Not Approved **Date of Board**

Decision: __________________/____/______

Authorised Director Signature: ____________________________

Name & Position: ____

ANNEXURE B

PEARL LIFE CARE INC.

CONSENT TO ACT AS DIRECTOR

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1. Director Details

Full Name: ____

Date of Birth: ____

Residential Address: _____________________________________

Email Address: ____

Phone Number: ____

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2. Consent to Act

I, the undersigned, hereby:

2.1 **Consent to act as a Director** of **Pearl Life Care Inc.**

2.2 Confirm that I am eligible to act as a Director and am not disqualified under:

- the *Associations Incorporation Act 2009 (NSW)*;
- the *Corporations Act 2001 (Cth)* (where applicable);
- the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

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3. Acknowledgement of Duties

I acknowledge and agree that, as a Director of the Association, I:

3.1 am a **Responsible Person** for the purposes of the ACNC;

3.2 will comply with the **ACNC Governance Standards**, including duties to:

- act honestly and in good faith;
- act with reasonable care and diligence;
- act in the best interests of the Association;
- avoid conflicts of interest;
- ensure responsible financial management;

3.3 will comply with:

- the Constitution of Pearl Life Care Inc.;
- all applicable laws and regulations;

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4. Governance and Decision-Making

4.1 I acknowledge that decisions of the Board are made **collectively**.

4.2 I understand that:

- I am not personally responsible for decisions properly made by the Board in good faith;
- I remain responsible for complying with my legal duties as a Director.

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5. Liability, Indemnity and Insurance

5.1 I acknowledge that:

- the Constitution provides **limitation of liability and indemnity protections**;
- such protections do not apply in cases of:
  - fraud;
  - dishonesty;
  - wilful misconduct;
  - breach of statutory duties.

5.2 I understand that the Association may maintain **Directors & Officers (D&O) Insurance**.

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6. Conflicts of Interest

6.1 I agree to disclose any actual, potential, or perceived conflict of interest.

6.2 I agree not to participate in decisions where a conflict exists, except as permitted by the Constitution.

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7. Declaration

7.1 I declare that:

- the information provided is true and correct;
- I accept the responsibilities of a Director;
- I agree to act in the best interests of the Association at all times.

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8. Consent

I hereby **consent to act as a Director** of Pearl Life Care Inc.

Signature

Signature: ____

Full Name: ____

Date: ____ / ____ / ______

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9. For Association Use Only

Date Appointed: ____ / ____ / ______

Appointed by (Board / Trustees): ___________________________

Resolution Reference: ____________________________________

Chair / Director Signature: ____

ANNEXURE C

APPOINTMENT OF PROXY

PEARL LIFE CARE INC.

I,

Name: ____

being a member of Pearl Life Care Inc., appoint:

Proxy Name: ______________________________________

to act as my proxy at the:

☐ Annual General Meeting

☐ General Meeting

to be held on:

Date: ____

and at any adjournment of that meeting.

Member Signature: ________________________________

Date: ____

Proxy Signature: __________________________________

Date: ____

EXECUTION AND ADOPTION

This Constitution was adopted by Special Resolution of the Members of Pearl Life Care Inc. at a duly convened General Meeting held on:

Date: 17 JULY 2026

Signed for and on behalf of Pearl Life Care Inc.

Chair of the Board

Name: NALIKA PADMASENA OAM

Signature:

Date: 17/07/2026

Secretary

Name: Don Iddamalgoda

Signature:

Date: 19/07/2026

Pearl Life Care

INCORPORATED